

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF AQUAWALK GROUP BERHAD (“AQUAWALK” OR THE “COMPANY”) DATED 30 OCTOBER 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 Malaysian Issuing House 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 Aquawalk 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 30 October 2025 and will close at 5.00 p.m. on 7 November 2025.

In the event the Closing Date is extended, Aquawalk 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.

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.

AN OCEAN OF DISCOVERY

Aquawalk Group Berhad

(202401015259 (1561109-D))
(Incorporated in Malaysia)

Level 3A-01, Menara Darussalam,
12, Jalan Pinang,
50450 Kuala Lumpur, Federal Territory of Kuala Lumpur.

Telephone : +603 2333 1888
Website : www.aquawalk.com

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group berhad

Aquawalk Group Berhad

PROSPECTUS

PROSPECTUS

aquawalk group berhad

Aquawalk Group Berhad

(202401015259 (1561109-D))

(Incorporated in Malaysia)

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH OUR LISTING ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING:

(i) PUBLIC ISSUE OF 368,600,000 NEW ORDINARY SHARES IN OUR COMPANY ("SHARES") IN THE FOLLOWING MANNER:

- 92,150,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 4,686,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP; AND
- 271,764,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS;

AND

(ii) OFFER FOR SALE OF 368,600,000 EXISTING SHARES IN THE FOLLOWING MANNER:

- 230,375,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND
- 138,225,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS,

AT AN ISSUE/OFFER PRICE OF RM0.31 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Adviser, Sponsor, Managing Underwriter, Joint Underwriter
and Joint Placement Agent



M & A SECURITIES SDN BHD
(197301001503 (15017-H))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Underwriter and Joint Placement Agent



CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD
(197901004504 (48703-W))

(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 the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities 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.

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

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 223.

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

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

This Prospectus is dated 30 October 2025

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. 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 Adviser, Sponsor, Managing Underwriter, Joint Underwriter and Joint 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.

It is to be noted that the role of CGS International Securities Malaysia Sdn Bhd in our IPO is limited to being a Joint Underwriter and Joint Placement Agent.

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.

Investors should note that they 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).

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

Approval has been obtained from Bursa Securities for the listing of and quotation for our IPO Shares (as defined herein) on 19 June 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.

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

This Prospectus 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 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 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, our Adviser or the 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 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:

- (a) We and our 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;
- (b) We and our 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 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
- (c) Any data, information, files or other material downloaded from Third Party Internet Sites is done at your own discretion and risk. We and our 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:

- (a) 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
- (b) 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	30 October 2025
Closing of Application	7 November 2025
Balloting of Application	11 November 2025
Allotment/Transfer of our IPO Shares to successful applicants	18 November 2025
Date of Listing	19 November 2025

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

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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 "Aquawalk" and "Company" in this Prospectus are to Aquawalk Group Berhad (202401015259 (1561109-D)). Unless otherwise stated, references to "Group" are to our Company and our subsidiaries 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 one decimal place (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.

Unless otherwise stated, the following foreign currencies have been translated into their RM equivalents based on the following middle exchange rate published by BNM, where applicable:

Foreign currencies	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
	Average RM	Closing RM						
THB 100	12.9139	12.4682	12.5494	12.7200	13.1051	13.4309	12.9584	13.0662
USD 1	4.1422	4.1650	4.4045	4.3900	4.5643	4.5900	4.5606	4.4755
IDR 100	0.0289	0.0292	0.0295	0.0282	0.0300	0.0298	0.0287	0.0278

Foreign currencies	FPE 2025		As at LPD	
	Average RM	Closing RM	Average RM	Closing RM
THB 100	13.0344	12.9655	13.0356	12.9997
USD 1	4.3544	4.2125	4.3136	4.2080
IDR 100	0.0265	0.0259	0.0262	0.0253

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 the 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.

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

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:

- (a) demand for our products and services;
- (b) our business strategies;
- (c) our future plans;
- (d) our future earnings, cash flows and liquidity; and
- (e) 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:

- (a) the economic, political and investment environment in the countries which we operate in; and
- (b) Government policy, legislation or regulation of the countries which we operate in.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 9 – "Risk Factors" and Section 12 – "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:

“Aquawalk” or “Company” : Aquawalk Group Berhad (202401015259 (1561109-D))

“Aquawalk Group” or “Group” : Aquawalk and its subsidiaries, collectively

Subsidiaries

“Aquawalk Malaysia” : Aquawalk Sdn Bhd (200101027408 (563166-W)), a wholly-owned subsidiary of our Company

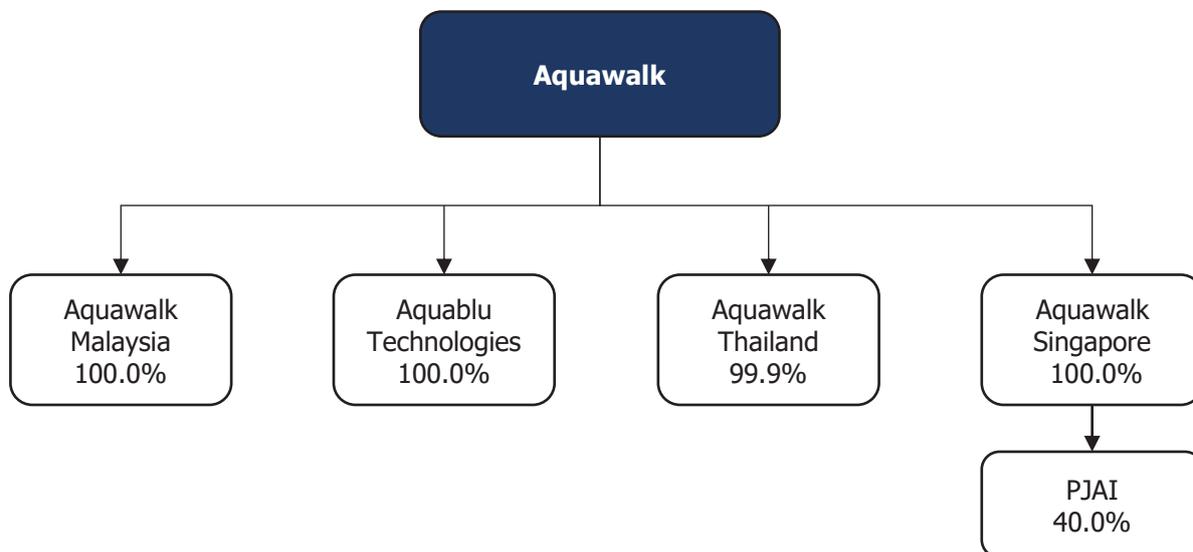
“Aquablu Technologies” : Aquablu Technologies Sdn Bhd (200901018790 (861887-M)), a wholly-owned subsidiary of our Company

“Aquawalk Thailand” : Aquawalk (Thailand) Co. Ltd (0105558132778), a 99.9%-owned subsidiary of our Company

“Aquawalk Singapore” : Aquawalk Singapore Pte Ltd (201617463E), a wholly-owned subsidiary of our Company

Associate company

“PJAI” : PT Jakarta Akuarium Indonesia (9120309371422), a 40.0%-owned associate company of Aquawalk through Aquawalk Singapore



DEFINITIONS (Cont'd)**GENERAL:**

"ACCA"	: Association of Chartered Certified Accountants
"ACE Market"	: ACE Market of Bursa Securities
"Acquisitions"	: Acquisition of Aquawalk Singapore and Acquisition of Aquawalk Malaysia, collectively
"Acquisition of Aquawalk Malaysia"	: Acquisition by our Company of the entire equity interest of Aquawalk Malaysia from Aquawalk Malaysia Vendors for a purchase consideration of RM106,304,240, which was wholly satisfied by the issuance 1,474,399,998 new Shares at an issue price of RM0.0721 per Share, which was completed on 20 August 2025
"Acquisition of Aquawalk Singapore"	: Acquisition by Aquawalk Malaysia of 25.0% equity interest in Aquawalk Singapore from Delmango Investments Limited for a purchase consideration of RM2,977,922, which was wholly satisfied by the issuance of 2,482,222 ordinary shares in Aquawalk Malaysia at an issue price of RM1.1997 per share, which was completed on 15 August 2025
"Act"	: Companies Act 2016
"ADA"	: Authorised Depository Agent
"Adventuria"	: Adventuria Sdn Bhd (201701019371 (1233536-X))
"Adviser" or "Sponsor" or "Managing Underwriter" or "Joint Underwriter" or "Joint Placement Agent"	: M&A Securities
"AGM"	: Annual general meeting
"Application(s)"	: Application(s) for IPO Shares by way of Application Form(s), Electronic Share Application(s) or Internet Share Application(s)
"Application Form(s)"	: Printed application form(s) for the application of our IPO Shares accompanying this Prospectus
"Aquaria KLCC"	: Aquarium featuring a 2.5 million litre main tank with a 90 metres long underwater tunnel, featuring 10 distinct zones across approximately 72,584 sq ft located in Kuala Lumpur Convention Centre, Kuala Lumpur
"Aquaria Phuket"	: Aquarium featuring a 3.5 million litre main tank with a 90-degree viewing tunnel, featuring 9 distinct zones across approximately 103,843 sq ft located in Central Phuket Floresta, Phuket, Thailand
"Aquawalk Malaysia Vendors"	: Dato' Simon, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Versatrad Agencies, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi, Delmango Investments Limited, Mace Consulting Limited, Patrick Joss Thomson, Liam David Thomson and Kathleen Mary Thomson, collectively

DEFINITIONS (Cont'd)

"ASEAN"	:	Association of Southeast Asian Nations
"ATM"	:	Automated teller machine
"Blu Aquarium"	:	Blu Aquarium Technologies Sdn Bhd (200701024028 (782046-W))
"Blu Restaurant"	:	Blu Restaurant Sdn Bhd (202101022680 (1422980-X))
"BNM"	:	Bank Negara Malaysia
"Board"	:	Board of Directors of our Company
"Bursa Depository" or "Depository"	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
"CAGR"	:	Compound annual growth rate
"CCC"	:	Certificate of completion and compliance
"CDLC"	:	Crème De La Crème
"CDS"	:	Central Depository System
"CDS Account"	:	Account established by Bursa Depository for a depositor for the recording and dealing in securities by the depositor
"Central Depositories Act" or "SICDA"	:	Securities Industry (Central Depositories) Act 1991
"CF"	:	Certificate of fitness for occupation
"CGS" or "Joint Underwriter" or "Joint Placement Agent"	:	CGS International Securities Malaysia Sdn Bhd (197901004504 (48703-W))
"CIDB"	:	Construction Industry Development Board
"CMSA"	:	Capital Markets and Services Act 2007
"Constitution"	:	Our constitution
"COVID-19"	:	Coronavirus disease in 2019, an infectious disease which affects the respiratory system, and is a global pandemic
"Dato' Simon"	:	Dato' Foong Choong Heng
"Datin Mina"	:	Datin Cheah Kim Choo
"Daryl Foong"	:	Foong Chuen Hoe
"DBKL"	:	Dewan Bandaraya Kuala Lumpur
"Depository Rules" or "Rules of Bursa Depository"	:	Rules of Bursa Depository and any appendices thereto

DEFINITIONS (Cont'd)

"Dessertology"	: Dessertology Sdn Bhd (201901026599 (1335928-A))
"Director(s)"	: Executive director(s) or non-executive director(s) of our Company within the meaning of Section 2 of the Act
"Distribution"	: Reorganisation comprising: <ul style="list-style-type: none"> (a) the disposal of Aquawalk Singapore by Aquawalk Malaysia to Aquawalk, which was completed on 29 August 2025; (b) the distribution-in-specie by Aquawalk Malaysia of its entire equity interest in Aquablu Technologies to Aquawalk, which was completed on 12 September 2025; and (c) the disposal of Aquawalk Thailand by Aquawalk Malaysia to Aquawalk, which was completed on 18 September 2025
"DOF"	: Department of Fisheries 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(s)"	: Application(s) for IPO Shares through a Participating Financial Institution's ATM
"Eligible Person(s)"	: Eligible Director(s), employee(s) of our Group as well as person(s) who have contributed to the success of our Group who are eligible to participate in the Pink Form Allocations, collectively
"EPS"	: Earnings per share
"F&B"	: Food and beverage
"Feliz Natur"	: Feliz Natur Sdn Bhd (199301020544 (275282-D))
"FPE"	: 6-month financial period(s) ended/ending 30 June, as the case may be
"FYE"	: Financial year(s) ended/ending 31 December, as the case may be
"GL"	: Gross loss
"Government"	: Government of Malaysia
"GP"	: Gross profit
"Group Internal Restructuring"	: Acquisitions and Distribution, collectively
"Henry Ooi"	: Ooi Chong Hean

DEFINITIONS (Cont'd)

"HR"	: Human resources
"ICT"	: Information Communication Technology
"IFRS"	: International Financial Reporting Standards
"IMR" or "F&S"	: Frost & Sullivan GIC Malaysia Sdn Bhd (200701010645 (768648-K)), our Independent Market Researcher
"IMR Report"	: Independent Market Research Report titled "Aquariums Industry in Malaysia, and Overview of the Industry in Selected Countries"
"InNature"	: InNature Berhad (199401034915 (320598-X))
"InNature Group"	: InNature Berhad and its subsidiaries, collectively
"Initial Public Offering" or "IPO"	: Our initial public offering comprising our 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(s) as listed in Section 16.6
"Internet Share Application(s)"	: Application(s) for our IPO Shares through an online share application service provided by Internet Participating Financial Institution(s) or Participating Financial Institution(s) or Participating Securities Firm(s)
"IPO Price"	: Issue/Offer price of RM0.31 per Share under 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"	: Malaysian Issuing House Sdn Bhd (199301003608 (258345-X))
"IT"	: Information technology
"JAQS"	: Jakarta AQUarium Safari, an aquarium featuring 12 distinct zones across approximately 77,568 sq ft located in Jakarta, Indonesia which is held under Aquawalk Singapore's 40.0%-owned associate company, namely PJAI
"Joint Placement Agent(s)"	: M&A Securities and CGS, collectively
"Joint Underwriter(s)"	: M&A Securities and CGS, collectively
"KLCC"	: Kuala Lumpur City Centre
"LAT"	: Loss after taxation

DEFINITIONS (Cont'd)

"LBIT"	: Loss before interest and tax
"LBITDA"	: Loss before interest, tax, depreciation and amortisation
"LBT"	: Loss before taxation
"LED"	: Light-emitting diode
"Listing"	: Listing of and quotation for our entire enlarged share capital of RM220,570,242 comprising 1,843,000,000 Shares on the ACE Market
"Listing Requirements"	: ACE Market Listing Requirements of Bursa Securities
"Listing Scheme"	: Comprising our Public Issue, Offer for Sale and Listing, collectively
"LPD"	: 30 September 2025, being the latest practicable date for ascertaining certain information contained in this Prospectus
"LPS"	: Loss per share
"M&A Securities"	: M & A Securities Sdn Bhd (197301001503 (15017-H))
"M&E"	: Mechanical and electrical
"Malaysian Public"	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia, but excluding our Group's Directors, substantial shareholders and persons connected or associated with them (as defined by the Listing Requirements)
"MAQIS"	: Department of Malaysian Quarantine and Inspection Services
"Market Day"	: A day on which Bursa Securities is open for trading in securities, which may include a surprise holiday (being a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year)
"MATFA"	: Malaysian Association of Themepark & Family Attractions
"MCCG"	: Malaysian Code on Corporate Governance
"MCO"	: The nationwide Movement Control Order imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
"MFRS"	: Malaysian Financial Reporting Standards
"MITI"	: Ministry of Investment, Trade and Industry
"Monica Lai"	: Lai Voon Huey
"MOU"	: Memorandum of understanding

DEFINITIONS (Cont'd)

"MyIPO"	: Intellectual Property Corporation of Malaysia
"NA"	: Net assets
"NBV"	: Net book value
"NRP"	: National Recovery Plan
"Offer for Sale"	: Offer for sale of 368,600,000 Offer Shares by our Selling Shareholders at our IPO Price
"Offer Share(s)"	: 368,600,000 existing Share(s) to be offered by our Selling Shareholders pursuant to our Offer for Sale
"Official List"	: A list specifying all securities which have been admitted for listing on Bursa Securities
"Participating Financial Institution(s)"	: Participating financial institution(s) for Electronic Share Application(s) as listed in Section 16.5
"PAT"	: Profit after tax
"PBT"	: Profit before tax
"PE Multiple"	: Price-to-earnings multiple
"PERHILITAN"	: Department of Wildlife and National Parks, Malaysia
"Pink Form Allocations"	: Allocation of 4,686,000 Issue Shares to our Eligible Persons, which forms part of our Public Issue
"POS"	: Point-of-sale
"Promoter(s)"	: Dato' Simon, Daryl Foong, Feliz Natur, Vestmap and Versatrad Agencies, collectively
"Prospectus"	: This prospectus dated 30 October 2025 in relation to our IPO
"Public Issue"	: Public issue of 368,600,000 Issue Shares at our IPO Price
"Rampai-Niaga"	: Rampai-Niaga Sdn Bhd (198401005193 (117711-H))
"ROC"	: Registrar of Companies
"SAC"	: Shariah Advisory Council of SC
"SC"	: Securities Commission Malaysia
"Selling Shareholder(s)"	: Feliz Natur, Aquawalk Holdings Limited, Dato' Simon, Dato' Sri Teng Ah Kiong, Mace Consulting Limited, Delmango Investments Limited, Patrick Joss Thomson, Liam David Thomson and Kathleen Mary Thomson, who are undertaking our Offer for Sale, collectively
"Share(s)" or "Aquawalk Share(s)"	: Ordinary share(s) in our Company

DEFINITIONS (Cont'd)

- "Specified Shareholder(s)" : Feliz Natur, Vestmap, Versatrad Agencies, Dato' Simon, Datin Mina and Daryl Foong, collectively
- "Underwriting Agreement" : Underwriting agreement dated 8 October 2025 entered into between our Company, our Managing Underwriter and our Joint Underwriters for the purpose of our IPO
- "Versatrad Agencies" : Versatrad Agencies Sdn Bhd (198501014385 (146841-X))
- "Vestmap" : Vestmap (M) Sdn Bhd (200601015893 (735645-T))

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DEFINITIONS (Cont'd)

CURRENCIES AND UNITS:

"EUR"	:	Euro, the lawful currency of the member states of the European Union
"IDR"	:	Rupiah, the lawful currency of Indonesia
"kg"	:	Kilogram
"km"	:	Kilometre
"RM" or "sen"	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
"sq ft"	:	Square feet
"SGD"	:	Singapore Dollar, the lawful currency of Singapore
"THB"	:	Thai Baht, the lawful currency of Thailand
"USD"	:	United States Dollar, the lawful currency of United States of America

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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:

- "aquaria" or "aquarium" : Aquaria are controlled environments designed mainly for housing, displaying, and maintaining aquatic organisms for purposes such as research, conservation, education or recreation. A single environment is referred to as an aquarium
- "aquatic" : Organisms, environments or habitats that are fully immersed in or dependent on water for survival and reproduction, such as fish, aquatic plants and freshwater or marine ecosystems
- "aqua-scaping" : Also known as underwater gardening. It involves techniques of setting up, decorating and arranging a set of natural elements such as aquatic plants, stones and driftwood
- "artificial ecosystems" : Enclosed animal habitats such as aquaria, terraria, otter enclosures or aviaries
- "Augmented Reality Virtual" or "ARV" : An interactive experience that overlays digital information such as graphics, sounds or other sensory enhancement onto the real-world environment, typically through devices like smartphones, tablets or augmented reality glasses. It blends virtual elements with the physical world to enhance or alter the user's perception and interaction with their surroundings
- "Back-of-House" or "BOH" : Represents all functions related to the inspection, upkeep, repair, testing, maintenance and upgrade of LSS, habitats, machinery and plant rooms
- "curatorial" : Relates to the selection and organisation of a museum or other collection, such as in the case of aquaria
- "fragmentation" : A process of coral reproduction whereby a live portion of a coral colony has become physically separated due to the breakage of the skeleton and continues to grow individually
- "Front-of-House" or "FOH" : Represents aspects related to the visitor experience, including but not limited to exhibit displays, information panels and speakers, lighting, theming, retail and photography, feeding sessions and other visitor touchpoints
- "husbandry" : The care, management and breeding of both aquatic and non-aquatic organisms in aquaria, involving the maintenance of environmental conditions, proper nutrition and health monitoring to ensure the well-being of all species housed within the controlled environment
- "LSS" : Life Support System, a complex and integrated system designed to ensure an optimum and healthy environment is provided in an artificial environment or ecosystem

TECHNICAL GLOSSARY (Cont'd)

"refractometer"	:	Refers to a test instrument or device used to measure the salinity and specific gravity of the water in an exhibition tank
"retail yield"	:	Refers to the retail sales revenue earned per visitor headcount for each of our aquaria
"semi-aquatic"	:	Organisms or habitats that are adapted to both land and water environments. Semi-aquatic species spend part of their life cycle in water and part on land
"substrate"	:	Refers to material covering the bottom of an aquarium or terrarium
"spectrophotometer"	:	Refers to a lab equipment that uses light absorption through different spectrums as a unit of measure
"terrestrial"	:	Relating to land or the Earth
"ticket yield"	:	Refers to ticketing sales revenue earned per visitor headcount for each of our aquaria
"Trickeye"	:	Refers to an artistic technique that creates optical illusions
"Trickeye Museum"	:	A South Korean gallery franchise with big wall paintings or installations which contain ARV effects and/or illusions, using a camera application in order to see the ARV effects
"zoological"	:	Relating to animals or zoology

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1. CORPORATE DIRECTORY**Board of Directors**

Name	Designation	Residential address	Nationality/ Profession	Gender
Dato' Simon	Executive Chairman (Non-Independent)	2, Jalan Nusa Bukit Tunku 50480 Kuala Lumpur	Malaysian/ Director	Male
Daryl Foong	Executive Director (Non-Independent)	2, Jalan Nusa Bukit Tunku 50480 Kuala Lumpur	Malaysian/ Director	Male
Datin Mina	Non-Independent Non-Executive Director	2, Jalan Nusa Bukit Tunku 50480 Kuala Lumpur	Malaysian/ Director	Female
Monica Lai	Independent Non- Executive Director	E-11-2, Kiaraville 2, Changkat Duta Kiara Mont' Kiara 50480 Kuala Lumpur	Malaysian/ Director	Female
Datuk Ir. Rosaline Ganendra	Independent Non- Executive Director	109, Jalan SS3/41 47300 Petaling Jaya Selangor	Malaysian/ Director	Female
David Gwan Kym Tjhung	Independent Non- Executive Director	96, Jalan Jelutong Bukit Damansara 50490 Kuala Lumpur	Australian/ Director	Male
Dyana Sofya binti Mohd Daud	Independent Non- Executive Director	C-7-1, Setia Sky Residences Jalan Tun Razak 50300 Kuala Lumpur	Malaysian/ Lawyer	Female

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Monica Lai	Chairperson	Independent Non-Executive Director
Datin Mina	Member	Non-Independent Non-Executive Director
Datuk Ir. Rosaline Ganendra	Member	Independent Non-Executive Director
David Gwan Kym Tjhung	Member	Independent Non-Executive Director

NOMINATING AND REMUNERATION COMMITTEE

Name	Designation	Directorship
Datuk Ir. Rosaline Ganendra	Chairperson	Independent Non-Executive Director
Datin Mina	Member	Non-Independent Non-Executive Director
Monica Lai	Member	Independent Non-Executive Director
Dyana Sofya binti Mohd Daud	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARY** : **Seow Fei San (MAICSA 7009732)**
SSM Practicing Certificate No.: 201908002299
(Chartered Secretary, Associate of the Institute of Chartered Secretaries and Administrators)
- 802, 8th Floor, Block C
Kelana Square
17, Jalan SS7/26
47301 Petaling Jaya
Selangor
- Telephone number: +603-7803 1126
- REGISTERED OFFICE** : 802, 8th Floor, Block C
Kelana Square
17, Jalan SS7/26
47301 Petaling Jaya
Selangor
- Telephone number: +603-7803 1126
- HEAD OFFICE** : Level 3A-01, Menara Darussalam
12, Jalan Pinang
50450 Kuala Lumpur
- Telephone number: +603-2333 1888
- EMAIL ADDRESS AND WEBSITE** : Website: www.aquawalk.com
Email address: corpcomm@aquawalk.com
- AUDITORS AND REPORTING ACCOUNTANTS FOR OUR LISTING** : **BDO PLT**
(201906000013 (LLP0018825-LCA) & AF 0206)
- Level 8, BDO @ Menara CenTara
360, Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Malaysia
- Partner-in-charge: Pang Zhi Hao
Approval number: 03450/09/2027 J
(Chartered Accountant of the Malaysian Institute of Accountants, Member of the Malaysian Institute of Certified Public Accountants, and Member of Certified Practising Accountant Australia)
- Telephone number: +603-2616 2816
- ADVISER, SPONSOR, MANAGING UNDERWRITER, JOINT UNDERWRITER AND JOINT PLACEMENT AGENT** : **M & A Securities Sdn Bhd**
(197301001503 (15017-H))
- Level 3 and 7, 45 & 47
The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
- Telephone number: +603-2284 2911

1. CORPORATE DIRECTORY (Cont'd)

**JOINT UNDERWRITER AND
JOINT PLACEMENT
AGENT** : **CGS International Securities Malaysia Sdn Bhd**
(197901004504 (48703-W))

Level 29, Menara Aras Raya
11, Jalan Raja Laut
50350 Kuala Lumpur

Telephone number: +603-2635 8888

**SOLICITORS FOR OUR
LISTING IN RESPECT OF
MALAYSIAN LAWS**

: **Cheang & Ariff**

Loke Mansion
273A, Jalan Medan Tuanku
50300 Kuala Lumpur

Telephone number: +603-2691 0803

**SOLICITORS FOR OUR
LISTING IN RESPECT OF
SINGAPOREAN LAWS**

: **Asia Practice LLC**

10, Anson Road
21-16, International Plaza
Singapore 079903

Telephone number: +65-6220 1912

**SOLICITORS FOR OUR
LISTING IN RESPECT OF
THAI LAWS**

: **SBC International Law Associates Co., Ltd**

317, Kamol Sukosol Building
Level 8, Unit 8B
Silom Road, Bangrak
Bangkok 10500
Thailand

Telephone number: +66-2631 2066

**SOLICITORS FOR OUR
LISTING IN RESPECT OF
INDONESIAN LAWS**

: **Armand Yapsunto Muharamsyah and Partners**

Generali Tower, Penthouse Floor
Gran Rubina Business Park
Kawasan Rasuna Epicentrum
Jl. HR. Rasuna Said
Jakarta 12940, Indonesia

Telephone number: +62-21-8370 7777

ISSUING HOUSE

: **Malaysian Issuing House Sdn Bhd**
(199301003608 (258345-X))

11th Floor, Menara Symphony
5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

Telephone number: +603-7890 4700

1. CORPORATE DIRECTORY (Cont'd)

- SHARE REGISTRAR** : **Boardroom Share Registrars Sdn Bhd**
(199601006647 (378993-D))
- 11th Floor, Menara Symphony
5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor
- Telephone number: +603-7890 4700
- INDEPENDENT MARKET RESEARCHER** : **Frost & Sullivan GIC Malaysia Sdn Bhd**
(200701010645 (768648-K))
- Level 6.06, KPMG Tower
8, First Avenue
Bandar Utama
47800 Petaling Jaya
Selangor
- Person-in-charge: Narciso Podda
*(Bachelor in Business Administration, Bocconi University, and
Masters in International Economics and Finance, Chulalongkorn
University)*
- Telephone number: +603-2023 2000
- LISTING SOUGHT** : ACE Market
- SHARIAH STATUS** : Approved by the SAC

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2. 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.

2.1 PRINCIPAL DETAILS OF 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.

	Public Issue		Offer for Sale		Total	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%
Malaysian Public ⁽²⁾	92,150,000	5.0	-	-	92,150,000	5.0
Pink Form Allocations	4,686,000	0.3	-	-	4,686,000	0.3
Private placement to MITI approved Bumiputera investors	-	-	230,375,000	12.5	230,375,000	12.5
Private placement to selected investors	271,764,000	14.7	138,225,000	7.5	409,989,000	22.2
	368,600,000	20.0	368,600,000	20.0	737,200,000	40.0

Enlarged number of Shares upon Listing	1,843,000,000
IPO Price per Share	RM0.31
Market capitalisation upon Listing (based on our IPO Price and enlarged number of Shares upon Listing)	RM571,330,000

Notes:

- (1) Based on our enlarged share capital of 1,843,000,000 Shares after our IPO.
- (2) 46,075,000 Shares will be set aside for Bumiputera public investors.

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

In accordance with Rule 3.19(1) of 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 45.0% 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 1/3 per annum (on a straight-line basis) of their shares under moratorium upon expiry of the second 6-month moratorium period. The moratorium has been fully accepted by our Specified Shareholders, who have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

Separately, Feliz Natur has undertaken not to sell, transfer or assign their respective shareholdings in Vestmap during the moratorium period. The ultimate shareholders of Feliz Natur and Versatrad Agencies, namely Dato' Simon and Datin Mina have also undertaken not to sell, transfer or assign their respective shareholdings in Feliz Natur and Vesatrad Agencies during their moratorium period.

Our other shareholders (i.e. Patrick Joss Thomson, Liam David Thomson, Kathleen Mary Thomson, Dato' Sri Teng Ah Kiong and Aquawalk Holdings Limited) have voluntarily provided written undertakings not to sell, transfer or assign their shareholdings for a period of 6 months from the date of our admission to the ACE Market. Separately, the sole shareholder of Aquawalk Holdings Limited, namely Anna Marie O'Boyle has also undertaken not to sell, transfer or assign her shareholdings in Aquawalk Holdings Limited during the same moratorium period.

Further details on the moratorium on our Shares are set out in Section 3.2.

2. PROSPECTUS SUMMARY (Cont'd)

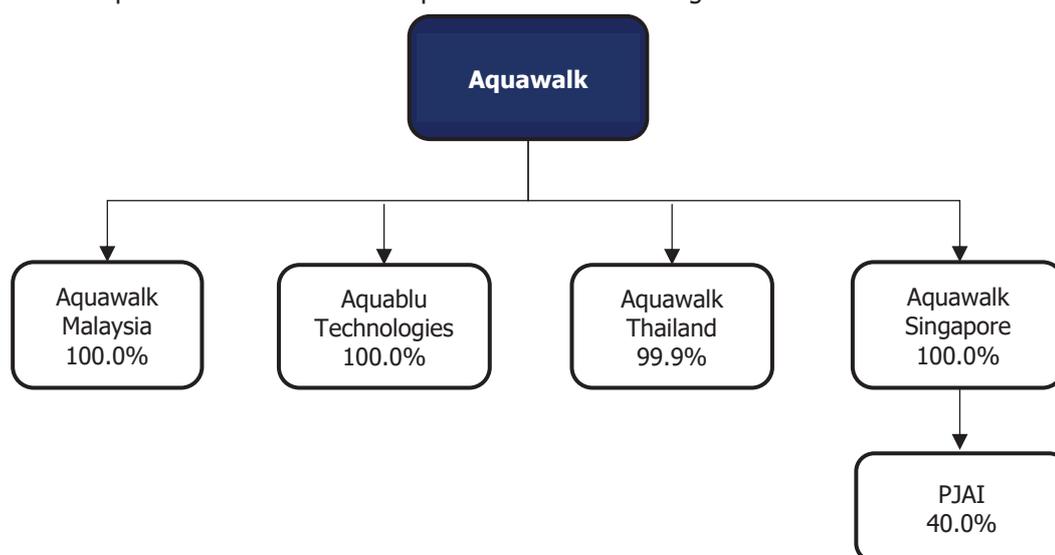
2.2 GROUP STRUCTURE, BUSINESS MODEL AND OPERATIONAL HIGHLIGHTS

Our Company was incorporated in Malaysia under the Act on 18 April 2024 as a private limited company under the name of Aquawalk Group Sdn Bhd. On 26 December 2024, our Company was converted into a public limited company and adopted our present name.

Our Company is principally an investment holding company. Through our subsidiaries, our Group's principal business activities can be divided into:

- (a) operations and development of our own aquaria; and
- (b) design, development and maintenance of new or third-party aquaria.

Our Group structure after our Group Internal Restructuring and our IPO is as follows:



Our business model is depicted in the following diagram:

Our Group's principal activities	Operations and development of our Group's own aquaria			Design, development and maintenance of new or third-party aquaria
Our Group's operations	Ticketing sales	Retail sales	Miscellaneous sales	Design, development and maintenance
	Aquaria KLCC and Aquaria Phuket	Third-party merchandise and photography packages	Rental, F&B, fish food and concession sales	
Customers	<ul style="list-style-type: none"> Sale of admission tickets to the respective aquaria Operations and maintenance of aquaria to optimise visitor experience 	<ul style="list-style-type: none"> Collaboration with third party vendors to provide aquaria-themed merchandise to visitors Provision of photography at strategic spots to visitors 	<ul style="list-style-type: none"> Leasing of space to third-parties Concessions for visitors during their visit in Aquaria Sale of fish food to feed aquatic animals 	<ul style="list-style-type: none"> Provision of design, engineering, technical consultation and project management aquatic and zoological exhibits, integrated entertainment complexes and attractions Provision of management, operational and maintenance services.
Geographical market	<ul style="list-style-type: none"> Walk-in sales Third-party platform and resellers Online sales 			<ul style="list-style-type: none"> Aquatic and zoological exhibits Integrated entertainment complexes Private entities
	<ul style="list-style-type: none"> Malaysia for Aquaria KLCC Thailand for Aquaria Phuket 			<ul style="list-style-type: none"> Malaysia Thailand Others⁽ⁱ⁾

Note:

- (i) Comprises of United Arab Emirates, Germany and Indonesia.

Further details of our Group and our business model are set out in Sections 6 and 7.

2. PROSPECTUS SUMMARY (Cont'd)

For FYE 2021 to 2024 and FPE 2025, our Group's total revenue was mainly derived from the ticketing sales and retails sales. The breakdown of our Group's revenue by principal business activities for FYE 2021 to 2024 and FPE 2025 is as follows:

	Audited									
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Operations of aquarium										
Ticketing sales	18,456	74.6	56,422	78.5	77,877	81.3	84,537	81.0	42,874	82.6
Retail sales	4,845	19.6	14,102	19.6	15,014	15.7	17,002	16.3	7,784	15.0
Miscellaneous sales ⁽¹⁾	173	0.7	586	0.8	827	0.9	1,858	1.8	1,135	2.2
	23,474	94.9	71,110	98.9	93,718	97.9	103,397	99.1	51,793	99.8
Design and build⁽²⁾	1,272	5.1	788	1.1	2,094	2.1	902	0.9	101	0.2
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	51,894	100.0

Notes:

- (1) Comprises mainly rental income from leasing space to third-parties, concession sales and fish food sales.
- (2) Being revenue generated from project fees by Aquablu Technologies. Aquablu Technologies provides project management, design and technical consultation, advisory and maintenance as a separate revenue stream.

The breakdown of our Group's revenue by geographical market for FYE 2021 to 2024 and FPE 2025 is as follows:

	Audited									
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Local										
Malaysia	21,499	86.9	59,472	82.7	72,764	75.9	81,602	78.2	38,697	74.6
Overseas										
Thailand	2,371	9.6	12,185	17.0	22,076	23.1	22,430	21.5	13,197	25.4
Others ⁽¹⁾	876	3.5	241	0.3	972	1.0	267	0.3	-	-
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	51,894	100.0

Note:

- (1) Comprises foreign project fees earned by Aquablu Technologies from United Arab Emirates, Germany and Indonesia for projects related to architectural conceptualising and schematic design, commissioning as well as logistics for fish supply.

2.3 INTERRUPTIONS TO BUSINESS AND OPERATIONS

The World Health Organisation declared COVID-19 a pandemic on 11 March 2020. The Government implemented several measures to reduce and control the spread of COVID-19 in the country, commencing on 18 March 2020. As a result of the implementation of MCO by the Government, during FYE 2021, Aquaria KLCC experienced a shorter duration of operations of about 24 weeks. We also faced similar disruptions from COVID-19 in our subsidiaries' operations due to a temporary halt. Besides this, there was no other material adverse impact on our business operations. Tourism activity in general was severely affected during the pandemic, which was reflected in our financial performance for FYE 2021, before recovering in FYE 2022 onwards. Further details of the impact of COVID-19 and MCO on our Group are set out in Section 7.8.

2. PROSPECTUS SUMMARY *(Cont'd)*

2.4 COMPETITIVE STRENGTHS

Our Board is of the opinion that our business sustainability and future growth is built on the following competitive strengths:

- (a) Our Group has a proven track record and expertise spanning over 2 decades in developing and operating premier aquaria and related exhibits in the region, deriving from an extensive and diverse aquatic and zoological habitat knowledge and expertise. With a large collection of unique marine and terrestrial animals housed in engaging and well-designed habitats, our Group has consistently welcomed visitors since 2005, demonstrating our business resilience and winning formula.
- (b) The locations of our aquaria are situated in prime locations featuring strong complementary attractions, accessibility, conveniences and visitor footfall. With our premises in tourism catchment areas within the major cities such as Kuala Lumpur (most notably located at Kuala Lumpur Convention Centre), Phuket and Jakarta, our Group is well positioned to capitalise on the burgeoning tourism economy within ASEAN. Our Group continues to identify and operate within such strategic locations.
- (c) Our Group's subsidiary, namely Aquablu Technologies, which provides project management, design and technical consultation and advisory, specialises in aquatic and zoological exhibits technology, integrated entertainment complexes and attractions. Leveraging on our Group's successful track record in developing and managing our own aquaria, we have extended such expertise to several third-party clients in developing their own facilities. As a result, our Group has the necessary expertise and capability to deliver successful operational facilities and engineering solutions to location-specific and facility-specific challenges.
- (d) Our Group is led by experienced Executive Directors. Dato' Simon (our Executive Chairman) leads our Board in overall governance of our Group, sets our Group's strategic direction and oversees the implementation of our Group's strategies. Dato' Simon works closely with Daryl Foong (our Executive Director/Group Chief Executive Officer), and our senior management team, to provide strategic oversight and guidance to ensure that our Group remains on our path of growth and success.
- (e) Our Group works closely with government agencies, community representatives, non-governmental organisations and educational institutions, forming collaborations and outreach programmes focusing on conservation, awareness, education and community stewardship, which promotes brand visibility.

Further details of our competitive strengths are set out in Section 7.14.

2.5 BUSINESS STRATEGIES

Our business objectives are to maintain sustainable growth and create long-term shareholder value. To achieve our business objectives, we will implement the following business strategies over the period of 48 months from the date of our Listing:

- (a) We intend to upgrade and expand our existing aquaria, Aquaria KLCC and Aquaria Phuket to maintain our position as leading aquarium operators.
- (b) We intend to invest into new projects to increase our market share within the aquariums industry. As at LPD, Aquawalk Malaysia and Aquawalk have entered into the following:

2. PROSPECTUS SUMMARY *(Cont'd)*

- (i) non-binding MOU dated 13 February 2024 with Qhazanah Sabah Berhad ("**Qhazanah**") to jointly develop an oceanarium at a seaside location in Kota Kinabalu and a Letter of Intent dated 21 October 2024 with Qhazanah to enter into further negotiations with Qhazanah; and
- (ii) non-binding MOU dated 1 December 2024 and Letter of Intent dated 16 June 2025 with PT Maju Batu Bersama, a developer of a leading recreational theme park complex in Java, Indonesia, to develop an aquarium in Java, Indonesia.

Further details of our competitive strengths are set out in Section 7.15.

2.6 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 9. Some of the more important risk factors are summarised below:

- (a) Our success is dependent on our ability to secure new strategic locations and renew the tenancies or leases of our present aquarium locations on commercially viable terms. All these factors could adversely affect our business, financial condition or results of operations.
- (b) We may not be able to successfully implement our future plans and business strategies, joint ventures or other strategic initiatives. These growth strategies and innovation require significant management resources and capital investments which may not yield revenue growth at the rate we anticipate, or at all. As a result, we may not be able to recover these costs as well as any business development expenses, or to realise their intended or projected benefits, which could materially adversely affect our business, financial condition or results of operations.
- (c) We may face operational risks which include critical systems failure or LSS failure, which may result in severe damage to our business operations. Any such disruptions or suspensions in our operations could reduce visitorship, which in turn could negatively impact our business, financial condition or results of operations and brand reputation.
- (d) The welfare of the animals in our care is of utmost importance and we are fully committed to ensuring the well-being and longevity of our aquatic ecosystems. Should an infectious disease affect any of the animals in our aquariums, or if the public perceives a potential health risk to humans, this could materially and adversely impact our animal collection, which will, in turn, affect our business, financial condition or results of operations.
- (e) We may not be able to complete or deliver our new projects on time, within budget or at all. Any inability to obtain the necessary funding could result in project delays or increased development costs, which in turn, will adversely affect our business, financial condition or results of operations.
- (f) The high fixed cost structure of aquarium operations can result in significantly lower margins if revenue declines. If revenue declines and our cost-cutting measures are insufficient or impractical, we could face a material decrease in profitability, along with reduced or negative cash flows.
- (g) Our success and future growth are dependent on the experience, industry knowledge and domain expertise of our Executive Directors, key senior management, and technically qualified staff in the countries which we operate. The loss of our Executive Directors and key senior management, technically qualified staff and other key employees without suitable and timely replacement may have a material adverse effect on our business, financial condition or results of operation.

2. PROSPECTUS SUMMARY (Cont'd)

- (h) The attractions industry is highly competitive. Our aquariums compete with other types of recreational facilities such as zoos, theme parks, water parks and amusement parks, and other forms of entertainment. In such a competitive industry, our market share and Group prospect could be harmed if we are unable to compete effectively, or if other attractions gain more popularity over us.

2.7 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management are as follows:

Name	Designation
Directors	
Dato' Simon	Executive Chairman
Daryl Foong	Executive Director/Group Chief Executive Officer
Datin Mina	Non-Independent Non-Executive Director
Monica Lai	Independent Non-Executive Director
Datuk Ir. Rosaline Ganendra	Independent Non-Executive Director
David Gwan Kym Tjhung	Independent Non-Executive Director
Dyana Sofya binti Mohd Daud	Independent Non-Executive Director
Key senior management	
Henry Ooi	Group Corporate Governance and Finance Officer
Santhanamary John	Chief Operating Officer of Aquawalk Thailand

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

2.8 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

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

Name	Nationality/ Place of incorporation	⁽¹⁾ Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders									
Dato' Simon	Malaysian	64,408,300	4.4	⁽⁴⁾ 1,020,195,400	69.1	-	-	⁽⁴⁾ 927,666,700	50.3
Feliz Natur	Malaysia	190,951,400	12.9	⁽⁵⁾ 759,121,300	51.5	98,422,700	5.3	⁽⁵⁾ 759,121,300	41.2
Vestmap	Malaysia	⁽³⁾ 759,121,300	51.5	-	-	759,121,300	41.2	-	-
Promoters									
Versatrad Agencies	Malaysia	70,122,700	4.7	-	-	70,122,700	3.8	-	-
Daryl Foong	Malaysian	-	-	-	-	⁽⁶⁾ 689,700	<0.1	-	-
Substantial shareholders									
Aquawalk Holdings Limited	New Zealand	189,891,600	12.9	-	-	94,945,800	5.2	-	-
Anna Marie O'Boyle	New Zealander	-	-	⁽⁷⁾ 189,891,600	12.9	-	-	⁽⁷⁾ 94,945,800	5.2
Datin Mina	Malaysian	-	-	⁽⁴⁾⁽⁸⁾ 1,084,603,700	73.5	-	-	⁽⁴⁾ 927,666,700	50.3

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

- (1) Based on our share capital of 1,474,400,000 Shares after our Group Internal Restructuring but before our IPO.
- (2) Based on our enlarged share capital of 1,843,000,000 Shares after our Group Internal Restructuring and our IPO.
- (3) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.
- (4) Deemed interested by virtue of his/her substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of its substantial shareholdings in Vestmap pursuant to Section 8(4) of the Act.
- (6) Assuming he fully subscribes for his entitlements under the Pink Form Allocations.
- (7) Deemed interested by virtue of her substantial shareholdings in Aquawalk Holdings Limited pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of her spouse's shareholdings in our Company.

Further details of our Promoters and/or substantial shareholders are set out in Section 5.1.

2.9 UTILISATION OF PROCEEDS

The gross proceeds to be raised by our Company from the Public Issue of RM114.3 million shall be utilised in the following manner:

Utilisation of proceeds	RM'000	%	⁽¹⁾Estimated timeframe for utilisation
Capital expenditure	89,772	78.6	Within 48 months
IT systems improvements	3,000	2.6	Within 36 months
Working capital	14,494	12.7	Within 36 months
Estimated listing expenses	7,000	6.1	Within 1 month
	114,266	100.0	

Note:

- (1) From the date of our Listing.

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.

2. PROSPECTUS SUMMARY (Cont'd)**2.10 FINANCIAL HIGHLIGHTS****2.10.1 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 FYE 2021 to 2024 and FPE 2024 to 2025:

	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
Revenue	24,746	71,898	95,812	104,299	47,981	51,894
GP	3,109	37,632	54,883	59,417	26,436	30,228
(LBT)/PBT	(22,065)	31,980	43,258	50,130	20,028	25,617
(LAT)/PAT	(23,399)	25,537	33,833	45,624	15,831	20,858
GP margin (%) ⁽¹⁾	12.6	52.3	57.3	57.0	55.1	58.2
(LAT)/PAT margin (%) ⁽²⁾	(94.6)	35.5	35.3	43.7	33.0	40.2
(LPS)/EPS (sen) ⁽³⁾	(1.3)	1.4	1.8	2.5	0.9	1.1
Adjusted (LBT)/PBT ⁽⁴⁾	(24,488)	29,675	43,146	40,942	18,340	20,483
Adjusted (LAT)/PAT ⁽⁴⁾	(25,822)	23,232	33,721	36,436	14,143	15,724
Adjusted (LAT)/PAT margin (%) ⁽⁵⁾	(104.3)	32.3	35.2	34.9	29.5	30.3

Notes:

- (1) Calculated based on GP over revenue.
- (2) Calculated based on (LAT)/PAT over revenue.
- (3) Calculated based on (LAT)/PAT over enlarged share capital of 1,843,000,000 Shares after our IPO.
- (4) The adjusted (LBT)/PBT and (LAT)/PAT excluding the non-recurrent income for the financial years/period under review are 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
(LBT)/PBT	(22,065)	31,980	43,258	50,130	20,028	25,617
Less:						
Rental rebate	(2,423)	(2,305)	-	-	-	-
Insurance claim	-	-	(112)	-	-	-
Dividend income	-	-	-	(1,688)	(1,688)	-
Gain on disposal of subsidiaries	-	-	-	(7,500)	-	-
Gain on lease modification	-	-	-	-	-	(5,064)
Gain on lease derecognition of fair value of deposit	-	-	-	-	-	(70)
Adjusted (LBT)/PBT	(24,488)	29,675	43,146	40,942	18,340	20,483
Tax expense	(1,334)	(6,443)	(9,425)	(4,506)	(4,197)	(4,759)
Adjusted (LAT)/PAT	(25,822)	23,232	33,721	36,436	14,143	15,724

- (5) The adjusted (LBT)/PBT margin or (LAT)/PAT margin is calculated based on adjusted (LBT)/PBT or (LAT)/PAT over revenue.

2. PROSPECTUS SUMMARY (Cont'd)

There were no exceptional items during the financial years/periods under review. Our audited combined financial statements for the past financial years/period under review were not subject to any audit qualifications. Further details on the financial information are set out in Sections 12 and 13.

2.10.2 Pro forma consolidated statements of financial position

The following table sets out a summary of the pro forma consolidated statements of financial position of our Group to show the effects of our Group Internal Restructuring, Public Issue and utilisation of proceeds. It is presented for illustrative purposes only and should be read together with the pro forma consolidated statements of financial position as set out in Section 14.

	Audited	I	II	III
	As at 30 June 2025	After Group Internal Restructuring	After I and Public Issue	After II and utilisation of proceeds
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Total non-current assets	-	189,911	189,911	189,911
Total current assets	1	43,315	157,581	152,603
TOTAL ASSETS	1	233,226	347,492	342,514
EQUITY AND LIABILITIES				
Share capital	*	106,304	220,570	217,581
Reserves	(2,077)	(1,743)	(1,743)	(3,732)
TOTAL EQUITY	(2,077)	104,561	218,827	213,849
LIABILITIES				
Total non-current liabilities	-	100,367	100,367	100,367
Total current liabilities	2,078	28,298	28,298	28,298
TOTAL LIABILITIES	2,078	128,665	128,665	128,665
TOTAL EQUITY AND LIABILITIES	1	233,226	347,492	342,514
No. of Shares in issue	2	1,474,400,000	1,843,000,000	1,843,000,000
NA per Share (RM)	(1,038,351)	0.07	0.12	0.12
Borrowings	-	2,422	2,422	2,422
Gearing (times)	-	<0.1	<0.1	<0.1

Note:

* Representing RM2.00.

2. PROSPECTUS SUMMARY (Cont'd)**2.11 DIVIDEND POLICY**

It is our intention to pay dividends to shareholders in the future and our Group intends to recommend and distribute a dividend of at least 30.0% of our annual audited consolidated PAT from FYE 2025. However, such payments will depend upon a number of factors, including our Group's financial performance, capital expenditure requirements, general financial condition and any other factors considered relevant by our Board.

For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group declared and paid the following dividends:

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 July 2025 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared	-	-	-	84,466	-	-
Dividends paid	-	-	-	84,466	-	-

All our Group's dividends were funded by our internally generated funds. Our Group does not intend to declare or pay any further dividends from LPD up to the point of our Listing. The dividends will not affect the execution and implementation of our Group's business strategies. Together with the proceeds from our Public Issue, our Group believes that it has sufficient cash flow from operations to meet the funding requirement for our operations and expansion plans.

Further details of our dividend policy are set out in Section 12.15.

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3. APPROVALS AND CONDITIONS

3.1 APPROVALS AND CONDITIONS

3.1.1 Bursa Securities approval

Bursa Securities had, vide its letter dated 19 June 2025, approved our admission to the Official List of the ACE Market 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
(a)	Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of Shares; and (iii) Date of expiry of the moratorium for each block of Shares. 	Complied
(b)	Approvals from other relevant authorities have been obtained for implementation of the Listing;	Complied
(c)	The Bumiputera equity requirements for public listed companies as approved/exempted by SC including any conditions imposed thereon;	Complied
(d)	Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Guidance Notes 15 of Listing Requirements;	To be complied
(e)	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
(f)	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: <ul style="list-style-type: none"> (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. 	To be complied
(g)	Aquawalk/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

3. APPROVALS AND CONDITIONS *(Cont'd)*

3.1.2 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 20 June 2025, approved our application pursuant to our Listing under the Bumiputera equity requirement for public listed companies.

The approval from the SC is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
(a)	Aquawalk is to allocate Shares equivalent to 12.5% of its enlarged number of issued shares upon Listing to Bumiputera investors to be approved by MITI; and	Complied
(b)	Aquawalk is to make available at least 50.0% of the Shares offered to the Malaysian public investors via balloting to Bumiputera investors.	Complied

3.1.3 SAC

SAC had, on 20 March 2025, classified our Shares as Shariah-compliant securities based on our audited combined financial statements for FYE 2023.

3.1.4 MITI approval

The MITI had, vide its letter dated 5 March 2025, taken note and has no objection to our Listing.

3.2 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 namely Daryl Foong, Feliz Natur, Vestmap and Versatrad Agencies as follows:

- (a) The moratorium applies to the entire shareholdings of our Specified Shareholders for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- (b) Upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.0% of the total number of issued ordinary shares remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and
- (c) 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.

3. APPROVALS AND CONDITIONS *(Cont'd)*

Details of our Specified Shareholders and their Shares which will be subject to the abovesaid moratorium, are set out below:

Specified Shareholders	Year 1				Year 2		Year 3	
	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium		Moratorium shares		Moratorium shares	
	⁽¹⁾ No. of Shares	⁽²⁾ %	⁽¹⁾ No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
Daryl Foong	⁽⁴⁾ 689,700	<0.1	-	-	-	-	-	-
Feliz Natur	98,422,700	5.3	49,264,350	2.7	32,842,900	1.8	16,421,450	0.9
Vestmap ⁽³⁾	759,121,300	41.2	759,121,300	41.2	506,080,867	27.4	253,040,433	13.7
Versatrad Agencies	70,122,700	3.8	20,964,350	1.1	13,976,233	0.8	6,988,117	0.4
Total	928,356,400	50.4	829,350,000	45.0	552,900,000	30.0	276,450,000	15.0

Notes:

- (1) After Offer for Sale.
- (2) Based on the enlarged share capital of 1,843,000,000 Shares after our IPO.
- (3) A wholly-owned subsidiary of Feliz Natur.
- (4) Assuming he fully subscribes his entitlement under the Pink Form Allocations.

The moratorium has been fully accepted by our Specified Shareholders above, who have provided written undertakings 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 to ensure that our Share Registrar does not register any transfer that contravenes with such restrictions.

Separately, Feliz Natur has undertaken not to sell, transfer or assign their respective shareholdings in Vestmap during the abovementioned moratorium period. The ultimate shareholders of Feliz Natur and Versatrad Agencies, namely Dato' Simon and Datin Mina have also undertaken not to sell, transfer or assign their respective shareholdings in Feliz Natur and Vesatrad Agencies during their abovementioned moratorium period.

3. APPROVALS AND CONDITIONS *(Cont'd)*

In addition, our other shareholders (i.e. Patrick Joss Thomson, Liam David Thomson, Kathleen Mary Thomson, Dato' Sri Teng Ah Kiong and Aquawalk Holdings Limited) have also shown their commitment to the future of our Group, by voluntarily providing their written undertaking not to sell, transfer or assign their entire shareholdings in our Company of a total 147,514,400, representing 8.0% of our enlarged share capital after our Listing, for a period of 6 months from the date of our admission to the ACE Market. Separately, the sole shareholder of Aquawalk Holdings Limited, namely Anna Marie O'Boyle has also undertaken not to sell, transfer or assign her shareholdings in Aquawalk Holdings Limited for a period of 6 months from the date of our admission to the ACE Market.

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4. DETAILS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The Application Period will open at 10.00 a.m. on 30 October 2025 and will remain open until 5.00 p.m. on 7 November 2025. **LATE APPLICATIONS WILL NOT BE ACCEPTED.**

4.2 INDICATIVE TIMETABLE

Events	Indicative date
Issuance of this Prospectus/Opening of Application	30 October 2025
Closing of Application	7 November 2025
Balloting of Application	11 November 2025
Allotment/Transfer of our IPO Shares to successful applicants	18 November 2025
Date of Listing	19 November 2025

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

4.3 DETAILS OF OUR IPO

4.3.1 Listing scheme

(a) Public Issue

A total of 368,600,000 Issue Shares, representing 20.0% of our enlarged share capital are offered at our IPO Price. The Issue Shares shall be allocated in the following manner:

(i) Malaysian Public

92,150,000 Issue Shares, representing 5.0% of our enlarged share capital, are reserved for application by the Malaysian Public, to be allocated via balloting process as follows:

- (aa) 46,075,000 Issue Shares, representing 2.5% of our enlarged share capital, made available to public investors; and
- (bb) 46,075,000 Issue Shares, representing 2.5% of our enlarged share capital, made available to Bumiputera public investors.

(ii) Eligible Persons

4,686,000 Issue Shares, representing 0.3% of our enlarged share capital, are reserved for our Eligible Persons under the Pink Form Allocations. Further details of our Pink Form Allocations are set out in Section 4.3.3.

(iii) Private placement to selected investors

271,764,000 Issue Shares, representing 14.7% of our enlarged share capital, are reserved for private placement to selected investors.

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.

Upon completion of our Public Issue, our share capital will increase from RM106,304,242 comprising 1,474,400,000 Shares to RM220,570,242 comprising 1,843,000,000 Shares. There is no over-allotment or 'greenshoe' option that will increase the number of our IPO Shares.

Our Public Issue is subject to the terms and conditions of this Prospectus.

(b) Offer for Sale

Our Selling Shareholders will undertake an offer for sale of 368,600,000 Offer Shares, representing 20.0% of our enlarged share capital at our IPO Price. The Offer for Sale shall be undertaken by way of private placement in the following manner:

- (i) 230,375,000 Offer Shares, representing 12.5% of our enlarged share capital, are made available for selected Bumiputera investors approved by MITI; and
- (ii) 138,225,000 Offer Shares, representing 7.5% of our enlarged share capital, are made available for selected investors.

Further details of our Selling Shareholders are as set out in Section 4.3.2.

Our Offer for Sale is subject to the terms and conditions of this Prospectus.

(c) Listing

Upon completion of our IPO, our Company's entire enlarged share capital of RM220,570,242 comprising 1,843,000,000 Shares shall be listed on the ACE Market.

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4. DETAILS OF OUR IPO (Cont'd)

4.3.2 Selling Shareholders

Details of our Selling Shareholders are as follows:

Name/ Address	Relationship with our Group	⁽¹⁾ As at LPD/ Before IPO		Offer Shares offered			After IPO	
		No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	⁽³⁾ %	No. of Shares	⁽³⁾ %
Dato' Simon/ 2, Jalan Nusa Bukit Tunku 50480 Kuala Lumpur	Promoter, substantial shareholder and Executive Chairman	64,408,300	4.4	64,408,300	4.4	3.5	⁽⁴⁾ -	-
Dato' Sri Teng Ah Kiong/ 45, Jalan Awan China Taman Yarl 58200 Kuala Lumpur	Shareholder	69,277,700	4.7	34,277,700	2.3	1.9	35,000,000	1.9
Feliz Natur/ 802, 8 th Floor Block C Kelana Square 17, Jalan SS7/26 47301 Petaling Jaya Selangor	Promoter and substantial shareholder	190,951,400	12.9	92,528,700	6.3	5.0	98,422,700	5.3
Aquawalk Holdings Limited/ 1B Ada Street Remuera, Auckland 1050 New Zealand	Substantial shareholder	189,891,600	12.9	94,945,800	6.4	5.2	94,945,800	5.2
Mace Consulting Limited/ Flat 8H, Tower 2B Le Pont 99, So Kwun Wat Road Tuen Mun, Hong Kong	Shareholder	23,543,300	1.6	23,543,300	1.6	1.3	-	-

4. DETAILS OF OUR IPO (Cont'd)

Name/ Address	Relationship with our Group	⁽¹⁾ As at LPD/ Before IPO		Offer Shares offered			After IPO	
		No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	⁽³⁾ %	No. of Shares	⁽³⁾ %
Patrick Joss Thomson/ C/O 55, Bridge Street Pershore WR10 1AL United Kingdom	Shareholder	11,712,400	0.8	5,856,200	0.4	0.3	5,856,200	0.3
Liam David Thomson/ C/O 55, Bridge Street Pershore WR10 1AL United Kingdom	Shareholder	11,712,400	0.8	5,856,200	0.4	0.3	5,856,200	0.3
Kathleen Mary Thomson/ C/O 55, Bridge Street Pershore WR10 1AL United Kingdom	Shareholder	11,712,400	0.8	5,856,200	0.4	0.3	5,856,200	0.3
Delmango Investments Limited/ 306, Victoria House Victoria, Mahe Seychelles	Shareholder	41,327,600	2.8	41,327,600	2.8	2.2	-	-

Notes:

- (1) After completion of our Group Internal Restructuring but before our Public Issue.
- (2) Based on our Group's share capital of 1,474,400,000 Shares before our IPO.
- (3) Based on our Group's enlarged share capital of 1,843,000,000 Shares after our IPO.
- (4) Dato' Simon remains as our substantial shareholder with an indirect interest of 50.3% after our IPO by virtue of his substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies.

Further details of our Selling Shareholders, some of whom are also our Promoters, substantial shareholders and/or Executive Chairman can be found in Section 5.1.

4. DETAILS OF OUR IPO (Cont'd)**4.3.3 Pink Form Allocations**

We have allocated 4,686,000 Issue Shares under the Pink Form Allocations to our Eligible Persons as follows:

Category	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Eligible Directors	4	2,663,800
Eligible employees	9	1,222,200
Persons who have contributed to the success of our Group	1	800,000
	14	4,686,000

Pink Form Allocations which are not accepted by certain Eligible Persons will be re-allocated among the other eligible Directors mentioned in the table above and other eligible employees at the discretion of our Board.

(a) Allocation to eligible Directors

The criteria for allocation to our eligible Directors (as approved by our Board wherein the interested eligible Directors have abstained from deliberating on their respective allocations) are based on, amongst others, their anticipated contribution to our Group. Dato' Simon (our Executive Chairman) and Datin Mina (our Non-Independent Non-Executive Director) have opted not to participate in the Pink Form Allocations as they are our substantial shareholders through their substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies pursuant to Section 8(4) of the Act. In addition, Dyana Sofya binti Mohd Daud (our Independent Non-Executive Director) has opted not to participate in the Pink Form Allocations.

Details of the proposed allocation to our other Directors are as follows:

Name	Designation	No. of Issue Shares allocated
Daryl Foong	Executive Director and Group Chief Executive Officer	689,700
Monica Lai	Independent Non-Executive Director	500,000
Datuk Ir. Rosaline Ganendra	Independent Non-Executive Director	482,800
David Gwan Kym Tjhung	Independent Non-Executive Director	991,300
		2,663,800

(b) Allocation to our eligible employees

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

- (i) Our employees must be an eligible and confirmed employee and on the payroll of our Group;
- (ii) 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
- (iii) 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:

Name	Designation	No. of Issue Shares allocated
Henry Ooi	Group Chief Corporate Governance and Finance Officer	517,200
Santhanamary John	Chief Operating Officer of Aquawalk Thailand	344,800
		862,000

(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, whom are not related parties to our Group.

The number of Issue Shares to be allotted to those 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 Placement and underwriting arrangement

Our Joint Underwriters will underwrite 96,836,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. The balance 271,764,000 Issue Shares and 368,600,000 Offer Shares available for application by way of private placement to selected investors and Bumiputera investors approved by MITI will not be underwritten and will be placed out by our Joint Placement Agents.

Any of our Issue Shares not subscribed by the Malaysian Public or Pink Form Allocations shall be subject to the following clawback and reallocation provisions:

- (a) If any Issue Shares allocated to the Malaysian Public are undersubscribed, the balance portion will be allocated for excess application by our Eligible Persons (subject always that public spread requirements are met). Likewise, any Issue Shares which are not taken up by our Eligible Persons, will be allocated to the Malaysian Public in the event of an oversubscription.
- (b) After (a) above, the remaining portion will be made available for application by way of private placement to selected investors to be identified.
- (c) Thereafter, any remaining Issue Shares that are not subscribed for will be subscribed by our Joint Underwriters based on the terms and conditions of the Underwriting Agreement.

The allocation of Offer Shares to identified Bumiputera investors shall be subject to the allocation as approved by MITI. Such Offer Shares shall be subject to the following clawback and reallocation provisions:

- (a) Any unsubscribed Offer Shares allocated to Bumiputera investors approved by MITI shall firstly be reallocated to Bumiputera public investors via public balloting. If after the above reallocation, there are still Offer Shares not taken up, the said unsubscribed Offer Shares shall then be offered to Malaysian institutional investors.
- (b) After (a) above, the remaining portion will be made available for:

4. DETAILS OF OUR IPO (Cont'd)

- (i) Malaysian Public, in the event of an oversubscription; or
- (ii) application by way of private placement to selected investors to be identified, the proportion of which will be determined by our Board and Joint Placement Agents.

The clawback and reallocation shall not apply in the event of over-application of the IPO Shares allocated to the Malaysian Public, Pink Form Allocations and private placement to Bumiputera investors approved by MITI. Our Board will ensure that any excess IPO Shares will be allocated in a fair and equitable manner.

4.3.5 Minimum requirements 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. Our Board will ensure that any excess IPO Shares will be allocated on a fair and equitable manner.

Under the Listing Requirements, at least 25.0% 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.

In such an event, we will return monies paid in respect of all applications in the manner set out in Section 9.3.2.

As at LPD, save as disclosed in Section 4.3.3, to the extent known to our Company:

- (a) 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 our IPO Shares; and
- (b) There are no other person(s) who have indicated to our Company that they intend to subscribe for more than 5.0% of our IPO Shares.

4.4 SHARE CAPITAL, CLASSES OF SHARES AND RANKINGS

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

Details	No. of Shares	RM
Share capital		
As at date of incorporation	2	2
Issued pursuant to the Acquisition of Aquawalk Malaysia	1,474,399,998	106,304,240
As at date of this Prospectus	1,474,400,000	106,304,242
To be issued under our Public Issue	368,600,000	114,266,000
Enlarged share capital upon our Listing	1,843,000,000	220,570,242

Our Offer for Sale will not have any effect on our share capital.

4. DETAILS OF OUR IPO (Cont'd)

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 corporate representative. Every shareholder present in person or by proxy or other duly authorised corporate representative shall have one vote for each ordinary share held.

4.5 PURPOSES OF OUR IPO

The purposes of our IPO are as follows:

- (a) To enable our Group to raise funds for the purposes specified in Section 4.9 herein;
- (b) To gain recognition through our listing status to enhance our reputation and to retain and attract new quality talents from the aquariums industry;
- (c) To provide an opportunity for the Malaysian Public, including our Eligible Persons to participate in our equity; and
- (d) 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.

4.6 BASIS OF ARRIVING AT OUR IPO PRICE

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

- (a) Our pro forma NA per Share as at 30 June 2025 after Group Internal Restructuring, Public Issue and utilisation of proceeds of RM0.12, calculated based on our pro forma NA after Group Internal Restructuring, Public Issue and utilisation of proceeds as at 30 June 2025 of approximately RM213.8 million and enlarged share capital of 1,843,000,000 Shares upon our Listing;
- (b) The PE Multiple of our IPO Price of approximately 15.7 times based on the adjusted PAT of RM36.4 million for FYE 2024 and our Group's market capitalisation of RM571.3 million upon our Listing;

4. DETAILS OF OUR IPO (Cont'd)

- (c) Our historical financial track record for FYE 2021 to 2024, FPE 2024 and FPE 2025 is summarised 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
Revenue	24,746	71,898	95,812	104,299	47,981	51,894
GP	3,109	37,632	54,883	59,417	26,436	30,228
Adjusted (LAT)/PAT	(25,822)	23,232	33,721	36,436	14,143	15,724

- (d) Our competitive strengths as set out in Section 7.14; and
- (e) Our business strategies and prospects as set out in Section 7.15.

You should note that our market price upon 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 9 before deciding to invest in our Shares.

4.7 TOTAL MARKET CAPITALISATION UPON LISTING

Based on our IPO Price and enlarged share capital of 1,843,000,000 Shares upon Listing, our total market capitalisation upon Listing will be RM571,330,000.

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	0.31
Pro forma NA per Share as at 30 June 2025 after our Group Internal Restructuring but before Public Issue	0.07
Pro forma NA per Share as at 30 June 2025 after our Group Internal Restructuring, Public Issue and utilisation of proceeds	0.12
Increase in pro forma NA per Share attributable to existing shareholders	0.05
(Decrease) in pro forma NA per Share to our new public investors pursuant to our IPO	(0.19)
(Decrease) in pro forma NA per Share as a percentage of our IPO Price	(61.3%)

Further details of our pro forma NA per Share as at 30 June 2025 is set out in Section 14.

4. DETAILS OF OUR IPO (Cont'd)

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

Shareholders	(1)No. of Shares received	(2)Total consideration	Average effective cost per Share
			RM
Vestmap ⁽³⁾	759,121,300	54,732,648	0.07210
Feliz Natur	190,951,400	13,767,596	0.07210
Aquawalk Holdings Limited	189,891,600	13,691,184	0.07210
Versatrad Agencies	70,122,700	5,055,847	0.07210
Dato' Simon	64,408,300	4,643,838	0.07210
Dato' Sri Teng Ah Kiong	69,277,700	4,994,922	0.07210
Teng Yoon Kooi	30,618,900	2,207,623	0.07210
Mace Consulting Limited	23,543,300	1,697,472	0.07210
Patrick Joss Thomson	11,712,400	844,464	0.07210
Liam David Thomson	11,712,400	844,464	0.07210
Kathleen Mary Thomson	11,712,400	844,464	0.07210
Delmango Investments Limited	41,327,600	2,979,720	0.07210
	1,474,400,000	106,304,242	

Notes:

- (1) Issued pursuant to the Acquisition of Aquawalk Malaysia and including 2 subscriber shares issued upon the incorporation of our Company.
- (2) Being the consideration for the Acquisition of Aquawalk Malaysia and including 2 subscriber shares issued upon the incorporation of our Company.
- (3) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.

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 LPD.

4.9 UTILISATION OF PROCEEDS**4.9.1 Public Issue**

The estimated gross proceeds from our Public Issue of RM114.3 million will accrue entirely to us and are planned to be utilised in the following manner:

Utilisation of proceeds	Notes	RM'000	%	(1)Estimated timeframe for utilisation
Capital expenditure	(a)	89,772	78.6	Within 48 months
IT systems improvements	(b)	3,000	2.6	Within 36 months
Working capital	(c)	14,494	12.7	Within 36 months
Estimated listing expenses	(d)	7,000	6.1	Within 1 month
		114,266	100.0	

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

(1) From the date of our Listing.

Pending the deployment of the proceeds raised from our Public Issue as aforementioned, the funds will be placed in short-term deposits with financial institutions.

(a) Capital expenditures

We intend to utilise RM89.8 million of the proceeds raised from our Public Issue towards the upgrading and expansion of our existing aquaria, as well as investments into new projects which will increase our market share within the aquariums industry in the ASEAN region.

The breakdown of proceeds allocated for this purpose, is as follows:

	RM'000	Expected timeframe for utilisation
		Year
Upgrading and developing new attractions for Aquaria KLCC ⁽ⁱ⁾	12,200	2025 - 2027
New attractions for Aquaria Phuket ⁽ⁱⁱ⁾	20,700	2026 - 2027
Construction of an aquarium in Kota Kinabalu ⁽ⁱⁱⁱ⁾	39,572	2026 - 2028
Construction of an aquarium in Java, Indonesia ^(iv)	17,300	2026
	89,772	

Notes:**(i) Upgrading and developing new attractions in Aquaria KLCC**

RM12.2 million has been allocated for the enhancement or upgrading of the existing infrastructure and facilities of Aquaria KLCC and also to introduce new attractions. These upgrades aim to improve the overall visitors' experience and operational efficiency of Aquaria KLCC, ensuring that Aquaria KLCC remains a prime travel destination for both local and foreign tourists.

The breakdown of the said allocation is as follows:

Description	Estimated expenditure	Estimated timeframe for completion
	RM'000	Year
General upgrading of interior	3,200	2026
BOH improvements	2,000	2027
Penguin tank exhibit	7,000	2026
	12,200	

4. DETAILS OF OUR IPO (Cont'd)

The upgrading of the interior of Aquaria KLCC comprises general improvement and uplift works for the entrance of the aquarium, ticketing counter, multipurpose hall, living ocean tunnel, as well as upgrade works to existing audio-visual systems and connectivity services, speaker and public address system, WiFi services, existing multimedia information displays, new interactive customer displays, and utilities monitoring and management system.

The BOH improvements comprises preventative maintenance upgrades and new improvements to existing exhibit LSS, diver communication network sets, upgrading of major exhibits' LED lighting, and other general BOH upgrade works.

As at LPD, Aquaria KLCC features 10 distinct exhibitions. Our Group intends to introduce a new penguin tank exhibit, which is currently in the early stages of development. The Department of Wildlife and National Parks Peninsular Malaysia had via its letter dated 19 December 2024 approved the penguin tank exhibit's concept design, and the schematic drawings of the penguin tank exhibit has been finalised in September 2025. The proposed new centrepiece and star animal attraction will feature a Rockhopper Penguin colony, and visitor interaction and photography points.

The cost of developing this new attraction will encompass the following:

- construction and fit-out costs, comprising cost of materials and labour works, inclusive of demolition and reinstatement costs;
- acrylic and tank costs;
- LSS installation;
- exhibit and animal procurement, including shipping costs as the animals are usually procured from overseas;
- curatorial expenses; and
- administrative costs comprising licences, permits, design and architectural submissions as well as other applications.

The estimations for the abovementioned costs were determined through a combination of supplier quotations, historical data from similar projects as well as our previous experiences in design and building for aquariums. These renovations have begun in phases in the third quarter of 2025 and are expected to be completed in the fourth quarter of 2027. Should there be any material variances in the future with regards to the renovation costs as a result of inflation or unanticipated events, the shortfall will be covered by our internally generated funds. Nonetheless, as all of these works are internally controlled and managed, the risks related to operational disruptions, delay or cost overruns are minimal. Consequently, we do not anticipate any significant impact on our Group's revenue. However, such risks of disruption, delay or cost overruns may nonetheless occur, which we have further discussed in Section 9.1.5.

4. DETAILS OF OUR IPO (Cont'd)**(ii) New attractions for Aquaria Phuket**

We have allocated RM20.7 million of the proceeds from our Public Issue for the new attractions at Aquaria Phuket, to further introduce or augment its attractions including the addition of star animals such as seals, penguins, sand tiger sharks, as well as the expansion of a new aviary area.

The breakdown of the said allocation is as follows:

Description	Estimated expenditure	Estimated timeframe for completion
	RM'000	Year
Otter exhibit	452	2027
Paludarium exhibit (i.e. both aquatic and non-aquatic)	228	2027
Coral reef	219	2027
Planted tank exhibit	58	2027
Star animals (such as penguins and sand tiger sharks)	⁽ⁱ⁾ 2,767	Early 2026
Seal exhibit	⁽ⁱⁱ⁾ 7,484	2027
Aviary enclosure	⁽ⁱⁱ⁾ 6,267	2027
Cylinder tank	⁽ⁱⁱⁱ⁾ 3,225	2027
	20,700	

Notes:

- (i) Comprising the estimated cost of procurement of the star animals as well as the shipping of the aforementioned star animals from overseas.
- (ii) Comprising the estimated cost of construction for the seal exhibit and aviary enclosure, including the construction and fit-out of the area, habitat installation and theming, animal procurement, structural works, acrylic installation, M&E works and plumbing. A portion of the fee is also allocated for the installing of aviary netting to cover the aviary enclosure.
- (iii) Comprising the estimated cost of the construction and structural works of the cylinder tank, acrylic installation, M&E works, plumbing as well as the procurement and shipping of the exhibit animals to be exhibited in the cylinder tank.

Cost estimates are based on management's experience as well as quotations from suppliers and contractors. We target to commence these new developments in early 2026, in phases, with the last exhibit, the aviary enclosure, being completed in third quarter of 2027. Any shortfall will be funded by internally generated funds. Nonetheless, as all of these works are internally controlled and managed, the risks related to operational disruptions, delay or cost overruns are minimal. Consequently, we do not anticipate any significant impact on our Group's revenue. However, such risks of disruption, delay or cost overruns may nonetheless occur, which we have further discussed in Section 9.1.5.

4. DETAILS OF OUR IPO (Cont'd)**(iii) Aquarium in Kota Kinabalu**

Aquawalk Malaysia has entered into a non-binding MOU dated 13 February 2024 with Qhazanah Sabah Berhad ("**Qhazanah**"), the investment arm of the State Government of Sabah, to jointly develop an oceanarium at an identified seaside location in Kota Kinabalu ("**Kota Kinabalu Project**") and subsequently on 21 October 2024 entered into a Letter of Intent ("**LOI**") with Qhazanah to further the parties' negotiations. Qhazanah is responsible for supporting the development of the Kota Kinabalu Project through liaison and facilitation in matters related to the location, as well as to assist in local statutory matters, whereas Aquawalk Malaysia is responsible for the management and development of the Kota Kinabalu Project, including the design, construction and operations of the oceanarium in the future. The Kota Kinabalu Project is subject to the execution of the necessary definitive/joint venture agreements. As at LPD, the parties have mutually agreed to extend the expected signing date of the definitive/joint venture agreement under the LOI to December 2025. We are still in the midst of negotiating the terms of definitive/joint venture agreement with Qhazanah, which is expected to be completed by December 2025.

Thereafter, the technical requirements will be finalised and the design process will commence in late 2025 and we expect to complete the schematic design by first quarter of 2026, followed by the detailed designs by the second quarter of 2026. Then, we are required to obtain the requisite regulatory approvals such as building permits in respect of the construction of oceanarium from local authorities, permits for marine species from DOF, water quality compliance with the Department of Environment as well as other health and safety licences, operational licences and business permits, which are expected to happen by the third quarter of 2026. We will also be providing support to the developer of the project site in the conduct of an environmental impact assessment, if required. All approvals will be coordinated with relevant authorities throughout the project. This will be followed by procurement and construction works which will commence in early 2027 and continue throughout 2028, during which the majority of the capital expenditure required for this Kota Kinabalu Project will be expended. The Kota Kinabalu Project is expected to be completed by end 2028.

At this juncture, the Kota Kinabalu Project is estimated to cost a total of RM70.5 million. As this is expected to be a 60:40 joint-venture between Aquawalk Malaysia and Qhazanah, Aquawalk Malaysia's 60.0% share of the cost is estimated to be RM42.3 million. The breakdown of the cost of Kota Kinabalu Project is as follows:

Description	Estimated expenditure by Aquawalk Malaysia RM'000	Estimated full cost of Kota Kinabalu Project RM'000
Professional fees and statutory applications	2,700	4,500
Property, plant and equipment ⁽¹⁾	13,500	22,500
Interior fit-out	15,300	25,500
Specialist works ⁽²⁾	7,500	12,500
Pre-opening expenses	3,300	5,500
	42,300	70,500

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

Notes:

- (1) Relates to purchase cost of the LSS and acrylic for all the exhibits areas, as well as M&E components.
- (2) Relates to aquarium construction works which require specialised expertise such as structural engineering, waterproofing, LSS and acrylic panel installation works, themed fabrication and livestock care.

The abovementioned cost is estimated by analysing key components required for the aquarium, including structural works, LSS, theming and operational expenses. Our cost assessments are conducted based on our prior experience in aquarium construction, current construction prices and historical project data, taking into account inflation, location of the projects and project scope.

We will be allocating RM39.6 million of the proceeds from our Public Issue for the Kota Kinabalu Project and the balance will be funded by internally generated funds and/or bank borrowings as required. It is estimated that 40.0% of the allocated proceeds will be utilised by 2026, with another 40.0% by 2027 and the balance 20.0% by 2028.

Upon completion of the Kota Kinabalu Project, future returns, in the form of profits of the aquarium, will be distributed between Aquawalk Malaysia and Qhazanah on a 60:40 ratio, in line with equity participation of each party.

(iv) Aquarium in Java, Indonesia

We intend to collaborate with PT Maju Batu Bersama ("**PTMBB**"), a developer of a leading recreational theme park complex in Java, Indonesia, to develop an aquarium ("**Indonesia Project**"). PTMBB is responsible for providing the site and facilitating in matters relating to the construction as well as to assist in local regulatory requirements, whereas Aquawalk Malaysia is responsible for providing the design and specialist knowledge in the construction of the aquarium as well as the management and operations of the aquarium. Aquawalk Malaysia has entered into a non-binding MOU dated 1 December 2024 with PTMBB to set out the indicative principal terms in relation to the Indonesia Project. Subsequently, Aquawalk entered into a non-binding LOI dated 16 June 2025 with PTMBB to further the parties' negotiations. This MOU and the LOI are subject to the execution of the necessary definitive/joint venture agreement. The MOU is valid for a year from its date and may be mutually extended in writing. Pursuant to the LOI, the definitive agreement is expected to be signed within 3 months from the date on which the total capital expenditure and key commercial terms are mutually agreed by the parties and finalised. We are in the midst of negotiating the terms of definitive/joint venture agreement with the developer, which is expected to be completed by December 2025.

The technical requirements are in the midst of being finalised and the design process has commenced in July 2025. This will be followed by procurement and construction works in 2026. We are also required to obtain the necessary regulatory approvals including local building permits for zoning, structural, fire safety, workplace safety standards, public health, wastewater management compliance as well as operational licences for tourism and business operations. Furthermore, permits from Indonesia's Ministry of Marine Affairs and Fisheries and conservation authorities are required to be obtained for marine species acquisition and welfare compliance. The Indonesia Project is expected to be completed by the end of 2026.

4. DETAILS OF OUR IPO (Cont'd)

At this juncture, the Indonesia Project is estimated to cost approximately RM28.8 million. Subject to further negotiations, this collaboration is expected to be a 60:40 joint-venture between Aquawalk Malaysia and the developer. Thus, Aquawalk Malaysia's 60.0% share of the estimated cost of project is RM17.3 million.

The breakdown of the cost of this Indonesia Project is as follows:

Description	Estimated expenditure	Estimated full cost of the project
	RM'000	RM'000
Professional fees and statutory applications	1,300	2,200
Construction and interior fit-out	3,200	5,400
Specialist works (including property, plant and equipment) ⁽¹⁾	9,600	16,000
Pre-operating expenses	1,600	2,600
Contingency sum	1,600	2,600
	17,300	28,800

Note:

- (1) Relates to purchase cost of the M&E components, LSS and acrylic for all the exhibit areas as well as their requisite installation works and aquarium construction works which require specialised expertise such as structural engineering, waterproofing, themed fabrication and livestock care.

The abovementioned cost is estimated by analysing key components required for the aquarium, including structural works, LSS, theming and operational expenses. Our cost assessments are conducted based on our prior experience in aquarium construction, current construction prices and historical project data, taking into account inflation, location of the projects and project scope. As at LPD, we have identified the location for the construction of the aquarium in Java, Indonesia. We will be allocating RM17.3 million of the proceeds from our Public Issue for the Indonesia Project. It is estimated that the allocated proceeds will be utilised by end 2026.

Upon completion of the Indonesia Project, future returns, in the form of profits of the aquarium, will be distributed between Aquawalk Malaysia and the developer on a 60:40 ratio, in line with the equity participation of each party.

The primary cost differential between the development of Kota Kinabalu Project and Indonesia Project is attributed to the scale of the projects. The gross floor area of the aquarium in Kota Kinabalu is estimated to be 45.0% larger than the aquarium in Java. Furthermore, the Indonesia Project is an enhancement to an existing developed site, whereas the Kota Kinabalu Project is a new development, which is expected to incur higher construction and infrastructure costs.

For avoidance of doubt, in the event that the Kota Kinabalu Project or Indonesia Project or other items of capital expenditure do not materialise, their respective allocated amount will be earmarked towards undertaking other future projects for the expansion of our aquaria or other related attractions. In this regard, our Group is in communication with several parties for potential future projects to be undertaken for the expansion of our new aquaria, but have not secured any as at LPD.

4. DETAILS OF OUR IPO (Cont'd)

Nonetheless, as and when such projects are secured, our Company shall ensure compliance with the Listing Requirements, and make the necessary disclosures and/or seek shareholders' approval. The criteria for reallocating funds to other future projects will be based on several factors, chiefly being the urgency of projects, its alignment with our Group's current objectives, and its potential for future returns.

(b) IT systems improvements

Our Group's current IT and POS systems operate on physical server-based infrastructure with daily data uploads. To improve operational efficiency and support future business growth, we plan to upgrade to a cloud-based, real-time system. This transition will enable on-demand access to information, real-time updates on ticket utilisation, and detailed tracking of visitor spending and revenue.

In this regard, our Group intends to implement several IT and digital system improvements by 2026. These include upgrading our POS system, accounting system, and scanning system, as well as developing a mobile application to streamline user experience and business processes.

Our Group has allocated RM3.0 million of the gross proceeds from our Public Issue to acquire software licenses and engage an IT vendor to facilitate the implementation of these systems. The estimated costs for these upgrades are based on quotations obtained from contractors and suppliers. Further breakdown of these estimated costs for these upgrades are as follows:

Description	Estimated expenditure
	RM'000
Office, productivity and administrative improvements	1,040
POS system upgrade	1,200
Queue and visitor experience management	280
Additional audio visual and multimedia systems such as for immersive art and interactive augmented reality systems	480
	3,000

In the event that the estimated costs for these upgrades are lower than budgeted, the excess will be allocated to our Group's general working capital purposes. Conversely, if the actual costs exceed the budgeted amount, the shortfall will be funded from our Group's internally generated funds.

(c) Working capital

Our Group's working capital requirements are expected to increase in tandem with the expected growth in scale of its business. As such, our Group has allocated approximately RM14.5 million from the gross proceeds raised from our Public Issue to meet our HR requirement, specifically for the Kota Kinabalu Project, to be utilised over 36 months from the date of Listing.

We expect to recruit a total headcount of 81 staff from various levels i.e. management, curatorial, back-office support, operational, sales and marketing, as well as security staff to support our new aquaria in Kota Kinabalu. The estimated monthly wages for these staff for the first year is approximately RM0.4 million. Further details are provided in the table below:

4. DETAILS OF OUR IPO (Cont'd)

Department/Description	Headcount	Monthly wages (RM)⁽¹⁾
Management <i>General Manager and front office staff</i>	3	35,000
Curatorial <i>Department head, curatorial teams, veterinarians and diver teams</i>	25	130,000
Finance <i>Department head and executives</i>	4	27,000
HR and administration <i>Department head and executives</i>	2	11,000
IT <i>Department head and executives</i>	2	9,000
Facility maintenance <i>Department head, maintenance teams and M&E technicians</i>	7	30,000
Operations <i>Department head, supervisors, service crews and retail staff</i>	29	101,000
Sales and marketing <i>Department head, accounts and marketing executives and education communicator</i>	5	25,000
Safety and security <i>Department head and safety and security officers</i>	4	20,000
	81	388,000

Note:

- (1) This cost includes basic salaries and statutory contributions (excluding bonuses) and is based on management's estimate. Actual salaries will depend on, amongst other, the qualification, years of experience and job responsibilities.

An estimated 5.0% annual wage increase has been factored into the subsequent year's requirement, for the next 2 years. Should the project not materialise, the amount allocated will be repurposed towards working capital for other new projects for our Group's business expansion, which are yet to be secured, as described in (a) above. The criteria for this reallocation, if any, shall be in line with the reallocation criteria for the proceeds earmarked for capital expenditure for such projects as described in (a) above.

For avoidance of doubt, the HR requirement for our new aquarium in Java, Indonesia as set out above will be funded via internally generated funds.

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

An amount of RM7.0 million 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:

Description	Estimated cost (RM'000)
Professional fees ⁽¹⁾	3,555
Fees payable to the authorities	120
Underwriting, placement and brokerage fees	2,989
Printing, advertising fees and contingencies ⁽²⁾	336
	7,000

Notes:

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

Any variations from the amounts budgeted above, save for item (d), shall be adjusted firstly towards the proceeds allocated for our general working capital requirements. Where applicable and required under Rule 8.24 of the Listing Requirements, we will seek shareholders' approval for any material variation of 25.0% or more in the intended utilisation of proceeds. Any further shortfall shall be funded from our internally generated funds and/or bank borrowings, at a proportion to be determined at the point of funding.

4.9.2 Offer for Sale

Our Offer for Sale is expected to raise gross proceeds of approximately RM114.3 million which will accrue entirely to the Selling Shareholders, and we will not receive any of the proceeds.

Our Selling Shareholders shall bear all of the expenses relating to the Offer Shares, the aggregate of which is estimated to be approximately RM2.3 million.

4.10 BROKERAGE FEES, PLACEMENT FEES AND UNDERWRITING COMMISSION**4.10.1 Brokerage fees**

Brokerage is payable in respect of the Issue Shares at the rate of 1.0% 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*)

4.10.2 Placement fees

Our Joint Placement Agents will place out a total of 271,764,000 Issue Shares and 368,600,000 Offer Shares to selected investors and Bumiputera investors approved by MITI.

We will pay our Joint Placement Agents a placement fee of 2.0% of our IPO Price multiplied by the number of Issue Shares placed out by our Joint Placement Agents.

The placement fee of 2.0% of the value of those Offer Shares placed out by our Joint Placement Agents will be paid by the Selling Shareholders.

4.10.3 Underwriting commission

Our Joint Underwriters have agreed to underwrite 96,836,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. We will pay our Joint Underwriters an underwriting commission of 2.5% of our IPO Price multiplied by the number of Shares underwritten.

4.11 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with our Joint Underwriters, to underwrite 96,836,000 Issue Shares ("**Underwritten Shares**") in the manner as set out in Section 4.3.4. The salient terms in the Underwriting Agreement are as follows:

- (a) the obligation of the Joint Underwriters to underwrite the Underwritten Shares is conditional on certain condition precedents being satisfied or fulfilled, which includes, among others:
 - (i) all necessary approvals remaining in full force and effect and that all conditions to the approvals (except for any which can only be complied with after our IPO and our Listing have been completed) have been complied with and such approvals have not been amended, withdrawn, revoked, suspended, terminated or lapsed;
 - (ii) the Joint Underwriters being satisfied that our Company will, following completion of our IPO, be admitted to the Official List and our enlarged issued share capital listed and quoted on the ACE Market without undue delay;
 - (iii) the placement mandate not having been terminated or rescinded pursuant to the provisions thereof and remaining in full force and effect and no breach in respect of the placement mandate has occurred;
 - (iv) there being no occurrence of any event which occurs after the date of the Underwriting Agreement and on or prior to the closing date (being the last date for acceptance of application for and payment of subscription monies in respect of the application for the IPO Shares in accordance with the Prospectus, which shall not be more than 3 months from the date of the Underwriting Agreement) ("**Closing Date**") which if it had occurred before the date of the Underwriting Agreement would have rendered any of the representations, warranties and undertakings in the Underwriting Agreement untrue or inaccurate;
 - (v) there not having occurred on or prior to the Closing Date any breach of and/or failure to perform any of the obligations and/or undertakings by our Company contained in the Underwriting Agreement;

4. DETAILS OF OUR IPO (Cont'd)

- (vi) there not being any investigation, directions or actions by any judicial, governmental or regulatory authority in relation to our Listing or in connection with our Group which is still subsisting or unresolved to the satisfaction of the Joint Underwriters; and
 - (vii) as at Closing Date, no registration or lodgement of any amendment, supplement, or replacement to the Prospectus with the Bursa Securities or the ROC without the prior written approval of the Joint Underwriters.
- (b) the Joint Underwriters may, by notice in writing to our Company, terminate the Underwriting Agreement and withdraw its underwriting commitment upon the occurrence of any of the following:
- (i) there is any occurrence of any event or discovery of any fact or circumstances rendering any of the warranties contained in the Underwriting Agreement untrue, inaccurate, incorrect or misleading or ceases to be true, accurate and correct or becomes misleading in any respect or any breach by our Company of any of the undertakings contained in the Underwriting Agreement or which is contained in any certificate, statement or notice under or in connection with the Underwriting Agreement; or
 - (ii) there is failure on the part of our Company to perform any of our obligations contained in the Underwriting Agreement, and such failure is not rectified by our Company within 3 Market Days from our Company's receipt of the Joint Underwriters' written notice requesting rectification of such non-performance, or such longer period to be mutually agreed by the Joint Underwriters and our Company; or
 - (iii) there is withholding of information from the Joint Underwriters which is required to be disclosed pursuant to the Underwriting Agreement which, in the reasonable opinion of the Joint Underwriters, would have a Material Adverse Effect; or
 - (iv) any of the resolutions or approvals in the Underwriting Agreement is revoked, suspended or cease to have any effect whatsoever, or is varied or supplemented upon terms, which in the opinion of the Joint Underwriters, would have or is reasonably likely to have a Material Adverse Effect; or
 - (v) any commencement of legal proceedings or legal actions, formal investigations or formal enquiries by regulatory authorities against any member of our Group or any of our directors, which in the opinion of the Joint Underwriters, would have or is reasonably likely to (i) have a Material Adverse Effect or (ii) make it impracticable to market the IPO or to enforce contracts to allot and/or transfer the Shares; or
 - (vi) any one of the Prospectus and Application Forms (i) having been terminated or rescinded in accordance with its terms; (ii) ceases to have any effects whatsoever, or (iii) is varied or supplemented and such variation or supplementation, in the reasonable opinion of the Joint Underwriters, would have or is likely to have a Material Adverse Effect; or

4. DETAILS OF OUR IPO (Cont'd)

- (vii) any material statements contained in the Prospectus and Application Forms has become or been discovered to be untrue, inaccurate or misleading in any respect, or matters have arisen or have been discovered which would, if any of the Prospectus and Application Forms were to be issued at that time, constitute a material omission therefrom as of the LPD of the Prospectus and Application Forms; or
- (viii) in the reasonable opinion of the Joint Underwriters, any other event has occurred or is likely to occur which has a Material Adverse Effect; or
- (ix) the Closing Date of the application of our IPO Shares does not occur within 2 months from the date of the Underwriting Agreement, subject to the extension of Closing Date which is approved by the Joint Underwriters; or
- (x) our Listing does not take place within 8 Market Days after the Closing Date or such other extended date as may be agreed in writing by the Joint Underwriters; or
- (xi) in the opinion of the Joint Underwriters, there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of the Joint Underwriters by reason of Force Majeure (as defined herein) which would have a Material Adverse Effect or which would have or is likely to have the effect of making any obligation under the Underwriting Agreement incapable of performance in accordance with its terms. "**Force Majeure**" means causes which are unpredictable and beyond the reasonable control of the party claiming Force Majeure which could not have been avoided or prevented by reasonable foresight, planning and implementation including but not limited to:
 - (aa) war, acts of warfare, sabotages, hostilities, invasion, incursion by armed force, act of a hostile army, nation or enemy, civil war or commotion, hijacking, terrorism;
 - (bb) riot, uprising against constituted authority, civil commotion, disorder, rebellion, organised armed resistance to the government, insurrection, revolt, military takeover or usurped power;
 - (cc) natural catastrophe including but not limited to earthquakes, floods, fire, storm, lightning, tempest, explosions, accident, or other acts of God; or
 - (dd) any local, national or international occurrence or outbreak of disease, or pandemic, epidemic, the imposition of lockdowns or similar measures to control the spread of any epidemic, any outbreak or material escalation of hostilities or national emergency, whether war has been declared or not, or insurrection or armed conflict or terrorist event (whether or not involving financial markets), the occurrence of any other calamity or crisis or emergency, or deterioration of any such condition; or

4. DETAILS OF OUR IPO (Cont'd)

- (xii) any material adverse change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or currency exchange rates or the occurrence of any combination of any of the foregoing which would or is likely to materially affect the business of our Company and/or our Group or prejudice our IPO or (whether in the primary market or in respect of dealings in the secondary market) the value or price of the Issue Shares; or
- (xiii) any new law or change in law, regulation, directive, policy or ruling in any jurisdiction, interpretation or application by the court/authorities or change or development in taxation in Malaysia or an announcement of such change or development which in the reasonable opinion of the Joint Underwriters may (i) have a Material Adverse Effect and/or (ii) prejudice the business or the operations of our Company or our Group, the success of IPO or our Listing of our Company or (iii) have or is likely to have the effect of making the Underwriting Agreement incapable of performance in accordance with its terms; or
- (xiv) any imposition of moratorium, suspension or material restriction on trading of securities on Bursa Securities due to exceptional financial circumstances or otherwise; or
- (xv) any material adverse change in financial conditions to include stock market conditions. For this purpose, a material adverse change in the stock market condition shall mean the FTSE Bursa Malaysia KLCI ("**Index**") has dropped 15% between the Index level on the date of the Underwriting Agreement and the Closing Date (both dates inclusive) at any point in time during the date of the Underwriting Agreement and the Closing Date; or
- (xvi) any government requisition or occurrence of any other nature which materially and adversely affect or will materially or adversely affect the business, operations and/or financial position or prospects of our Group or the success of our IPO; or
- (xvii) in the event that our Listing or approval of Bursa Securities for our Listing is revoked, withdrawn or not procured or procured but subject to conditions not acceptable to the Joint Underwriters; or
- (xviii) the Public Issue is stopped or delayed by our Company or any regulatory authorities (including any court or other judicial, governmental or regulatory authority) for any reason whatsoever (unless such delay has been approved by the Joint Underwriters); or
- (xix) a banking moratorium has been declared by the relevant authorities in Malaysia, or a disruption of commercial banking activities or securities settlement or clearance services has occurred in Malaysia (unless the delay arising from such moratorium or disruption is acceptable by the Joint Underwriters); or
- (xx) trading of all securities on Bursa Securities has been suspended or other material form of general restriction in trading has occurred for 3 consecutive Market Days or more; or

4. DETAILS OF OUR IPO (Cont'd)

- (xxi) if the SC or Bursa Securities or any other relevant authority issues an order pursuant to Malaysian law such as to make it impracticable to market the Public Issue or to enforce contracts to allot and/or transfer the Issue Shares.

For avoidance of doubt, Material Adverse Effect shall mean any event, development or occurrence, or series of events, developments or occurrences, which have or could be expected to have, a material adverse effect (including any prospective material adverse effect) or change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, on any of the following:

- (a) the condition (financial or otherwise), contractual commitments, general affairs, 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 and/or Selling Shareholders to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by the Prospectus, the placement mandate or the Underwriting Agreement;
- (c) the ability of our Company and/or our Group to conduct our businesses and to own and lease our assets and to lease our properties as described in the Prospectus; or
- (d) our IPO, including but not limited to the distribution or the sale of the IPO Shares pursuant to our IPO.

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.

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

5.1 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters' and/or substantial shareholders' shareholdings

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

Name	Nationality/ Place of incorporation	⁽¹⁾ Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Promoters and substantial shareholders</u>									
Dato' Simon	Malaysian	64,408,300	4.4	⁽⁴⁾ 1,020,195,400	69.1	-	-	⁽⁴⁾ 927,666,700	50.3
Feliz Natur	Malaysia	190,951,400	12.9	⁽⁵⁾ 759,121,300	51.5	98,422,700	5.3	⁽⁵⁾ 759,121,300	41.2
Vestmap	Malaysia	⁽³⁾ 759,121,300	51.5	-	-	759,121,300	41.2	-	-
<u>Promoters</u>									
Versatrad Agencies	Malaysia	70,122,700	4.7	-	-	70,122,700	3.8	-	-
Daryl Foong	Malaysian	-	-	-	-	⁽⁶⁾ 689,700	<0.1	-	-
<u>Substantial shareholders</u>									
Aquawalk Holdings Limited	New Zealand	189,891,600	12.9	-	-	94,945,800	5.2	-	-
Anna Marie O'Boyle	New Zealander	-	-	⁽⁷⁾ 189,891,600	12.9	-	-	⁽⁷⁾ 94,945,800	5.2
Datin Mina	Malaysian	-	-	⁽⁴⁾⁽⁸⁾ 1,084,603,700	73.5	-	-	⁽⁴⁾ 927,666,700	50.3

Notes:

- (1) Based on our share capital of 1,474,400,000 Shares after our Group Internal Restructuring but before our IPO.
- (2) Based on our enlarged share capital of 1,843,000,000 Shares after our Group Internal Restructuring and our IPO.
- (3) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.
- (4) Deemed interested by virtue of his/her substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies pursuant to Section 8(4) of the Act.

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

- (5) Deemed interested by virtue of its substantial shareholdings in Vestmap pursuant to Section 8(4) of the Act.
- (6) Assuming he fully subscribes for his entitlements under the Pink Form Allocations.
- (7) Deemed interested by virtue of her substantial shareholdings in Aquawalk Holdings Limited pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of her spouse's shareholdings in our Company.

Our Promoters and substantial shareholders do not have different voting rights from other shareholders of our Group and there is no arrangement between our Group and our shareholders with any third parties, the operation of which may at a subsequent date result in a change in control of our Company.

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

5.1.2 Profiles of Promoters and/or substantial shareholders

The profiles of our Promoters and/or substantial shareholders are set out below.

(a) Dato' Simon

Dato' Simon, a Malaysian aged 71 is our Promoter, Executive Chairman and substantial shareholder. He was appointed to our Board on 18 April 2024.

Dato' Simon holds a Bachelor of Arts (Honours) degree in Business Studies, from Ulster Polytechnic, now part of Ulster University, United Kingdom, obtained in June 1981. He also completed the Senior Management Development Program by Harvard Business School Alumni Club of Malaysia in July 1994.

Dato' Simon is an entrepreneur with over 40 years of business experience in telecommunications, personal computers, personal care and lifestyle, and tourism related businesses.

Dato' Simon began his career with PMI Compex EDP (M) Sdn Bhd, a company involved in the distribution of Apple computers, where he was a Marketing Manager from 1982 to 1983. In 1984, he joined Jurudata Sdn Bhd as their Sales and Marketing Manager before leaving in 1991 to join Komtel Sdn Bhd as its General Manager in charge of the management of business operations, dealership and expansion of its business.

Dato' Simon left Komtel Sdn Bhd in 1994 and took on the role of Director of Rampai-Niaga in 1995, where he was responsible for the overall direction of the franchise business, a position he held until 2003. After Rampai-Niaga was disposed to Kejora Harta Berhad ("**Kejora**"), a company then involved in investment holding and property development, Dato' Simon served as an Executive Director of Kejora where he provided the overall direction for the development and expansion of Rampai-Niaga's franchise business from January 2004 until September 2006.

Dato' Simon was also re-appointed as Director of Rampai-Niaga in November 2004. In November 2006 when Kejora disposed its shares in Rampai-Niaga to InNature, Dato' Simon left his position at Kejora but maintained a non-executive role as Director of Rampai-Niaga to-date. Rampai-Niaga became a subsidiary of InNature in 2018, and subsequently, InNature was listed on the Main Market of Bursa Securities in 2020. Dato' Simon has since served as Non-Independent Non-Executive Chairman of InNature.

In April 2004, Dato' Simon also joined Aquawalk Malaysia as its Director, before taking on the role as Managing Director and Chief Executive Officer in October 2006. In 2016, Dato' Simon was appointed as the Chairman of Aquawalk. From February 2017 to April 2019, Dato' Simon was appointed as President Commissioner of PJAI, where he was responsible for the supervision and provision of strategic oversight and consultancy to the board of directors of the company. In July 2024, he was redesignated as Executive Chairman of Aquawalk, a position he still holds currently. Dato' Simon is instrumental to the growth of our Group and with his experience of over 20 years in the aquariums industry and as an entrepreneur for over 40 years, continues to provide strategic direction and business strategies to our Group for our growth plans.

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

In July 2010, concurrent with his tenure at our Group, Dato' Simon took on the role as the co-founder and Group Managing Director of the Senja Aman Holdings Sdn Bhd group of companies ("**Senja Aman Group**"), a position he still holds currently, where he oversees the overall strategic direction for the business of Senja Aman Group. The Senja Aman Group is principally involved in property development and owns a luxury wellness resort and hotel complex, known as Angsana Hotel in Teluk Bahang, Penang and its various divisions have their respective management teams to oversee its day-to-day operations.

Dato' Simon was previously a committee member for the Cosmetic, Toiletry and Fragrance Association of Malaysia from 1996 to 1997; the executive committee member of Kuala Lumpur Tourism Association since 2007; the Vice Chairman and Trustee of the PT Foundation (previously known as Pink Triangle Sdn Bhd), a community-based, voluntary non-profit making organisation providing human immunodeficiency virus (HIV)/acquired immunodeficiency syndrome (AIDS) education, prevention, care and support programmes, sexual health awareness and empowerment programmes for vulnerable communities in Malaysia, from 2002 to 2014. He was also the Past President Council for the MATFA from April 2015 to April 2019; and a member of the Advisory Board of Kuala Lumpur Tourism Bureau from 2015 to 2018.

In December 2018, Dato' Simon was awarded Tatler's Diamond of Excellence award by Tatler Malaysia, to recognise the positive impact he made in the country's retail and tourism industry and his efforts in helping to elevate industry standards over the years. In 2023 and 2024, Dato' Simon was featured on the 2023 Asia's Most Influential List and 2024 Asia's Most Influential List by Tatler Malaysia as a prominent figure who has created meaningful positive impact in the retail and e-commerce industry for the region.

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

(b) Daryl Foong

Daryl Foong, a Malaysian aged 39 is our Promoter, Executive Director and Group Chief Executive Officer. He was appointed to our Board on 26 July 2024.

Daryl Foong holds a Bachelor's degree in Marketing from RMIT University, Australia, awarded in December 2009.

Daryl Foong began his career as a Public Relations Executive in RAPR Mileage Communications Sdn Bhd in November 2009 where he was responsible for public and media relations client servicing. Subsequently, he left to join L'Oreal Malaysia Sdn Bhd ("**L'Oreal Malaysia**") as Product Executive in 2010. During his tenure in L'Oreal Malaysia, he assisted in the overall management of the L'Oreal Paris Men Expert brand skincare line and was responsible for the above-the-line and below-the-line production, marketing, advertising and promotion setting, business analysis and strategic planning, public and media relations as well as customer presentations of the L'Oreal Paris Men Expert brand.

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

In 2012, he left L'Oreal Malaysia to join Rampai-Niaga as Marketing Manager. In January 2015, he was promoted as the Digital and Loyalty Manager. In this role, he was involved in implementing and managing Rampai-Niaga's Customer Relationship Management loyalty programme, online store, brand social media activities, public relations, and advertising campaigns across all platforms. He was subsequently re-designated to be Rampai-Niaga's Business Development Manager in September 2015 and his portfolio expanded to include identifying and establishing new profitable business locations, managing the company's exit from unprofitable locations, managing rental renewals, maintaining a working relationship with the landlords and mall management, maintaining and managing the leasing process, and overseeing leasing budget and store profitability. Daryl Foong held this position until November 2016. Though Daryl Foong has left employment of Rampai-Niaga, he remains on the board of InNature (listed on Main Market of Bursa Securities), of which Rampai-Niaga is a subsidiary, as a Non-Independent Non-Executive Director (alternate director to Dato' Simon) since 27 February 2019.

In 2016, Daryl Foong joined Aquawalk Malaysia as the Head of Sales and Marketing Department overseeing the company's Sales and Marketing, Education, Visual, and Creative (now known as Multimedia) departments. He was promoted as the General Manager in April 2018 and appointed as an Executive Director of Aquawalk Malaysia in April 2019. He assumed his current position as Group Chief Executive Officer in July 2024. He is responsible for overseeing the overall operational aspects of our Group. Daryl Foong is also responsible for the implementation of business strategies and new business development projects as well as spearheading marine conservation awareness projects.

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

(c) Feliz Natur

Feliz Natur is our Promoter and substantial shareholder.

Feliz Natur was incorporated in Malaysia on 1 September 1993 under the Companies Act 1965 as a private limited company and is deemed registered under the Act. Feliz Natur was incorporated under the name of TBS Franchise Sdn Bhd and assumed its present name on 31 October 2019.

Feliz Natur is principally engaged in the business of consultancy services, letting of real properties and investment holding in shares. As at LPD, the issued share capital of Feliz Natur is RM2.00 comprising 2 ordinary shares. It wholly owns Vestmap.

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

As at LPD, the directors of Feliz Natur and their respective shareholdings in Feliz Natur are as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of shares	%	No. of shares	%
Dato' Simon	Director and shareholder	Malaysian	1	50.0	⁽¹⁾ 1	50.0
Datin Mina	Director and shareholder	Malaysian	1	50.0	⁽¹⁾ 1	50.0
Daryl Foong	Director	Malaysian	-	-	-	-
Foong Chuen Hsien	Director	Malaysian	-	-	-	-
			2	100.0		

Note:

(1) Deemed interested by virtue of his/her spouse's direct shareholdings in the company.

(d) Vestmap

Vestmap is our Promoter and substantial shareholder.

Vestmap was incorporated in Malaysia on 30 May 2006 under the Companies Act 1965 as a private limited company and is deemed registered under the Act.

The principal activities of Vestmap are as an investment holding company in shares and providing management services. As at LPD, the issued share capital of Vestmap is RM18,911,584 comprising 18,910,012 ordinary shares.

As at LPD, the directors and shareholders of Vestmap and their respective shareholdings in Vestmap are as follows:

Name	Designation	Nationality/ Place of incorporation	Direct		Indirect	
			No. of shares	%	No. of shares	%
Dato' Simon	Director and shareholder	Malaysian	-	-	⁽¹⁾ 18,910,012	100.0
Datin Mina	Director and shareholder	Malaysian	-	-	⁽¹⁾ 18,910,012	100.0
Daryl Foong	Director	Malaysian	-	-	-	-
Foong Chuen Hsien	Director	Malaysian	-	-	-	-
Feliz Natur ⁽²⁾	Shareholder	Malaysia	18,910,012	100.0	-	-
			18,910,012	100.0		

Notes:

(1) Deemed interested by virtue of his/her direct shareholdings in Feliz Natur pursuant to Section 8(4) of the Act.

(2) Please refer to Section 5.1.2(c) for details of the directors and shareholders of Feliz Natur and their respective shareholdings in Feliz Natur.

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

(e) Versatrad Agencies

Versatrad Agencies is our Promoter and shareholder.

Versatrad Agencies was incorporated in Malaysia on 30 October 1985 under the Companies Act 1965 as a private limited company and is deemed registered under the Act. Versatrad Agencies was incorporated under the name of RS Design Sdn Bhd and assumed its present name on 24 March 1992.

Versatrad Agencies is principally an investment holding company in shares. As at LPD, the issued share capital of Versatrad Agencies is RM50,000 comprising 50,000 ordinary shares.

As at LPD, the directors and shareholders of Versatrad Agencies and their respective shareholdings in Versatrad Agencies are as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of shares	%	No. of shares	%
Dato' Simon	Director and shareholder	Malaysian	25,000	50.0	⁽¹⁾ 25,000	50.0
Datin Mina	Director and shareholder	Malaysian	25,000	50.0	⁽¹⁾ 25,000	50.0
			50,000	100.0		

Note:

⁽¹⁾ Deemed interested by virtue of his/her spouse's direct shareholdings in the company.

(f) Datin Mina

Datin Mina, a Malaysian aged 65, is our substantial shareholder and Non-Independent Non-Executive Director. She was appointed to our Board on 18 April 2024. She is a member of our Audit and Risk Management Committee as well as Nominating and Remuneration Committee.

Datin Mina has over 40 years of experience, both in retail as well as the cosmetics and toiletries industry. She is the Executive Director and Managing Director of InNature, a company listed on the Main Market of Bursa Securities.

Datin Mina obtained her Bachelor of Science (Honours) degree in Computational Science and Management Studies from University of Leeds, United Kingdom in July 1982. Upon her return to Malaysia in 1982, she worked at Hewlett Packard from 1983 to 1984 as a Systems Engineer before starting the The Body Shop® ("TBS") franchise business in West Malaysia when she opened the first TBS POS in December 1984. Since then, she has grown the InNature Group from a single store to a retail network with points-of sales in Malaysia, Vietnam and Cambodia. As the Managing Director of the InNature Group, she provides strategic vision and growth strategies to the InNature Group as well as ensuring their successful implementation. Datin Mina was a member of the board of Trustees of the Malaysian AIDS Foundation from 2000 to 2012 and held the position of Honorary Secretary from 2006 until 2012. She was invited to participate in the Malaysian Government Transformation Programme in 2012 and became the Laboratory Leader who was instrumental in developing the National Key Economic Areas for Wholesale and Retail. From 2017 to-date, Datin Mina has been serving on the committee of the Bukit Bintang Kuala Lumpur City Centre Tourism Association.

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

Datin Mina accepted the Prime Minister's Corporate Social Responsibility Award on behalf of Rampai-Niaga in 2007 for its outstanding work in the small company category and again in 2009 for the contributions made towards the empowerment of women. In 2014, Forbes named Datin Mina as one of its 'Heroes of Philanthropy'. More recently, her contributions were again recognised when she was honoured with the Patron's award at the Malaysian AIDS Foundation Tun Dr Siti Hasmah Award 2018 for her dedicated long service with the Malaysian AIDS Foundation. Her corporate philosophy of active citizenship and community care is evident in the campaigns that the InNature Group has initiated and it exemplifies her belief of "business as a force for good".

In 2021 and 2023, Datin Mina was featured on the 2021 and 2023 Asia's Most Influential List by Tatler Malaysia as a prominent figure who has created meaningful positive impact in the retail and e-commerce industry for the region.

In the last 10 years, Datin Mina has climbed to Base Camp Everest, summited Mount Kilimanjaro, trekked along the Kalahari Desert and rafted through 41 rapids on the Zambesi River. These achievements demonstrate Datin Mina's entrepreneurial character in taking up new challenges and her leadership qualities.

Datin Mina has been a Director of Aquawalk Malaysia since October 2006 and will continue in her capacity as Non-Independent Non-Executive Director of Aquawalk moving forward.

Kindly refer to Section 5.2.3(c) for her involvement in business activities outside our Group.

(g) Aquawalk Holdings Limited

Aquawalk Holdings Limited is our substantial shareholder.

Aquawalk Holdings Limited was incorporated in New Zealand on 9 August 2006 under the New Zealand's Companies Act 1993 as a limited liability company.

Aquawalk Holdings Limited is principally an investment holding company in shares.

As at LPD, the directors and shareholders of Aquawalk Holdings Limited and their respective shareholdings in Aquawalk Holdings Limited are as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of shares	%	No. of shares	%
Alexander Richard O'Boyle	Director	New Zealander	-	-	-	-
Anna Marie O'Boyle	Director and shareholder	New Zealander	100	100.0	-	-
			100	100.0		

Anna Marie O'Boyle is the wife of late Terence O'Boyle, who was the original founder, former managing director and major shareholder of Aquawalk Malaysia.

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

5.1.3 Changes in Promoters' and/or substantial shareholders' shareholdings

The changes in our Promoters and/or substantial shareholders' respective shareholdings in our Company since our incorporation are as follows:

Name	As at incorporation				⁽¹⁾ Before IPO				⁽²⁾ After 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												
Dato' Simon	1	50.0	1	50.0	64,408,300	4.4	⁽⁴⁾ 1,020,195,400	69.1	-	-	⁽⁴⁾ 927,666,700	50.3
Feliz Natur	-	-	-	-	190,951,400	12.9	⁽⁵⁾ 759,121,300	51.5	98,422,700	5.3	⁽⁵⁾ 759,121,300	41.2
Vestmap	-	-	-	-	⁽³⁾ 759,121,300	51.5	-	-	759,121,300	41.2	-	-
Promoters												
Versatrad Agencies	-	-	-	-	70,122,700	4.7	-	-	70,122,700	3.8	-	-
Daryl Foong	-	-	-	-	-	-	-	-	⁽⁶⁾ 689,700	<0.1	-	-
Substantial shareholders												
Aquawalk Holdings Limited	-	-	-	-	189,891,600	12.9	-	-	94,945,800	5.2	-	-
Anna Marie O'Boyle	-	-	-	-	-	-	⁽⁷⁾ 189,891,600	12.9	-	-	⁽⁷⁾ 94,945,800	5.2
Datin Mina	1	50.0	1	50.0	-	-	⁽⁴⁾⁽⁸⁾ 1,084,603,700	73.5	-	-	⁽⁴⁾ 927,666,700	50.3

Notes:

- (1) Based on our share capital of 1,474,400,000 Shares after our Group Internal Restructuring but before our IPO.
- (2) Based on our enlarged share capital of 1,843,000,000 Shares after our Group Internal Restructuring and our IPO.
- (3) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.
- (4) Deemed interested by virtue of his/her substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of its substantial shareholdings in Vestmap pursuant to Section 8(4) of the Act.

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

- (6) Assuming he fully subscribes for his entitlements under the Pink Form Allocations.
- (7) Deemed interested by virtue of her substantial shareholdings in Aquawalk Holdings Limited pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of her spouse's shareholdings in our Company.

5.1.4 Persons exercising control over the corporation

Save for our Promoters as set out in Section 5.1.1, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

5.1.5 Amounts or benefits paid or intended to be paid or given to our Promoters and substantial shareholders

Save for the issuance of our Shares as consideration for the Acquisition of Aquawalk Malaysia as disclosed in Section 6.2(b), the dividends as set out in Section 12.15 and aggregate remuneration and benefits paid or proposed to be paid for services rendered to our Group in all capacities as disclosed in Section 5.2.4, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus.

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

5.2 DIRECTORS

Our Board takes note of the recommendations under the MCCG released on 28 April 2021. As at LPD, our Board has adopted the following recommendations of the MCCG in respect of our Board composition, which amongst others include the following:

- (a) at least half of our Board comprises independent directors;
- (b) our Chairman is not our Chief Executive Officer, and not a member of our Audit and Risk Management Committee, and Nominating and Remuneration Committee;
- (c) our Board comprises at least 30% woman directors; and
- (d) the tenure of an Independent Non-Executive Director shall not exceed a cumulative term limit of 9 years. Upon completion of the 9 years tenure, an Independent Non-Executive Director may continue to serve on our Board as a Non-Independent Non-Executive Director. If our Board intends to retain an Independent Non-Executive Director beyond 9 years, it shall seek annual shareholders' approval through a two-tier voting process.

Nevertheless, our Company did not adopt the step-up practice 9.4 under the MCCG to have an Audit Committee comprising solely of Independent Directors as Datin Mina (our Non-Independent Non-Executive Director) is one of the members of our Audit and Risk Management Committee and Nominating and Remuneration Committee. Our Board believes that her appointment to our Audit and Risk Management Committee and Nominating and Remuneration Committee is appropriate after taking into account the unique nature of our business in which Datin Mina has garnered experience and knowledge together with Dato' Simon and Daryl Foong, as well her relevant experience on the board of directors of a public listed company in Malaysia. With that, our Board believes that the composition of our Board committees provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Group effectively.

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

5.2.1 Directors' shareholdings

The shareholdings of the Directors in our Company before and after our IPO assuming that they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

Name	Designation/ Nationality	⁽¹⁾ As at LPD/Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Simon	Executive Chairman/ Malaysian	64,408,300	4.4	⁽³⁾ 1,020,195,400	69.1	-	-	⁽³⁾ 927,666,700	50.3
Daryl Foong	Executive Director and Group Chief Executive Officer/ Malaysian	-	-	-	-	689,700	<0.1	-	-
Datin Mina	Non-Independent Non-Executive Director/ Malaysian	-	-	⁽³⁾⁽⁴⁾ 1,084,603,700	73.5	-	-	⁽³⁾ 927,666,700	50.3
Monica Lai	Independent Non-Executive Director/ Malaysian	-	-	-	-	500,000	<0.1	-	-
Datuk Ir. Rosaline Ganendra	Independent Non-Executive Director/ Malaysian	-	-	-	-	482,800	<0.1	-	-
David Gwan Kym Tjhung	Independent Non-Executive Director/ Australian	-	-	-	-	991,300	<0.1	-	-

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

Name	Designation/ Nationality	⁽¹⁾ As at LPD/Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dyana Sofya binti Mohd Daud	Independent Non- Executive Director/ Malaysian	-	-	-	-	-	-	-	-

Notes:

- (1) Based on our share capital of 1,474,400,000 Shares after our Group Internal Restructuring but before our IPO.
- (2) Based on our enlarged share capital of 1,843,000,000 Shares after our Group Internal Restructuring and our IPO.
- (3) Deemed interested by virtue of his/her substantial shareholdings in Vestmap, Feliz Natur and Versatrad Agencies pursuant to Section 8(4) of the Act.
- (4) Deemed interested by virtue of her spouse's shareholdings in our Company.

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

5.2.2 Profiles of Directors

The profiles of Dato' Simon, Daryl Foong and Datin Mina are set out in Section 5.1.2. The profiles of our other Directors are as follows:

(a) **Monica Lai**

Monica Lai, a Malaysian aged 59, is our Independent Non-Executive Director. She was appointed to our Board on 20 December 2024. She is the Chairperson of our Audit and Risk Management Committee and also a member of our Nominating and Remuneration Committee.

She obtained a Bachelor of Science in Economics and Accountancy from The City University, United Kingdom in October 1988. She is also a member of the Institute of Chartered Accountants in England and Wales since June 1992, a member of the Malaysian Institute of Accountants since July 1994 and an associate of the Malaysian Institute of Taxation since May 1996.

She began her career with Ernst & Young, London, an accounting firm in 1988 as a Trainee and was promoted to a Senior Accountant where she worked in the audit division and was involved in audit work for various financial institutions in the United Kingdom. She left Ernst & Young, London in 1992 and relocated to Hong Kong, and joined KPMG Peat Marwick, Hong Kong in the same year and was promoted to the position of Deputy Manager. She worked in the Audit division and was involved in supervising the audit of various financial institutions in Hong Kong. She left KPMG Peat Marwick, Hong Kong in 1993.

In 1993, she relocated to Malaysia and joined Ireka Corporation Berhad ("**Ireka**") as a Group Financial Controller. Ireka, a company listed on the Main Market of Bursa Securities, is an investment holding company primarily involved in construction, property development and IT. She was primarily involved in overseeing the day-to-day accounting, finance and corporate finance work. She was appointed as a Director of Ireka in 1999. In 2015, she was appointed as the Group Deputy Managing Director and her main responsibilities were to support the Group Managing Director to ensure that the Ireka group of companies achieve their business objectives; to develop and implement business strategies; to review and monitor the group's business operations to ensure the group's resources were managed effectively and efficiently; to evaluate business proposals and potential investments; to oversee and manage finance, accounting and treasury functions; to oversee and manage corporate governance matters and compliance with listing, legal and regulatory requirements. She left Ireka in November 2021.

In the same month, she took on the role of Chief Financial Officer of Ireka Development Management Sdn Bhd (now known as Ireka Properties Sdn Bhd), a property development management company in which she has been a director since 2007. As the Chief Financial Officer, she was in charge of reviewing and monitoring the business operations, ensuring the company's resources were managed effectively and efficiently, evaluating business proposals and potential investments, overseeing and managing finance, accounting and treasury functions, and managing corporate governance and compliance with legal and regulatory requirements. In 2021, she was appointed as a director of Eccaz Sdn Bhd, a family-owned property development company, but continued in her role as the Chief Financial Officer of Ireka Development Management Sdn Bhd until her resignation as a director of Ireka Development Management Sdn Bhd in August 2022.

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

She is presently the Group Chief Executive Officer of Eccaz Sdn Bhd, where her main focus is to ensure that the Eccaz group of companies (comprising Eccaz Sdn Bhd, Distinctive World Sdn Bhd and Mobilus Sdn Bhd) ("**Eccaz Group**") achieve their business objectives, develop and implement business strategies, review and monitor the Eccaz Group's business operations, ensure Eccaz Group's resources are managed effectively and efficiently, evaluate business proposals and potential investments, oversee and manage finance, accounting and treasury functions, oversee and manage corporate governance and compliance with legal and regulatory requirements.

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

(b) Datuk Ir. Rosaline Ganendra

Datuk Ir. Rosaline Ganendra, a Malaysian aged 64, is our Independent Non-Executive Director. She was appointed to our Board on 9 January 2025. She is the Chairperson of our Nominating and Remuneration Committee and a member of our Audit and Risk Management Committee.

In August 1984, she obtained her Bachelor of Science (Engineering) in Civil Engineering from the Imperial College of Science and Technology University of London, the United Kingdom. She is a professional engineer registered with the Board of Engineers Malaysia since September 1992.

In February 1985, she began her career with Ganendra Ahmad & Associates as an engineer and was promoted to Principle In-Charge in the same year where her responsibilities include overseeing operations and corporate governance, technical and engineering management, task coordination as well as liaising with clients, authorities and contractors. In April 1994, she left Ganendra Ahmad & Associates to join Minconsult Sdn Bhd as an Executive Director where she was responsible for profit and loss management, as well as stakeholder and client management. In April 2019, she left Minconsult Sdn Bhd and was appointed as a Director at Ganendra Ahmad & Associates Sdn Bhd, a role she presently holds, where she is in charge of project and strategic management, overseeing human resources and compliance of the company.

She currently also serves as an Independent Non-Executive Director on the board of Southern Steel Berhad, a company listed on the Main Market of Bursa Securities since her appointment on 1 March 2023. She also holds directorships in several private companies.

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

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

(c) David Gwan Kym Tjhung

David Gwan Kym Tjhung, an Australian aged 39, is our Independent Non-Executive Director. He was appointed to our Board on 20 December 2024. He is a member of our Audit and Risk Management Committee.

He obtained a Bachelor of Commerce in Property and Marketing from Curtin University of Technology, Australia (now known as Curtin University) in September 2007. He also obtained a Master of Science in Project Management from Curtin University of Technology, Australia (now known as Curtin University) in January 2015. He sits on the Executive Committee of Malaysia Australia Business Council where he also holds the position of Chairman of its Property and Construction Subcommittee.

He started his career with Perthland Property Group, a residential development company as a Project Manager in 2007, where he assisted the Project Director to deliver residential housing and apartment developments within Perth, Western Australia. He left Perthland Property Group in 2009 and joined LandCorp (now known as DevelopmentWA) an agency of the Government of Western Australia established in 1992 under the Western Australian Land Authority Act, as a Project Manager where he managed township developments in Alkimos, Karratha and Newman, Western Australia. In 2019, LandCorp merged with the Metropolitan Redevelopment Authority to form DevelopmentWA.

He left LandCorp in September 2013 and relocated to Malaysia and joined Avant City Sdn Bhd (now known as TREC Holdings Sdn Bhd), a real estate development and operations company in October 2013 as a Project Manager, in which his responsibilities included overseeing the development and coordination of consultants and contractors for the development of TREC, a food and beverage hub within Kuala Lumpur. He left Avant City Sdn Bhd in February 2016 and joined Pure Projects Management Sdn Bhd in April 2016, a company carrying on the business of project management. During his time with Pure Projects Management Sdn Bhd from April 2016 to March 2021, he oversaw the project management business of various projects across Malaysia and Thailand. His focus was in Malaysia and Thailand, where he acted as the Country Director and spearheaded the growth and development of projects in these regions up until the sale of the business.

In October 2019, he set up FPW Management Sdn Bhd and subsequently in February 2020, set up FP Tech Systems Sdn Bhd. In March 2021, after leaving Pure Projects Sdn Bhd, he focused on his business in Freeport group of companies which comprises FPW Management Sdn Bhd, FP Projects Sdn Bhd, FP Tech Systems Sdn Bhd, and FP Build Sdn Bhd as a Director. His responsibilities include leading the management of Freeport group of companies, which businesses consist of project management, construction, design, architecture and project development. He has been a shareholder in FPW Management Sdn Bhd since June 2020.

In March 2019, he also set up Maximin Holdings Sdn Bhd and was appointed as a Director in August 2019. He subsequently set up Maximin Capital Sdn Bhd and MXM Alam Impian Sdn Bhd in October 2022 and is currently a Director in these companies, save for Maximin Capital Sdn Bhd which he has ceased to be a director on 13 February 2025. He is also currently leading the management of the Maximin group of companies, which comprises Maximin Holdings Sdn Bhd, Maximin Corporation Sdn Bhd and MXM Alam Impian Sdn Bhd, which focuses on real estate activities.

Kindly refer to Section 5.2.3(f) for his involvement in business activities outside our Group.

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

(d) Dyana Sofya binti Mohd Daud

Dyana Sofya binti Mohd Daud, a Malaysian aged 38, is our Independent Non-Executive Director. She was appointed to our Board on 20 December 2024. She is a member of our Nominating and Remuneration Committee.

She obtained a Bachelor of Law with Honours from Universiti Teknologi MARA, Malaysia in November 2010. She was then admitted as an advocate & solicitor of the High Court of Malaya in August 2011. She subsequently obtained a Master of Arts in International Studies and Diplomacy from School of Oriental and African Studies, University of London, United Kingdom in December 2016.

Beginning her legal career, she commenced practice as a partner at Zharif Nizamuddin (formerly known as Nizamuddin Hamid & Co) from 2012 to 2013, where she dealt with corporate matters.

Her involvement in legal affairs extended to political arena where she served as a political secretary to the Democratic Action Party parliamentary leader from May 2013 to May 2014, and resumed from January 2015 to June 2015, where she aided the parliamentary leader, was involved in the day-to-day running of the constituency service office in Gelang Patah, Johor, acted as columnist to 3 publications namely Malay Mail Online, Sinar Harian and Nanyang Siang Pau, and took part in elections.

From August 2015 to 2016, she took a sabbatical gap year, before resuming work at Gibb & Co (Teluk Intan branch), from January 2017 to October 2017 as a legal assistant, and dealt with corporate matters.

In October 2017, she left the firm and joined Ayub, Dyana, Zainal & Zakaria (formerly known as Ayub Dyana & Zainal) as a partner, a position she held until July 2023. Her area of practice is on corporate law.

Since August 2023, she serves as a Partner in the Corporate Commercial Practice Group at Zharif Nizamuddin, and her area of practice is on corporate law.

She is also currently an Independent Non-Executive Director in MTAG Group Berhad (since 19 October 2018), a company listed on the ACE Market.

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

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

5.2.3 Principal business performed outside our Group

Details of our Directors' involvement in principal business activities and directorships outside our Group as at LPD ("**Present involvement**") and in the past 5 years preceding LPD ("**Past involvement**") are set out below:

(a) Dato' Simon

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Adventuria	Digital and physical adventure hub with virtual reality and augmented reality experiences, e-sports and recreation activities and sales of retail merchandise	Director/ Shareholder	1 June 2017	-	3.2	79.8 ⁽¹⁾
Aquascape Ventures Sdn Bhd	Dormant with intended activities of holding companies. It has not commenced business operations since its incorporation and the nature of its investment has yet to be determined as at LPD	Director/ Shareholder	12 March 2013	-	50.0	-
Atlas Industries Sdn Bhd	Manufacturing of bitumen emulsion, solutions, compound and allied bituminous products	Shareholder	-	-	4.2	2.3 ⁽²⁾
BluPlanet Sdn Bhd	Investment holding in shares	Director/ Shareholder	5 March 2018	-	50.0	50.0 ⁽³⁾
Blu Restaurant	Restaurant, retail sale of other food products	Director/ Shareholder	18 October 2022	-	-	100.0 ⁽⁴⁾

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
CDLC Sdn Bhd	Other food service activities; restaurants; other retail sale in non-specialised stores	Director/ Shareholder	1 March 2022	-	-	100.0 ⁽⁵⁾
Darafoods Sdn Bhd	Processing and preserving of meat and production of meat products and activities of holding companies	Shareholder	-	-	10.0	-
Dessertology	Leasing of intellectual property and similar products; except copyrighted works, and other business support service activities	Director/ Shareholder	1 March 2022	-	-	51.0 ⁽⁶⁾
Etheco Sdn Bhd	Investment holding in shares	Director/ Shareholder	5 March 2018	-	50.0	50.0 ⁽³⁾
Feliz Natur	Consultancy services, letting of real properties and investment holding in shares	Director/ Shareholder	13 July 1995	-	50.0	50.0 ⁽³⁾
Francis Tin Mining Sdn Berhad	Investment and property trading	Shareholder	-	-	23.8	-
Hello Natural Sdn Bhd	Dormant with intended activities of holding companies. It does not own any investments, and the nature of its investments has yet to be determined as at LPD	Shareholder	-	-	-	100.0 ⁽⁴⁾
InNature ⁽⁷⁾	Investment holding with its subsidiaries in the business of retailing cosmetic and personal care products and operation of restaurant as well as retail sale of other food products	Non-Independent Non-Executive Chairman/ Shareholder	21 October 1994	-	0.8	67.6 ⁽⁸⁾

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
Kwong Hup Cheong (Kampar) Foundry Sdn Bhd	Property and investment holding in shares	Shareholder	-	-	8.9	-
Primarium Sdn Bhd	Investment holding in shares	Director/ Shareholder	14 January 2019	-	70.0	-
Rampai-Niaga	Retailing and distribution of The Body Shop® products in West Malaysia, Sabah and Federal Territory of Labuan	Director/ Shareholder	22 November 2004	-	-	100.0 ⁽⁴⁾
SA Hotels & Resorts Sdn Bhd	Properties for hotel operations and all kind of leisure facilities	Director/ Shareholder	14 May 2013	-	-	100.0 ⁽⁹⁾
SA Wellness Sdn Bhd	Wellness centre ownership and operations	Director/ Shareholder	21 June 2013	-	-	100.0 ⁽⁹⁾
Senja Aman Development Sdn Bhd	Property development	Director/ Shareholder	27 Jun 2011	-	-	100.0 ⁽⁹⁾
Senja Aman Holdings Sdn Bhd	Investment holding company, where its subsidiaries are involved in property development and owns a luxury wellness resort and hotel complex, known as Angsana Hotel in Teluk Bahang, Penang	Director/ Shareholder	30 July 2010	-	-	91.9 ⁽¹⁰⁾
Steady Property Management Sdn Bhd	Property management	Director/ Shareholder	7 August 2008	-	50.0	50.0 ⁽³⁾

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
Versatrad Agencies	Investment holding in shares	Director/ Shareholder	30 October 1985	-	50.0	50.0 ⁽³⁾
Vestmap	Investment holding in shares and providing management services (principal holding company of Aquawalk Group)	Director/ Shareholder	12 September 2006	-	-	100.0 ⁽¹¹⁾
Xzilaria Sdn Bhd	Investment holding in shares	Shareholder	-	-	50.0	50.0 ⁽³⁾

Past involvement

Two Tigers Technology Sdn Bhd (formerly known as Aquawalk Technology Sdn Bhd)	IT service activities	Director	7 January 2005	23 September 2025	-	-
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Notes:

- (1) Deemed interested by virtue of his direct shareholdings and indirect shareholdings in Xzilaria Sdn Bhd, direct and indirect shareholdings in Versatrad Agencies, direct and indirect shareholdings in Feliz Natur and indirect shareholdings in Vestmap pursuant to Section 8(4) of the Act.
- (2) Deemed interested by virtue of his direct shareholdings in Francis Tin Mining Sdn Berhad pursuant to Section 8(4) of the Act.
- (3) Deemed interested by virtue of his spouse's direct shareholdings in the company.
- (4) Deemed interested by virtue of his indirect shareholdings in InNature pursuant to Section 8(4) of the Act. These companies are wholly-owned subsidiaries of InNature.
- (5) Deemed interested by virtue of his indirect shareholdings in Dessertology pursuant to Section 8(4) of the Act.
- (6) Deemed interested by virtue of his direct shareholdings and indirect shareholdings in Versatrad Agencies pursuant to Section 8(4) of the Act.

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

- (7) A company listed on the Main Market of Bursa Securities.
- (8) Deemed interested by virtue of his direct shareholdings and indirect shareholdings in Etheco Sdn Bhd, Bluplanet Sdn Bhd and Primarium Sdn Bhd pursuant to Section 8(4) of the Act.
- (9) Deemed interested by virtue of his indirect shareholdings in Senja Aman Holdings Sdn Bhd pursuant to Section 8(4) of the Act. These companies are wholly-owned subsidiaries of Senja Aman Holdings Sdn Bhd.
- (10) Deemed interested by virtue of his direct shareholdings and indirect shareholdings in Steady Property Management Sdn Bhd pursuant to Section 8(4) of the Act.
- (11) Deemed interested by virtue of his direct shareholdings and indirect shareholdings in Feliz Natur pursuant to Section 8(4) of the Act.

(b) Daryl Foong

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Adventuria	Digital and physical adventure hub with virtual reality and augmented reality experiences, e-sports and recreation activities and sales of retail merchandise	Director	8 August 2024	-	-	-
Blu Restaurant	Restaurants; retail sale of other food products	Director	31 December 2021	-	-	-
CDLC Sdn Bhd	Other food service activities; restaurants; other retail sale in non-specialised stores	Director	13 December 2022	-	-	-

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
Dessertology	Leasing of intellectual property and similar products; except copyrighted works, and other business support service activities	Director	13 December 2022	-	-	-
Feliz Natur	Consultancy services, letting of real properties and investment holding in shares	Director	31 July 2023	-	-	-
Francis Tin Mining Sdn Berhad	Investment and property trading	Shareholder	-	-	2.4	-
InNature ⁽¹⁾	Investment holding with its subsidiaries in the business of retailing cosmetic and personal care products and operation of restaurant as well as retail sale of other food products	Alternate Director to Dato' Simon (Non-Independent Non-Executive Director)/ Shareholder	27 February 2019	-	<0.1	2.9 ⁽²⁾
Pelagos Sdn Bhd	Investment holding in shares	Director/ Shareholder	14 January 2019	-	30.0	-
Steady Property Management Sdn Bhd	Property management	Director	31 July 2023	-	-	-
Two Tigers Sdn Bhd	Investment holding in shares and sale of retail merchandise	Director/ Shareholder	15 February 2019	-	50.0	-

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
Two Tigers Technology Sdn Bhd (formerly known as Aquawalk Technology Sdn Bhd)	IT service activities	Director/ Shareholder	8 August 2024	-	-	100.0 ⁽³⁾
Vestmap	Investment holding in shares and providing management services (principal holding company of Aquawalk Group)	Director	15 April 2024	-	-	-
Xzilaria Sdn Bhd	Investment holding in shares	Director	6 July 2017	-	-	-

Past involvement

Nil

Notes:

- (1) A company listed on the Main Market of Bursa Securities.
- (2) Deemed interested by virtue of his direct shareholdings in Pelagos Sdn Bhd pursuant to Section 8(4) of the Act.
- (3) Deemed interested by virtue of his direct shareholdings in Two Tigers Sdn Bhd pursuant to Section 8(4) of the Act.

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

(c) Datin Mina

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Adventuria	Digital and physical adventure hub with virtual reality and augmented reality experiences, e-sports and recreation activities and sales of retail merchandise	Director/ Shareholder	13 September 2017	-	-	79.8 ⁽¹⁾
BluPlanet Sdn Bhd	Investment holding in shares	Director/ Shareholder	5 March 2018	-	50.0	50.0 ⁽²⁾
Blu Restaurant	Restaurants; retail sale of other food products	Director/ Shareholder	23 September 2024	-	-	100.0 ⁽³⁾
CDLC Sdn Bhd	Other food service activities; restaurants; other retail sale in non-specialised stores	Shareholder	-	-	-	100.0 ⁽⁴⁾
Dessertology	Leasing of intellectual property and similar products; except copyrighted works, and other business support service activities	Shareholder	-	-	-	51.0 ⁽⁵⁾
Etheco Sdn Bhd	Investment holding in shares	Director/ Shareholder	5 March 2018	-	50.0	50.0 ⁽²⁾
Feliz Natur	Consulting services, letting of real properties and investment holding in shares	Director/ Shareholder	1 September 1993	-	50.0	50.0 ⁽²⁾

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
Hello Natural Sdn Bhd	Dormant with intended activities of holding companies. It does not own any investments, and the nature of its investment has yet to be determined as at LPD	Director/ Shareholder	15 February 2019	-	-	100.0 ⁽³⁾
InNature ⁽⁶⁾	Investment holding with its subsidiaries in the business of retailing cosmetic and personal care products and operation of restaurant as well as retail sale of other food products	Non-Independent Executive Director/ Managing Director/ Shareholder	21 October 1994	-	0.1	67.6 ⁽⁷⁾
Pelagos Sdn Bhd	Investment holding in shares	Director/ Shareholder	14 January 2019	-	70.0	-
Rampai-Niaga	Retailing and distribution of The Body Shop® products in West Malaysia, Sabah and Federal Territory of Labuan	Director/ Shareholder	9 April 1984	-	-	100.0 ⁽³⁾
SA Hotels & Resorts Sdn Bhd	Properties for hotel operations and all kind of leisure facilities	Shareholder	-	-	-	100.0 ⁽⁸⁾
SA Wellness Sdn Bhd	Wellness centre ownership and operations	Shareholder	-	-	-	100.0 ⁽⁸⁾
Senja Aman Development Sdn Bhd	Property development	Shareholder	-	-	-	100.0 ⁽⁸⁾

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
Senja Aman Holdings Sdn Bhd	Investment holding in shares, where its subsidiaries are involved in property development and owns a luxury wellness resort and hotel complex, known as Angsana Hotel in Teluk Bahang, Penang	Shareholder	-	-	-	91.9 ⁽⁹⁾
Steady Property Management Sdn Bhd	Property management	Director/ Shareholder	7 August 2008	-	50.0	50.0 ⁽²⁾
Versatrad Agencies	Investment holding in shares	Director/ Shareholder	19 November 1990	-	50.0	50.0 ⁽²⁾
Vestmap	Investment holding in shares and providing management services (principal holding company of Aquawalk Group)	Director/ Shareholder	12 September 2006	-	-	100.0 ⁽¹⁰⁾
Xzilaria Sdn Bhd	Investment holding in shares	Shareholder	-	-	50.0	50.0 ⁽²⁾
<u>Past involvement</u>						
Ola Beleza Sdn Bhd	Distribution of Natura products through channels including direct selling, e-commerce and retail stores	Director	21 February 2019	3 October 2022	-	-

Notes:

- (1) Deemed interested by virtue of her direct shareholdings and indirect shareholdings in Xzilaria Sdn Bhd, direct and indirect shareholdings in Versatrad Agencies, direct and indirect shareholdings in Feliz Natur and indirect shareholdings in Vestmap pursuant to Section 8(4) of the Act.
- (2) Deemed interested by virtue of her spouse's direct shareholdings in the company.
- (3) Deemed interested by virtue of her indirect shareholdings in InNature pursuant to Section 8(4) of the Act. The companies are wholly-owned subsidiaries of InNature.

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

- (4) Deemed interested by virtue of her indirect shareholdings in Dessertology pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of her direct shareholdings and indirect shareholdings in Versatrad Agencies pursuant to Section 8(4) of the Act.
- (6) A company listed on the Main Market of Bursa Securities.
- (7) Deemed interested by virtue of her direct shareholdings and indirect shareholdings in Etheco Sdn Bhd, Bluplanet Sdn Bhd and Pelagos Sdn Bhd pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of her indirect shareholdings in Senja Aman Holdings Sdn Bhd pursuant to Section 8(4) of the Act. These companies are wholly-owned subsidiaries of Senja Aman Holdings Sdn Bhd.
- (9) Deemed interested by virtue of her direct shareholdings and indirect shareholdings in Steady Property Management Sdn Bhd pursuant to Section 8(4) of the Act.
- (10) Deemed interested by virtue of her direct shareholdings and indirect shareholdings in Feliz Natur pursuant to Section 8(4) of the Act.

(d) Monica Lai

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Binaderas Sdn Bhd	Property development	Director	28 June 2004	-	-	-
Bumijaya Mahligai Sdn Bhd	Property development	Director	20 August 2007	-	-	-
Bumijaya Mawar Sdn Bhd	Property development	Director	20 August 2007	-	-	-
Distinctive World Sdn Bhd	Construction of buildings	Director	17 September 2021	-	-	-

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
Eccaz Sdn Bhd	Investment holding of property development and urban transportation companies	Group Chief Executive Officer/Director	16 August 2021	-	-	-
Ideal Land Holdings Sdn Bhd	Investment holding of construction and property investment companies	Director/Shareholder	22 February 2022	-	7.5	-
Mobilus Sdn Bhd	- Sale of industrial, commercial and agriculture vehicles - Manufacture of commercial vehicles - Manufacture of bodies (coachwork) for motor vehicles - Manufacture of trailers and semi-trailers	Director	21 August 2019	-	-	-
Mobilus EEM Innovation Sdn Bhd	Activities of holding companies (intended for property investment activities)	Director	28 June 2024	-	-	-
Paoma Sdn Bhd	Property investment, business in general merchants, and property developers	Director	13 September 2000	-	-	-
Paovoon Sdn Bhd	Property investment, business in general merchants, and property developers	Director/Shareholder	28 June 2002	-	-	100.0 ⁽¹⁾
Symphony Shield Sdn Bhd	Property investment	Director/Shareholder	12 September 2013	-	20.0	-
Starasia New Energy System Pte Ltd	Research and experimental development on engineering	Director	8 December 2023	-	-	-
Legacy Essence Limited	Investment holding in shares	Director/Shareholder	27 November 2023	-	25.0	-

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
Phoenix Foundation Limited	Investment holding in shares	Director/ Shareholder	15 May 2007	-	20.0	-
One Residences Limited	Investment holding in shares	Director/ Shareholder	10 June 2016	-	25.0	-
<u>Past involvement</u>						
Amatir Resources Bhd	Sdn Property development	Director	24 June 2004	30 June 2023	-	-
Bumiraya Impian Bhd	Sdn Property development	Director	20 August 2007	30 June 2023	-	-
E-Auction Sdn Bhd	Renting of construction machinery and equipment; retail sale of construction materials, hardware, paints and glass	Director	1 November 1999	6 October 2022	-	-
I-Residence Sdn Bhd	Property investment	Director	30 September 2000	6 October 2022	-	-
I-Tech Solutions Sdn Bhd	Network Provision of system integration, software solutions and trading in computer hardware	Director	28 July 2022	6 October 2022	-	-
iTech ELV Solutions Sdn Bhd	Sdn Provision, supply and installation of high low, and extra low voltage system and structure cabling system	Director	28 July 2022	6 October 2022	-	-
ICSD Ventures Sdn Bhd	Property development	Director	15 November 2002	30 June 2023	-	-
Ireka ⁽²⁾	Investment holding and provision of management services; construction, property development and IT	Director	30 June 1999	15 November 2021	-	-

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
Ireka Land Sdn Bhd	Property development	Director	10 September 2019	30 June 2023	-	-
Ireka Sdn Bhd	Investment holding in shares	Director	30 June 1999	31 December 2021	-	-
Ireka Commercial Sdn Bhd	Property investment	Director	8 May 2007	6 October 2022	-	-
Ireka Engineering & Construction Sdn Bhd (in the midst of winding up)	Earthworks, civil, structural, and building construction and renting of construction plant and machinery	Director	30 June 1999	31 December 2021	-	-
Ireka Hospitality Sdn Bhd	Property management, provision of other related professional and consultancy services	Director	17 April 2002	6 October 2022	-	-
Ireka iCapital Sdn Bhd	Investment holding of IT related businesses	Director	9 March 2000	6 October 2022	-	-
Ireka Properties Sdn Bhd	Property development management, provision of other related professional and consultancy services	Director	7 June 2007	6 October 2022	-	-
Ireka Property Services Sdn Bhd	Property services	Director	8 May 2007	6 October 2022	-	-
Kami Management Services Sdn Bhd	Property management	Director	29 November 2018	18 October 2022	-	-
Kembara Designs Sdn Bhd	Struck off on 24 March 2025. Previously involved in investment holding in shares	Director	17 June 2022	-	-	-

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
Meadowfield Sdn Bhd	Property development	Director	13 September 2011	6 October 2022	-	-
Potensi Angkasa Sdn Bhd	Special purpose vehicle for the issuance of private debt securities	Director	25 February 2019	30 June 2023	-	-
Regal Variety Sdn Bhd	Property development	Director	15 September 2000	6 October 2022	-	-
Regalmont (Sabah) Sdn Bhd	Property development	Director	4 May 2001	6 October 2022	-	-
Shoraka Construction Sdn Bhd	Construction	Director	28 July 2022	3 October 2022	-	-
Silver Sparrow Berhad	Finance management	Director	20 June 2011	30 June 2023	-	-
The Ruma Hotel KL Sdn Bhd	Hotel operations	Director	10 September 2019	30 June 2023	-	-
United Time Development Sdn Bhd	Property development	Director	2 August 2007	6 October 2022	-	-
Urban DNA Sdn Bhd	Property development	Director	10 September 2019	30 June 2023	-	-
Aseana Properties Limited ⁽³⁾	Property development	Director/Shareholder	7 September 2019	30 May 2023	-	18.3 ⁽⁴⁾

Notes:

- (1) Deemed interested by virtue of her direct shareholdings in Symphony Shield Sdn Bhd pursuant to Section 8(4) of the Act.
- (2) A company listed on the Main Market of Bursa Securities.

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

(3) A company listed on the Main Market of London Stock Exchange.

(4) Deemed interested by virtue of her direct shareholdings in Legacy Essence Limited pursuant to Section 8(4) of the Act.

(e) Datuk Ir. Rosaline Ganendra

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Southern Steel Berhad ⁽¹⁾	Investment holding company involved in the manufacturing, sale and trading in steel bars and related products, whilst the principal activities engaged by its subsidiaries are that of manufacturing, sale and trading in billets, steel bars, wire rods, wire mesh, pre-stressed concrete strands, bars and wires, steel pipes, steel wires and other related products	Independent Non-Executive Director	1 March 2023	-	-	-
Bangunan Minco Sdn Bhd	Property investment	Director/ Shareholder	28 April 1989	-	-	100.0 ⁽²⁾
Malaysia International Consultants Sdn Bhd	Dormant. Previously an engineering consultancy firm	Director/ Shareholder	28 April 1989	-	<0.01	99.99 ⁽²⁾
Ganendra Holdings Sdn Bhd	Property investment	Director/ Shareholder	4 September 1987	-	25.0	-
Ganendra Ahmad & Associates Sdn Bhd	Engineering consultancy firm	Director/ Shareholder	17 April 2019	-	70.0	-

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
Tadika Celik Comel Sdn Bhd	Child day-care	Director/ Shareholder	5 June 2018	-	39.0	-
Ground Data Solutions R&D Sdn Bhd	Airborne LIDAR (Light detection and ranging) services	Director/ Shareholder	4 May 2012	-	18.2	-
Scholarships U Sdn Bhd	Setting up of web portals	Shareholder	-	-	30.0 of preference shares	-
Edu Circle Group Sdn Bhd	Education and business management consultancy	Shareholder	-	-	30.0 of preference shares	-
Rose Foundation	Provision of cervical screening services to Malaysia women prioritizing the under-screened population and low income group	Director	10 December 2024	-	-	-

Past involvement

Nil

Notes:

- (1) A company listed on the Main Market of Bursa Securities.
- (2) Deemed interested by virtue of her direct shareholding in Ganendra Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

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

(f) David Gwan Kym Tjhung

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
FPW Management Sdn Bhd	Investment holding company for project management consultant and provision of construction services	Director/ Shareholder	8 August 2022	-	50.0	-
FP Build Sdn Bhd	Real estate activities; provision of specialised construction services; provision of interior decorating services	Director/ Shareholder	8 August 2022	-	-	100.0 ⁽¹⁾
FP Projects Sdn Bhd	Management consultancy services	Director/ Shareholder	8 August 2022	-	-	100.0 ⁽¹⁾
FP Tech Systems Sdn Bhd	Provision of ICT system security, computer facilities management services and other IT services	Director/ Shareholder	8 August 2022	-	-	100.0 ⁽¹⁾
GKW Plantation Sdn Bhd	Property development and investment, and investment holding in shares	Director/ Shareholder	18 April 2019	-	20.0	-
Maximin Corporation Sdn Bhd	Property investment and property management services	Director	9 May 2019	-	-	-
Maximin Holdings Sdn Bhd	Investment holding in real estate companies	Alternate Director	14 August 2019	-	-	12.5 ⁽²⁾
MXM Alam Impian Sdn Bhd	Real estate activities	Director	27 October 2022	-	-	15.0 ⁽²⁾
South Seas Holdings Sdn Bhd	Real estate activities; provision of management consultancy services; and investment holding in shares	Director/ Shareholder	7 September 2015	-	99.0	-

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
Urban Agenda Design Sdn Bhd	Architectural services	Director/ Shareholder	8 August 2022	-	-	60.0 ⁽¹⁾
Past involvement						
Pure Projects Management Sdn Bhd	Provision of renovation works, decorating services, interior and exterior designing and related services	Director	3 May 2018	19 February 2021	-	-
Maximin Capital Sdn Bhd	Real estate activities	Director	27 October 2022	13 February 2025	-	-

Notes:

- (1) Deemed interested by virtue of his direct shareholdings in FPW Management Sdn Bhd pursuant to Section 8(4) of the Act.
- (2) Deemed interested by virtue of his direct shareholdings in GKW Plantation Sdn Bhd pursuant to Section 8(4) of the Act.

(g) Dyana Sofya binti Mohd Daud

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
MTAG Group Berhad ⁽¹⁾	Investment holding with subsidiaries involved in printing of labels and stickers, and distribution of industrial tape and adhesive products	Independent Non-Executive Director	19 October 2018	-	-	-

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
Janabijana Management	Artist and talent management and performance, event management, consultation services in public relations and communications, music recording and production, music video recording, publishing and production	Sole proprietor	14 May 2025	-	-	-
Past involvement						
Magma Group Berhad (formerly known as Impiana Hotels Berhad) ⁽²⁾	Management and operation of hotels and resorts, property investment and hotel development	Non-Independent Non-Executive Director	30 May 2018	20 May 2024	-	-
Impact Integrated	An initiative under the purview of the Ministry of Youth and Sports, aimed to spur youth-driven social impact	Director	22 November 2019	28 April 2020	-	-

Notes:

(1) A company listed on the ACE Market.

(2) A company listed on the Main Market of Bursa Securities.

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

The involvement of our Directors as disclosed above excludes shares in public listed companies which are held by them as minority shareholders (less than 5.0% of the total number of issued shares of a public listed company), and for which they do not hold any directorship. Such shares are held by them only for trading and personal investment purposes.

As at LPD, the directorships of our Directors in other companies are in compliance with Rule 15.06 of the Listing Requirements as they do not hold more than 5 directorships in public listed companies on Bursa Securities.

The involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business as such other companies that our Directors are involved in does not carry on a similar or related trade as our Group's business nor are they our clients or suppliers other than as disclosed in Section 10.1. Further, the involvement of our Executive Directors (including our Executive Chairman) in other businesses or corporations does not preclude them from committing their time and effort to our Group as they are not involved in the day-to-day operations of these businesses. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management. Our Executive Directors are of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties. The involvement of our Independent Non-Executive Directors in other directorships or business activities outside our Group are not expected to affect their contribution to our Group as they are not involved in our Group's day-to-day operations.

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

5.2.4 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 Nominating and 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 for further details.

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

	<u>Directors' fees</u>	<u>Salaries</u>	<u>Bonuses</u>	<u>Other emoluments</u>	<u>Benefits-in-kind</u>	<u>Total</u>
	RM'000					
FYE 2022 (Paid)						
Dato' Simon	-	-	-	-	-	-
Daryl Foong	-	252	-	31	-	283
Datin Mina	-	-	-	-	-	-
FYE 2023 (Paid)						
Dato' Simon	-	960	-	182	-	1,142
Daryl Foong	-	360	63	52	-	475
Datin Mina	-	-	-	-	-	-
FYE 2024 (Paid)⁽²⁾						
Dato' Simon	-	1,200	800	392	-	2,392
Daryl Foong	-	378	120	65	-	563
Datin Mina	(1)2	-	-	2	-	4
Monica Lai	(1)2	-	-	2	-	4
David Gwan Kym Tjhung	(1)2	-	-	2	-	4
Dyana Sofya binti Mohd Daud	(1)2	-	-	2	-	4

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

	<u>Directors' fees</u>	<u>Salaries</u>	<u>Bonuses</u>	<u>Other emoluments</u>	<u>Benefits-in-kind</u>	<u>Total</u>
	RM'000					
FYE 2025 (Proposed)						
Dato' Simon	-	1,296	400	323	-	2,019
Daryl Foong	-	408	126	89	-	623
Datin Mina	50	-	-	24	-	74
Monica Lai	50	-	-	24	-	74
Datuk Ir. Rosaline Ganendra	50	-	-	24	-	74
David Gwan Kym Tjhung	50	-	-	24	-	74
Dyana Sofya binti Mohd Daud	50	-	-	24	-	74

Notes:

- (1) Pro-rated based on their respective appointment dates. Datuk Ir. Rosaline Ganendra was appointed on 9 January 2025.
- (2) The director fees and other emoluments for Datin Mina, Monica Lai, David Gwan Kym Tjhung and Dyana Sofya binti Mohd Daud arising in FYE 2024 were paid in arrears in FYE 2025 prior to LPD.

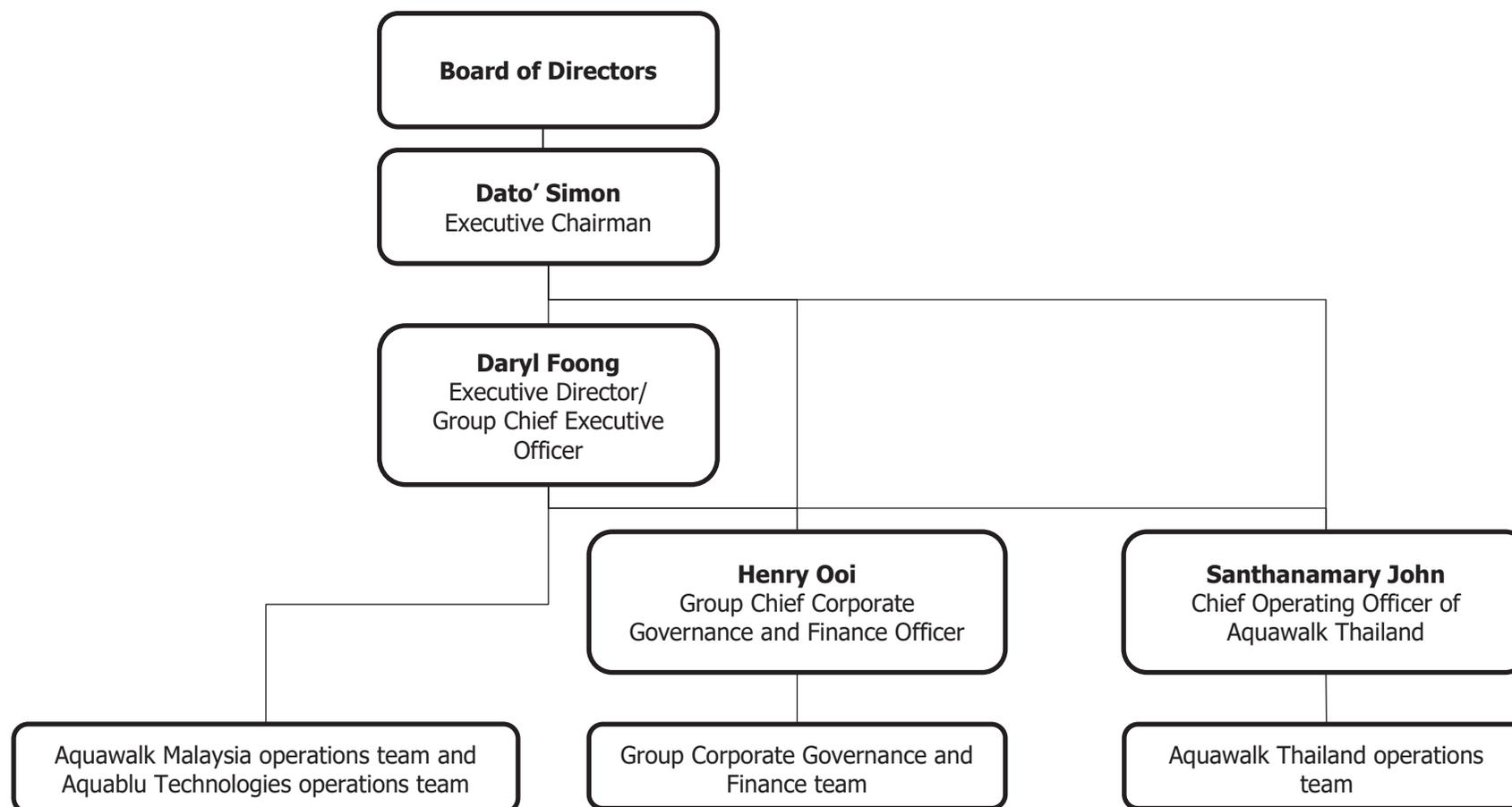
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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.3 KEY SENIOR MANAGEMENT

5.3.1 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)

5.3.2 Key senior management shareholdings

The shareholdings of our key senior management in our Company before and after IPO, save for our Executive Directors (including our Executive Chairman), which are disclosed in Sections 5.1.1 and 5.2.1, assuming that they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

Name	Designation/ Nationality	As at LPD/ ⁽¹⁾ Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Henry Ooi	Group Chief Corporate Governance and Finance Officer/ Malaysian	-	-	-	-	517,200	<0.1	-	-
Santhanamary John	Chief Operating Officer of Aquawalk Thailand/ Malaysian	-	-	-	-	344,800	<0.1	-	-

Notes:

⁽¹⁾ Based on our share capital of 1,474,400,000 Shares after our Group Internal Restructuring but before our IPO.

⁽²⁾ Based on our enlarged share capital of 1,843,000,000 Shares after our Group Internal Restructuring and our IPO.

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

5.3.3 Profiles of key senior management

Save for the profiles of Dato' Simon (our Executive Chairman) and Daryl Foong (our Executive Director and Group Chief Executive Officer), which are set out in Section 5.1.2, the profiles of the other key senior management of our Group are as follows:

(a) Henry Ooi

Henry Ooi, a Malaysian aged 43, is our Group Chief Corporate Governance and Finance Officer.

He obtained a Bachelor of Arts in Accounting and Finance from Sheffield Hallam University, United Kingdom, in October 2004. Subsequent to that, he also obtained a Master of Business Administration from University of Strathclyde, United Kingdom, in November 2016. He is also a Fellow of ACCA since March 2013, a member of ACCA since March 2008, as well as a member of Malaysia Institute of Accountants since March 2010.

Henry Ooi began his career with Pricewaterhouse Coopers, an accounting, advisory and tax firm as an Associate in 2005, and was later promoted to a Senior Associate in 2007. He was later promoted as an Executive Senior in 2008 before he left Pricewaterhouse Coopers in February 2010. His responsibilities in Pricewaterhouse Coopers include audits of public and private companies, as well as assisting on process improvement and system implementation. In March 2010, he joined Genting Malaysia Berhad, a company principally involved in the leisure and hospitality business covering theme parks, gaming, hotels, seaside resorts and entertainment, as a Finance Manager and was promoted as the Assistant Vice President of Finance in 2011. During his tenure with Genting Malaysia Berhad, he was in charge of the operational audit and management reporting for the casino, as well as the finance matters of the theme park, retail, tenancies, timeshare business and the hospitality business. After leaving Genting Malaysia Berhad in April 2013, he joined Country Heights Holdings Berhad, a company with a primary focus on property development and investment holdings in the same month as a Financial Controller. He was in charge of finance matters of the healthcare and hospitality arms before leaving in June 2013.

Subsequent to that, he joined TAE Management Co. (Malaysia) Sdn Bhd, a private equity firm as the Vice President, where he was primarily involved in financial and management reporting. He left TAE Management Co. (Malaysia) Sdn Bhd in October 2013. From November 2013 to May 2014, he was seeking for job opportunities. In June 2014, he joined Animation Theme Park Sdn Bhd as a Financial Controller. Animation Theme Park Sdn Bhd is the developer, owner and operator of the theme park known as Movie Animation Park Studios (MAPS). He was promoted as the Chief Financial Officer in 2015 before he left in 2016. His main responsibilities during his tenure with Animation Theme Park Sdn Bhd were overseeing finance, purchasing, revenue and legal matters and reporting the same to the board of directors.

In 2017, Henry Ooi joined Jalin Realty Sdn Bhd, a real estate company as a Finance Director where his primary responsibilities were overseeing the finance and human resource function of the group of companies. He left Jalin Realty Sdn Bhd in April 2019 and joined Idea Music Entertainment Co. Ltd, an entertainment company in April 2019 as the Chief Strategy Officer, a position he held until 2021. During his tenure with Idea Music Entertainment Co. Ltd, he also managed the private arm of the founder's group businesses and conducted financial due diligence for potential investments. From November 2021 to March 2022, he was seeking for job opportunities.

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

In April 2022, he joined Aquawalk Malaysia as the Head of Corporate Affairs and Governance where he was responsible for the financial planning, corporate governance and continuous improvement of our Group's internal controls. Additionally, he oversees the structuring and conduct of financial due diligence assessment on target projects. Henry Ooi was redesignated to the Chief Corporate Governance and Finance Officer in July 2024, a position he holds to-date, taking over Aquawalk Malaysia's accounting and financial functions which were previously handled by Santhanamary John before her promotion to Chief Operating Officer of Aquawalk Thailand. He is in charge of overseeing corporate governance and financial aspects of our Group's operations.

Kindly refer to Section 5.3.4(a) for his involvement in other business activities outside our Group.

(b) Santhanamary John

Santhanamary John, a Malaysian aged 49, is the Chief Operating Officer of Aquawalk Thailand.

She obtained a Diploma in Accounting from London Chamber of Commerce & Industry Examinations Board (now known as Education Development International) in 1996, Diploma majoring in Financial Accounting from Systematic Business Training Centre (now known as Systematic Education Group International, SEGi College) in March 1996, Diploma in Business from RSA Examinations Board in September 1996 and a Master of Business Administration in July 2021 from University of Wales Trinity Saint David, Wales, United Kingdom. She is a member of the ACCA since November 2003, and a Chartered Accountant of the Malaysian Institute of Accountants since July 2005. She is also a Certified Human Resource Manager under the Malaysian Institute of Human Resource Management since May 2018.

She began her career with Potential Development Sdn Bhd, a construction company, as an Accounts Assistant in 1996, where she was primarily responsible for preparing monthly accounts payable and receivable, before leaving in February 1997. She joined Malaysian Newsprint Industries Sdn Bhd principally involved in recycling and manufacturing of newsprints (now known as Asia Honour Paper Industries (M) Sdn Bhd) in March 1997 as an Accounts Assistant. During her tenure, she was responsible for preparing monthly financial reports, accounts payable and journal vouchers. She left Malaysian Newsprint Industries Sdn Bhd in August 2003 and joined Premier Lubricants (M) Sdn Bhd in September 2003, a petroleum company, as a Senior Executive in the Performance division where she was in charge of updating actual expenditure, and forecasting of expected future capital expenditure. She left the company in October 2004.

In November 2004, she joined Aquawalk Malaysia as a Finance Executive. She was responsible for preparing monthly financial reports, accounts payable and receivable, general ledgers, journal and bank reconciliation. She was promoted to Assistant Manager in Finance in October 2006 where her primary responsibilities were management of the finance and account department, preparation of budgets, and approval of payment, purchasing and requisition. In August 2007, she was promoted as the Accounts and Administration Manager, where her responsibilities encompassed supervising day-to-day accounting operations, ensuring compliance with financial regulations, liaising with external auditors, tax agents, and the company secretary, as well as leading process improvements to enhance operational efficiency. In April 2013, she was promoted to Director of Finance and Administration, where her key responsibilities included strategic financial planning, developing and implementing policies, overseeing tax compliance and providing financial insights to support business decision-making.

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

In May 2018, she was redesignated to Senior Vice President of Finance, HR and Administration, reflecting her leadership over multiple departments, including Finance, HR and Administration. Her responsibilities included driving organisational growth through effective resource management and implementing strategies to optimise cost efficiency and employee performance.

Due to her involvement in the overall financial and operational aspects of the development of Aquaria Phuket since 2015, she was promoted as our Chief Operating Officer of Aquawalk Thailand in August 2024. After handing over her responsibilities in the Finance department to Henry Ooi and the HR and administrative roles to Aquawalk Malaysia's HR personnel, she is now fully responsible for overseeing the operations and management of Aquaria Phuket and is currently based in Phuket, Thailand.

Kindly refer to Section 5.3.4(b) for her involvement in other business activities outside our Group.

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

5.3.4 Principal business performed outside our Group

Save as disclosed below, none of our key senior management has any other principal directorship and/or principal business activities performed outside our Group within the last 5 years up to LPD:

(a) Henry Ooi

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholding held	
					Direct	Indirect
Present involvement						
Kampar Four Digits Co	Agent (outlet) of number forecast operator in Ipoh	Partner ⁽¹⁾	29 December 2022	-	-	-

Past involvement

Nil

Note:

⁽¹⁾ Henry Ooi is named as partner of his family's business but is not involved in the day-to-day business of the partnership. The business is managed by the other partners.

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

(b) Santhanamary John

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholding held	
					Direct	Indirect
<u>Present involvement</u>						
Nil						
<u>Past involvement</u>						
SMJ Management Services Sdn Bhd	Secretarial support services; accounting, bookkeeping and auditing activities; tax consultancy; transcription of documents and other secretarial services	Director	31 October 2022	13 February 2025	-	-

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

The involvement of our key senior management in those business activities outside our Group does not give rise to any conflict of interest situation with our business. Their involvement in those business activities (which are managed by the other partners/directors) does not require significant amount of time, and hence does not affect their ability to perform their executive roles and responsibilities to our Group.

5.3.5 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 Nominating and Remuneration Committee and subsequently, be approved by our Board.

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid and proposed to be paid to our key senior management (save for our Directors which are disclosed in Section 5.2.4) for services rendered in all capacities to our Group for FYE 2023 to 2025, are as follows:

	Remuneration band ⁽¹⁾		
	FYE 2023 (Paid)	FYE 2024 (Paid)	⁽²⁾ FYE 2025 (Proposed)
	RM'000		
Henry Ooi	400 – 450	550 – 600	550 – 600
Santhanamary John	400 – 450	450 – 500	550 – 600

Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) The proposed remuneration of our key senior management for FYE 2025 was determined based on, amongst others, their length of service and past performance/contributions to our Group. Any revision to our key senior management's remuneration in the future will be subject to recommendation of our Nominating and Remuneration Committee and approval by our Board.

5.4 BOARD PRACTICE

5.4.1 Board

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

- our Board together with senior management, promote good corporate governance culture within our Company and Group which reinforces ethical, prudent and professional behaviour;
- review, challenge and decide on management's proposals for our Company, and monitor its implementation by management;
- ensure that the strategic plan of our Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- supervise and assess management performance to determine whether the business is being properly managed;

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

- (e) review the adequacy and the effectiveness of the management of information and ensure there is a sound framework for internal controls and risk management;
- (f) identifying and understanding the principal risks of our Company's business and ensuring implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;
- (g) set the risk appetite within which our Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (h) ensure that key senior management has the necessary skills and experience, and there are measures and appropriate policies for training, appointment and performance monitoring of management positions in place to provide for the orderly succession of our Board and key senior management;
- (i) ensure that our Company has in place procedures to enable effective communication with stakeholders; and
- (j) ensure the integrity of our Company's financial and non-financial reporting.

In accordance with our Constitution, an election of Directors shall take place each year. At the first AGM of the Company, all our Directors shall retire from office, and at the AGM in every subsequent year, 1/3 of our Directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once in every 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 whether adjourned or not.

As at LPD, the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in office are as follows:

Name	Date of appointment	Date of expiration of the current term in office	Approximate no. of years in office as at LPD
Dato' Simon	18 April 2024	At our AGM to be held in 2026	1 year and 5 months
Daryl Foong	26 July 2024	At our AGM to be held in 2027	1 year and 3 months
Datin Mina	18 April 2024	At our AGM to be held in 2026	1 year and 5 months
Monica Lai	20 December 2024	At our AGM to be held in 2028	Less than 1 year
Datuk Ir. Rosaline Ganendra	9 January 2025	At our AGM to be held in 2027	Less than 1 year
David Gwan Kym Tjhung	20 December 2024	At our AGM to be held in 2028	Less than 1 year
Dyana Sofya binti Mohd Daud	20 December 2024	At our AGM to be held in 2028	Less than 1 year

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

The members of our Board are set out in Section 5.2.1.

5.4.2 Audit and Risk Management Committee

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

Name	Designation	Directorship
Monica Lai	Chairperson	Independent Non-Executive Director
Datin Mina	Member	Non-Independent Non-Executive Director
Datuk Ir. Rosaline Ganendra	Member	Independent Non-Executive Director
David Gwan Tjhung	Kym Member	Independent Non-Executive Director

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its oversight responsibilities. Our Audit and Risk Management Committee has full access to internal and external auditors who in turn have access at all times to the Chairperson of our Audit and Risk Management Committee.

The key duties and responsibilities of our Audit and Risk Management Committee include, amongst others, the following:

- (a) to recommend the appointment or re-appointment of the external auditors, the audit fee and consider any questions of resignation or dismissal including whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment;
- (b) to review with the external auditors, the audit plan, the nature and scope of audit including any changes to the planned scope of the audit plan before the audit commences and the audit report;
- (c) to review the evaluation of the system of internal control with the external auditors, including any suggestions for improvement and management's responses;
- (d) to review the provision of non-audit services by external auditors;
- (e) to assess the objectivity and independence of the external auditors where the external auditors also provide non-audit services to our Group;
- (f) to discuss problems and reservations arising from the audits and any matters the external auditors may wish to discuss (in the absence of management where necessary), including assistance given by the employees of our Group to the external auditors;
- (g) to review the quarterly results and annual financial statements before the approval by our Board, focusing particularly on, inter-alia, changes in or implementation of major accounting policy and practices, significant adjustments arising from the audit, significant adjustments made by management, significant and unusual events or transactions, and how these matters are addressed, compliance with accounting standards and other legal requirements;

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

- (h) to assess the financial risk and matters relating to related party transactions and conflict of interests situation that may arise within our Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- (i) to ensure that the internal audit function is independent of the activities it audits, review the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
- (j) to review the overall performance of the internal audit function, including the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken, whether or not appropriate action is taken on the recommendations of the internal audit function and to ensure that the internal audit function reports directly to the Audit and Risk Management Committee;
- (k) to assess the effectiveness of the risk management framework, review and monitor risk reporting; and
- (l) to perform any other functions as may be requested by our Board.

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

5.4.3 Nominating and Remuneration Committee

The members of our Nominating and Remuneration Committee as at LPD are as follows:

Name	Designation	Directorship
Datuk Ir. Rosaline Ganendra	Chairperson	Independent Non-Executive Director
Datin Mina	Member	Non-Independent Non-Executive Director
Monica Lai	Member	Independent Non-Executive Director
Dyana Sofya binti Mohd Daud	Member	Independent Non-Executive Director

Our Nominating and Remuneration Committee undertakes, among others, the following functions:

- (a) recommend the nomination of a person or persons for all directorships to be filled by the shareholders or our Board;
- (b) consider, in making its recommendations, candidates for directorships proposed by the Chairperson and, within the bounds of practicability, by any Director or shareholder;
- (c) identify and/or recommend to our Board, eligible candidates to fill the seats on board committees when the need arises;
- (d) identify, evaluate and recommend candidates for appointment as company secretary;
- (e) review annually the performance of the Audit and Risk Management Committee and the term of office and performance of each of the Audit and Risk Management Committee members;

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

- (f) assess annually the effectiveness of our Board as a whole, the committees of our Board and the contribution of each existing individual director and board committee members and thereafter, recommend its findings to our Board;
- (g) review annually the structure, size, composition of our Board committees, required mix of skills and experience and other qualities, including core competencies and ability of each Director in carry out their obligations and duties as a Director and thereafter, recommend its findings to our Board;
- (h) review the implementation of an appropriate programme framework and succession planning for our Board; and
- (i) review and recommend to our Board, the remuneration packages of Executive Directors in all its forms, drawing from outside advice as and when necessary.

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

5.5 RELATIONSHIPS AND/OR ASSOCIATIONS

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

- (a) Dato' Simon and Datin Mina are husband and wife; and
- (b) Daryl Foong is the son of Dato' Simon and Datin Mina.

5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS

As at LPD, there are no existing or proposed service agreements entered into between our Company with any Directors; or between any companies within our Group with any key senior management which provide for benefits upon termination of employment.

5.7 DECLARATIONS FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

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

- (a) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against him or any partnership in which he was a partner or any corporation of which he was a Director or a member of key senior management;
- (b) disqualified from acting as a Director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) in the last 10 years, charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) in the last 10 years, any judgment that was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;

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

- (e) in the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (f) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (g) 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
- (h) has any unsatisfied judgment against him.

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6. INFORMATION ON OUR GROUP

6.1 INFORMATION ON OUR GROUP

Our Company was incorporated in Malaysia under the Act on 18 April 2024 as a private limited company under the name of Aquawalk Group Sdn Bhd. On 26 December 2024, our Company was converted into a public limited company and adopted our present name.

Our Company was incorporated to facilitate our Listing and is principally an investment holding company. There has been no material change in the manner in which we conduct our business or activities since our incorporation and up to LPD. Through our subsidiaries, our principal activities can be divided into the operations and development of our own aquaria, and design, development and maintenance of new or third-party aquaria. Please refer to Section 7.1 for detailed information of our Group's history.

As at LPD, our share capital is RM106,304,242 comprising 1,474,400,000 Shares, all of which have been issued and fully paid-up. 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
18 April 2024	2	RM2/ Subscriber's share in cash	2
20 August 2025	1,474,399,998	RM106,304,240/ Consideration for the Acquisition of Aquawalk Malaysia	106,304,242

As at LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there were 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 RM220,570,242 comprising 1,843,000,000 Shares.

6.2 GROUP INTERNAL RESTRUCTURING

In preparation for our Listing, we have undertaken the Group Internal Restructuring as detailed below.

(a) Acquisition of Aquawalk Singapore

On 20 December 2024, Aquawalk Malaysia entered into a conditional share swap agreement with Delmango Investments Limited to acquire the remaining 25.0% equity interest in Aquawalk Singapore comprising 175,000 ordinary shares for a total purchase consideration of RM2,977,922, which was satisfied by the issuance of 2,482,222 ordinary shares in Aquawalk Malaysia to Delmango Investments Limited at an issue price of RM1.1997 each. Upon completion of the Acquisition of Aquawalk Singapore, Delmango Investments Limited emerged as a 2.8% shareholder of Aquawalk Malaysia.

6. INFORMATION ON OUR GROUP (Cont'd)

The agreed shareholdings of 2.8% in Aquawalk Malaysia was arrived at after taking into consideration the contribution of PAT by Aquawalk Singapore (non-controlling interest portion of 25.0%) for FYE 2023, which translates to an equivalent of 2.8% of the total PAT recorded by our Group for FYE 2023. The issue price per Aquawalk Malaysia share is based on the audited combined NA per share of RM1.1997 each as at 31 August 2024. Based on the number of shares issued to Delmango Investments Limited and the issue price of each share, the purchase consideration for the Acquisition of Aquawalk Singapore is RM2,977,922.

The Acquisition of Aquawalk Singapore was completed on 15 August 2025. Thereafter, Aquawalk Singapore became a wholly-owned subsidiary of Aquawalk Malaysia and Delmango Investments Limited held a 2.8% equity interest in Aquawalk Malaysia.

(b) Acquisition of Aquawalk Malaysia

On 20 December 2024, we entered into a conditional share swap agreement with the Aquawalk Malaysia Vendors to acquire the entire equity interest in Aquawalk Malaysia comprising 88,555,554 ordinary shares for a total purchase consideration of RM106,304,240 which was satisfied by the issuance of 1,474,399,998 new Shares to the Aquawalk Malaysia Vendors as listed in the table below, at an issue price of RM0.0721 each.

The Acquisition of Aquawalk Malaysia is conditional upon the completion of the Acquisition of Aquawalk Singapore.

Details of the Acquisition of Aquawalk Malaysia and the number of Shares issued to the Aquawalk Malaysia Vendors are set out below:

Aquawalk Malaysia Vendors	Shareholdings in Aquawalk Malaysia		Purchase consideration	No. of Shares issued
	No. of shares acquired	% of share capital		
			RM	
Vestmap	45,594,404	51.4	54,732,646	759,121,298
Feliz Natur	11,468,941	12.9	13,767,596	190,951,400
Aquawalk Holdings Limited	11,405,290	12.9	13,691,184	189,891,600
Versatrad Agencies	4,211,716	4.8	5,055,847	70,122,700
Dato' Sri Teng Ah Kiong	4,160,964	4.7	4,994,922	69,277,700
Dato' Simon	3,868,500	4.4	4,643,838	64,408,300
Delmango Investments Limited	2,482,222	2.8	2,979,720	41,327,600
Teng Yoon Kooi	1,839,036	2.1	2,207,623	30,618,900
Mace Consulting Limited	1,414,059	1.6	1,697,472	23,543,300
Patrick Joss Thomson	703,474	0.8	844,464	11,712,400
Kathleen Mary Thomson	703,474	0.8	844,464	11,712,400
Liam David Thomson	703,474	0.8	844,464	11,712,400
	88,555,554	100.0	106,304,240	1,474,399,998

The purchase consideration of RM106.3 million for the Acquisition of Aquawalk Malaysia was arrived at on a willing-buyer willing-seller basis after taking into consideration the audited combined NA of Aquawalk Malaysia of RM103.3 million as at 31 August 2024 and after adjusting for the Acquisition of Aquawalk Singapore.

The Acquisition of Aquawalk Malaysia was completed on 20 August 2025. Thereafter, Aquawalk Malaysia became our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP (Cont'd)

The new Shares issued under the Acquisition of Aquawalk Malaysia 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.

(c) Distribution

Concurrent with the Acquisition of Aquawalk Malaysia and immediately after its completion, Aquawalk Malaysia undertook the Distribution, such that Aquawalk Malaysia, Aquablu Technologies, Aquawalk Thailand and Aquawalk Singapore are directly owned by our Company. The Distribution entails the following:

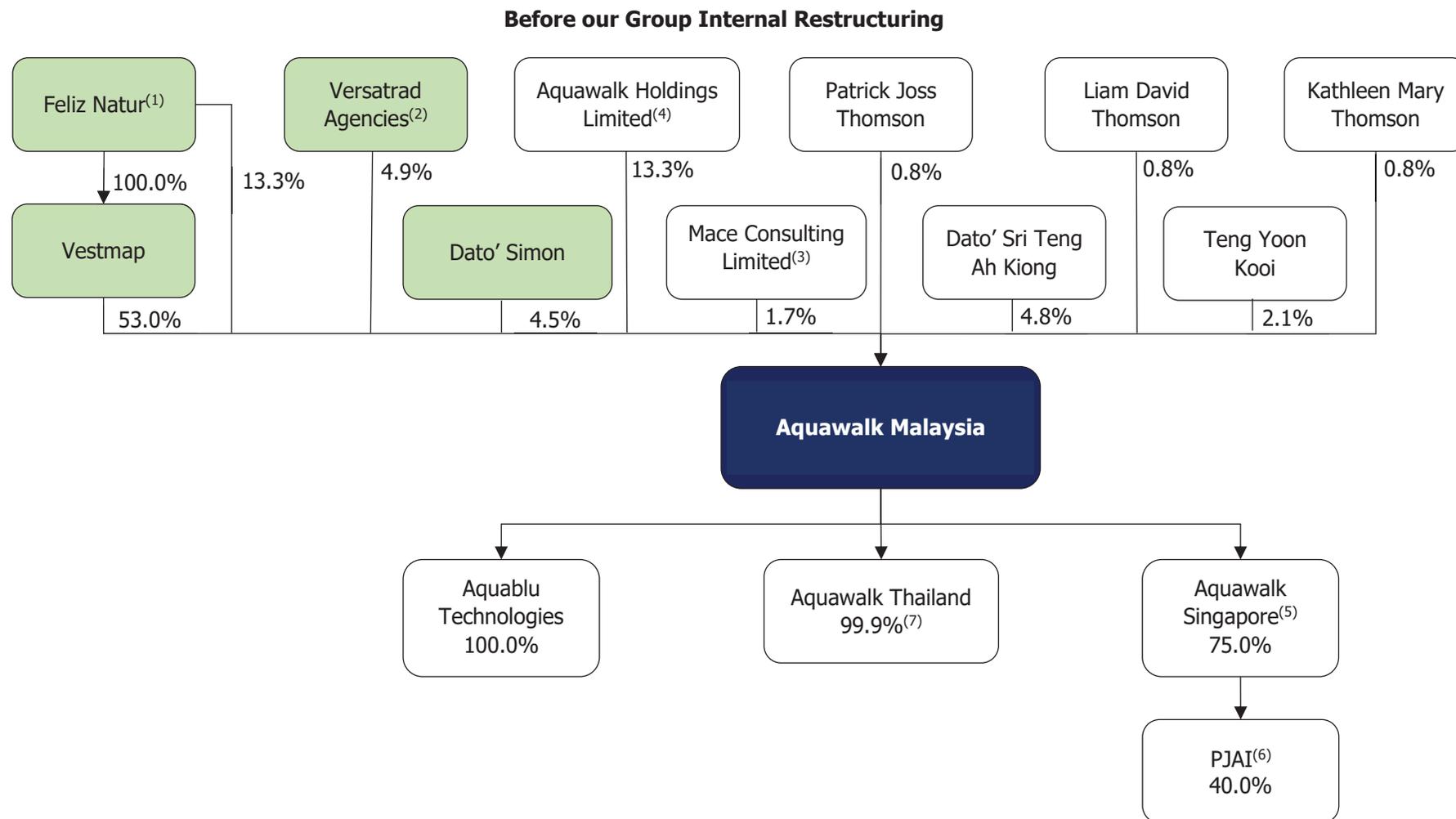
- (i) Aquawalk Malaysia disposed 100.0% equity interest held in Aquawalk Singapore to Aquawalk for a nominal cash consideration of SGD2.00, which was derived from Aquawalk Singapore's net liabilities position as at 31 August 2024. The disposal of Aquawalk Singapore by Aquawalk Malaysia to Aquawalk was completed on 29 August 2025;
- (ii) Aquawalk Malaysia declared a dividend-in-specie comprising the entire equity interest it holds in Aquablu Technologies to Aquawalk, which amounts to RM1.5 million, being the unaudited NA of Aquablu Technologies as at 12 September 2025. The distribution-in-specie by Aquawalk Malaysia of its entire equity interest in Aquablu Technologies to Aquawalk was completed on 12 September 2025; and
- (iii) Aquawalk Malaysia disposed 99.99% equity interest held in Aquawalk Thailand to Aquawalk for a cash consideration of THB300,000,000 (approximately RM39,572,700 as at 18 September 2025), being the cost of investment of Aquawalk Malaysia in Aquawalk Thailand. The cash consideration is payable on a deferred basis with no interest payable and no fixed annual repayment amount over a period of 5 years after the completion date for the disposal, provided always the consideration is to be fully satisfied at the end of the 5-year period. The disposal of Aquawalk Thailand by Aquawalk Malaysia to Aquawalk was completed on 18 September 2025.

For avoidance of doubt, the Distribution does not involve any issuance of new Shares by our Company.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.3 GROUP STRUCTURE



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

Notes:

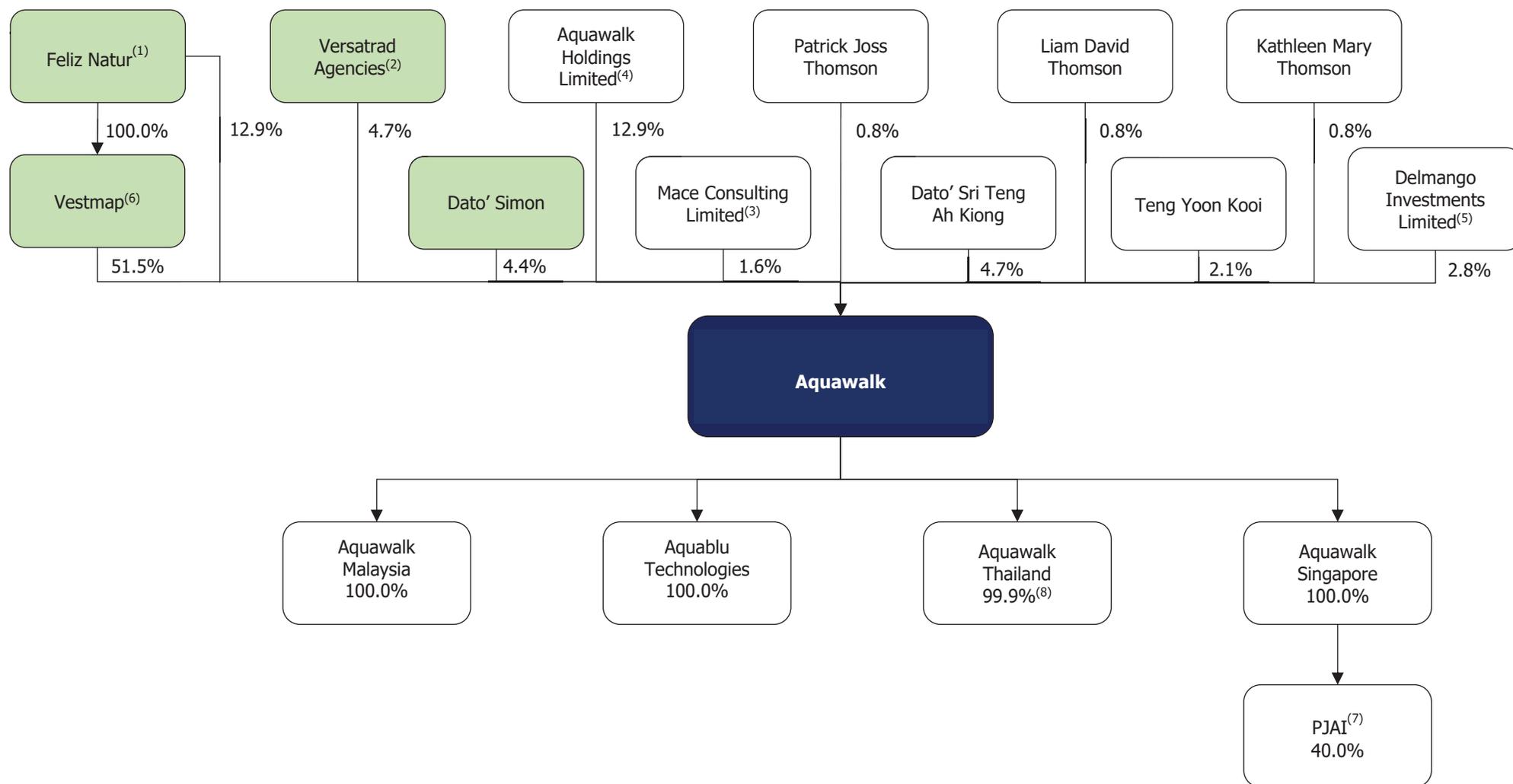
 Promoters.

- (1) The shareholders of Feliz Natur as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (2) The shareholders of Versatrad Agencies as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (3) The shareholders of Mace Consulting Limited as at LPD are David William Mace (50.0%) and David Charles Whitwam (50.0%).
- (4) The shareholder of Aquawalk Holdings Limited as at LPD is Anna Marie O'Boyle (100.0%).
- (5) The remaining 25.0% equity interest of Aquawalk Singapore are held by Delmango Investments Limited, whereby the shareholders are United Vantage Limited (59.9%), Yordan Dicky (18.3%), Budiwarman Sandy Wilmon (16.2%), Lee Teck Soon Richard (4.1%), Utomo Mufti (1.0%) and Christian Pascal (0.5%). As at LPD, the shareholders of United Vantage Limited are Ferry Kangsadjaja (50.0%) and Linda Angouw (50.0%).
- (6) The remaining 60.0% equity interest of PJAI are held by PT Taman Safari Ventura (55.0%) and PT Mitra Agung Ventura (5.0%). As at LPD, the shareholders of PT Taman Safari Ventura are PT Taman Safari Indonesia (99.9%), Jansen Manansang (<0.1%), Frans Manansang (<0.1%) and Tony Sumampau (<0.1%), and the shareholders of PT Mitra Agung Ventura are Frans Manansang (55.0%), Hans Manansang (15.0%), Danis Manansang (15.0%) and Tricia Manansang (15.0%). As at LPD, the shareholders of PT Taman Safari Indonesia are Jansen Manansang (33.3%), Frans Manansang (33.3%) and Tony Sumampau (33.3%).
- (7) The remaining shareholders are Dato' Simon, Datin Mina and Daryl Foong, holding 2 shares each.

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6. INFORMATION ON OUR GROUP (Cont'd)

After our Group Internal Restructuring but before our IPO



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

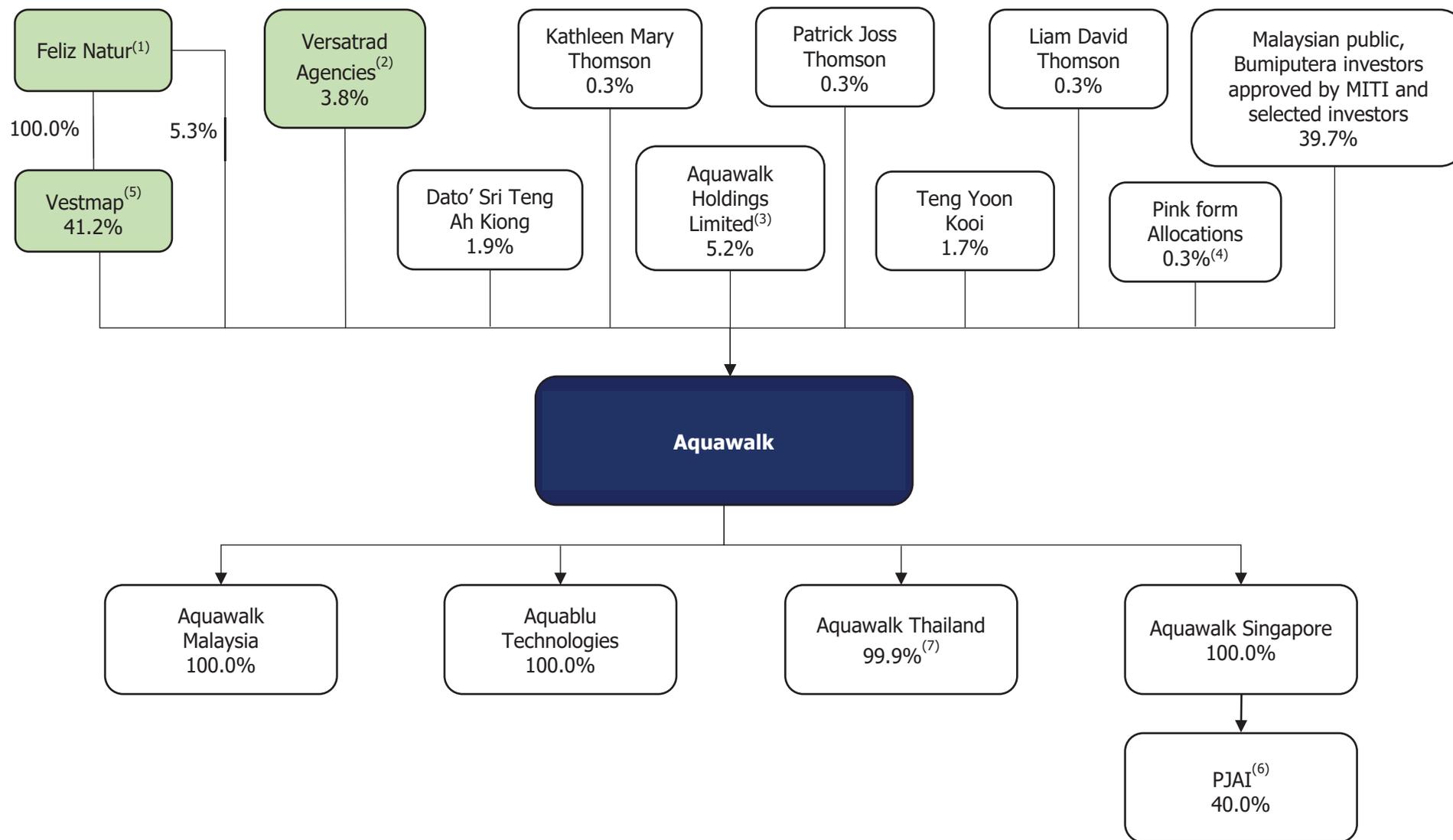
Notes:

 Promoters.

- (1) The shareholders of Feliz Natur as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (2) The shareholders of Versatrad Agencies as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (3) The shareholders of Mace Consulting Limited as at LPD are David William Mace (50.0%) and David Charles Whitwam (50.0%).
- (4) The shareholder of Aquawalk Holdings Limited as at LPD is Anna Marie O'Boyle (100.0%).
- (5) The shareholders of Delmango Investments Limited are United Vantage Limited (59.9%), Yordan Dicky (18.3%), Budiwarman Sandy Wilmon (16.2%), Lee Teck Soon Richard (4.1%), Utomo Mufti (1.0%) and Christian Pascal (0.5%). As at LPD, the shareholders of United Vantage Limited are Ferry Kangsadjaja (50.0%) and Linda Angouw (50.0%).
- (6) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.
- (7) The remaining 60.0% equity interest of PJAI are held by PT Taman Safari Ventura (55.0%) and PT Mitra Agung Ventura (5.0%). As at LPD, the shareholders of PT Taman Safari Ventura are PT Taman Safari Indonesia (99.9%), Jansen Manansang (<0.1%), Frans Manansang (<0.1%) and Tony Sumampau (<0.1%), and the shareholders of PT Mitra Agung Ventura are Frans Manansang (55.0%), Hans Manansang (15.0%), Danis Manansang (15.0%) and Tricia Manansang (15.0%). As at LPD, the shareholders of PT Taman Safari Indonesia are Jansen Manansang (33.3%), Frans Manansang (33.3%) and Tony Sumampau (33.3%).
- (8) The remaining shareholders are Dato' Simon, Datin Mina and Daryl Foong, holding 2 shares each.

6. INFORMATION ON OUR GROUP (Cont'd)

After our Group Internal Restructuring and our IPO



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

Notes:

 Promoters.

- (1) The shareholders of Feliz Natur as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (2) The shareholders of Versatrad Agencies as at LPD are Dato' Simon (50.0%) and Datin Mina (50.0%).
- (3) The shareholder of Aquawalk Holdings Limited as at LPD is Anna Marie O'Boyle (100.0%).
- (4) Including the subscription of Shares under our Pink Form Allocations to our Directors and key senior management. Please refer to Section 4.3.3 for further information.
- (5) Including 2 subscriber shares which were transferred by Dato' Simon and Datin Mina to Vestmap before our IPO.
- (6) The remaining 60.0% equity interest of PJAI are held by PT Taman Safari Ventura (55.0%) and PT Mitra Agung Ventura (5.0%). As at LPD, the shareholders of PT Taman Safari Ventura are PT Taman Safari Indonesia (99.9%), Jansen Manansang (<0.1%), Frans Manansang (<0.1%) and Tony Sumampau (<0.1%), and the shareholders of PT Mitra Agung Ventura are Frans Manansang (55.0%), Hans Manansang (15.0%), Danis Manansang (15.0%) and Tricia Manansang (15.0%). As at LPD, the shareholders of PT Taman Safari Indonesia are Jansen Manansang (33.3%), Frans Manansang (33.3%) and Tony Sumampau (33.3%).
- (7) The remaining shareholders are Dato' Simon, Datin Mina and Daryl Foong, holding 2 shares each.

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

6.4 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY

Details of our subsidiaries and associate company as at LPD are set out below:

6.4.1 Subsidiaries

Company/ Registration No.	Date/ Place of incorporation	Date of commencement of operations	Principal place of business	Issued share capital	Effective equity interest %	Principal activities
Aquawalk Malaysia/ 200101027408 (563166-W)	31 October 2001/ Malaysia	20 August 2005	Malaysia	*RM70,717,921	100.0	Managing and operating Aquaria KLCC
Aquablu Technologies/ 200901018790 (861887-M)	24 June 2009/ Malaysia	15 September 2015	Malaysia	RM500,000	100.0	Design, development and maintenance of new or third- party aquaria
Aquawalk Thailand/ 0105558132778	18 August 2015/ Thailand	23 August 2019	Thailand	THB300,000,000	99.9	Managing and operating Aquaria Phuket
Aquawalk Singapore/ 201617463E	27 June 2016/ Singapore	27 June 2016	Singapore	USD700,000	100.0	Investment holding in PJAI

Note:

* Rounded up to the nearest RM.

Registration No.: 202401015259 (1561109-D)

6. INFORMATION ON OUR GROUP (Cont'd)

6.4.2 Associate company

Company/ Business identification no.	Date/ Place of incorporation	Principal place of business	Issued share capital	Effective equity interest %	Principal activities
PJAI/ 9120309371422	10 November 2015/ Indonesia	Indonesia	IDR114,500,000,000	40.0	Managing and operating JAQS

Details of the share capital of our subsidiaries and associate company are set out in Section 15.2.

As at LPD, we do not have any joint venture.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.5 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 during FYE 2021 to 2024, FPE 2025 and up to LPD:

- (a) Shareholders' agreement dated 30 June 2016 entered into by Aquawalk Singapore, with Aquawalk Malaysia and Delmango Investments Limited to govern their relationship as shareholders in respect of Aquawalk Singapore. This shareholders' agreement was terminated upon Aquawalk Singapore becoming a wholly-owned subsidiary of Aquawalk Malaysia (and thereafter Aquawalk) pursuant to our Group Internal Restructuring detailed in Section 6.2 above;
- (b) Joint venture agreement dated 30 June 2016 between PT Taman Safari Ventura, Frans Manansang and Aquawalk Singapore to govern their relationship as shareholders in respect of PJAI including the addition of Aquawalk Singapore as the new shareholder of PJAI. Frans Manansang has further transferred his shares in PJAI to PT Mitra Agung Ventura ("**PT MAV**") pursuant to a sale and purchase shares agreement, dated 13 April 2017. To record and restate the parties' mutual understanding since 13 April 2017 that PT MAV assumes the rights and obligations of Frans Manansang under the joint venture agreement, the parties have executed a novation agreement dated 13 January 2025 between PT Taman Safari Ventura, Aquawalk Singapore, Frans Manansang and PT MAV;
- (c) Settlement agreement dated 31 December 2022 between Aquawalk Thailand, Suva Company Ltd ("**Suva**") and Andasi Company Ltd ("**Andasi**"), whereby Suva (as the new operator taking over the fine dining restaurant operations at Aquaria Phuket) would assume the debt of Andasi of THB4,674,224 (approximately RM594,561 as at 31 December 2022) owing to Aquawalk Thailand, and pay to Aquawalk Thailand the debt in 72 monthly instalments, commencing from January 2023 to December 2028. Andasi was the previous fine dining restaurant operator at Aquaria Phuket but accrued the above rental in arrears to Aquawalk Thailand as at 31 October 2022, and terminated the concession agreement with Aquawalk Thailand on 1 December 2022;
- (d) Settlement agreement dated 12 July 2023 between Tanakul Workgroup Company Ltd and Aquawalk Thailand in resolution of a claim by Tanakul Workgroup Company Ltd against Aquawalk Thailand for an alleged breach of a construction agreement between the parties regarding a dispute on the final account of the construction works of the aquarium at Central Phuket Floresta as well as the retention amount retained by Aquawalk Thailand. Pursuant to the settlement agreement, Aquawalk Thailand agreed to pay THB12,788,409.47 (approximately RM1,680,985 as at 31 July 2023) to Tanakul Workgroup Company Ltd and the amount was fully settled on 7 September 2023;
- (e) Non-binding MOU dated 13 February 2024 between Aquawalk Malaysia and Qhazanah Sabah Berhad ("**Qhazanah**"), the investment arm of the State Government of Sabah, to jointly develop an oceanarium at a seaside location in Kota Kinabalu and subsequently on 21 October 2024 entered into a Letter of Intent ("**LOI**") with Qhazanah to enter into further negotiations with Qhazanah. This new project is subject to the execution of the necessary definitive/joint venture agreements. The MOU is valid for a year from its date and may be mutually extended in writing. The parties did not extend the MOU as the parties have progressed to the LOI. As at LPD, the parties have mutually agreed to extend the expected signing date of the definitive/joint venture agreement under the LOI to December 2025. We are still in the midst of negotiating the terms of definitive/joint venture agreement with Qhazanah, which is expected to be completed by December 2025;

6. INFORMATION ON OUR GROUP (Cont'd)

- (f) Share sale agreement dated 23 February 2024 between Aquawalk Malaysia (as purchaser) and Leonard Wee Teck Sen and Goh Yi Jzen (as sellers) for the sale of the sellers' entire shareholdings of 700,000 and 500,000 ordinary shares respectively in Blu Restaurant (equivalent to 7.0% and 5.0%) to Aquawalk Malaysia for purchase considerations of RM1,050,000 and RM750,000 pursuant to a settlement for the private dispute between the parties in relation to Blu Restaurant and Aquablu Technologies respectively. The share sale agreement was completed on 29 February 2024;
- (g) Share sale agreement dated 23 February 2024 between Aquawalk Malaysia (as purchaser) and Blu Aquarium (as seller) for the sale of the seller's shares of 150,000 ordinary shares (equivalent to 30.0% shareholdings) in Aquablu Technologies to Aquawalk Malaysia for the purchase consideration of RM5.7 million pursuant to the settlement mentioned in paragraph (f) above. The share sale agreement was completed on 29 February 2024;
- (h) Share sale agreement dated 17 April 2024 between WH Agro Advisors Sdn Bhd (as seller) and Aquawalk Malaysia (as purchaser) for the acquisition of 800,000 ordinary shares (equivalent to 8.0% shareholdings) in Blu Restaurant for a cash purchase consideration of RM1.7 million, which was completed on 6 May 2024;
- (i) Sale and purchase agreement dated 10 May 2024 between Aquawalk Malaysia, Aquablu Technologies and Adventuria (collectively as sellers) and InNature (as purchaser) for the disposal of an aggregate of 100.0% equity interest in Blu Restaurant by the sellers to InNature for a total cash consideration of RM21.3 million, which was completed on 12 July 2024;
- (j) Sale and purchase agreement dated 28 June 2024 between Aquawalk Malaysia (as seller) and Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Patrick Joss Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi and Versatrad Agencies (collectively as purchasers) for the disposal of 100.0% equity interests in Adventuria by Aquawalk Malaysia to the purchasers for a total cash consideration of RM8,215,668, which was completed on 12 July 2024;
- (k) Conditional sale and purchase agreement dated 1 August 2024 between Dato' Simon and Daryl Foong (as sellers) and Aquawalk Thailand (as purchaser) in relation to the acquisition of the apartment located at The Base, Central Phuket, 1/329, Floor 7, Building B, Wichit Sub-District, Mueang District, Phuket Province, Thailand for a cash consideration of THB3,200,000 (approximately RM407,171 as at 31 August 2024), which was completed on 16 December 2024;
- (l) Conditional sale and purchase agreement dated 1 August 2024 between Steady Property Management Sdn Bhd (as seller) and Aquawalk Thailand (as purchaser) in relation to the acquisition of the apartment located at 123/30 Building A, 3 Floor, The Phyll Phuket, Tambol Wichit, Amphur Mueang, Phuket Province, Thailand for a cash consideration of THB7,250,000 (approximately RM922,497 as at 31 August 2024), which was completed on 17 March 2025;
- (m) Conditional share swap agreement dated 20 December 2024 between Aquawalk Malaysia (as purchaser) and Delmango Investments Limited (as seller) in relation to the acquisition of the remaining 25.0% equity interest in Aquawalk Singapore, for a total purchase consideration of RM2,977,922, which was satisfied via the issuance of 2,482,222 ordinary shares in Aquawalk Malaysia to Delmango Investments Limited, which was completed on 15 August 2025. Please refer to Section 6.2(a) for further details of the Acquisition of Aquawalk Singapore;

6. INFORMATION ON OUR GROUP (Cont'd)

- (n) Conditional share swap agreement dated 20 December 2024 between our Company (as purchaser) and the Aquawalk Malaysia Vendors (as sellers) in relation to the Acquisition of Aquawalk Malaysia, for a total purchase consideration of approximately RM106,304,240 which was satisfied via the issuance of 1,474,399,998 new Shares to the Aquawalk Malaysia Vendors, which was completed on 20 August 2025. Please refer to Section 6.2(b) for further details of the Acquisition of Aquawalk Malaysia;
- (o) Conditional share sale agreement dated 20 December 2024 between our Company (as purchaser) and Aquawalk Malaysia (as seller) for the acquisition of 100.0% equity interest in Aquawalk Singapore for a nominal cash consideration of SGD2.00, which was completed on 29 August 2025. Please refer to Section 6.2(c) for further details of the Distribution;
- (p) Conditional share sale and purchase agreement dated 18 September 2025 between our Company (as purchaser) and Aquawalk Malaysia (as seller) for the acquisition of 99.99% equity interest in Aquawalk Thailand for a cash consideration of THB300,000,000 (approximately RM39,572,700 as at 18 September 2025), which was completed on 18 September 2025. Please refer to Section 6.2(c) for further details of the Distribution;
- (q) Non-binding MOU dated 1 December 2024 entered into between Aquawalk Malaysia and PT Maju Batu Bersama ("**PTMBB**"), a developer of a leading recreational theme park complex in Java, Indonesia, to develop an aquarium. Subsequently Aquawalk entered into a non-binding Letter of Intent dated 16 June 2025 with PTMBB to further the parties' negotiations. This MOU and the Letter of Intent is subject to the execution of the necessary definitive/joint venture agreement. The MOU is valid for a year from its date and may be mutually extended in writing. Pursuant to the Letter of Intent, the definitive agreement is expected to be signed within 3 months from the date on which the total capital expenditure and key commercial terms are mutually agreed by the parties and finalised. We are in the midst of negotiating the terms of the definitive/joint venture agreement with PTMBB, which is expected to be completed by December 2025; and
- (r) Underwriting agreement dated 8 October 2025 between our Company, our Managing Underwriter and our Joint Underwriters for the underwriting of 96,836,000 Issue Shares for an underwriting commission of 2.5% of the IPO Price multiplied by the number of Issue Shares underwritten. Please refer to Section 4.11 for further details of the Underwriting Agreement.

6.6 PUBLIC TAKE-OVERS

During the last financial years/period and the current financial years/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.

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(d)	Aquawalk Malaysia	PERHILITAN/ Malaysia	30 April 2025/ 29 April 2026	Special permit to allow the use of any protected wildlife for the management of a zoo, circus or wildlife exhibition or captive breeding for commercial purposes (Section 11(e) of the Wildlife Conservation Act 2010) issued to permit holder for the exhibit of otters specified under this permit at Aquaria KLCC/ Licence no.: W-00540-16-25	(i) The special permit holder must comply with the Wildlife Conservation Act 2010 (Act 716) and any regulations or orders made under it. (ii) Only the wildlife specified and stated in this special permit is permitted to be used by the special permit holder. (iii) This special use permit is non-transferable. (iv) Wildlife covered by the special permit must be kept at the address specified in this special permit unless with Ministerial approval. (v) If the permit holder wishes to use the wildlife at a location other than the address specified in the special permit, the holder must apply for a new special use permit. (vi) The special permit holder must apply for a new special use permit within 14 days from the expiry date of the current special use permit. (vii) The special permit holder must return the wildlife to PERHILITAN if they no longer wish to use the wildlife.	Complied Complied Noted Complied Noted Noted
(e)	Aquawalk Malaysia	PERHILITAN/ Malaysia	21 April 2025/ 15 April 2026	Permanent exhibition permit (Section 10(1)(a) of the Wildlife Conservation Act 2010)/ Licence no.: W-00105-15-25	(i) This permit is non-transferable. (ii) This permit is only valid at the address specified. (iii) This permit is void if the permanent exhibition ceases operations. (iv) The Director General may suspend or revoke the permit if the permit holder violates the specified conditions. (v) The holder is subject to the provisions of the Wildlife Conservation Act 2010 (Act 716), and any orders in force at that time. (vi) The permit holder must apply for a new permit within 14 days from the expiry date of the permit.	Noted Complied Noted Noted Complied Noted

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(f)	Aquawalk Malaysia	PERHILITAN/ Malaysia	30 April 2025/ 29 April 2026	Licence to Keep Protected Wildlife (Wildlife Conservation Act 2010) Type of Procurement: Permanent Exhibition Permit (for specified pythons, gecko, scorpions, and nymphs under the licence)/ Licence no.: W-14921-12-25	<u>Conditions for a licence to keep protected wildlife</u> (i) The licence holder must apply for this licence within 14 days from the date stated on the purchase receipt. (ii) This licence cannot be transferred. (iii) This licence and the wildlife should be kept at the address stated in the license, except with written permission from the Director of PERHILITAN. (iv) The licence holder must apply for a new storage licence within 14 days from the date of expiry of the current licence.	Noted Noted Complied Noted

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6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(g)	Aquawalk Malaysia	DOF, Ministry of Agriculture and Food Security/ Malaysia	4 December 2024/ 3 December 2026	Sijil MyGAP Certificate – Good Aquaculture Practice (GAqP) Aquaculture Farm (First Revision) – (MS 1998:2017) to certify that: Aquawalk Malaysia (with registration number MY1405- 00482-C03) has fulfilled all the necessary requirements set under the Malaysian Standard Good Aquaculture Practice (GAqP) – Aquaculture Farm (First Revision) (MS 1998:2017) for Ornamental Fish Exporter (“ Sijil MyGAP Certificate to Export ”)/ Certificate no.: MyGAP/1952-5A	Nil	N/A

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(h)	Aquawalk Malaysia	DOF, Ministry of Agriculture and Food Security/ Malaysia	4 December 2024/ 3 December 2026	<p>Sijil MyGAP Certificate – Good Aquaculture Practice (GAqP) Aquaculture Farm (First Revision) – (MS 1998:2017) to certify that:</p> <p>Aquawalk Malaysia (with registration number MY1405-00482-C03) has fulfilled all the necessary requirements set under the Malaysian Standard Good Aquaculture Practice (GAqP) – Aquaculture Farm (First Revision) (MS 1998:2017) for Ornamental Fish Importer (“Sijil MyGAP Certificate to Import”)/</p> <p>Certificate no.: MyGAP/1953-5B</p>	Nil	N/A

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(i)	Aquawalk Malaysia	DOF, Ministry of Agriculture & Agro-Based Industry Malaysia (currently known as Ministry of Agriculture and Food Security)/ Malaysia	14 October 2024/ 13 October 2027	Licence for carrying out aquaculture activities under the Fisheries (Inland Fisheries Aquaculture) (Federal Territory of Kuala Lumpur and Federal Territory of Labuan) Rules 2017 at Aquaria KLCC/ Licence no.: MY1405-00027-A11	<p>1. GENERAL CONDITIONS</p> <p>1.1 Approval under this licence is specific to the company named in the licence only.</p> <p>1.2 DOF officials have the right to inspect and monitor, including examining records, testing, or retrieving samples at any time for monitoring purposes.</p> <p>2. LICENCE HOLDER CONDITIONS</p> <p>2.1 Conduct aquaculture activities within 3 months from the date of licence issuance.</p> <p>2.2 No additions to the aquaculture premises, modifications to the structure of the aquaculture system, or relocation of aquaculture premises without prior approval from the Director General of Fisheries Malaysia.</p> <p>3. CANCELLATION/TRANSFER/ SURRENDER OF LICENCE</p> <p>The DOF has the right to revoke/suspend the licence and the licence holder must surrender the licence if there is any violation of the terms and regulations set out under the Fisheries (Inland Fisheries Aquaculture) (Federal Territory of Kuala Lumpur and Federal Territory of Labuan) Rules 2017</p>	<p>Noted</p> <p>Noted</p> <p>Complied</p> <p>Complied</p> <p>Noted</p>

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(j)	Aquawalk Malaysia	DBKL/ Malaysia	16 February 2025/ 15 February 2026	Business and signage licence for the aquarium shops located at the premises of Concourse Level, Aquaria KLCC, Kuala Lumpur Convention Centre, Jalan Bukit Bintang, 50088 Kuala Lumpur Description: (i) Aquarium shops (ii) Sale of souvenirs (iii) Signage licence/ License no.: DBKL.JPPP/00377/14 /2018/PR01	(i) Annual renewal of the licence shall be 60 days before the expiry of the licence, without notification from the Mayor of Kuala Lumpur. (ii) Workers at the premises must be at least 50% Malaysians and foreign workers must be with valid work permits.	Noted Complied
(k)	Aquawalk Malaysia	DBKL/ Malaysia	7 August 2025/ 6 August 2026	Business licence for the office unit located at the premises of Level 3A-01, Menara Darussalam, No.12 Jalan Pinang, 50450 Kuala Lumpur Description: Business office/	(i) Annual renewal of the licence shall be 60 days before the expiry of the license, without notification from the Mayor of Kuala Lumpur. (ii) Workers at the premises must be at least 50% Malaysians and foreign workers must be with valid work permits.	Noted Complied

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
				Licence no.: DBKL.JPPP/03134/07 /2024/KM01		
(l)	Aquawalk Malaysia	DBKL/ Malaysia	21 August 2025/ 20 August 2026	Business and signage licence for the premises at Aquaria KLCC, Concourse, Kuala Lumpur Convention Centre, Jalan Pinang, 50088 Kuala Lumpur	(i) Annual renewal of the licence shall be 60 days before the expiry of the licence, without notification from the Mayor of Kuala Lumpur. (ii) Workers at the premises must be at least 50% Malaysians and foreign workers must be with valid work permits.	Noted Complied
				Description: (i) Selling ice cream (ii) Signage licence/ License no.: DBKL.JPPP/01650/08 /2024/KM01		
(m)	Aquawalk Malaysia	Majlis Bandaraya Petaling Jaya/ Malaysia	30 April 2025/ 31 December 2025	Trade, business and industrial licence for the premises of B-L4-03, Menara Harvey Norman, 13A Jalan 15A/219, Seksyen 51A, 46100 Petaling Jaya, Selangor	Nil	N/A

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
				Description: Warehouse/storage activities/ Licence no.: EL2540000696573		
(n)	Aquawalk Malaysia	Ministry of Health/Malaysia	26 August 2024/ 26 August 2027	Certificate of Registration for Food Premises for the premises located at CDLC, Concourse, Kuala Lumpur Convention Centre, 50088 Kuala Lumpur/ Registration no.: FSSM082402892-0	Nil	N/A
Aquablu Technologies						
(o)	Aquablu Technologies	CIDB/Malaysia	19 March 2025/ 18 March 2028	Certificate of Registration issued to Aquablu Technologies pursuant to Part VI of the Construction Industry Development Board Malaysia Act 1994 in respect of: • Grade G6, Category B, registration specialisation B04	(i) General conditions (a) This certification cannot be transferred. (b) CIDB reserves the right to review the contractor's registration grade from time to time.	Noted

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
					(h) The contractor is not allowed to renew the registration without paying the full amount of any outstanding levy or any other payments due to CIDB for the period of the registration.	Complied
					(i) The contractor must comply with any orders and instructions issued in the Code of Conduct for Contractors.	Complied
					(j) The contractor must only employ construction workers who possess cards accredited and issued by CIDB.	Complied
					(k) All workers at the construction site must possess a valid construction personnel card.	Complied
Aquawalk Thailand						
(p)	Aquawalk Thailand	Department of National Parks, Wildlife and Plant Conservation, Thailand/ Thailand	25 October 2018/ Renewed on 18 August 2022 and valid until 24 October 2026	Licence to establish and operate a public zoo/ Licence volume no. 02 and issue no. 78	Nil	N/A
(q)	Aquawalk Thailand	Department of Fisheries, Ministry of Agriculture and Cooperative, Thailand/ Thailand	7 September 2023/ 29 September 2027	Licence to establish and operate a public zoo/ Licence issue no. 42	Nil	N/A

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
(r)	Aquawalk Thailand	Department of Business Development, Ministry of Commerce/ Thailand	24 April 2018/ No expiry date stated and valid until revoked	Foreign Business License for conducting businesses which fall under Schedule 3 of the Foreign Business Act B.E. 2542 (1999) ("Foreign Business Act") as follows:	Nil	N/A
				(i) Schedule 3 (14) Retail sales of souvenirs related to the aquarium business;		
				(ii) Schedule 3 (19) Sales of foods and beverages specifically for aquarium visitors; and		

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee	Issuing authority/ Country	Date of issue/ Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Status of compliance
				(iii) Schedule 3 (21) Operate a business that organises tourist attractions as aquariums, charging entrance fees to individuals and groups/ Licence no.: 1256101651		

Among the approvals, licences and certificates listed above, for our business operations in Malaysia, our Group is also required to maintain business premise and signboard licences for our premises where we conduct our business activities, namely items (j), (k), (l) and (m). These business premise and signboard licences are renewed on an annual basis. The application and renewal process is an ongoing process and at one point in time, there will be premises which are in the midst of applying for or renewing business premise and signboard licences. As at LPD, all our business premise and signboard licences are valid and subsisting.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.8 TRADEMARKS

As at LPD, our Group does not own any other trademark other than those disclosed below:

No.	Trademark	Registered owner	Trademark registration no./ Class	Approving authority/ Place of registration	Status/ Registration validity
(a)		Aquawalk Malaysia	04017534/ 25 ⁽¹⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(b)		Aquawalk Malaysia	04017535/ 28 ⁽²⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(c)		Aquawalk Malaysia	04017536/ 41 ⁽³⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(d)		Aquawalk Malaysia	04017537/ 42 ⁽⁴⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(e)		Aquawalk Malaysia	04017542/ 25 ⁽¹⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Trademark	Registered owner	Trademark registration no./ Class	Approving authority/ Place of registration	Status/ Registration validity
(f)		Aquawalk Malaysia	04017543/ 28 ⁽²⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(g)		Aquawalk Malaysia	04017544/ 41 ⁽³⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034
(h)		Aquawalk Malaysia	04017545/ 42 ⁽⁴⁾	MyIPO/ Malaysia	Registered/ 10 November 2024 to 10 November 2034

Notes:

- (1) The description of the trademark class refers to clothing, footwear, headgear; all included in class 25.
- (2) The description of the trademark class refers to games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees; all included in class 28.
- (3) The description of the trademark class refers to education; providing of training; entertainment, sporting and cultural activities; all included in class 41.
- (4) The description of the trademark class refers to scientific and technological services and research and design relating thereto; industrial analysis and research services; design and development of computer hardware and software; legal services; all included in class 42.

For avoidance of doubt, in the event that the trademarks are not successfully renewed or registered, our business and profitability will not be materially affected as our Group's business and profitability are not materially dependent on the trademarks listed above.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9 PROPERTY, PLANT AND EQUIPMENT

6.9.1 Properties owned by our Group

Save as disclosed below, our Group does not own any property as at LPD:

No.	Registered Owner/ Postal address/ Title details	Description of property/ Existing use/ Tenure/ Category of land use (if any)	Built-up area sq ft	Date of purchase	Date of certificate of building inspection	Encumbrance	Audited NBV as at 30 June 2025 RM'000
(a)	Aquawalk Thailand/ The Base, Central Phuket, 1/329, Floor 7, Building B, Wichit Sub- District, Mueang District, Phuket Province, Thailand/ Title deed no. 101416	A unit located in a 8-storey condominium/ Accommodation for our Group's staff/ Freehold/ Residential	306	16 December 2024	14 February 2024	Nil	404
(b)	Aquawalk Thailand/ 123/30 Building A, 3 Floor, The Phyll Phuket, Tambol Wichit, Amphur Mueang, Phuket Province, Thailand/ Title deed no. 119175 and 119182	A unit located in a 8-storey condominium/ Accommodation for our Group's staff/ Freehold/ Residential	646	17 March 2025	27 January 2025	Nil	930

The properties owned by our Group are not in breach of any land use conditions, statutory requirements, land rules or building regulations/by-laws, which will have material adverse impact on our operations as at LPD. Our properties have obtained all the necessary licenses and certificates.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.9.2 Material properties rented/leased by our Group

The summary of the material properties rented or leased by our Group as at LPD are set out below.

No.	Postal address	Landlord or Lessor/ Tenant or Lessee	Description/ Existing use	Approximate tenanted or leased built-up area sq ft	Date of CF/ CCC	Period of tenancy or lease/ Rental per annum
(a)	Aquaria KLCC Concourse Level Kuala Lumpur Convention Centre Jalan Pinang, KLCC 50088 Kuala Lumpur	Kuala Lumpur Convention Centre Sdn Bhd/ Aquawalk Malaysia	Private aquarium/ Operation of Aquaria KLCC	72,584	19 August 2005	12 years from 1 May 2025 to 30 April 2037/ Rental: The rental is based on an aggregate of a base rent and a percentage turnover rent based on a prescribed percentage of Aquaria KLCC's turnover per annum
(b)	Level 3A-01 Menara Darussalam 12, Jalan Pinang 50450 Kuala Lumpur	Bahagia Investment Corporation (Malaysia) Sdn Bhd/ Aquawalk Malaysia	1 unit of office located on Level 3A of a 41-storey of a corporate building/ Head office of Aquawalk Malaysia and Aquablu Technologies	6,973	27 July 2012	3 years from 1 February 2024 to 31 January 2027/ Rental: (a) For the period from 1 February 2024 to 31 January 2025: RM460,218 per annum; (b) For the period from 1 February 2025 to 31 January 2027: RM543,894 per annum

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Postal address	Landlord or Lessor/ Tenant or Lessee	Description/ Existing use	Approximate tenanted or leased built-up area sq ft	Date of CF/ CCC	Period of tenancy or lease/ Rental per annum
(c)	Unit B-L4-03 Menara Harvey Norman 13A, Jalan 51A/219 Seksyen 51A 46100 Petaling Jaya Selangor	Maximin Corporation Sdn Bhd/ Aquawalk Malaysia	Storage space for Aquawalk Malaysia/ Storage of documents, decorative items and unused equipment	2,765	18 May 1994	2 years from 1 June 2024 to 31 May 2026/ Rental: RM63,600
(d)	Unit No. B01 The Central Phuket Floresta 199 Moo.4 T. Wichit, A. Muang Phuket 83000, B1 Floor, Central Phuket Floresta, Thailand	Central Pattana Public Co. Limited/ Aquawalk Thailand	Retail space for aquarium use only/ Operation of Aquaria Phuket	1. Aquarium area: 69,702 sq ft 2. Mystic Forest area: 4,004 sq ft 3. BOH area: 4,575 sq ft 4. Mezzanine area: 25,562 sq ft	Certificate of Building Inspection issued by Wichit Municipality of Phuket Province dated 12 March 2024 ⁽¹⁾	25 years from 24 August 2019 to 23 August 2044/ Rental: (a) The monthly rental for the Aquarium Area and Mystic Forest Area are calculated from the net sales commencing from the first day of business, excluding the value added tax, or the payment of the minimum rent rate, whichever is higher

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Postal address	Landlord or Lessor/ Tenant or Lessee	Description/ Existing use	Approximate tenanted or leased built-up area sq ft	Date of CF/ CCC	Period of tenancy or lease/ Rental per annum
						<p>(b) The monthly rental for the BOH Area is based on the area, which is subject to 10.0% increment every 3 years</p> <p>(c) The lessee is also required to pay service fee for the Aquarium Area and the Mystic Forest Area at the rate of net sales service fee or monthly minimum service fee, whichever is higher</p>

Note:

(1) The landlord had acquired the relevant approvals and permits in accordance with the Building Control Act B.E 2522 (1979) and was issued with a Certificate of Building Modification Aor 6 No 004/2017 dated 15 December 2017 which allowed the landlord to utilise the building, upon completion of its modification and subsequent building inspections, for its commercial purposes while the process of getting the final approval for the Certificate of Building Inspection, which was subsequently issued on 12 March 2024. In this respect, there were no prior non-compliances by Aquawalk Thailand.

The properties rented by our Group are not in breach of any other land use conditions, statutory requirements, land rules or building regulations/by-laws, which will have material adverse impact on our operations as at LPD.

6. INFORMATION ON OUR GROUP (Cont'd)**6.9.3 Acquisition of properties**

Our Group has not acquired nor entered into any agreements to acquire any properties during FYE 2021 to 2024, FPE 2025 and up to LPD other than as set out in Section 6.5(k) and (l).

6.9.4 Material capital expenditures and divestitures**(a) Material capital expenditures**

Save for the expenditures disclosed below, there were no other capital expenditures made by us for FYE 2021 to 2024, FPE 2025 and up to LPD:

Capital expenditures	At cost					1 July
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	2025 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
ICT equipment and computer software	19	214	511	257	416	42
Furniture, fixtures and fittings	-	-	-	80	-	-
Office equipment	*	67	21	98	-	5
Renovation and infrastructure	1	251	2	98	3	-
Aquarium infrastructure and marine life	-	-	415	-	183	176
Building	-	-	-	415	945	-
Project infrastructure	8	263	390	1,686	220	49
Motor vehicle	292	-	178	-	287	-
	320	795	1,517	2,634	2,054	272

Note:

* Less than RM1,000.

FYE 2021

For FYE 2021, our capital expenditures were mainly related to the purchase of 2 motor vehicles amounting to RM0.3 million for Aquaria Phuket's operations. One of the trucks was utilised for the transporting of seawater to the aquarium while another truck was purchased for the BOH use.

FYE 2022

For FYE 2022, our capital expenditures were mainly related to the purchase of:

- (i) ICT equipment and computer software of RM0.2 million comprising a new POS ticketing system, IT hardware (computers, servers and printers), security devices (closed-circuit television installation, finger scan and access control devices) and IT software renewal licences;
- (ii) renovation and infrastructure of approximately RM0.3 million of our new exhibit in Aquaria Phuket being sand tiger sharks; and
- (iii) project infrastructure of approximately RM0.3 million mainly for our new exhibit at Aquaria KLCC with the upgrading of a jellyfish globe tank.

6. INFORMATION ON OUR GROUP (Cont'd)**FYE 2023**

For FYE 2023, our capital expenditures were mainly related to the purchase of:

- (i) ICT equipment and computer software of RM0.5 million comprising IT hardware (computers, laptops, projectors and printers) and IT software;
- (ii) aquamarine infrastructure and marine life of approximately RM0.4 million for sand tiger shark exhibit in Aquaria KLCC;
- (iii) project infrastructure of approximately RM0.4 million in relation to the final stage of upgrading our jellyfish globe tank, demolishing and preliminaries works in upgrading our coastal and touch pool and LSS system upgrade in Aquaria KLCC; and
- (iv) motor vehicle purchase of approximately RM0.2 million for BOH use in Aquaria KLCC.

FYE 2024

For FYE 2024, capital expenditures were mainly related to the purchase of:

- (i) ICT equipment and computer software of RM0.3 million comprising IT hardware (computers, laptops, projectors and printers) and IT software;
- (ii) furniture, fixtures and fittings of RM0.1 million for the ice cream setup under the distributorship of CDLC;
- (iii) office equipment of less than RM0.1 million for new office relocation;
- (iv) renovation and infrastructure works of less than RM0.1 million for a new exhibit within the Jewel of the Jungle at Aquaria Phuket;
- (v) condominium of RM0.4 million for staff accommodation. Further details of the condominium are set out in Section 6.9.1(a); and
- (vi) project infrastructure of approximately RM1.7 million in relation to on 2 main projects in Aquaria KLCC, being (a) the Coral Walk project; and (b) the setting up of the new ice cream store under the distributorship of CDLC.

FPE 2025

For FPE 2025, capital expenditures were mainly related to the purchase of:

- (i) ICT equipment and computer software of RM0.4 million comprising IT hardware (computers, laptops, projectors and printers) and IT software;
- (ii) aquarium infrastructure and marine life of approximately RM0.2 million for sand tiger shark exhibit in Aquaria KLCC;
- (iii) condominium of RM0.9 million for staff accommodation. Further details of the condominium are set out in Section 6.9.1(b);
- (iv) project infrastructure of approximately RM0.2 million for the Coral Walk project; and
- (v) a motor vehicle purchase of approximately RM0.3 million.

6. INFORMATION ON OUR GROUP (Cont'd)

The above capital expenditures were financed by internally generated funds. Our capital expenditure is mainly derived for our business growth as well as for replacement purposes.

(b) Material capital divestitures

Save as disclosed below, there were no capital divestitures made by us for FYE 2021 to 2024, FPE 2025 and up to LPD:

	At cost					1 July
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	2025 up to LPD
Capital divestitures	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
ICT equipment and computer software	(1)	-	-	1	-	-
Office equipment	-	-	-	65	-	-
Project infrastructure	-	-	-	71	-	-
	-	-	-	137	-	-

Note:

(1) Relates to the disposal of software of less than RM1,000.

FYE 2024

For FYE 2024, our Group retired and wrote-down property, plant and equipment of RM0.1 million which comprises both office equipment and project infrastructure as they were no longer in working condition.

All our capital divestitures were carried out in the ordinary course of business as part of the periodic review of our fixed asset register to identify and eliminate those assets which have been fully depreciated or no longer in use or obsolete or surpassed their useful life.

As at LPD, other than the proposed utilisation of proceeds from our Public Issue for our capital expenditure as disclosed in Section 4.9.1 and the material capital commitment as set out in Section 12.6, we do not have any material capital expenditures and divestitures currently in progress, within or outside Malaysia.

6.9.5 Material plans to construct, expand or improve our facilities

Save for the proposed utilisation of proceeds from our IPO to finance the expansion and capital expenditure as set out in Section 4.9.1 and the other capital commitments as set out in Section 12.6, our Group does not have any other immediate material plans to construct, expand or improve our facilities as at LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

6.10 RELEVANT LAWS, REGULATIONS, RULES OR REQUIREMENTS

The following is an overview of the major laws, regulations, rules and requirements governing the conduct of our Group's business and environmental issue which may materially affect our business operations:

6.10.1 Malaysia

(a) Fisheries Act 1985 ("FA 1985"), Fisheries (Prohibition of Import, etc., of Fish) Regulations 1990 ("Fisheries Regulations 1990") and Fisheries (Prohibition of Import, etc., of Fish) (Amendment) Regulations 2024

The FA 1985 governs fisheries matters, which includes the conservation, management and development of maritime and estuarine fishing and fisheries, in Malaysian fisheries waters, to turtles and riverine fishing in Malaysia, as well as the control of breeding and movement of fishes within Malaysia prescribed from time to time.

The Fisheries Regulations 1990 and Fisheries (Prohibition of Import, etc., of Fish) (Amendment) Regulations 2024 prohibits the importing, selling, cultivating or keeping of live fish of the genus of prohibited fishes except with a prior written permission of the Director General of Fisheries. Pursuant to the Fisheries Regulations 1990, failure to comply with the provisions of the regulations will amount to an offence and on conviction shall be liable to a fine not exceeding RM1,000 or to imprisonment for a term not exceeding 1 year or both.

As at LPD, our Group is in compliance with the requirements of the FA 1985, the Fisheries Regulations 1990 and Fisheries (Prohibition of Import, etc., of Fish) (Amendment) Regulations 2024. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the FA 1985 and the Fisheries Regulations 1990 and Fisheries (Prohibition of Import, etc., of Fish) (Amendment) Regulations 2024.

Please refer to Section 6.7 for further details.

(b) Malaysian Quarantine and Inspection Services Act 2011 ("MAQIS 2011"), Malaysian Quarantine and Inspection Services (Registrations of Importers, Exporters and Agents) Regulations 2013 ("MAQIS IEA Regulations 2013") and Malaysian Quarantine and Inspection Services (Quarantine and Inspection) Regulations 2013 ("MAQIS QI Regulations 2013")

The MAQIS 2011 provides provisions 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, as well as inspection and enforcement relating to food and other related matters.

Pursuant to Section 11 of the MAQIS 2011, no person shall import or export any plant, animal, carcass, fish, agricultural produce, soil or microorganism without a permit, licence or certificate (as the case may be). Any person who is involved in the importation or exportation of such items in contravention of this provision commits an offence and shall, on conviction, be liable 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.

6. INFORMATION ON OUR GROUP (Cont'd)

Under the MAQIS IEA Regulations 2013, no person shall import or export any plant, animal, carcass, fish, agricultural produce, soil or microorganism unless registered as an importer, exporter or agent with the Director General of Quarantine and Inspection. A person who contravenes this provision commits an offence and shall, upon conviction, be liable to a fine not exceeding RM1,000 or to imprisonment for a term not exceeding 6 months or to both.

Pursuant to the MAQIS QI Regulations 2013, premises shall only be used for the purposes of quarantine and inspection if it has been declared as quarantine premises by the Director General of Quarantine and Inspection. Any person who contravenes this provision commits an offence and shall, on conviction be liable to a fine not exceeding RM1,000 or to imprisonment for a term not exceeding 6 months or to both.

As we are required to provide quarantine for new exhibits before they are released into the main tank or exhibit areas, our premises are required to be declared as quarantine premises and are subject to the MAQIS 2011, MAQIS IEA Regulations 2013 and MAQIS QI Regulations 2013.

As at LPD, our Group is in compliance with the requirements of the MAQIS 2011, MAQIS IEA Regulations 2013 and MAQIS QI Regulations 2013. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the MAQIS 2011, MAQIS IEA Regulations 2013 and MAQIS QI Regulations 2013.

Please refer to Section 6.7 for further details.

(c) Fish Marketing Rules 2010 ("FMR 2010") and Lembaga Kemajuan Ikan Malaysia Act 1971 ("LKIMA 1971")

The FMR 2010 regulates, amongst others, the control of dealings, control of exportation and importation of fish and control of fish processing. Under the FMR 2010, importing or exporting fish without a licence or in breach of the terms and conditions in the licence issued by the Malaysian Fisheries Development Authority is an offence.

An individual who commits such an offence shall be liable on conviction to a fine not exceeding RM15,000 or to imprisonment for a term not exceeding 2 years or to both and, for a second or subsequent offence, to a fine not exceeding RM25,000 or to imprisonment for a term not exceeding 5 years or to both.

Any body corporate which commits such an offence under shall 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.

Where a person charged with an offence is a body corporate every person who, at the time of the commission of such offence is a director or officer of such body corporate may be charged jointly in the same proceedings with such body corporate, and where the body corporate is convicted of the offence charged, every such director or officer shall be deemed to be guilty of that offence unless he proves that the offence was committed without his knowledge or that he took reasonable precautions to prevent its commission.

As at LPD, our Group is in compliance with the requirements of the FMR 2010 and LKIMA 1971. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the FMR 2010 and LKIMA 1971.

Please refer to Section 6.7 for further details.

6. INFORMATION ON OUR GROUP (Cont'd)**(d) Wildlife Conservation Act 2010 ("WCA 2010")**

The WCA 2010 provides provisions for the protection and conservation of wildlife. Section 9(1) of the WCA 2010 states that no person shall hunt or keep any protected wildlife, take or keep any part or derivative of any protected wildlife, collect birds' nests, carry on the business of dealing, carry on the taxidermy business or import, export or re-export any protected wildlife or any part or derivative of any protected wildlife without a licence granted under the WCA 2010.

Any person who hunts or keeps any protected wildlife (other than immature protected wildlife or the female of a protected wildlife) or takes or keeps any part or derivative of any protected wildlife without a licence commits an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 3 years or to both. Any person who hunts or keeps an immature protected wildlife or the female of a protected wildlife without a licence, commits an offence and shall, on conviction, be liable to a fine of not less than RM20,000 or to imprisonment for a term not exceeding 7 years or to both.

Under Section 10(1) of the WCA 2010, no person shall operate a zoo, operate a commercial captive breeding, operate a circus or wildlife exhibition or carry out research or study on any protected wildlife except with a permit granted under the WCA 2010. Operating a zoo, commercial captive breeding, circus or wildlife exhibition without a permit will result in an offence and on conviction would constitute to a fine not exceeding RM70,000 or to imprisonment for a term not exceeding 3 years or to both.

Pursuant to Section 11 of the WCA 2010, no person shall:

- (i) hunt or keep any totally protected wildlife or take or keep any part or derivative of any totally protected wildlife;
- (ii) import, export or re-export any totally protected wildlife or any part or derivative of any totally protected wildlife;
- (iii) hunt any protected wildlife during the close season;
- (iv) carry on research or study on any totally protected wildlife; or
- (v) use any totally protected wildlife for his zoo, circus or wildlife exhibition operation or commercial captive breeding,

except with a special permit granted under the WCA 2010.

Using any totally protected wildlife for the zoo, circus or wildlife exhibition operation or for the commercial captive breeding operation without a special permit will result in an offence and on conviction would constitute to a fine not exceeding RM100,000 and/or to imprisonment for a term not exceeding 3 years or to both.

As at LPD, our Group is in compliance with the requirements of the WCA 2010. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the WCA 2010.

Please refer to Section 6.7 for further details.

6. INFORMATION ON OUR GROUP (Cont'd)

(e) Local Government Act 1976 ("LGA 1976")

Under the LGA 1976, and the by-laws of the respective local councils and authorities, our business operation premises are required to have business and/or signboard/advertising licences in relation to our aquarium and ice cream outlet, office and storage space. We are also required to display the licences at the business premises and produce the licences upon request.

Pursuant to the LGA 1976, any person who fails to exhibit or produce the licences on the premises shall be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding 6 months or both.

As at LPD, our Group has valid business and/or signboard licences issued by the respective local councils and authorities and is in compliance with the requirements of the LGA 1976 and the by-laws of the respective local councils and authorities. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been imposed with any fines or penalties by the respective local councils and authorities in relation to the business, signboard/advertising licences requirements pursuant to the LGA 1976 and the by-laws of the respective local councils and authorities.

Please refer to Section 6.7 for further details.

(f) Fisheries (Inland Fisheries Aquaculture) (Federal Territory of Kuala Lumpur and Federal Territory of Labuan) Rules 2017 ("Fisheries Rules 2017")

The Fisheries Rules 2017 are rules that apply to any person who carries on aquaculture activity in relation to inland fisheries in the aquaculture premises for commercial purposes in the Federal Territory of Kuala Lumpur and Federal Territory of Labuan.

Under the Fisheries Rules 2017, no person, including a permit holder, shall carry on any aquaculture activity without a licence. Failure to comply with the rule will amount to an offence. The Fisheries Rules 2017 are made under the FA 1985. Pursuant to the FA 1985, any person who contravenes or fails to comply with any provision of the Fisheries Rules 2017 shall be guilty of an offence and a fine not exceeding RM20,000 or to imprisonment for a term not exceeding 2 years or both may be imposed.

As at LPD, our Group is in compliance with the requirements of the Fisheries Rules 2017. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the Fisheries Rules 2017.

Please refer to Section 6.7 for further details.

(g) Food Act 1983 ("FA 1983"), Food Regulations 1985 ("FR 1985") and Food Hygiene Regulations 2009 ("Food Hygiene Regulations")

The FA 1983 and FR 1985 are laws governing the food safety and quality control, including standards, hygiene, import and export, advertisement and accreditation of laboratories. The objective is to protect the public from health hazards and fraud in the preparation, sale and use of foods and for other related matters. The legislation, applies to all foods, locally produced or imported which are sold in the country. It covers a broad spectrum from compositional standards to food additives, nutrient supplements, contaminants, packages and containers, food labelling, procedure for taking samples, food irradiation, provision for food not specified in the regulations and penalty.

6. INFORMATION ON OUR GROUP (Cont'd)

The Food Hygiene Regulations governs and control the hygiene and safety of food sold in Malaysia. The objectives are to ensure food premises are hygienic and satisfactory in terms of design and building, ensure food handlers maintain personal hygiene and avoid practices that can contaminate food, and amongst others to provide for requirement of mandatory food safety assurance programmes in food manufacturing factories. Under the Food Hygiene Regulations, no person shall use any food premises for the purposes of preparing, packaging, storing, distributing or sale of any food except where the premises is registered under Food Hygiene Regulations. Any person who fails to comply with the above commits an offence and shall, on conviction, be liable to a fine not exceeding RM10,000 or to imprisonment for a term not exceeding 2 years.

Part of our visitor offerings include F&B options at our aquarium, namely the selling of ice cream under the CDLC brand at Aquaria KLCC as at LPD. As such we are subject to the requirements of the FA 1983, FR 1985 and Food Hygiene Regulations. As at LPD, our Group is in compliance with the requirements of the FA 1983, FR 1985 and Food Hygiene Regulations. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the FA 1983, FR 1985 and Food Hygiene Regulations, save for 1 compound and a corrective action notice arising from 1 incident in relation to our CDLC premise issued by the Ministry of Health to Aquawalk Malaysia in FPE 2025. The compound amounting to RM375 was issued pursuant to the Food Hygiene Regulations arising from food waste or garbage which was not being kept in a covered bin; and the notice required Aquawalk Malaysia to among others ensure sufficient garbage bins at the premise, floor cleanliness, and proper equipment arrangement. The compound and notice have been settled and complied with.

Please refer to Section 6.7 for further details.

(h) National Land Code ("NLC"), Town and Country Planning Act 1976 ("TCPA 1976"), Street, Drainage and Building Act 1974 ("SDBA 1974"), Uniform Building By-Laws 1984 ("UBBL 1984")

In the course of our business operations, we are required to ensure that the properties rented/leased by our Group or properties we may own for our business operations comply with the NLC, TCPA 1976, SDBA 1974, UBBL 1984 and the relevant by-laws issued pursuant thereto which regulate among others the occupation of buildings and uniformity of local government matters relating to street, drainage and buildings.

NLC

Under the NLC, there are 3 categories of land use, being "building", "industry" and "agriculture". The category of land use is endorsed on the documents of title issued by the state authority. Each category of land use is also subject to implied conditions as more particularly described in the NLC and express conditions imposed by the state authority.

A contravention of a land use condition under the NLC may subject the owner to a range of regulatory actions such as monetary fines (of not less than RM500 and in the case of a continuing breach a further fine of not less than RM100 each day during which the non-compliance continues), certain rectification actions which the authorities may impose on the land owner and forfeiture of the land by the state authority.

6. INFORMATION ON OUR GROUP (Cont'd)**TCPA 1976**

The TCPA 1976 governs the proper control and regulation of town and country planning in Peninsular Malaysia and regulates among other modifications to planning permissions and building plan approvals issued by local authorities. Under the TCPA 1976, Section 18 prohibits a person to use or be permitted to use any land or building otherwise than in conformity with the local plan.

Section 26 of the TCPA 1976 states that a person who, whether at his own instance or at the instance of another person uses or permits to be used any land or building in contravention of Section 18 commits an offence and is liable, on conviction to a fine not exceeding RM500,000 and/or to imprisonment for a term not exceeding 2 years, and be subject to additional daily fines which may extend to RM5,000 for each day during which the offence continues after the first conviction for the offence. Section 26 also further states that the owner of the land in respect of which any act that constitutes such offence is done shall be deemed to have permitted the doing of that act. Section 27(7) of the TCPA 1976 also grants a local authority the discretion to impose additional planning permission application fees as prescribed by the local authority on a person who carries out any development (including building on land, making of any material change in the use of land or building) without prior planning permission being obtained from the local authority.

SDBA 1974 and UBBL 1984

The SDBA 1974 provides uniformity of law and policy with regard to local government matters relating to street, drainage and buildings in Peninsular Malaysia. It provides for the requirement to have a CF or CCC to ensure that the building is safe and fit for occupation. The UBBL 1984 is a subsidiary legislation made under the SDBA 1974.

Pursuant to the SDBA 1974, prior written permission of the local authority is required among others for any partition, compartment, loft, roof, ceiling or other structures built in a building, any deviation from the any plans or specifications approved by the local authorities, or any alteration to a building otherwise than allowed by the local authority or by-laws made under the SDBA 1974. Failure to obtain the local authorities' prior written permission for the above may subject the person in breach to fines or imprisonment or both, if convicted. Depending on the applicable provisions of the SDBA 1974 in breach, the maximum fines may range from RM25,000 to RM50,000 and additional daily fines for continuing offences after conviction, and the maximum imprisonment term may be up to 3 years. The SDBA 1974 also stipulates that any person who occupies a building or any part of a building without a CF or CCC may be subject to a fine of RM250,000 and/or imprisonment for up to 10 years, if convicted.

Please refer to Section 6.9.2 for further details of the material properties which we rent/lease for our business operations. As at LPD, our Group in our capacity as tenant/lessee is in compliance with the NLC, TCPA 1976, SDBA 1974 and UBBL 1984 for such properties. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been imposed with any fines or penalties by the respective authorities in relation to our use of the material properties for our business operations pursuant to the NLC, TCPA 1976, SDBA 1974 and UBBL 1984.

6. INFORMATION ON OUR GROUP (Cont'd)**(i) Sale of Goods Act 1957 ("SOGA 1957") and Civil Law Act 1956 ("CLA 1956")**

The SOGA 1957 regulates goods that are sold and bought in Peninsular Malaysia and the Federal Territories.

Such legislation sets out the terms and conditions relating to the sale of goods, which includes among others, the condition and warranty, sale by description, implied conditions as to quality etc. A breach of these terms may give rise to an action for damages and consumers can claim damages for a breach of warranty.

Our Group's obligation as a seller under the SOGA 1957 and CLA 1956 primarily includes ensuring that the goods we sell are in line with the standards prescribed under the SOGA 1957 and CLA 1956 respectively. This includes among others, applicable conditions implied under laws for sale of our goods such as having the right to sell the goods before selling the same to our customers, making sure that the goods we sell corresponds to the description, as well as ensuring the quality or fitness of the goods for particular purposes.

As at LPD, our Group is in compliance with the SOGA 1957 and CLA 1956. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been subject to any legal proceedings or claims from our customers in respect of the SOGA 1957 and CLA 1956.

(j) Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 ("LPIPMA 1994")

The LPIPMA 1994 establishes the CIDB and provides for its function relating to the construction industry. Under Section 25(1) of the LPIPMA 1994, no person shall carry out or complete, undertake to carry out or complete any construction work or hold himself out as a contractor, unless he is registered with the CIDB and holds a valid certificate of registration issued by the CIDB under the LPIPMA 1994.

Any person who fails to hold a valid certificate of registration issued by the CIDB shall, on conviction, be liable to a fine of not less than RM10,000 but not more than RM100,000.

As at LPD, our Group is in compliance with the requirements of the LPIPMA 1994. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the LPIPMA 1994.

Please refer to Section 6.7 for further details.

(k) Environmental Quality Act ("EQA 1974") and Environmental Quality (Scheduled Wastes) Regulation 2005 ("Scheduled Wastes Regulations")

Due to the nature of our Group's business operations, we are required to comply with the EQA 1974, Scheduled Wastes Regulations and applicable regulations issued under the EQA 1974 from time to time. The EQA 1974 empowers the Department of Environment to issue regulations, such as the Scheduled Wastes Regulations.

Pursuant to Section 24 of the EQA 1974, no person, shall, unless licensed, pollute or cause or permit to be polluted any soil or surface of any land in contravention of the acceptable conditions specified under Section 21. Any person who fails to comply with the above commits an offence and shall, on conviction, be liable to a fine of not less than RM50,000 and not exceeding RM500,000 or to imprisonment for a term not exceeding 5 years or to both, and shall also be liable to a further fine not exceeding RM1,000 for every day during which the offence continues after a notice by the Director General of Environmental Quality requiring him to cease the act has been served on him.

6. INFORMATION ON OUR GROUP (Cont'd)

Pursuant to Section 25 of the EQA 1974, no person shall, unless licensed, emit, discharge or deposit any environmentally hazardous substances, pollutants or wastes into any inland waters in contravention of the acceptable conditions specified under Section 21. Any person who fails to comply with the above commits an offence and shall, on conviction, be punished with imprisonment for a term not exceeding 5 years and shall also be liable to a fine of not less than RM50,000 and not exceeding RM10,000,000.

As at LPD, our Group is in compliance with the EQA 1974 and Scheduled Wastes Regulations, and our Group's disposal of scheduled wastes is carried out by a licensed third-party service provider which has been appointed since 2013. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group had been issued 2 compounds arising from 1 incident by the Department of Environment pursuant to the EQA1974 and the Scheduled Waste Regulations aggregating to RM3,000 in relation to minor non-conformities in relation to tasks which we manage in-house such as scheduled wastes labelling, record keeping and designating an authorised person in its dealings of the scheduled wastes. The compound has been paid and did not have any material impact on our Group and business. Other than the above compounds, for FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to the EQA 1974 and Scheduled Wastes Regulations.

6.10.2 Thailand

(a) The Wildlife Conservation and Protection Act, B.E. 2562 (2019) and Ministerial Regulation No. 9 (B.E. 2540)

The Wildlife Conservation and Protection Act, B.E. 2562 (2019) and Ministerial Regulation No. 9 (B.E. 2540) focus on establishing and managing public zoos that meet international standards, to serve as centers for education, research, and wildlife breeding. Moreover, it aims to foster conservation-based tourism, generate national revenue, and cultivate public awareness of the importance of conserving natural resources.

The process under the Wildlife Conservation and Protection Act, B.E. 2562 (2019) and Ministerial Regulation No. 9 (B.E. 2540) issued under the Wildlife Conservation and Protection Act, B.E. 2535 has stipulated principles for controlling public zoos, which covers the process of operating public zoos from pre-operation measures, such as Steps and procedures for applying for a license to establish and operate a public zoo and qualifications of applicants for public zoo operations. Moreover, this act set standards for caring for animals in public zoos, reporting animal information during the operation of public zoo establishments, animal exhibition standards, the sale of animals to other licensed public zoos, the transfer of animals to wildlife breeding stations, the sale of animals, the destruction of animals, the preservation of animals for educational or academic research purposes, and the release of animals back into the wild.

Moreover, this law also prohibits the possession, sale, purchase, import, and export of specific aquatic animals, particularly those listed as protected or reserved wildlife. It also requires permits for importing, exporting, or publicly displaying aquatic animals.

Failure to comply with The Wildlife Conservation and Protection Act, B.E. 2562 (2019) may result in compensation for the value of the damaged, lost, or destroyed natural resources. This includes the costs of restoring those natural resources. Furthermore, actions against protected or reserved wild animals, their carcasses, or products derived from their carcasses, may result in imprisonment for up to 10 years and/or a fine not exceeding THB1,000,000 or both.

6. INFORMATION ON OUR GROUP (Cont'd)

As at LPD, our Group is in compliance with the requirements of the Wildlife Conservation and Protection Act, B.E. 2562 (2019) and Ministerial Regulation No. 9 (B.E. 2540). For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to Wildlife Conservation and Protection Act, B.E. 2562 (2019) and Ministerial Regulation No. 9 (B.E. 2540).

(b) The Animal Welfare Act B.E. 2557 (2014) ("Animal Welfare Act")

The Animal Welfare Act aims to prevent cruelty to all kinds of animals, promote proper and appropriate animal care, such as providing food, water, healthcare, and a suitable environment. It also establishes guidelines for the transportation of animals to prevent cruelty during transit, sets standards for the humane slaughter of animals to ensure it is quick and painless, outlines the enforcement procedures for the law, and specifies penalties for violations. Additionally, it sets standards for the care and welfare of animals.

The law emphasises the rights of animals to receive proper care and be free from cruelty, as well as the responsibilities of animal owners to care for their animals appropriately. If animal cruelty is witnessed, individuals can file a complaint with the police or relevant authorities.

The consequences of violating this law include a maximum penalty of imprisonment not exceeding 2 years, a maximum fine not exceeding THB40,000, or both imprisonment and a fine. Furthermore, if the court determines that allowing the animal to remain in the owner's possession or offender could result in further cruelty or inadequate animal welfare, the court may order the owner or offender to relinquish animal possession. The animal will then be entrusted to a suitable government agency or individual for care.

As at LPD, our Group is in compliance with the requirements of the Animal Welfare Act. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to Animal Welfare Act.

(c) The Enhancement and Conservation of National Environmental Quality Act of B.E. 2535 (1992)

The Enhancement and Conservation of National Environmental Quality Act of B.E. 2535 (1992) is a significant law that oversees various activities that may impact the environment. Specifically, regarding water quality, this act clearly defines the standards for water discharged into public water sources. This is to prevent contamination from various activities, including those related to aquariums.

In the event that an aquarium is large in scale and discharges wastewater into public water bodies or is situated in a designated area, it may be subject to applicable environmental statutes and regulations, particularly those governing water quality standards. Any effluent discharged from the aquarium's treatment system shall meet all legally prescribed thresholds for organic matter, chemical constituents, and microorganisms.

As Aquawalk Thailand is not located within a designated area nor deem to exert significant environmental impacts, and Aquawalk Thailand has also entered into an agreement with a supplier for the disposal of used seawater (inclusive of wastewater treatment), Aquawalk Phuket has been classified as an aquarium that is not subject to the Environmental Impact Assessment (EIA) requirement.

6. INFORMATION ON OUR GROUP (Cont'd)

The consequences of violating this law involve both liabilities, where compensation must be paid for damages as stipulated by law, and criminal penalties for various acts that constitute violations. These criminal penalties include imprisonment for a maximum term not exceeding five years, a maximum fine not exceeding THB1,000,000, or both imprisonment and a fine, depending on the case.

As at LPD, our Group is in compliance with the requirements of the The Enhancement and Conservation of National Environmental Quality Act of B.E. 2535 (1992). For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to The Enhancement and Conservation of National Environmental Quality Act of B.E. 2535 (1992).

(d) Foreign Business Act

The Foreign Business Act is a law that sets out the criteria for controlling foreign business operations in Thailand. While the Foreign Business Act generally permits foreigners to conduct business in Thailand, it prohibits foreigners from engaging in businesses listed in the schedules attached to the Foreign Business Act or requires them to meet certain conditions before doing so.

Aquawalk Thailand falls under the definition of "foreigner" under the Foreign Business Act, and is conducting business which fall under Schedule 3 further set out below. While businesses listed in Schedule 1 are strictly prohibited, businesses listed in Schedules 2 and 3 require prior authorisation from the relevant authorities before foreigners can engage in them.

As at LPD, Aquawalk Thailand has obtained a Foreign Business Licence which was granted on 24 April 2018 without any expiry date attached to it according to Section 12 of the Foreign Business Act as follows:

- (i) Schedule 3 (14) Retail sales of souvenirs related to aquarium business;
- (ii) Schedule 3 (19) Sales of foods and beverages specifically for aquarium visitors; and
- (iii) Schedule 3 (21) Operate a business that organises tourist attractions as aquariums, charging entrance fees to individuals and groups.

The above Foreign Business Licence was then applied under the privileges granted for foreign investments via a Thailand Board of Investment Approval Certificate No. 60-0847-1-00-1-0 (mainly including exemptions granted to Aquawalk Thailand from the requirement of seeking prior authorisation for conducting restricted business mentioned above as a foreigner).

If a foreigner who has received permission to conduct business in Thailand violates or fails to comply with the stipulated conditions, or becomes disqualified, or possesses prohibited characteristics, or commits an offense, they will receive a notification from the Director-General to rectify the situation within a specified period, which must not exceed 60 days. If they fail to comply without reasonable cause, their business license may be temporarily suspended, or their business operations may be temporarily suspended for a reasonable period. If, after 60 days, they still have not rectified the situation, their business license may be revoked.

6. INFORMATION ON OUR GROUP (Cont'd)

In the case of a foreigner who has been ordered to suspend their license, or has had their license revoked, or has been ordered to suspend their business operations based on their certificate, and has exhausted their right of appeal, but continues to conduct that business, or in cases where a foreigner (including cases where a Thai national or a non-foreign legal entity) commits any act that is contrary to this law, the maximum penalty under this law is imprisonment for up to 3 years, or a fine ranging from THB100,000 to THB1,000,000, or both imprisonment and a fine, and a further fine of THB10,000 to THB50,000 per day for the duration of the violation, as the case may be.

As at LPD, our Group is in compliance with the requirements of the Foreign Business Act. For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not been issued with any penalties pursuant to Foreign Business Act.

6.10.3 Singapore

As at LPD, our Group's business operations in Singapore are not subject to any specific legislation, regulatory controls or environmental issues other than those generally applicable to companies and businesses operating in Singapore.

For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group has not experienced any past non-compliance of the above major laws, regulations, rules or requirements governing the conduct of our Group's business and environmental issues which materially affected our business operations.

6.11 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES ("ESG")

Our mission is to use our business and influence to create a positive impact for our people and planet. Our vision is for a future in which humanity and our environment can flourish together. We recognise that sustainability is not only vital for environmental preservation but also essential for fostering innovation, improving operational efficiency, and achieving long-term business growth. Towards this end, our Group has developed a sustainability policy to integrate our ESG principles into every aspect of our operations, ensuring that we not only meet but exceed industry standards in sustainability. Our sustainability policy has been implemented as a guiding framework, aligning with global standards and addressing ESG issues. This policy underscores our dedication to reducing our ecological footprint, promoting social responsibility, and maintaining the highest ethical standards in our operations.

Our sustainability efforts are designed to create shared value for all stakeholders, from shareholders and customers to employees, partners, and communities. Through ongoing commitment and continuous improvement, we aim to remain a responsible corporate citizen that contributes to the well-being of the planet and society while ensuring long-term business growth and success.

We will continue to deliver comprehensive, balanced, comparable and meaningful reports through our ongoing reporting initiatives. These initiatives align with Bursa Securities Sustainability Reporting Guide, the recommended Global Reporting Initiatives (GRI) 4.0 Sustainability Reporting Guidelines, the Integrated Reporting <IR> framework and are in alignment with the Sustainable Development Goals (SDGs) outlined by the United Nations and the Task Force on Climate-related Financial Disclosures.

6. INFORMATION ON OUR GROUP (Cont'd)

(a) Environmental

Our mission is to protect the environment and wildlife by reducing our ecological footprint, engaging in conservation efforts and ensuring the highest standards of care for animals, in our care, through the following practices:



- (i) We are enhancing energy efficiency by transitioning to energy-efficient LED lighting and implementing solar panels at Aquaria Phuket;
- (ii) We practice efficient water management through recycling saltwater for our main aquarium tanks and ensuring sustainable water consumption practices;
- (iii) We actively monitor our emissions to set targets for achieving net-zero carbon emissions;
- (iv) The majority of the waste generated through our operations is organic and biodegradable in nature, reflecting our commitment to responsible waste management, in which we document to collect the data for reporting;
- (v) We maintain high standards of animal welfare by ensuring optimal nutrition, veterinary care and enrichment for all animals in our care;
- (vi) We engage in collaborative breeding efforts, contributing valuable knowledge to conservation initiatives. As at LPD, we have successfully bred 39 bamboo sharks and 11 ocellated eagle rays, with 2 of the latter even having matured enough to reproduce themselves;
- (vii) Pursuant to the successful breeding programme, we collaborated with local authorities to release a few bamboo sharks into the same locality that the specimen originated from;
- (viii) We actively participate in marine conservation by ethically sourcing marine resources and engaging in efforts to preserve wildlife and their habitats; and
- (ix) Our educational collaborations with universities and government agencies support various initiatives aimed at enhancing conservation awareness.

6. INFORMATION ON OUR GROUP (Cont'd)



Breeding of the vulnerable bamboo sharks

(b) Social

We value our people and strive to provide a fair and equitable workplace where all individuals are treated equally. This means taking practical steps to ensure the wellbeing of any person affected by our activities, including our employees:

- (i) We strive to uphold our employment practices to the highest standard, prioritising human rights and maintaining zero-tolerance in regard to labour exploitation;
- (ii) Our employment practices are guided by the Employment Act of Malaysia and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work;
- (iii) We are committed to creating an environment that celebrates diversity, promotes equity, and embraces inclusivity in all aspects of our operations. Guided by our Diversity, Equity, and Inclusivity ("DEI") policy, we comply with all national laws, regulations, statutory requirements, and standards in relation to DEI;
- (iv) We maintain a strong stance against any form of discrimination amongst employees, including age, gender, ethnicity, nationality, educational background, disability and sexual orientation, and uphold a zero-tolerance policy in regard to bullying, discrimination or harassment of any kind;
- (v) Through fair, transparent, and merit-based approaches in recruitment and promotions, we ensure that equal opportunity is given while upholding diversity and inclusivity across the work environment. This includes providing employees with learning and development opportunities through formal or on-the-job training;
- (vi) We prioritise the wellbeing of our team by implementing rigorous safety protocols, including ensuring all employees and third parties who enter our premises are provided with adequate safety and health information, training and equipment related to potential risks; and
- (vii) Our Group works closely with government agencies, community representatives, non-governmental organisations and educational institutions, forming collaborations and outreach programmes focusing on conservation, awareness, education and community stewardship.

6. INFORMATION ON OUR GROUP (Cont'd)



In conjunction with World Oceans Day 2022, children who visited Aquaria KLCC learned about the dangers of plastic pollution to the ocean through an underwater mermaid show alongside interactive activities and workshops.

(c) Governance

We are committed to the highest standards of integrity, transparency and accountability in the conduct of our business and operations. Guided by our Code of Conduct and Business Ethics, we aspire to conduct our business in an ethical, responsible and compliant manner:

- (i) We are committed to uphold all applicable laws and regulations, including those in regard to animal welfare, employee welfare and the business in general;
- (ii) We uphold a zero-tolerance approach to all forms of bribery and corruption within our Group as well as any third parties dealing with us. To ensure transparency within our Group and promote better governance practices, we have implemented an Anti-Bribery and Corruption Policy and Whistleblowing Policy;
- (iii) In managing data and information, we adhere to the relevant data privacy laws, including Malaysia’s Personal Data Protection Act 2010;
- (iv) We have implemented a Risk Management Framework in order to identify and assess the inherent risks within the business, as well as ensure proactive risk management for the purpose of safeguarding the sustainability of the business for the benefit of all stakeholders; and
- (v) Our dedication to quality and safety is evaluated through a technical perspective, resulting in certifications from reputable bodies.

Certificate	Awarding Body
ISO 9001:2015	Lloyd’s Register Quality Assurance Limited
ISO 9001:2015	Lloyd’s Register International (Thailand) Limited

As at LPD, we are not in breach of any of the aforementioned guidelines and policies.

6. INFORMATION ON OUR GROUP (Cont'd)

6.12 EMPLOYEES

As at LPD, we have a total workforce of 182 permanent employees and 11 contractual employees. The Malaysian local permanent employees, Thai local and foreign permanent employees represent 52.3%, 35.2% and 6.8% of our total workforce, respectively, while Malaysian local contractual employees and Thai local contractual employee represent 5.2% and 0.5%, respectively, as at LPD.

The breakdown of our employees by department as at 30 June 2025 and as at LPD are as follows:

	No. of employees						Total
	Permanent			Contract			
	Local (Malaysian)	Local (Thai)	Foreign	Local (Malaysian)	Local (Thai)	Foreign	
As at 30 June 2025							
Executive Directors	2	-	-	-	-	-	2
Key senior management	2	-	-	-	-	-	2
Departments							
Corporate administration	4	-	-	-	-	-	4
HR and administration	2	2	-	-	-	-	4
Finance	4	4	-	-	-	-	8
Sales and marketing	5	11	-	9	-	-	25
Curatorial	23	25	4	3	-	-	55
Operations (FOH)	27	15	2	9	4	-	57
IT	3	1	-	-	-	-	4
Facility maintenance	7	5	9	-	-	-	21
Safety and security	3	6	-	1	-	-	10
Project (Aquablu Technologies)	3	-	-	-	-	-	3
Total	85	69	15	22	4	-	195
Countries							
Malaysia	85	-	-	22	-	-	107
Thailand	-	69	15	-	4	-	88
Total	85	69	15	22	4	-	195

6. INFORMATION ON OUR GROUP (Cont'd)

	No. of employees						Total
	Permanent			Contract			
	Local (Malaysian)	Local (Thai)	Foreign	Local (Malaysian)	Local (Thai)	Foreign	
As at LPD							
Executive Directors	2	-	-	-	-	-	2
Key senior management	2	-	-	-	-	-	2
Departments							
Corporate administration	4	-	-	-	-	-	4
HR and administration	2	2	-	-	-	-	4
Finance	5	5	-	-	-	-	10
Sales and marketing	10	11	-	4	-	-	25
Curatorial	26	23	2	-	-	-	51
Operations (FOH)	34	15	2	4	1	-	56
IT	3	1	-	-	-	-	4
Facility maintenance	7	5	9	-	-	-	21
Safety and security	3	6	-	2	-	-	11
Project (Aquablu Technologies)	3	-	-	-	-	-	3
Total	101	68	13	10	1	-	193
Countries							
Malaysia	101	-	-	10	-	-	111
Thailand	-	68	13	-	1	-	82
Total	101	68	13	10	1	-	193

As at LPD, all of our foreign employees have valid working permits.

None of our employees belong to any labour union and as at LPD, there has been no material dispute between our management and our employees. Over FYE 2021 to 2024, FPE 2025 and up to LPD, there has not been any incident of work stoppage or labour dispute that has materially affected our operations.

7. BUSINESS OVERVIEW

7.1 HISTORY OF OUR GROUP

Aquawalk Malaysia was incorporated in October 2001 to develop an aquarium beneath the Kuala Lumpur Convention Centre, adjacent to the Petronas Twin Towers. The original founder was the late Terence O'Boyle, who was the managing director and major shareholder. Dato' Simon, our Promoter, Executive Chairman and substantial shareholder, met Terence O'Boyle through a business meeting which led to discussions of Dato' Simon joining Aquawalk Malaysia. Subsequently, on 8 April 2004, Dato' Simon was appointed as a Director of the company. His responsibilities included managing the retail segment and relations with relevant authorities. Upon invitation by the founder to be a partner in July 2004, he made his first investment, acquiring a 12.5% equity interest in Aquawalk Malaysia through his company, TBS Franchise Sdn Bhd (now known as Feliz Natur). Terence O'Boyle resigned as Managing Director on 29 June 2006 due to poor health and Dato' Simon was appointed as Managing Director on 1 October 2006. Taking over the lead, he successfully oversaw the completion of Aquaria KLCC. Through further capital injection for working capital and acquisition from other shareholders, Dato' Simon and his related companies eventually became the controlling shareholders of Aquawalk Malaysia, in 2006, collectively holding 56.7% equity interest, and thereafter gradually increasing to 75.7% equity interest as at LPD.

Aquaria KLCC completed its development and began operations since August 2005, featuring approximately 5,000 aquatic population and the longest underwater tunnel in Malaysia (*Source: IMR*). Aquaria KLCC has won several awards, including being ranked as one of the top 5 aquariums in Asia. Please refer to Section 7.1.1 for more details of the awards which we have received over the years.

In June 2009, Aquablu Technologies was incorporated to offer services for the development of new or third-party aquaria and technical consultation to third-party aquaria operators in order to generate an additional revenue stream for our Group.

In August 2015, our Group further expanded to Thailand with the incorporation of Aquawalk Thailand to develop a new aquarium in Central Phuket Floresta, a megamall in Phuket, Thailand. Aquaria Phuket was completed in August 2019 and commenced operations in August 2019, with recognition by the Thailand Tourism Authority as a new tourist attraction of importance.

In June 2016, our Group embarked on a joint venture via Aquawalk Singapore with PT Taman Safari Ventura and Frans Manansang (whose shares were subsequently transferred, and his rights, obligations, and liabilities under the joint venture agreement dated 30 June 2016 were novated to PT Mitra Agung) to develop an aquarium in Jakarta, Indonesia. Aquawalk Singapore was incorporated in June 2016, as an investment holding company, in which Aquawalk Malaysia held 75.0% equity interest in Aquawalk Singapore and 25.0% was held by Delmango Investments Limited. Aquawalk Singapore holds 40.0% equity interest in the joint-venture company, PJAI, which developed JAQS. JAQS then began operations in October 2017.

Throughout the development of our aquaria, we have worked towards furthering our marine conservation and education efforts. In October 2015, we signed a MOU with the Chulalongkorn University, Thailand, to collaborate on areas of aquatic veterinary science, using Aquaria Phuket as a research and breeding facility. In 2018, we were appointed as a strategic collaboration partner of Ministry of Education, Malaysia for education and research programmes in Malaysia. This collaboration endorses Aquaria KLCC as an external learning facility in the education curriculum.

7. BUSINESS OVERVIEW (Cont'd)

We maintain a high standard of quality management systems across our aquaria. Towards this end, in August 2021, we obtained ISO 9001 certification for Aquawalk Thailand operations, and for Aquawalk Malaysia in April 2024. This certification is a testament of our dedication to visitor satisfaction and operational efficiency.

Through our experiences above, today, we have become a leading developer and operator of aquaria and other related artificial ecosystems, providing accessible, unique and educational experiences for our visitors to discover, learn about and ultimately take a keen interest in the underwater world and nature.

Our Group was formed upon the completion of our Group Internal Restructuring on 18 September 2025. Please refer to Section 6.2 for further details of our Group Internal Restructuring.

7.1.1 Awards and certifications

Since the commencement of our business and up to LPD, set out below a selected list of the numerous awards and certifications granted to us, which are beneficial to our reputation and, in turn, our sales.

<u>Year</u>	<u>Our aquaria</u>	<u>Awarding body/ Issuing party</u>	<u>Awards/ Certifications</u>
2011	Aquaria KLCC	MATFA	MATFA Awards 2011 – Winner – Best Wildlife Park & Aquarium
2014	Aquaria KLCC	TripAdvisor, Inc.	TripAdvisor Travellers' Choice Awards – Asia's Top 5 Aquariums
2014	Aquaria KLCC	ASEAN Retail and Franchise Federation	ASEAN Outstanding Business Award – Industry Class Sector Oceanarium Aquaria
2014	Aquaria KLCC	DBKL	Kuala Lumpur Mayor's Tourism Awards – Platinum Award – Tourist Attraction Category
2016	Aquaria KLCC	ASEAN Retail Chain and Franchise Federation	ASEAN Master Class Award 2016 – Best Underwater Attraction
2017	Aquaria KLCC	DBKL	Kuala Lumpur Mayor's Tourism Awards 2017 – Tourist Attraction (Family Entertainment)
2021	Aquaria Phuket	Tourism Authority of Thailand	Thailand Tourism Silver Awards – for Learning and Doing Attraction
2021	Aquawalk Thailand	Lloyd's Register International (Thailand) Limited	Obtained ISO 9001:2015 certification for Aquawalk Thailand

7. BUSINESS OVERVIEW (Cont'd)

Year	Our aquaria	Awarding body/ Issuing party	Awards/ Certifications
2023	Aquaria KLCC	MATFA	MATFA Golden Horse Award – Best Aquatic Experience
2023	Aquaria KLCC	MATFA	MATFA Golden Horse Award – Best Marine Conservation Efforts
2023	Aquaria Phuket	Tourism Authority of Thailand	Thailand Tourism Silver Award – for Learning and Doing Attraction
2023	Aquaria KLCC	Trip.com Group Limited	Trip.com Group 2023 – Best Attraction of the Year
2024	Aquawalk Malaysia	Lloyd’s Register Quality Assurance Limited	Obtained ISO 9001:2015 certification for Aquawalk Malaysia

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7. BUSINESS OVERVIEW (Cont'd)

7.2 DESCRIPTION OF OUR BUSINESSES

7.2.1 Business model

In the last 2 decades, our Group has designed, developed and currently owns/co-owns aquaria across 3 key markets in Southeast Asia, namely Kuala Lumpur, Phuket and Jakarta. Our Group owns and operates Aquaria KLCC and Aquaria Phuket, whilst we co-own JAQS, via PJAI, our associated company. JAQS is operated by PJAI. Our Group’s aquaria together with JAQS, on aggregate, had catered experiences to over 1.5 million visitors in FYE 2024 and 1.0 million visitors in FPE 2025, which serves as a testament to the quality of our aquaria. Through our subsidiaries, our Group’s principal business activities can be divided into:

- (a) Operations and development of our Group’s own aquaria; and
- (b) Design, development and maintenance of new or third-party aquaria.

Through these principal activities, our Group offers a comprehensive range of services that allows us to effectively develop and manage an aquarium from the inception of idea to the perpetuating of the operations of an aquarium. Apart from the operations of aquaria, we have grown our business through both the development of new facilities and the organic growth of existing aquaria. From time to time, our Group identifies opportunities for the development of new locations around the region and is constantly driving revenue growth of our existing aquaria by exploring new attraction additions, ancillary sources of revenue, retail offerings and enhancing visitor experience to grow footfall and increase revenue. Our Group also collaborates with third-party platforms and resellers to sell other attractions such as the Trickeye Museum in Phuket, merchandise as well as leasing space to third-parties for F&B operations in and around the aquaria. These collaborations also contribute to revenue generation in our business model. Leveraging on our Group’s experience in the operations and development of our own aquaria, we also provide technical consultancy, design and maintenance services to third-party clients.

The following diagram illustrates our Group’s business model:

Our Group’s principal activities	Operations and development of our Group’s own aquaria			Design, development and maintenance of new or third-party aquaria
Our Group’s operations	Ticketing sales	Retail sales	Miscellaneous sales	Design, development and maintenance
	Aquaria KLCC and Aquaria Phuket	Third-party merchandise and photography packages	Rental, F&B, fish food and concession sales	
	<ul style="list-style-type: none"> Sale of admission tickets to the respective aquaria Operations and maintenance of aquaria to optimise visitor experience 	<ul style="list-style-type: none"> Collaboration with third party vendors to provide aquaria-themed merchandise to visitors Provision of photography at strategic spots to visitors 	<ul style="list-style-type: none"> Leasing of space to third-parties Concessions for visitors during their visit in Aquaria Sale of fish food to feed aquatic animals 	<ul style="list-style-type: none"> Provision of design, engineering, technical consultation and project management aquatic and zoological exhibits, integrated entertainment complexes and attractions Provision of management, operational and maintenance services.
Customers	<ul style="list-style-type: none"> Walk-in sales Third-party platform and resellers Online sales 	<ul style="list-style-type: none"> Walk-in sales 	<ul style="list-style-type: none"> Walk-in sales 	<ul style="list-style-type: none"> Aquatic and zoological exhibits Integrated entertainment complexes Private entities
Geographical market	<ul style="list-style-type: none"> Malaysia for Aquaria KLCC Thailand for Aquaria Phuket 			<ul style="list-style-type: none"> Malaysia Thailand Others⁽ⁱ⁾

Note:

(i) Comprises United Arab Emirates, Germany and Indonesia.

7. BUSINESS OVERVIEW (Cont'd)

7.2.2 Operations and development of our aquaria

Our existing aquaria are premier destinations, located in high traffic tourist hubs in the respective cities for tourists, leisure seekers, students and nature enthusiasts of all ages from all walks of life. Our Group's strategically located aquaria offer an extensive collection of habitat displays, artificial environments and fascinating creatures both aquatic and terrestrial. With a mission to educate and inspire conservation and love for the underwater world and nature, we provide accessible, unique, educational and entertaining experiences to more than 1 million visitors annually. The revenue model for the operations and development of our aquaria is based on 3 areas: ticketing sales, retail sales and miscellaneous sales.

7.2.2.1 Ticketing sales

The success of an aquaria relies heavily on effective ticketing sales strategies and meticulous operations to keep the facility in pristine condition. As part of the operations of aquaria, our Group designs exhibits to showcase marine species in environments that replicate their natural habitat and subsequently the provision of recreation and entertainment to visitors. Our Group leverages on our extensive collection of habitat displays, artificial environments and fascinating creatures both aquatic and terrestrial showcased in our Group's aquaria to attract visitors. Our Group's collection of animals includes up to 8,000 aquatic and non-aquatic population in our aquarium. Pertinently, one of the key aspects of aquarium maintenance is animal care. Our Group ensures the welfare of the animals is well taken care of, which has direct correlation to the admission rate of our aquaria.

To attract a broader audience, we continuously update exhibits and offers interactive experiences that appeal to both families and educational groups, such as guided tours and animal encounters. Aquaria Phuket also collaborates with a third-party operator to offer attraction such as Trickeye Museum, which is an on-site attraction in Aquaria Phuket.

Additionally, sponsorships and partnerships are an important pillar in our business operations, contributing to increased brand exposure and attracting potential customers. Collaborations with Government entities, in particular, enhance our credibility and brand visibility which in turn drives more visitors to our aquaria. We partake in collaboration, amongst others, with the Ministry of Education, Malaysia, DOF and Phuket Marine Biological Centre to establish a stronger brand recognition within the local community and tourists alike. The Ministry of Education Malaysia collaborates with Aquawalk Malaysia as a strategic partner in support of its Science, Technology, Engineering and Mathematics programme, leading to frequent educational tours and corporate social responsibility events.

These factors contribute to the direct performance of the admission rate to our aquaria which is the largest component of our revenue stream. The largest revenue stream from our aquaria is derived from the sale of entry tickets, which is priced differently depending on the visitor segment and the day of the week.

(a) Direct sales to visitors

On-site purchases: Visitors buy tickets directly at our aquaria's ticket counters. This includes local and foreigner general admission tickets for both weekdays and weekends.

Online sales: Visitors buy tickets through our official websites. This online platform often features various promotional offers and discounts to attract more visitors.

7. BUSINESS OVERVIEW (Cont'd)

(b) Sales through third-party platforms and resellers

Travel agents and tour operators: We also sell tickets via travel agencies and tour operators who include our aquaria tickets in their travel packages. This arrangement helps to reach a broader audience, including international tourists.

Ticketing platforms: We also sell tickets to third-party ticketing platforms such as Klook Travel Technology Sdn Bhd, GlobalTix Pte Ltd, KKday Services Malaysia Sdn Bhd and other online ticketing services, generally in bulk. These platforms in turn, provide a convenient way for visitors to purchase tickets in advance and often feature visitors reviews and additional information about their aquarium experience.

(c) Educational sales

Educational groups: Schools and educational institutions often arrange field trips to our aquaria. We provide one-day visiting activities in the 'living classroom school package' for schools and educational institutions. This package includes educational tours led by our expert guides, interactive sessions about marine life and hands-on activities, designed to engage students and enhance their learning experience.

7.2.2.2 Retail sales

We collaborate with third-party operators to undertake consignment sales of third-party merchandise and photography at our aquaria premises to visitors. These activities allow the visitors opportunities to create memorable experiences and enhance their visit to our aquaria.

(a) Third-party merchandise

Souvenirs and gifts: We offer a wide range of souvenirs, including plush toys, clothing, keychains and other memorabilia that reflect the themes of our aquaria and marine life.

Educational materials: Books, posters and educational kits are available for visitors who wish to learn more about marine biology and conservation efforts.

(b) Photography packages

Professional photography services: We collaborate with professional photographers to offer photography packages. Visitors can have their photos taken at key areas of our aquaria, creating lasting memories of their visit.

Digital photo packages: Digital versions of the photos are also available for purchase, allowing visitors to share their experiences on social media or keep them as digital keepsakes.

7.2.2.3 Miscellaneous sales

Miscellaneous sales refer to various revenue streams that help us maximise the usage of our aquaria premises and optimise profitability. These include rental income from leasing space to third-parties, concession sales and fish food sales.

7. BUSINESS OVERVIEW (Cont'd)

(a) Rental income

Leasing space to third-parties: We generate rental income by leasing space within our aquaria premises to third-party operators. These spaces are often used for retail shops, F&B outlets (which the third-parties operate under their own brand name) and other complementary services.

(b) Concession sales

F&B: Refers to our direct sales of snacks, drinks and meals offered by the concession stands and cafes that we manage within our aquaria, for visitors to enjoy during their visit.

(c) Fish food sales

Fish feeding experiences: Visitors have the opportunity to purchase fish food to feed certain marine animals within our aquaria. This interactive experience is popular among visitors, especially families with children.

7.2.3 Our Group owned and co-owned aquaria

7.2.3.1 Aquaria KLCC

<u>Location</u>	<u>Owner/ Operator</u>	<u>Approximate built-up area sq ft</u>	<u>Population</u>	<u>Variety of fish Species</u>
Aquaria KLCC, Concourse Level, Kuala Lumpur Convention Centre, Jalan Pinang, KLCC, 50088 Kuala Lumpur	Aquawalk Malaysia	72,584	Approximately 5,000 aquatic and 3,000 non-aquatic population	Approximately 350

Aquaria KLCC emerges as the largest private aquarium in Malaysia as at 2024, based on its built-up area of approximate 72,584 sq ft and number of visitors as at 2024. Aquaria KLCC has the longest underwater tunnel in Malaysia, which is 90 meters and equipped with a travelator. It also has the largest single saltwater tank in Malaysia, filled with 2.5 million litres of saltwater. It houses a diverse population of approximately 8,000 aquatic and non-aquatic population, including approximately 5,000 aquatic population and approximately 350 fish species. It exhibits marine habitats featuring unique species such as sand tiger sharks, eagle rays, green sea turtles and giant groupers. Aquaria KLCC benefits from its strategic location in KLCC, with easy access to public transportation. It is also part of the Kuala Lumpur Convention Centre, adjacent to the Petronas Twin Towers, a prime location that has high footfall from residents and international tourists.

Aquaria KLCC has the biggest collection of aquatic animal species in Malaysia. It features 10 distinct zones, which are designed to follow the natural flow of water, i.e. from the streams through the forest, to the coast and then to the ocean. Each exhibit showcases a diverse range of aquatic and non-aquatic life that can be found throughout the world:

7. BUSINESS OVERVIEW (Cont'd)

Zone 1 – Evolution Zone



Visitors begin their exploration of Aquaria KLCC with a look at its school of red-bellied piranha in the Evolution Zone.

Zone 2 – Touch Pool



Visitors may explore marine life typically found in shallow tide pools, including the brown-banded bamboo sharks, horseshoe crabs and starfishes in the Touch Pool zone.

7. BUSINESS OVERVIEW (Cont'd)

Zone 3 – The Stream



The Stream zone displays diverse creatures that are normally found around the river, from fish to semi-aquatic mammals such as otters.

Zone 4 – Jewels of the Jungle



Jewels of the Jungle zone features up close a variety of amphibians, reptiles and insects found in tropical rainforests around the world.

7. BUSINESS OVERVIEW (Cont'd)

Zone 5 – Coral walk



The Coral Walk zone showcases different coral and reef habitats and highlights efforts taken together with Aquaria KLCC's project and research partners to conserve and protect coral reefs around Malaysia.

Zone 6 – The Flooded Forest



The Flooded Forest zone features a tube tank exhibit that mimics the habitat of Kenyir Lake, home to some of the most frequently encountered local fishes, including giant groupers and giant arapaima, one of the largest freshwater fish species.

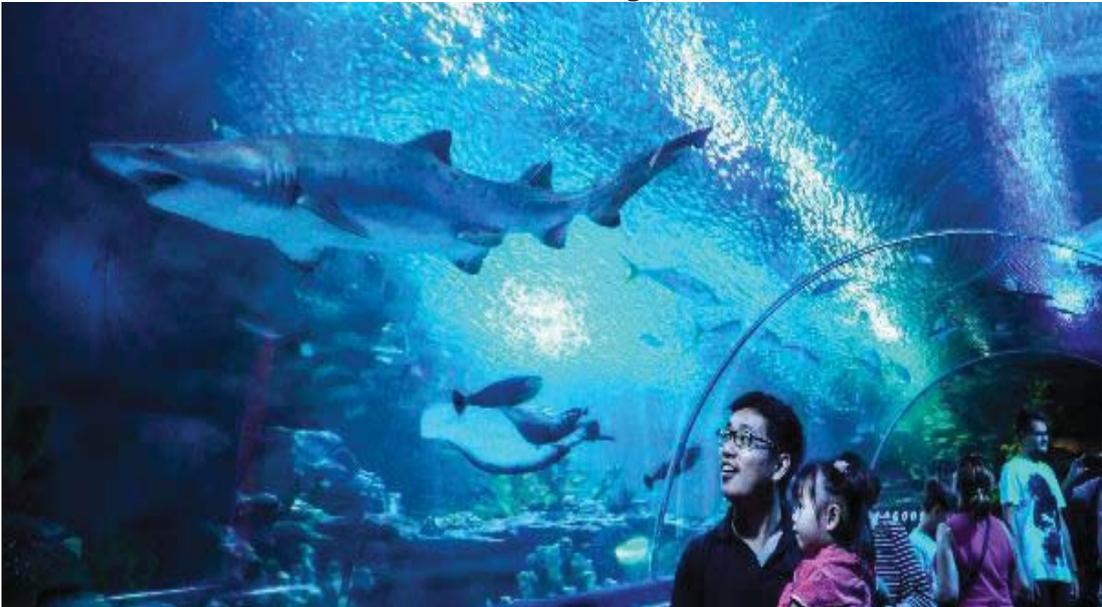
7. BUSINESS OVERVIEW (Cont'd)

Zone 7 – The Coast



The Coast zone is where mangroves that protect shorelines and create thriving habitats meet the sea. Animals that live in these meeting points include mudskippers, archerfish and diverse schooling fish including golden trevally and teira batfishes.

Zone 8 – The Living Ocean



The Living Ocean zone is the centrepiece of Aquaria KLCC, featuring a 90 metres underwater tunnel that offers an immersive view of marine life in the ocean, featuring sand tiger sharks, green sea turtles and eagle rays as they glide through the water.

7. BUSINESS OVERVIEW (Cont'd)

Zone 9 – Weird and Wonderful



The Weird & Wonderful zone offers unique species showcasing extraordinary adaptations that marine life developed to thrive in the depths of the ocean, such as the symbiotic relationship of the pinecone fish and its light-emitting bacteria.

Zone 10 – Station Aquarius



Visitors learn about the life cycles of seahorses, jellyfish and other animals through a transparent lab at Station Aquarius zone.

7. BUSINESS OVERVIEW (Cont'd)

7.2.3.2 Aquaria Phuket

<u>Location</u>	<u>Owner/ Operator</u>	<u>Approximate built-up area sq ft</u>	<u>Population</u>	<u>Variety of fish Species</u>
199 Moo.4 T. Wichit, A. Muang Phuket 83000 B1 Floor, Central Phuket Floresta, Thailand	Aquawalk Thailand	103,843	Approximately 6,000 aquatic and non-aquatic population	Approximately 200

Aquaria Phuket is strategically located in The Central Phuket Floresta shopping mall, at the heart of Phuket, a city in the southern part of Thailand that is a premier destination for travellers. As of 2024, Aquaria Phuket is amongst the largest private aquaria in Thailand with a built-up area of approximately 103,843 sq ft. It is also the only aquarium in Thailand that offers a fine-dining experience in front of the main tank. It houses a diverse population of approximately 6,000 aquatic and non-aquatic population, including approximately 200 fish species. It has a 90-degree tunnel that allows visitors to walk through an underwater world surrounded by marine life.

Aquaria Phuket features 9 distinct aquarium zones and habitats. Each of these zones is designed to highlight the beauty and diversity of aquatic and non-aquatic life, providing both educational and entertaining experiences for visitors of all ages. Distinctions of each unique aquarium zones are set out as follows:

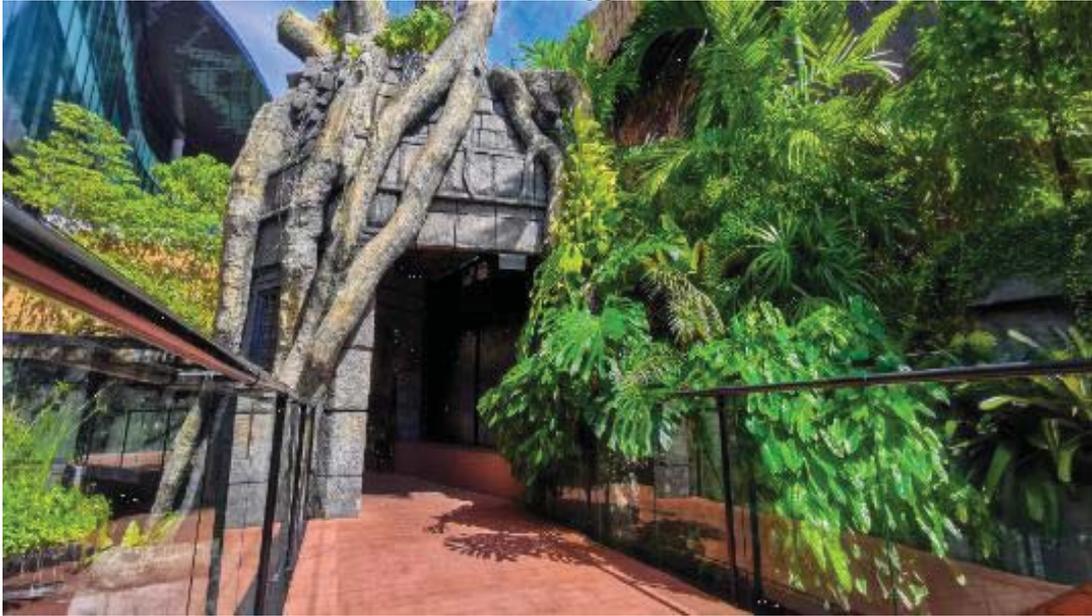
Zone 1 – Mystic Forest



The Mystic Forest zone allows exploration of freshwater fish. It features a planted tank, which compiles and simulates rare scenes of underwater biodiversity.

7. BUSINESS OVERVIEW (Cont'd)

Zone 2 – Canopy Walk



The Canopy Walk zone allows visitors to observe the aquarium from this treetop zone, observing freshwater fish swimming below.

Zone 3 – Jewels of the Jungle



The Jewels of the Jungle zone houses a variety of animals such as tiny mammals, reptiles, amphibians and insects found in the jungle, including bush babies, blue-tongue skinks amongst many other animals.

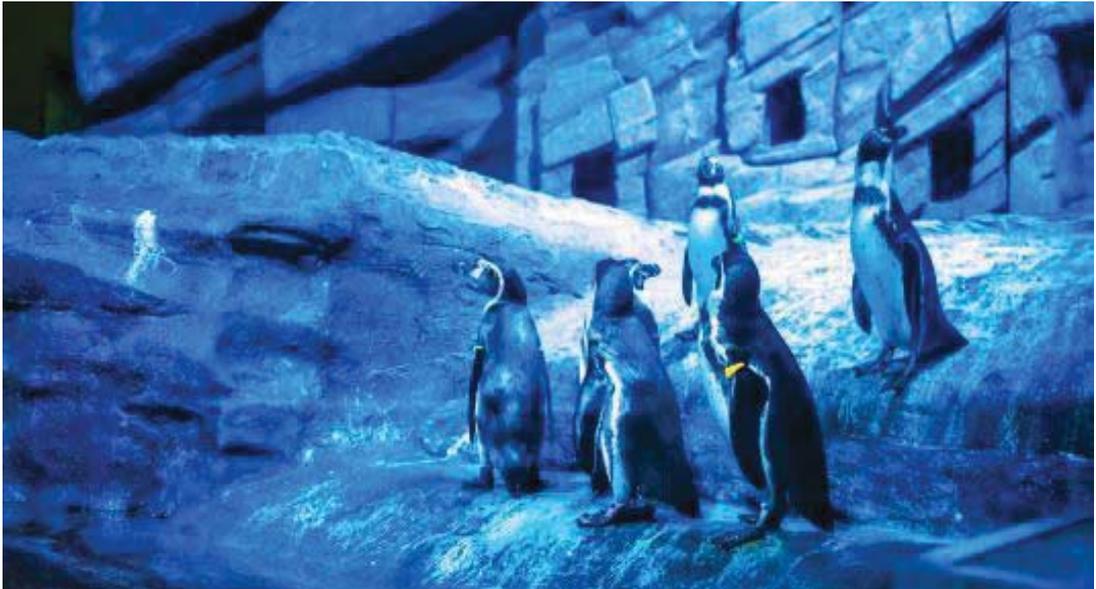
7. BUSINESS OVERVIEW (Cont'd)

Zone 4 – The River Caves



The River Caves zone simulates the atmosphere of a cave with life-sustaining streams, which features small-clawed otters, the central attraction.

Zone 5 – Coastal Haven



The Coastal Haven zone features a landscape of rocks and shores, this zone showcases swimming penguins and resident sharks.

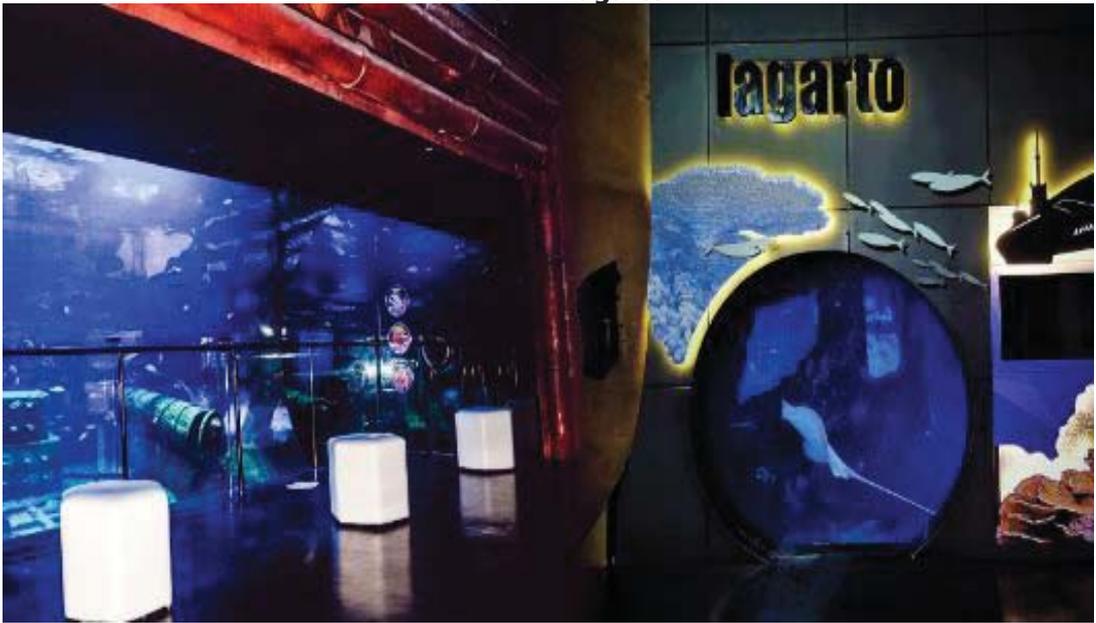
7. BUSINESS OVERVIEW (Cont'd)

Zone 6 – Stingray Bay



The Stingray Bay zone consists of a habitat of colourful corals and various species of stingrays and a feeding zone for the inhabitants.

Zone 7 – Lagarto



Lagarto is the replicate of the sunken ship U.S.S. Lagarto, which rests on the floor of the Gulf of Thailand.

7. BUSINESS OVERVIEW (Cont'd)

Zone 8 – South China Sea



The South China Sea zone is the main and largest exhibit in Aquaria Phuket that holds more than 3.5 million litres of seawater.

Zone 9 – Station Aquarius



Visitors can explore and learn about marine life up close with an interactive touch pool featuring a variety of jellyfish species and starfishes at Station Aquarius zone.

7. BUSINESS OVERVIEW (Cont'd)

7.2.3.3 JAQS

Location	Owner/ Operator	Approximate built-up area sq ft	Population	Variety of fish Species
Neo Soho, LG – LGM Jl. Let. Jend. S. Parman Kav. 28, South Tanjung Duren, Grogol Petamburan, West Jakarta, Indonesia, 11470	PJAI	77,568	Approximately 2,600 aquatic and non-aquatic population	Approximately 320

Through PJAI, our 40.0%-owned associated company, our Group co-owns JAQS, which houses approximately 2,600 aquatic and non-aquatic population, including approximately 320 fish species, located within a retail and leisure complex (Neo Soho) in the heart of the city of Jakarta, Indonesia. The lease term with the lessor, PT Tiara Metropolitan Indah for JAQS is for a period of 5 years, commencing on 17 March 2022 and expiring on 16 March 2027, with option to renew of 5 further terms of 5 years provided written notice of the intention to renew is given to the lessor 1 year prior to the expiration of the term. JAQS is operated by PJAI, and PJAI is a joint venture company whose shareholders consists of Aquawalk Singapore, and its local partners, PT Taman Safari Ventura and PT Mitra Agung Ventura. Pursuant to the joint venture terms, Aquawalk Singapore shall be fully responsible for curatorial management of JAQS and the local partners shall be fully responsible for the business and general operations of PJAI. As such, our Group does not directly recognise revenue through the operations of PJAI, but through a share of profit from PJAI as an associate company instead.

JAQS has 12 distinct zones showcasing the biodiversity of the Indonesian archipelago and its inhabitants, featuring island, forest and mangrove ecosystems. JAQS also holds daily shows featuring an ensemble cast and production and has a restaurant featuring a penguin exhibit where visitors can dine and interact with the penguins. With a built-up area of approximately 77,568 sq ft, JAQS is also amongst the largest private aquarium in Indonesia.

7.2.4 Aquarium upgrades and maintenance

By continuously upgrading and consistently maintaining our aquaria facilities, we enhance our competitiveness, boosts visitorship and experience, while managing and improving operational efficiency and productivity. These efforts contribute to greater profitability.

7.2.4.1 Aquarium upgrades

We continuously upgrade and invest in new exhibits, attractions, differentiated experiences and enhanced service and facility offerings across our existing aquaria. This ensures that we retain our position as a premier destination in the region, maintains our competitive pricing, continues to grow visitors' attendance and encourages repeat visitorship. Our Group's aquaria began solely as an aquarium but has since incorporated new attractions/facilities to create visitor retention and to adapt to market trends.

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7. BUSINESS OVERVIEW (Cont'd)

We analyse ticket pricing against other attractions and recreational experiences available in the market, taking into account length of visit, attraction size and capacity, visitor experiences and touchpoints, as well as visitors satisfaction. Improving and innovating merchandise, photography, visitor touchpoints and paid experiences offerings further drives visitor spending within our aquaria. Further exploration of visitor offerings serves to increase visitor satisfaction and incremental revenue, with new additions in the form of F&B vendors, unique experiences and guided tours and event space rentals. The F&B operators are chosen carefully, e.g.: CDLC in Kuala Lumpur, Su Va Na in Phuket and Pingoo Restaurant in Jakarta and located at strategic spots, where the experience and products assist in creating a holistic aquarium experience. Some examples of the additions and renovations to the attractions/facilities are:

(a) Aquaria KLCC

(i) Education booth

Upgraded area in 2019 to feature educational content, provide a collaborative zone to showcase partner projects and provide a starting point for *Pembelajaran di Luar Bilik Darjah (PLBD)* activities.

(ii) Weird and Wonderful zone

Renovated in 2019 to improve visitor experience and overall ambience of the zone, while showcasing the exhibits with improved visuals and lighting.

(iii) Station Aquarius zone

Constructed in 2014 and further renovated in 2019 to feature updated multimedia and visual mediums, highlighting conservation and environmental concerns. Station Aquarius zone is also used to display the breeding programmes and forms part of the educational content on animal reproduction and lifecycles of different species.

(iv) Coral Walk zone

Construction was completed in October 2024. The Coral Walk zone showcases different coral and reef habitats and highlights the efforts taken together with Aquaria KLCC's project and research partner to conserve and protect coral reefs around Malaysia.

(v) Retail/F&B additions

In 2022, our Group introduced an ARV experience operated by the retail service providers, which provides an additional visitor experience and ancillary source of revenue. In 2024, a section of the retail floor was renovated to provide refreshments and ice cream to visitors.

(b) Aquaria Phuket

(i) Pearl harvesting experience

In September 2023, an educational hands-on paid experience was introduced, giving visitors the opportunity to try their hands at picking, opening and harvesting a pearl from an oyster, which is then set as a unique souvenir for visitors to take home.

7. BUSINESS OVERVIEW (Cont'd)

(ii) Shark and stingray bay feeding experience

Paid feeding experiences were introduced at appropriate locations and during set times throughout the aquarium, giving visitors the opportunity to feed blacktip sharks, great barracudas, giant trevally, cow-nosed rays and others.

(iii) Coastal Haven/Lagarto additions

Throughout 2019 to 2021, additional areas of the aquarium were identified and repurposed into an additional 17 exhibit tanks, showcasing various species of marine creatures including stonefish, frogfish, a garden eel colony, harlequin shrimp, mandarin fish and ribbon eels.

(iv) Jewels of the Jungle/Canopy walk additions

Beginning in 2022 and continuing throughout 2023, an additional 7 large exhibits and animal interaction points were added to these zones, showcasing mammals, insects, reptiles and avians found throughout Thailand. Some examples include pygmy marmosets, blue-tongued skinks, macaws and sugar gliders.

(c) JAQS**(i) Anemone dining**

An intimate dining experience was introduced in August 2021 where visitors can book private dining booths adjacent to the aquarium main tank display and enjoy a fine-dining experience.

(ii) Seal tank exhibit

In 2023, JAQS completed a new seal tank exhibit and viewing theatre, showcasing a 60kg seal that interacts with visitors.

7.2.4.2 Aquaria maintenance

Maintenance at our aquaria or any third-party aquaria is broadly categorised into 2 areas – FOH and BOH.

(a) FOH

FOH represents aspects related to the visitor experience, including but not limited to exhibit displays, information panels and speakers, lighting, theming, retail and photography, feeding sessions and other visitors touchpoints.

We carry out all FOH functions internally and strive to include and deliver information and educational content in a comfortable, clean, safe and fun way, through different mediums and utilising new technologies and developments where possible. Training and services are provided for staff to ensure our team is presentable, knowledgeable and able to handle any incidents or situations as they may arise.

7. BUSINESS OVERVIEW (Cont'd)

(b) BOH

BOH represents all functions related to the inspection, upkeep, repair, testing, maintenance and upgrade of our LSS, habitats, machinery and plant rooms. Various systems and processes are utilised to ensure the health and well-being of our aquatic specimen and to enhance visitor experience. The key systems/processes used in our BOH are:

- LSS
- Water quality analysis and monitoring
- Dietary and nutrition lab testing
- Lighting and environmental control
- Aqua-scaping and habitat design

(i) LSS

The LSS in our aquaria is a complex and integrated system designed to ensure an optimum and healthy environment is provided for our exhibits.

The LSS requires daily monitoring and maintenance to ensure that it functions optimally and provides a safe environment for both exhibits and staff. It is depicted in the diagram below. For further details on the technology used in the components in the LSS, please refer to Section 7.7.



LSS

(ii) Water quality analysis and monitoring

Water quality is critical for maintaining a healthy and stable aquarium environment. Regular testing helps detect imbalances and potential issues early, allowing corrective measures and preventative adjustments to be made. Data collection and analysis is done by our curatorial team that collects and stores data for trend analysis, enabling early detection of potential issues and optimising water quality management. Further details are set out in Section 7.11(b).

(iii) Dietary and nutrition lab testing

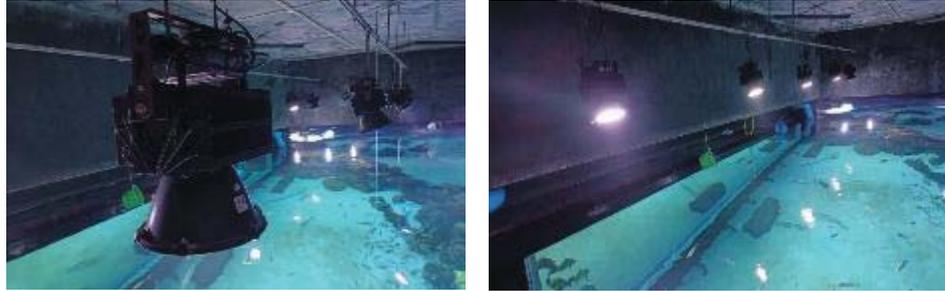
We have controls on dietary and nutrition as well as the quality of the ingredients in place. Dietary and nutritional lab testing for food intended for our exhibits is crucial to ensure that the nutritional requirements of our display animals are met and supports their health and growth and also to prevent contamination and disease. Further details are set out in Section 7.11(c).

7. BUSINESS OVERVIEW (Cont'd)

(iv) Lighting and environmental control

We utilise LED lighting systems that are energy-efficient and customisable to simulate natural light cycles, promoting a healthy and controlled growth of aquatic plants and corals within our habitats and artificial ecosystems. Automated light timers help to mimic natural day-night cycles and seasonal variations, further emphasising creating a more natural habitat.

We employ climate control systems which allow us to regulate temperature and humidity in exhibit areas, ensuring a safe, stable environment for our exhibits and a comfortable experience for our visitors.



LED lighting

(v) Aqua-scaping and habitat design

Providing a living space that replicates the natural environment and habitat of our display animals is necessary to ensure they exhibit their natural behaviour and contributes to their long-term health. Custom-designed habitats, artificial corals, and enrichment toys and devices are tailored to the needs of specific species. Theming and designs that closely replicate the natural habitats of display animals promotes natural behaviours, improves their well-being and encourages reproduction and breeding of the animals.



Themed rock formation habitat design

Our Group carries out most BOH functions internally to ensure that these critical systems are operating optimally and engages external suppliers and consultant specialists for certain specialised functions, such as checking structural integrity that is hidden from view, which requires specialised engineers to inspect. Preventative maintenance and upgrades to our BOH facilities are regularly carried out internally to ensure our expenses are managed and further improves our operating margins. Upgrades to habitats and enclosures also serve to draw visitors and encourage repeat visitations.

7. BUSINESS OVERVIEW (Cont'd)

7.2.5 Design, development and maintenance of new or third-party aquaria

7.2.5.1 Design and development

Aquablu Technologies was established to undertake the design, development and maintenance services for new and third-party aquaria, covering the design, specialist project management and technical consultation elements, separately from our Group's own aquarium facility operations and management. For the avoidance of doubt, Aquablu Technologies outsources general construction and specific design elements such as mechanical and engineering works to third-party construction companies, with the standards, compliance and integrity of the works counterchecked and certified by relevant mechanical and engineering consultants. Aquablu Technologies provides such services to clients outside of our Group as a separate revenue stream, whilst continuing to provide in-house solutions to our Group where needed.

Aquablu Technologies has undertaken projects encompassing consulting work to architectural conceptual and schematic design, for various customers from attraction operators to private facilities. Save for projects undertaken for our aquaria, a list of notable ongoing and completed projects by Aquablu Technologies is set out as follows:

(a) Ongoing projects

Based on contract appointments received as at LPD, our Group has a total of 2 ongoing maintenance services projects with a total contract value of RM0.4 million and unbilled contract value of RM0.2 million or 39.0% of the total value.

No.	Client name	Scope	Country in which the project takes place	Contract period ⁽¹⁾	Contract value /Unbilled contract value as at LPD	Stages of completion as at LPD ⁽²⁾
					RM'000	%
1.	Blu Restaurant (a related party)	Lobster tank maintenance	Malaysia	January 2024 to December 2025	84/ 11	87.5
2.	Sunway Medical Centre Sdn Bhd	Curatorial and LSS maintenance services	Malaysia	August 2024 to July 2026	317/ 146	54.0

Notes:

(1) Refers to the period from the commencement of project to the expected completion of project.

(2) Calculated based on billed contract value as at LPD over total contract value of the contract.

(b) Completed projects

During FYE 2021 to 2024, FPE 2025 and up to LPD, our Group had completed 13 projects with a total contract value of RM4.7 million.

The table below sets forth the completed projects with contract value above RM1.0 million.

7. BUSINESS OVERVIEW (Cont'd)

No.	Client	Scope	Country in which the project takes place	Contract period/ Service period	Contract value/ Invoice value RM'000
1.	An aquarium in Germany	Architectural conceptualising and schematic design	Germany	February 2021 to November 2023	1,524
2.	Sunway Construction Sdn Bhd	Supply, delivery, installation, testing commissioning and maintenance of aquarium	Malaysia	September 2022 to September 2023	1,039

7.2.5.2 Maintenance of third-party aquaria

In addition to the design and development of third-party aquaria, we also provide maintenance services for third-party aquaria, which encompass a similar scope of maintenance requirements as our own aquaria, as set out in Section 7.2.4.2.

7.2.6 Business process for the design and development of aquaria

The business processes of our aquaria's operations (i.e. from our sales to the upkeep and maintenance) are explained in Sections 7.2.2 to 7.2.4. The following section sets out the business process for the design and development of aquaria.

In the design and development of our own or third-party aquaria, we generally undertake the following processes in sequence. These processes are undertaken to ensure that each aquarium is a functional, efficient and sustainable premier destination, providing visitors with an attractive, educational and affordable experience, coupled with the highest standards of animal care and management. They highlight the fullest extent of our Group's development capabilities, which can be applied in whole or in part, to a project where such processes are required.

For avoidance of doubt, we internally carry out the overall development of our aquaria, including feasibility study, design and planning, budgeting, project management, animal procurement, regulatory compliance, hiring and training of new staff, securing third-party vendors, testing and commissioning, establishment of management and operational procedures, conservation activities and awareness programmes. With respect to the construction of aquaria, we engage third-party contractors for most of the construction works, including the fabrication and construction of individual components of the LSS and theming construction and installation, as well as specialised areas such as IT systems and wiring, waterproofing material application, whilst we internally carry out the assembly of components, wet works, and laying of certain M&E components.

If our Group is undertaking the development of aquarium or a similar facility for a client or providing any scope of these processes as a service, we will first obtain a brief, with expected outcomes from the client to understand the particulars and requirements of the project and align it with the processes below. We will then draft, propose and execute a contract with the client to fulfil the agreed scope of works and expected outcomes. The contract with a client may include all or part of the following scopes of work where applicable to the client's needs. For example, a client may only engage us for consultation services to determine the feasibility of its aquarium project, or to manage the construction of the client's facility.

7. BUSINESS OVERVIEW (Cont'd)

(a) Feasibility study

Through careful analysis, several locations are identified, and a comprehensive review is carried out to determine the suitability and development potential of the locations. A feasibility study is carried out by our key senior management, led by our Chief Executive Officer, Daryl Foong, covering relevant areas critical to the success of the aquarium business, including but not limited to – geographical location, economic development and stability, ease of access domestically and internationally, market demographics and customer profiles, competitive landscape, tourism potential and overall attractiveness of the location.

By aligning the results of the feasibility study with our Group's or our client's strategic plans and capacity, we further shortlist these locations and inquire on their availability for development of the aquarium. We undertake a review of the location's technical, design, regulatory and financial requirements, considerations and challenges as guided by our feasibility studies. We also review regulatory requirements specifically relating to establishing and operating an aquarium, as these vary depending on the country and its relevant governing agencies, and the type of exhibits planned. These can be broadly broken down into general and industry specific licences. General licences include but are not limited to standard business operations licences (e.g. company and tax registration, land title ownership/conversion, local city/municipal authority business approvals, fire safety approval, utilities and telecommunications approvals, environmental impact assessments and approvals). Industry-specific approvals are typically related to the relevant tourism, education, and agricultural (fisheries, forestry, wildlife) ministries of the location under assessment (e.g. animal welfare and exhibition permits, species-specific permits, import/export and the Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES) permits, water usage/discharge permits, public school visitation approvals, tourism standards and regulations approvals).

Based on this review, we then seek to acquire or lease the land, or begin negotiations with potential partners, landowners and other stakeholders to acquire or lease the location.

Upon confirmation of the desired location, an initial working paper is developed, outlining the business and financial modelling, design concept and overall feasibility of the project. This is then presented to the relevant potential stakeholders and partners for concurrence/approval/agreement, as required.

(b) Design and planning

With a secured location and building/land plot laid out, our Group's project management team, led by our Chief Executive Officer, Daryl Foong, further refines the conceptualisation and design of the facility. Firstly, our Group's project management team decides on the themes and visual elements before proceeding to implement localisation of cultural touchpoints, the placement of star exhibits and major displays. We then focus on efficient usage of spaces, BOH layouts, maintenance access, habitat design and viewing angles, customer flow, event spaces and interaction points. If the location is being leased, or is part of a larger development, then tenancy or developer negotiations or rentals and obligations are discussed and agreed upon.

Our project management team is then engaged to provide guidance and oversight. As each project and location is unique, whether due to size, geographical location, local government, local regulation, timeline, design limitations, and other such considerations, the project management team and other third-party project appointees may vary in composition and speciality as identified by our Group.

7. BUSINESS OVERVIEW (Cont'd)

Concurrently, depending on the project requirements, local regulatory and compliance processes are identified and engagement with local governments, state departments, regulatory bodies and other authorities take place.

(c) Construction and handover

Once the project timeline is established, groundbreaking and construction begins. Construction work is outsourced to third-party contractors selected through a tendering process, following our procurement standard operating procedures and a thorough screening of capabilities and previous experience of these third-party contractors.

Our screening process ensures transparency, competitiveness, and the selection of the most suitable contractor. The tendering process overview is as follows: (i) pre-qualification and registration, where our Group hires a quantity surveyor to prepare and issue the tender documents to the contractors; (ii) screening and due diligence of tenders, where the procurement team and finance department will work in tandem to assess the contractors' safety and quality records and financial stability, amongst other factors; (iii) signing of contract and mobilisation, in which our Chief Executive Officer, Daryl Foong will sign with the most suitable contractor based on the aforementioned criteria and begin mobilising resources and executing the project as per the agreed terms.

Additionally, a third-party management company monitors, coordinates, and provides reports on the construction progress to ensure quality standards, timeline expectations, and key milestones are met. Machinery and plant room piping, power generators, water reservoirs, mixing chambers and other major structural and M&E components are laid down, together with curatorial structural components such as BOH holding tanks, quarantine tanks, laboratories and the main tank(s).

Specialist sub-contractors and consultants are appointed to address specific works and independently confirm the quality and progress of the construction works, such as IT systems and wiring, waterproofing material application, power supply and wiring and acrylic panel preparation and installation.

Following the completion of the superstructure and certification by our appointed engineering and architectural consultants, waterproofing tests are conducted on the main tanks prior to and after installation of acrylic panels that will go on to form the main tanks. Cleaning and testing of the main tanks with full water loads are undertaken to ensure no structural faults or water leaks exist.

Third-party vendors primarily involved with providing complimentary experiences such as photography services, ARV and F&B operators are invited to outline their setup requirements to facilitate planning and construction, such as mechanical and engineering requirements, power consumption, capture and/or green screen locations, sales points, audio-visual hardware, design considerations related to photography and interaction opportunities, visitor flow, queue and crowd management.

7. BUSINESS OVERVIEW (Cont'd)

After the placement and integrity of the exhibits are confirmed, LSS construction and installation is carried out by our internal team, together with external contractors alongside animal procurement and transportation preparations. Background and compliance checks are conducted by our Group's project management team on potential live animal suppliers, transportation options, animal health and handling experts that typically accompany such shipments to ensure they comply with all legal, regulatory and ethical requirements from both origin and destination. Thereafter, we similarly identify and plan for domestically sourced animals and collaborate closely with government agencies, non-governmental organisations and associations involved in animal rescue and rehabilitation to integrate their activities and animals with our facilities. As a result of our successful breeding programmes, our existing animal population is also examined to identify viable candidates to be transferred to the new location.

Once the LSS is installed, appropriate theming installation works are undertaken on the exhibits to replicate a particular animal natural environment and habitat. The exhibit is cleaned, sanitised and filled with marine or freshwater. In many cases, biological, organic or otherwise natural components are added and tended to, such as plants, wood, substrates or living rock. The same is carried out for non-aquatic habitats. Careful monitoring and micro-adjustments are made to ensure environmental stabilisation of the exhibit is achieved.

After careful monitoring and testing by our curatorial teams to ensure a habitat has stabilised and is balanced, the animal(s) is introduced into the habitat. Care is taken to ensure they are introduced in a safe and controlled environment, to minimise stress levels. Animal health and stress levels are monitored constantly over a period as it adapts to the new habitat, with diet, behaviour, and feeding recorded and adjusted according to the animals' natural behaviour and nutritional requirements. Training and enrichment activities are planned and implemented by our curatorial staff.

We then undertake a hiring process for the new facility (in case of a third-party client's project, the hiring is on behalf of the client). Facility and building management technicians, curatorial staff, sales and marketing staff, customer service staff and other operational staff for the new aquarium are hired and undergo onboarding with the corresponding departments of our Group, as well as HR department, integrated and are given training as necessary, including on-the-job training. Testing and commissioning of the aquaria is carried out internally, final design and building documentation, certificates, warranties and operational fitness tests are signed-off by the relevant authorities (for example, in the case of Aquaria KLCC, DOF and PERHILITAN need to give their approval upon commissioning of the aquarium). Operations and training manuals for both systems and equipment are produced and optimum operational parameters for exhibits, water quality, feeding schedules, monitoring systems and other operational indicators are set.

Throughout the construction and handover, costs, variations and additional requisitions are closely monitored and compared to our project budgets, cost estimates and contract schedules. Bill payments are approved and processed after on-site inspection and confirmation of the works completed satisfactorily. The timing of a handover of any third-party aquaria varies by project and depends on the scope of works previously determined. For example, it may take place after post-construction testing and commissioning, or after a specified period following the completion of works, where a transition period may be involved. The specified period, if any, follows our project works schedule. If required, the client may request a transition period for the handover, allowing their team to familiarise themselves with the handling and operations of the aquarium. Depending on the team's competencies, this period may range from 6 months to 2 years.

7. BUSINESS OVERVIEW (Cont'd)

(d) Management and operations

Daily operations, maintenance, monitoring and reporting of the newly commissioned aquaria, whether it is for our own or third-party aquaria, is carried out according to our standards of operations. An organisation chart is adapted to the aquaria and its needs, with the relevant departments determining their performance targets and key areas of responsibility together with our Group's senior management. Inter-departmental committees are established to implement and adhere to regulatory, organisational, environmental, social and governance and welfare related activities, such as workplace safety and security, staff welfare, diversity and inclusivity, education and awareness communication.

The aquaria's visitor targets and revenue budgets are reviewed. Target markets and groups are identified and segmented. Seasonality, domestic and international tourism, accessibility and other market factors are considered to plan events and thematic calendars, marketing and advertising campaigns, festive and seasonal promotions and activities tailored to these segments.

Retail store operations, consignment product partners, F&B operators, photography and multimedia experience providers, aquarium experience products, begin operations in tandem with the aquaria's opening. These include shark diving programmes, feeding sessions, guided tours, aquarium sleepovers and other unique programmes, sale of souvenirs, photography printing and editing services and may be operated by our Group or other appointed third-party service providers.

These services will support visitor engagement and revenue targets, further enhancing the overall visitor experience and increasing revenue.

Conservation activities and awareness programmes are established in collaborations with various partners such as local communities and government, research and educational institutions, non-governmental organisations, corporates and members of the public. We may also assist to carry out such programmes for third-party aquaria which we have developed, if so required by our clients. Our Group typically contributes by providing access to greater public reach and awareness, specialist manpower, facilities, and organisational support, to advance the goals, research objectives and community stewardship of our partners.

Prior to the opening of the aquarium, relevant business licences, local laws, regulations, permits, statutory requirements and other compliance and governance related to the operations of the aquarium are obtained and adhered to in a timely manner. Regular inspections, staff training, emergency drills, renewals, and compliance with lawful requests are carried out and rigorously maintained.

(e) Staff training and knowledge transfer

Following the initial commissioning and opening of the aquarium, project staff and senior management remain onsite to continue evaluation and fine-tuning of both the aquarium systems and staff operations. Staff are given regular training and on-the-job training, supplemented by specific courses, trainings and certifications as identified by HR and their respective managers. Staff are briefed on their operational roles and guidelines as provided by our ISO-certified standards and given individual and team's performance targets. Regular performance appraisals are carried out to guide staff development and success within their respective roles.

7. BUSINESS OVERVIEW (Cont'd)

Emphasis is placed on ensuring the aquarium staff are familiar with the operating standards and parameters of their facility and guided on the daily management and operations of the aquarium, supplemented by the operating manuals and operational parameters prepared and presented during the facility handover. Monitoring reports are produced regularly and sent to senior management and discussed during periodic reviews to ensure satisfactory performance and improvement.

As part of efforts to ensure strong management continuity and sustainable operations, members of staff that demonstrate exceptional performance and initiative are earmarked for management training and are monitored by senior management and HR to further assess their capacity for additional responsibility and development. Staff are also periodically seconded to other aquarium within our Group to broaden their experience.

In cases where our Group develops aquaria for clients, we typically offer our management and/or maintenance services as a separate contract or as part of the development contract. During the handover of the aquarium, the client and key staff employed by the client would be involved in all parts of the testing and commissioning. Typically, these key staff would be involved from the design and planning stages of the aquaria, ensuring they are familiar with and involved in all key aspects of the operations and regulations related to the management of the aquaria. The handover and transition period typically covers a period of around 6 months, during which time troubleshooting, training and warranty checks are carried out. Our Group's management services can be centred around specific areas of the aquarium operations such as curatorial functions or extended to total management of the aquarium on behalf of the owner/developer. As an example, after the completion of JAQS, we were engaged to provide curatorial management services for 2 years, during which we provided training and development opportunities for our client's staff to take over the curatorial management in a 2-year timeline while managing the curatorial functions of JAQS.

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7. BUSINESS OVERVIEW (Cont'd)

7.3 PRINCIPAL BUSINESS SEGMENTS AND MARKETS

For FYE 2021 to 2024 and FPE 2024 to FPE 2025, our Group's total revenue was mainly derived from the ticketing sales and retails sales. The breakdown of our Group's revenue by principal business activities for FYE 2021 to 2024 and FPE 2024 to FPE 2025 is 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	%
Operations of aquarium												
Ticketing sales	18,456	74.6	56,422	78.5	77,877	81.3	84,537	81.0	38,820	80.9	42,874	82.6
Retail sales	4,845	19.6	14,102	19.6	15,014	15.7	17,002	16.3	7,794	16.2	7,784	15.0
Miscellaneous sales ⁽¹⁾	173	0.7	586	0.8	827	0.9	1,858	1.8	619	1.3	1,135	2.2
	23,474	94.9	71,110	98.9	93,718	97.9	103,397	99.1	47,233	98.4	51,793	99.8
Design and build⁽²⁾	1,272	5.1	788	1.1	2,094	2.1	902	0.9	748	1.6	101	0.2
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	47,981	100.0	51,894	100.0

Notes:

- (1) Comprises mainly rental income from leasing space to third-parties, concession sales and fish food sales.
- (2) Being revenue generated from project fees by Aquablu Technologies. Aquablu Technologies provides project management, design and technical consultation, advisory and maintenance as a separate revenue stream.

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7. BUSINESS OVERVIEW (Cont'd)

The breakdown of our Group's revenue by geographical market for FYE 2021 to 2024 and FPE 2024 to FPE 2025 is 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	%
Local												
Malaysia	21,499	86.9	59,472	82.7	72,764	75.9	81,602	78.2	36,733	76.6	38,697	74.6
Overseas												
Thailand	2,371	9.6	12,185	17.0	22,076	23.1	22,430	21.5	10,986	22.9	13,197	25.4
Others ⁽¹⁾	876	3.5	241	0.3	972	1.0	267	0.3	262	0.5	-	-
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	47,981	100.0	51,894	100.0

Note:

⁽¹⁾ Comprises foreign project fees earned by Aquablu Technologies from United Arab Emirates, Germany and Indonesia for projects related to architectural conceptualising and schematic design, commissioning, as well as logistics for fish supply.

As at LPD, Aquawalk Malaysia, operates Aquaria KLCC, whilst Aquawalk Thailand, operates Aquaria Phuket. The revenue generated in Aquawalk Malaysia and Aquawalk Thailand is derived from the operations of these 2 aquaria, arising from ticketing sales, retail sales as well as miscellaneous sales. The sales in Malaysia are transacted in RM, whilst the sales in Thailand are transacted in THB.

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7. BUSINESS OVERVIEW (Cont'd)

7.4 SALES AND MARKETING STRATEGIES

7.4.1 Sales strategies

As at LPD, we sell our entrance tickets to our customers through our aquaria ticketing counters or through our official website, third-party platforms and resellers. We segment our customer market and offer differentiated price points for each segment based on factors such as local currency strength, population demographics, tourism performance, bulk purchases and seasonality.

(a) Walk-in visitors

The standard pricing for individual walk-in visitors is set out in the table below:

	Standard Pricing					
	Local			Foreigner		
	Kids	Adult	Senior citizen	Kids	Adult	Senior citizen
Aquaria KLCC						
Weekday (RM)	42	52	42	65	75	65
Weekend (RM)	45	55	45	69	79	69
Aquaria Phuket						
All day (THB)	410	690	-	700	1,290	-

The standard pricing for individual walk-in visitors varies between Aquaria KLCC and Aquaria Phuket. At Aquaria KLCC, ticket prices differ based on the day of the visit, with separate rates for locals and foreigners. In contrast, Aquaria Phuket offers all-day tickets priced in THB. Senior citizen pricing is not applicable at Aquaria Phuket.

(b) Third-party ticketing platforms and resellers

We sell tickets at bulk rates, for both Aquaria KLCC and Aquaria Phuket, to third-party ticketing platforms and resellers such as Klook Travel Technology Sdn Bhd, GlobalTix Pte Ltd, KKday Services Malaysia Sdn Bhd and other online ticketing services, generally in bulk to extend our reach and accessibility to their platform's clients and user base. These third-party ticketing platforms promote our aquaria and experiences to a diverse local and international market and represent a significant contribution to our revenue. We choose to work with each platform or reseller based on their market reach, sales volume and reputation. As at LPD, there are a total of 17 of these third-party ticketing platforms and resellers, where the top 5 platforms have contributed 20.0% to 28.6% of our revenue over FYE 2021 to 2024 and FPE 2025.

Visitors who are interested to visit our aquaria as well as users of these third-party platforms, can conveniently make bookings by contacting our resellers or by purchasing tickets directly via their platforms and websites. Examples of third-party ticketing platforms include travel activities and services booking platforms, travel agents and online ticketing marketplaces.

7. BUSINESS OVERVIEW (Cont'd)

(c) Aquarium website and online ticketing platform

We have established websites at <https://aquariaklcc.com/> and <https://www.aquaria-phuket.com/>, which provide visitors with information and contact details should they require any further information and services. Visitors can plan their visits and book tickets, events and experiences through our website, and occasionally contact us via email or telephone for special arrangements and requests.

(d) Commercial channel management and margin control

We practice disciplined pricing and promotions, and do not employ 'firesale' strategies, pricing undercuts, or other short-term target chasing strategies, focusing on our brands' strong visitor experience, marketing, and seasonal activations, ensuring that we safeguard our price positioning and our margins.

We also utilise dynamic pricing, charging a lower price on weekdays to encourage more visitation during lower traffic periods, and maintain our standard ticket pricing on weekends and public holidays to manage and mitigate overcrowding at our aquaria. By doing so we are able to more effectively manage our supply in the market, demand, revenue and operations. As at LPD, save for Aquaria KLCC, we do not employ dynamic pricing at our other aquaria locations. As Aquaria Phuket still has adequate capacity for visitors, we do not see a need to adopt dynamic pricing for Aquaria Phuket at this juncture.

7.4.2 Marketing strategies

Our marketing activities are carried out by our marketing personnel and occasionally in collaboration with agencies involved in talent management, events or digital advertising. We have implemented various marketing strategies to enhance the visibility of our brand, products and services which include the following:

7.4.2.1 Marketing, branding and advertising

We plan and execute comprehensive marketing plans and campaigns throughout the year, tied in with aquarium activities, product launches, conservation campaigns, research and education partnerships, and festive seasons both on and off-site. We do above-the-line marketing to reach our general audience, utilising mediums such as radio advertising, out-of-home billboard advertising, newspaper and other traditional printed advertisements. Digital advertising such as banner ads, video ads, and social media ads on platforms such as Google Search, Youtube, Facebook, Instagram and Tiktok are also utilised. We also target more specific markets via our below-the-line marketing, offering seasonal or festive promotions, running social media contests, collaborating with influencers and media personalities and participating in industry events. Our marketing, branding and advertising efforts are focused on ensuring that our aquariums remain premier top-of-mind destinations for visitors and increasing our brand awareness to continuously improve visitorship. Some recent examples of our activities include:

- (a) Turtle Conservation Campaign – Led by Aquaria KLCC together with relevant government agencies, local communities and the scientific community, Pantai Teluk Bahang in Penang was declared a Turtle Friendly Beach and Turtle Landing Area in May 2024, with a MOU signed between Aquaria KLCC and the DOF to collaborate on management and preservation of aquatic species such as turtles, marine mammals and coral reefs, including the development of a Marine Conservation and Education Center at Pantai Teluk Bahang.

7. BUSINESS OVERVIEW (Cont'd)

- (b) Invasive Fish Cleanup Campaign – Aquaria KLCC together with DOF organised an invasive fish species hunting programme in May 2024 to mitigate the ecological impact of invasive species in Malaysia’s rivers. Aquaria KLCC was a strategic partner helping the DOF provide exposure and education on the dangers of foreign fish in the ecosystem and educate effective solutions to address this problem through the Alien Invaders campaign, an exhibition of several foreign fish species at Aquaria KLCC running from April to June 2024.
- (c) Coral Conservation Campaign – Aquaria KLCC and Universiti Malaysia Terengganu launched an ongoing coral conservation campaign in 2019, combining research, public education and awareness, on-ground restoration and management activities as a long-term programme to conserve and rehabilitate coral reefs.
- (d) Aquaman 2: The Lost Kingdom Launch – In conjunction with the launch of Warner Bros. Malaysia’s promotional tour for the movie Aquaman 2 in December 2023, Aquaria KLCC hosted an international media and influencers event promoting the movie, together with aquaria-related contests held on social media.
- (e) Release the Turtles – Aquaria Phuket collaborates with Phuket Marine Biological Centre to organise events involving releasing rehabilitated turtles back into their natural habitats. This event helps promote public awareness on the conservation efforts of sea turtles.
- (f) Above-The-Line marketing – Aquaria KLCC and Aquaria Phuket, as part of their regular marketing activities regularly place advertisements with various travel and lifestyle publications, newspaper advertisements, out-of-home billboard agencies, radio stations and digital platforms. These advertisements highlight festive and seasonal activities, promotions and attractions at our locations.
- (g) Below-The-Line marketing – Aquaria KLCC and Aquaria Phuket, as part of their regular marketing activities run targeted promotions and discounts during festive and seasonal periods, work together with travel agencies and online distribution platforms, create social media content, run contests and other customer engagement activities, and collaborate with influencers and media outlets to promote our activities. We also participate in industry, partner, and trade exhibitions such as Malaysian Association of Tour and Travel Agents Fair (MATTA Fair), Ministry of Tourism and Culture (MOTAC) ‘Jom Cuti-Cuti Malaysia’ travel incentive promotion, Malaysia Agriculture, Horticulture & Agrotourism Exhibition (MAHA Exhibition).

For FYE 2021 to 2024 and FPE 2025, our expenses on advertising and promotional activities accounted for 0.5%, 4.8%, 11.4%, 8.3% and 9.1% of our total other operating expenses, respectively.

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7. BUSINESS OVERVIEW *(Cont'd)*

7.5 MAJOR CUSTOMERS

Our customer base primarily consists of walk-in visitors who visit our aquaria. This includes individuals or families, small student groups and tourists. These visitors purchase tickets directly at our ticket counters or through our Group's official website, enjoying a range of experiences from general admission to specialised educational packages.

In addition to walk-in and online visitors, we also sell tickets through third-party ticketing platforms. These platforms provide visitors with a convenient method for purchasing tickets in advance and often offer valuable insights such as visitors reviews and additional details about the aquarium experience. Third-party ticketing platforms typically contribute a significant portion of our Group's total revenue. Additionally, we also sell tickets through travel agencies and tour operators who include the aquarium tickets in their travel packages, which helps us reach a broader audience, including international tourists.

Our top 5 major customers comprise third-party ticketing platforms for FYE 2021 to 2024 and FPE 2025, which are set out as follows:

FYE 2021

No.	Major customers	Country ⁽¹⁾	Services procured	Revenue contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Klook group of companies ⁽³⁾	Malaysia and Thailand	Activity booking and ticket distribution services	1,622	6.5	3
2	KKday Services Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	927	3.8	<1
3	Wonderfly Holdings Sdn Bhd	Malaysia	Activity booking and ticket distribution services	870	3.5	4
4	Bemyguest Pte Ltd	Malaysia	Activity booking and ticket distribution services	828	3.3	3
5	Ctrip International Travel Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	783	3.2	<1
Sub-total				5,030	20.3	
Total				24,746	100.0	

7. BUSINESS OVERVIEW (Cont'd)

FYE 2022

No.	Major customers	Country ⁽¹⁾	Services procured	Revenue contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Klook group of companies ⁽³⁾	Malaysia and Thailand	Activity booking and ticket distribution services	6,907	9.6	4
2	GlobalTix Pte Ltd	Malaysia	Activity booking and ticket distribution services	3,282	4.6	1
3	Bemyguest Pte Ltd	Malaysia	Activity booking and ticket distribution services	1,738	2.4	4
4	Ctrip International Travel Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	1,310	1.8	1
5	KKday Services Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	1,134	1.6	1
Sub-total				14,371	20.0	
Total				71,898	100.0	

FYE 2023

No.	Major customers	Country ⁽¹⁾	Services procured	Revenue contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Klook group of companies ⁽³⁾	Malaysia and Thailand	Activity booking and ticket distribution services	10,519	11.0	5
2	GlobalTix Pte Ltd	Malaysia	Activity booking and ticket distribution services	5,140	5.3	2
3	KKday Services Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	2,090	2.2	2
4	Bemyguest Pte Ltd	Malaysia	Activity booking and ticket distribution services	2,001	2.1	5
5	Tripcarte.Asia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	1,032	1.1	5
Sub-total				20,782	21.7	
Total				95,812	100.0	

7. BUSINESS OVERVIEW (Cont'd)

FYE 2024

No.	Major customers	Country ⁽¹⁾	Services procured	Revenue contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Klook group of companies ⁽³⁾	Malaysia and Thailand	Activity booking and ticket distribution services	13,440	12.9	6
2	GlobalTix Pte Ltd	Malaysia	Activity booking and ticket distribution services	7,258	7.0	3
3	Kkday Services Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	4,571	4.4	3
4	Ctrip International Travel Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	3,283	3.1	3
5	Bemyguest Pte Ltd	Malaysia	Activity booking and ticket distribution services	1,250	1.2	6
Sub-total				29,802	28.6	
Total				104,299	100.0	

FPE 2025

No.	Major customers	Country ⁽¹⁾	Services procured	Revenue contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Klook group of companies ⁽³⁾	Malaysia and Thailand	Activity booking and ticket distribution services	6,063	11.7	7
2	GlobalTix Pte Ltd	Malaysia	Activity booking and ticket distribution services	3,198	6.2	4
3	Kkday Services Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	1,416	2.7	4
4	Ctrip International Travel Malaysia Sdn Bhd	Malaysia	Activity booking and ticket distribution services	1,052	2.0	4
5	Pegas Select (Thailand) Co. Ltd	Thailand	Activity booking and ticket distribution services	831	1.6	5
Sub-total				12,560	24.2	
Total				51,894	100.0	

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (1) Refers to the principal market(s) in which our major customer(s) operates.
- (2) Length of relationship as at the respective FYE/FPE.
- (3) Klook group of companies consists of Klook Travel Technology Limited and Klook Travel Technology Sdn Bhd (formerly known as Klook Technology Sdn Bhd). Klook Travel Technology Sdn Bhd is a wholly-owned subsidiary of Klook Travel Technology Limited.

Our top 5 major customers from third-party ticketing platforms for FYE 2021 to 2024 and FPE 2025 collectively contributed 20.3%, 20.0%, 21.7%, 28.6% and 24.2% to our Group's revenue respectively. Save for Klook group of companies in FYE 2023, FYE 2024 and FPE 2025, the revenue contribution from each of these top 5 major customers was less than 10.0% of our Group's total revenue.

Our Group's customer base primarily comprises walk-in visitors at the ticket counters or through our corporate website. As a result, we are not dependent on any single major customer. Notwithstanding the contribution from Klook group of companies being more than 10.0% of our Group's revenue, these third-party ticketing platforms can be readily replaced due to the availability of numerous alternative platforms that offer similar services. This diversity in customer acquisition channels ensures that we are not dependent on any single ticketing platform, allowing for easy transition to alternative providers if needed, without disrupting operations or revenue streams.

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7. BUSINESS OVERVIEW *(Cont'd)*

7.6 MAJOR SUPPLIERS

Our top 5 major suppliers for FYE 2021 to 2024 and FPE 2025 are as follows:

FYE 2021

No.	Major suppliers	Country ⁽¹⁾	Services sourced	Cost of sales contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Central Pattana Public Co. Limited	Thailand	Lease and utilities of Aquaria Phuket	1,684	7.8	5
2	Digiphoto Entertainment Imaging Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	1,438	6.6	10
3	Kuala Lumpur Convention Centre Sdn Bhd	Malaysia	Lease and utilities of Aquaria KLCC	1,209	5.6	20
4	Seawave Transit (Thailand) Co., Ltd	Thailand	Supply of fish food	258	1.2	5
5	Pacific Crafts Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	233	1.1	17
Sub-total				4,822	22.3	
Total				21,637	100.0	

FYE 2022

No.	Major suppliers	Country ⁽¹⁾	Services sourced	Cost of sales contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Kuala Lumpur Convention Centre Sdn Bhd	Malaysia	Lease and utilities of Aquaria KLCC	7,584	22.1	21
2	Digiphoto Entertainment Imaging Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	4,143	12.1	11
3	Central Pattana Public Co. Limited	Thailand	Lease and utilities of Aquaria Phuket	1,879	5.5	6
4	Pacific Crafts Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	673	1.9	18
5	Fair Isle (M) Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	575	1.7	19
Sub-total				14,854	43.3	
Total				34,266	100.0	

7. BUSINESS OVERVIEW (Cont'd)

FYE 2023

No.	Major suppliers	Country ⁽¹⁾	Services sourced	Cost of sales contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Kuala Lumpur Convention Centre Sdn Bhd	Malaysia	Lease and utilities of Aquaria KLCC	10,566	25.8	22
2	Digiphoto Entertainment Imaging Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	3,545	8.7	12
3	Central Pattana Public Co. Limited	Thailand	Lease and utilities of Aquaria Phuket	2,261	5.5	7
4	Pacific Crafts Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	800	2.0	19
5	Trickeye Museum Singapore Pte., Ltd	Thailand	Third-party attraction provider at Aquaria Phuket	797	1.9	6
Sub-total				17,969	43.9	
Total				40,929	100.0	

FYE 2024

No.	Major suppliers	Country ⁽¹⁾	Services sourced	Cost of sales contribution		⁽²⁾ Length of relationship
				RM'000	%	Years
1	Kuala Lumpur Convention Centre Sdn Bhd	Malaysia	Lease and utilities of Aquaria KLCC	13,054	29.1	23
2	Digiphoto Entertainment Imaging Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	4,375	9.7	13
3	Central Pattana Public Co. Limited	Thailand	Lease and utilities of Aquaria Phuket	1,862	4.1	8
4	Pacific Crafts Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	797	1.8	20
5	Trickeye Museum Singapore Pte., Ltd	Thailand	Third-party attraction provider at Aquaria Phuket	744	1.7	7
Sub-total				20,832	46.4	
Total				44,882	100.0	

7. BUSINESS OVERVIEW (Cont'd)**FPE 2025**

No.	Major suppliers	Country ⁽¹⁾	Services sourced	Cost of sales contribution		(2)Length of relationship
				RM'000	%	Years
1	Kuala Lumpur Convention Centre Sdn Bhd	Malaysia	Lease and utilities of Aquaria KLCC	5,743	26.5	24
2	Digiphoto Entertainment Imaging Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	1,960	9.0	14
3	Central Pattana Public Co. Limited	Thailand	Lease and utilities of Aquaria Phuket	849	3.9	9
4	Pacific Crafts Sdn Bhd	Malaysia	Consignment of souvenirs at Aquaria KLCC	356	1.6	21
5	Dynasty Marine Associates, Inc	Thailand	Supply of fish and marine species	334	1.5	5
Sub-total				9,242	42.5	
Total				21,666	100.0	

Notes:

(1) Refers to the principal market in which our major supplier(s) operates.

(2) Length of relationship as at the respective FYE/FPE.

The abovementioned major suppliers contributed 22.3%, 43.3%, 43.9%, 46.4% and 42.5% of our Group's total cost of sales for FYE 2021 to 2024 and FPE 2025, respectively.

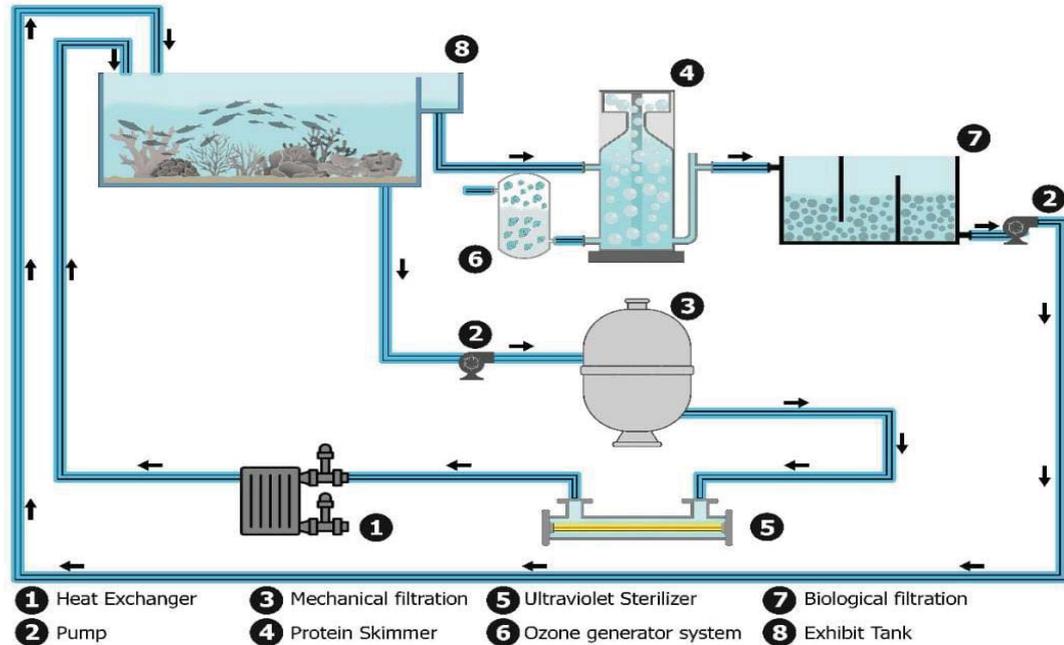
Other than our lessors, namely Kuala Lumpur Convention Centre Sdn Bhd and Central Pattana Public Co. Limited, there is no significant dependency on other suppliers, as there are alternative vendors who can provide photography services, other attractions and souvenirs. Notwithstanding that we are dependent on our current lessors due to the specialised infrastructure required for our aquaria, this dependency is partially mitigated by: (i) the long-standing relationships of 24 and 9 years with Kuala Lumpur Convention Centre Sdn Bhd and Central Pattana Public Co. Limited; and (ii) the unique nature of the facilities which foster a stable and cooperative environment, where both parties mutually benefit from maintaining the leases as our aquaria attracts visitors and the lessors enjoys a stable long term lessee. Please refer to Section 7.13 for further information on the salient terms of these lease agreements.

7. BUSINESS OVERVIEW (Cont'd)

7.7 TECHNOLOGY USED OR TO BE USED

We employ a robust range of technology to ensure the aquaria is in perpetual peak condition for both our enclosure inhabitants and to enhance the experience of our visitors. To such efforts, we employ the following technologies in our venues to ensure pristine hygiene, water tank condition, workflow as well as to reduce operational cost.

The following diagram depicts our LSS key systems:



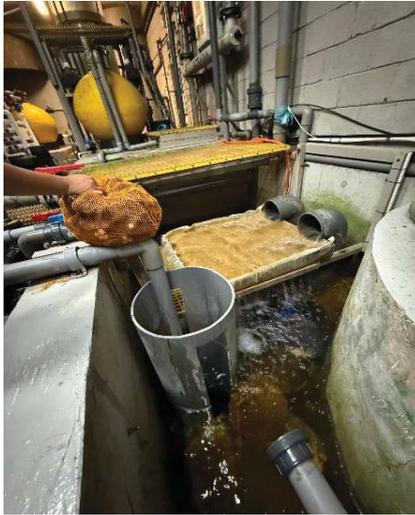
The components integral to our LSS are as follows:

Component	Picture	Description
Heat exchanger		The heat exchanger device is used to either heat or chill the exhibit water, with the purpose of maintaining an ideal water temperature for the exhibit and its inhabitants. This exchanger is supplied with either chilled or heated water.
Pump		These are the primary devices that move water through the aquarium piping system, with the purpose of maintaining consistent water flow that is crucial for the well-being of our display animals. The pumps come in various types and designs, which can be roughly grouped into submersible pumps and external pumps.

7. BUSINESS OVERVIEW (Cont'd)

Component	Picture	Description
Mechanical filtration		<p>Mechanical filtration is responsible for removing physical debris, fish waste and any floating fine particles in the water column. Mechanical filtration devices come in various types and designs, with the most commonly used devices in our aquaria being pressurised sand filters, gravity filters and filter trays.</p>
Protein skimmer		<p>Protein skimming is a method used to remove dissolved organic compounds from salt water before they break down into toxic ammonia and nitrite compounds. In a process similar to the production of sea foam in surf, injection of air bubbles into salt water creates a meringue-like foam, caused when organic molecules collect at the air-water interface of the bubbles. This foam is captured and disposed of in the protein skimmer.</p>
Ultraviolet sterilizer		<p>An ultraviolet sterilizer is an ultraviolet light device that cleans the tank and water by killing off parasites, viruses, algae and any harmful organisms. The effectiveness of an ultraviolet sterilizer depends on its ability to expose the microorganism with enough ultraviolet light in the time it takes to pass through the sterilizer. It works by irradiating these microorganisms with light at a wavelength that mutates their deoxyribonucleic acid (DNA), making them unable to reproduce. An ultraviolet sterilizer is also able to improve water clarity by killing algae. Algae can cause water to become cloudy or murky in excess amounts.</p>

7. BUSINESS OVERVIEW (Cont'd)

Component	Picture	Description
Ozone generator system		<p>An ozone generator system is used to enhance water quality, improve water clarity and disease control. Ozone is a powerful oxidising agent that helps in breaking down organic waste, killing bacteria and parasites. ORP (Oxidation – Reduction Potential) sensors and controllers are used together with an ozone generator to maintain appropriate ozone levels, as too much ozone is harmful.</p>
Biological filtration		<p>A biological filter facilitates the growth of beneficial bacteria that help break down fish waste and other impurities, converting them to less toxic compounds. Many types of biological filters exist, such as sponge filters, canister filters, trickle towers, under-gravel filters, fluidized bed filters and so on. Advanced biological filtration systems are used in high density, high biomass tanks to improve exhibit health and water quality.</p>
Exhibit tank		<p>The exhibit tank contains the entire artificial ecosystem and featured animals being displayed to visitors, which is maintained by the abovementioned key systems.</p>

7. BUSINESS OVERVIEW (Cont'd)

7.8 INTERRUPTIONS TO BUSINESS

Save for temporary disruptions to our operations arising from the COVID-19 pandemic as detailed below, our Group has not experienced any other interruptions which had a significant impact on our business operations for FYE 2021 to 2024 and FPE 2025.

7.8.1 Impact of the COVID 19 pandemic on our Group's business operations**Malaysia**

Commencing on 18 March 2020, the Government implemented several measures to contain the spread of COVID-19 in the country. These measures include restrictions on the movement of people within Malaysia and internationally, and restrictions on business, economic and social activities.

The first phase of the MCO was implemented from 18 March 2020 to 3 May 2020 which saw the closure of all businesses except for those classified as "essential services" during that period, or those that have received written approval from the MITI. Subsequently, as the number of daily and active COVID-19 cases came down, the Government relaxed the country's restrictions and allowed the nation's economy to reopen in a controlled manner. From 18 March 2020 up to June 2021, the MCO went through various phases throughout the country including CMCO (Conditional MCO) and RMCO (Recovery MCO) where restrictions were either relaxed and/or tightened for certain states, districts and/or location based on the number of daily and active COVID-19 cases in the respective areas. On 15 June 2021, the Government announced the NRP, a phased exit strategy from the COVID-19 crisis consisting of 4 phases where the restrictions gradually eased in each phase.

Following the reimposition of MCO in several states in January 2021 (including the Selangor, Penang, Melaka, Johor, Sabah and the federal territories) and May 2021 (including Selangor, Kuala Lumpur, Penang, Johor and Sarawak), the FMCO (Full MCO) nationwide in June 2021, and EMCO (Enhanced MCO) in Kuala Lumpur and Selangor in July 2021, we temporarily closed our head office and Aquaria KLCC and reopened in October 2021 when we obtained approval letter from the MITI or upon the easing of restriction. However, due to the Government's safety guidelines, we were limited to only 400 visitors at any given time.

Thailand

The Royal Thai government had on 26 March 2020 declared a state of emergency and had since extended the same for multiple times until 31 September 2022. Thailand's state of emergency is a decree which gives the Royal Thai government autonomy to set restrictions and measures such as nationwide curfews, restrictions on movements, closures, suspension or restrictions in operating hours of certain business activities to combat the spread of COVID-19. In addition, the Royal Thai government had declared an Emergency Decree on Electronic Meeting B.E. 2563 (2020) on 18 April 2020 to facilitate meetings of directors and shareholders via electronic means during the COVID-19 pandemic, include allowing all attendees to attend meetings via electronic means and removing the requirement for physical attendance in such meetings.

Nevertheless, save for closures during FYE 2020, Aquaria Phuket was allowed to operate while complying with the control measures issued by the Royal Thai government and local authorities.

7. BUSINESS OVERVIEW (Cont'd)

7.8.2 Impact of COVID-19 on our liquidity, financial position and financial performance

Save as disclosed below, we did not experience any other material adverse impact to our financial performance from the imposition of the various stages of the MCO.

In FYE 2020 and FYE 2021, due to various implementations of the MCO, Aquaria KLCC experienced a shorter operation period of approximately 31 weeks and 24 weeks respectively, due to closure of business activities. Additionally, notwithstanding Aquaria Phuket being able to continue operations amidst the pandemic, tourism was significantly affected, and in turn, visitorship to this aquaria also declined.

The financial impact resulting from the MCO was reflected in FYE 2021 as summarised in the table below:

	Quarter 1 FYE 2021	Quarter 2 FYE 2021	Quarter 3 FYE 2021	Quarter 4 FYE 2021
	<i>(January 2021 to March 2021)</i>	<i>(April 2021 to June 2021)</i>	<i>(July 2021 to September 2021)</i>	<i>(October 2021 to December 2021)</i>
Revenue (RM'000)	4,651	2,870	419	16,806
Quarter-on-quarter change (%)	-	(38.3%)	(85.4%)	3,911.0%

Our Group's revenue declined by RM1.8 million or 38.3% during the second quarter of 2021 and then further declined by 85.4% or RM2.5 million during the third quarter of 2021, primarily due to the closure of our business operations during the various phases of MCO, including the temporary closure of Aquaria KLCC in January 2021 due to the second MCO and again in May 2021, due to the reinstatement of the MCO. During these periods of MCO, we had temporarily closed Aquaria KLCC, only reopening in October 2021. Upon resumption of business operations, the ticket sales increased by more than 100.0% during the fourth quarter of 2021 compared to the corresponding quarter.

In FYE 2021, our total recorded revenue was RM24.7 million. This surged to RM71.9 million reflecting a growth of 190.5% in FYE 2022, mainly attributable to the full-year resumption of business operations and the recovery of the tourism sector.

7.9 SEASONALITY

Our business is exposed to seasonal effects of the tourism industry. Our business is generally higher during festive seasons such as Chinese New Year, Hari Raya Aidilfitri, Christmas as well as school holidays and end of year where school trips usually occur. Furthermore, being in a central location in the city, a substantial portion of our business is materially dependent on tourism and is influenced by international travel periods, such as summer and winter periods, religious observations, and government travel and tourism incentives.

7. BUSINESS OVERVIEW (Cont'd)

7.10 OPERATING CAPACITIES AND OUTPUT**(a) Aquaria KLCC**

At maximum capacity, we can accommodate approximately 600 visitors per session (each session is deemed to be 45 minutes), with a theoretical maximum visitor capacity of 8,000 visitors per day. As at LPD, we welcome an average of 3,606 visitors per day, representing 45.1% of our daily maximum capacity. Special care and attention are taken to manage ticketing queues, visitor flow, and crowd management to ensure a safe and enjoyable experience.

(b) Aquaria Phuket

With a larger footprint than Aquaria KLCC and a focus on large viewing panels and tanks, Aquaria Phuket is potentially able to accommodate approximately 1,500 visitors per session/hour, with a theoretical maximum visitor capacity of 12,000 visitors per day. Aquaria Phuket also incorporates more opportunities for visitor engagement and experiences, such as the penguin photography, shark feeding activity and other animal interaction areas. As at LPD, Aquaria Phuket has recorded a maximum visitorship of 2,806 in a day, representing 23.4% of our daily maximum capacity.

7.11 QUALITY CONTROL PROCEDURES

Our aquaria's performance is dependent on the exhibits of our aquaria, which houses diverse marine species in carefully controlled environments. Quality control of these environments is carried out mainly by our BOH staff to maintain these environments, which can be categorised into the following:

(a) LSS

The LSS in our aquaria is a complex and integrated system designed to ensure an optimum and healthy environment is provided for our exhibits. Each component of the system functions to maintain a certain aspect of the exhibit, which are further detailed in Section 7.7.

(b) Water quality analysis and monitoring

Water quality is critical for maintaining a healthy and stable aquarium environment. Regular testing helps detect imbalances and potential issues early, allowing corrective measures and preventative adjustments to be made. We have taken extensive steps to make regular, consistent and accurate measurements of microorganism health and water quality.

Data collection and analysis is done by our curatorial team that collects and stores data for trend analysis, enabling early detection of potential issues and optimising water quality management. We will perform these preliminary tests and data-collection in-house as we have the capability through the expertise of our curatorial team. Each curatorial staff has been trained by experienced staff until competency is assured.

7. BUSINESS OVERVIEW (Cont'd)

We utilise devices known as spectrophotometers and refractometers to detect and determine if the physical and chemical parameters of the aquarium water are within acceptable ranges for the community of species housed in each unique tanks. Key water parameters (such as ammonia, nitrates, pH level, water temperature, dissolved oxygen, hardness, salinity, phosphates, iron, copper, chlorine, calcium, magnesium and specific gravity) are monitored by the 2 abovementioned devices.

An example of notable threat to aquarium inhabitants are the accumulation of nitrogenous waste such as ammonia, which poses the most significant threat of immediate harm to aquarium inhabitants. Ammonia is excreted waste products by the inhabitants of the tank. When ammonia is present in water at high enough levels, an aquatic organism's ability to excrete the toxicant is disrupted, leading to toxic buildup in the inhabitants as well as the water tank, and finally leads to diseases and/or potential deaths of the tank's inhabitants.

Hence, regular water observation is important to ensure the water parameters listed above are kept at optimal levels at all times suited to the individual display tanks being serviced. Should the water parameters not meet the requirements, the curators will be notified, and we will rectify the discrepancies within the day. Scheduled water changes are carried out to control basic water parameters, while due to the complex nature of the water chemistry in our exhibits, special action plans may be drawn up to address more severe water parameter measurements outside of acceptable range. As at LPD, no major complications have occurred arising from overconcentration of any substances in our aquaria's water tanks.

(c) Dietary and nutrition lab test

Dietary and nutritional lab testing for food intended for our exhibits is crucial to ensure that the nutritional requirements of our aquaria's inhabitants are met and supports their health and growth, and also to prevent contamination and disease. The objectives of nutritional lab testing are to determine the following:

- Nutrient composition: Determine the levels of essential nutrients such as proteins, lipids, carbohydrates, vitamins and minerals.
- Contaminant screening: Detect the presence of harmful substances like heavy metals, pesticides and toxins.
- Stability and shelf life: Evaluate the stability of nutrients over time and the overall shelf life of the food.

For example, our preventive measures outline that newly received food must be packed in plastic bags before being frozen for at least 2 weeks prior to feeding the animals to ensure there are no parasites in the food. Live feed, before feeding must be dipped in saltwater or freshwater before performing body scrape to mitigate bacterial spread via unwanted parasites. By conducting comprehensive dietary and nutritional lab tests, we ensure our dietary provisions provides balanced nutrition, supports the health of our display animals and meets our safety standards.

7. BUSINESS OVERVIEW (Cont'd)

(d) ISO 9001 certification

Our Group's commitment towards our services and safety of our visitors is further attested by our compliance with local and international quality standards. As at LPD, we have obtained the following certification through our aquaria set out as follows:

<u>Our aquaria</u>	<u>Certification standard</u>	<u>Certification body</u>	<u>Current validity period</u>	<u>Scope of certification</u>
Aquaria KLCC	ISO 9001:2015	Lloyd's Register Quality Assurance Limited	11 April 2024 to 10 April 2027	Operation of aquarium and souvenir shop
Aquaria Phuket	ISO 9001:2015	Lloyd's Register International (Thailand) Limited	10 August 2024 to 9 August 2027	Operation of aquarium and souvenir shop

We achieved ISO 9001:2015 certification for our operations in both Aquaria Phuket, Thailand and Aquaria KLCC, Malaysia in 2021 and 2024 respectively. Our dedicated and experienced team and proven standards of operation provide consistent quality management, resulting in high standards of operating efficiency and customer satisfaction.

7.12 RESEARCH AND DEVELOPMENT

Our Group does not undertake research and development projects in particular, as it is not required for the operations of aquaria. However, we are required to observe and learn about our aquaria's inhabitants through all aspects of animal husbandry as well as upkeep of our aquaria, which are carried out constantly as part of our operations, especially those under the BOH. These aspects of our operations are essential for us to monitor, learn about and keep abreast of any changes in animal behaviour or conditions, due to their nature as living organisms, thereby allowing us to make the necessary adjustments, or introduce new elements as needed.

Additionally, we also carry out breeding programmes, the successful results of which may be used to be released into the wild as part of our conservation efforts, donated to organisations such as Phuket Marine Biological Centre and the DOF for their research or collaboration purposes, included as part of animal exchange programmes with other facilities, to replenish our animal population and also have their breeding process exhibited to the public for educational purposes. The objective of the collaboration is to ensure a higher success rate and greater efficiency in our conservation efforts and public awareness initiatives through the sharing of competencies and resources with our knowledge partners. As at LPD, we have a successful jellyfish breeding programme. Furthermore, we have successfully bred 39 bamboo sharks and 11 ocellated eagle rays, with 2 of the latter even having matured enough to reproduce themselves. Pursuant to the successful breeding programme, we collaborated with local authorities to release a few bamboo sharks into the same locality that the specimen originated from.

7. BUSINESS OVERVIEW (Cont'd)

7.13 DEPENDENCY ON CONTRACTS, AGREEMENTS OR OTHER ARRANGEMENTS

As at LPD, there are no dependency on contracts, agreements, or other arrangements which our Group's business or profitability is materially dependent on, save for the Aquaria KLCC Lease, and the Aquaria Phuket Lease (both defined hereunder). We are dependent on the validity and renewal of these leases to operate our aquaria as these are strategic locations, and we cannot easily relocate to other locations without significantly affecting our operations. The salient terms of the Aquaria KLCC Lease and the Aquaria Phuket Lease are set out as follows:

(a) Aquaria KLCC Lease

Aquawalk Malaysia had entered into a lease dated 28 December 2006 ("**2006 Lease**") and a renewal letter dated 12 November 2018 ("**2018 Lease Renewal**") with Kuala Lumpur Convention Centre Sdn Bhd in relation to Aquawalk Malaysia's lease of Aquaria KLCC at the Concourse Level, Kuala Lumpur Convention Centre. Further to the above, Aquawalk Malaysia had entered into a letter of offer for new lease agreement dated 25 April 2025 with KLCC (Holdings) Sdn Bhd (who is acting on behalf of Kuala Lumpur Convention Centre Sdn Bhd) ("**2025 LOO**") in relation to Aquawalk Malaysia's lease of Aquaria KLCC at the Concourse Level, Kuala Lumpur Convention Centre ("**Aquaria KLCC Lease**").

Aquaria KLCC Lease salient terms based on the 2025 LOO

<u>No.</u>	<u>Terms</u>	<u>Description</u>
(i)	Lessor	: Kuala Lumpur Convention Centre Sdn Bhd
(ii)	Lessee	: Aquawalk Malaysia
(iii)	Leased property	: Aquaria KLCC, Concourse level, Kuala Lumpur Convention Centre, KLCC, 50088 Kuala Lumpur with net lettable area of 72,584 sq ft
(iv)	Monthly rental	: The rental payable by the Lessee under the Aquaria KLCC Lease is based on an aggregate of a base rent and a percentage turnover rent based on a prescribed percentage of Aquaria KLCC's turnover per annum
(v)	Lease commencement date	: 1 May 2025 to 30 April 2037
(vi)	Lease tenure and extended tenure	: 12 years from the lease renewal date
(vii)	Purpose of the leased property	: Operation of Aquaria KLCC
(viii)	Other conditions	: (a) The Lessee expressed the intention to renew the new lease agreement for another 12 years as part of the public listing exercise

7. BUSINESS OVERVIEW (Cont'd)

No.	Terms	Description
		(b) The 2006 Lease and 2018 Lease Renewal will be terminated upon signing of this new 2025 LOO

For reference, the Aquaria KLCC Lease salient terms based on the 2006 Lease and 2018 Lease Renewal are as follows:

No.	Terms	Description
(i)	Lessor	: Kuala Lumpur Convention Centre Sdn Bhd
(ii)	Lessee	: Aquawalk Malaysia
(iii)	Leased property	: Aquaria KLCC, Concourse level, Kuala Lumpur Convention Centre, KLCC, 50088 Kuala Lumpur with net lettable area of 72,760 sq ft
(iv)	Monthly rental	: The rental payable by the Lessee under the Aquaria KLCC Lease is based on an aggregate of a base rent and a percentage turnover rent based on a prescribed percentage of Aquaria KLCC's turnover per annum
(v)	Lease commencement date	: 1 July 2005 to 30 June 2017
(vi)	Lease renewal date	: 1 July 2017 to 30 June 2029
(vii)	Lease tenure and extended tenure	: 12 years from the lease renewal date, with an option to extend for additional 12 years subject to the Lessee providing the requisite notice and review of renewal terms (as the case may be)
(viii)	Purpose of the leased property	: Operation of Aquaria KLCC
(ix)	Other conditions	: (a) The Lessor will not negotiate or enter into agreements with third-parties concerning the lease premise from 1 July 2005 to 30 June 2027 (b) The Lessor will not enter into agreements with others to operate an indoor aqua-marine discovery centre within KLCC during the period of 1 July 2005 to 30 June 2029 (c) The Lessee must seek the Lessor's prior written consent if it intends to lease or rent other premises within 5 km of KLCC for the purposes of operating an aqua-marine discovery centre, during the period of 1 July 2005 till 30 June 2027

7. BUSINESS OVERVIEW (Cont'd)

<u>No.</u>	<u>Terms</u>	<u>Description</u>
(x)	Events of default and termination	<p>The Lessor may terminate the lease agreements under the following conditions among others:</p> <p><u>Default in rental payment:</u></p> <p>(a) If the Lessee defaults in payment of rent and does not rectify the default within 7-day notice period; or</p> <p>(b) Immediate termination if such default persists</p> <p><u>Other defaults:</u></p> <p>(a) If the Lessee fails to rectify any other defaults within 28-day after receiving notice</p> <p><u>Insolvency event</u></p> <p>(a) Upon an insolvency event involving the Lessee</p>
(xi)	Governing laws	Laws of Malaysia

The lease tenure commenced from 1 July 2005 to 30 June 2017 and subsequently was renewed from 1 July 2017 to 30 June 2029. Pursuant to the 2006 Lease, the lessor Kuala Lumpur Convention Centre Sdn Bhd may provide Aquawalk Malaysia with an option for the renewal of the lease for a further period of 12 years subject to Aquawalk Malaysia providing the requisite notice, and review of renewal terms (as the case may be). Aquawalk Malaysia had on 19 November 2018 renewed the Aquawalk KLCC lease once, for a term of 12 years from 1 July 2017 to 30 June 2029. On 25 April 2025, a letter of offer for new lease agreement had been entered into by Aquawalk Malaysia with KLCC (Holdings) Sdn Bhd (who is acting on behalf of Kuala Lumpur Convention Centre Sdn Bhd), where the lease tenure commenced from 1 May 2025 to 30 April 2037. It was agreed in the 2025 LOO that upon the execution of the 2025 LOO, the 2006 Lease and the 2018 Lease Renewal will be terminated upon signing of the 2025 LOO, and the 2025 LOO shall be the binding contract between the parties until the execution of the new lease agreement. We are in the midst of negotiating the terms of the new lease agreement with the Lessor, which is expected to be completed by first quarter of 2026.

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7. BUSINESS OVERVIEW (Cont'd)**(b) Aquaria Phuket Lease**

Aquawalk Thailand had entered into a lease dated 1 December 2016, with the commencement date being 24 August 2019 with Central Pattana Public Co. Limited in relation to Aquawalk Thailand's lease of Aquaria Phuket at the Central Phuket Floresta, Phuket, Thailand ("**Aquaria Phuket Lease**").

Aquaria Phuket Lease salient terms

No.	Terms	Description
(i)	Lessor	: Central Pattana Public Co. Limited
(ii)	Lessee	: Aquawalk Thailand
(iii)	Leased property	: 199 Moo.4 T. Wichit, A. Muang Phuket 83000, B1 Floor, Central Phuket Floresta, Thailand with the following areas: 1. Aquarium area: 69,702 sq ft 2. Mystic Forest area: 4,004 sq ft 3. BOH area: 4,575 sq ft 4. Mezzanine area: 25,562 sq ft
(iv)	Monthly rental	: The monthly rental payable by the Lessee under the Aquaria Phuket lease is calculated based on an aggregate of a rental rate over certain floor areas of the aquaria or a rate based on the net sales of Aquaria Phuket, subject to a minimum rent rate, plus service fees.
(v)	Lease commencement date	: 24 August 2019 to 23 August 2044
(vi)	Lease tenure and extended tenure	: 25 years from 24 August 2019 with an option to renew for 25 years subject to the Lessee providing the requisite notice and review of renewal terms (as the case may be)
(vii)	Purpose of the leased property	: Operation of Aquaria Central Phuket
(viii)	Other conditions	: After the execution of the lease agreement (1 December 2016) and during the lease term (24 August 2019 to 23 August 2044), the Lessor and Lessee shall not operate, own or otherwise be involved in any manner whatsoever in the aquarium and showcase of animals and marine life business in Phuket, Thailand, whether in an active, advisory or other capacity, directly or indirectly, personally or through its group of company, subsidiaries, affiliates, family members, agents or nominee

7. BUSINESS OVERVIEW (Cont'd)

<u>No.</u>	<u>Terms</u>	<u>Description</u>
(ix)	Events of default and termination	<p>The Lessor may terminate the lease agreement under the following conditions among others:</p> <p><u>General breach of agreement:</u></p> <p>(a) If the Lessee fails to pay any fees or breaches any provisions of the lease agreement, the service agreement and the utility service agreement (to be read as a whole) and fails to remedy such failure within 30 days after receiving notice; or</p> <p><u>Default in rental payment:</u></p> <p>(a) If the Lessee fails to make payment of rent, the Lessee shall pay a penalty of 15% per annum of the outstanding and unpaid amount and 4% per annum of the outstanding and unpaid amount for all costs and expenses incurred in collection and making a demand for the amount unpaid;</p> <p>(b) The above does not deprive the Lessor of its rights to terminate the lease agreement or take any other action against the Lessee</p> <p><u>Insolvency event:</u></p> <p>(a) Upon an insolvency event involving the Lessee</p>
(x)	Penalty imposed in the event the Aquaria Phuket Lease is terminated prior to maturity	<p>The Lessor shall be entitled to retain the security deposit in the event the Lessee terminates the lease agreement prior to the expiration of the Aquaria Phuket Lease (other than due to the Lessor's breach of the lease agreement)</p>
(xi)	Governing laws	Laws of Thailand

The success of our business is highly dependent on our ability to renew the tenancies or leases for our existing aquariums and related facilities on commercially viable terms. Notwithstanding our Group's dependency on our current landlords due to the specialised infrastructure required for the aquaria, this dependency is partially mitigated by:

- (a) the long-standing relationships of 24 and 9 years with Kuala Lumpur Convention Centre Sdn Bhd and Central Pattana Public Co. Limited, respectively; and
- (b) the unique nature of the facilities which foster a stable and cooperative environment, where both parties mutually benefit from maintaining the leases as the aquaria attracts visitors and the lessors enjoys a stable long term lessee.

As at LPD, premised on the foregoing, our Group has no concern on the leases of the Aquaria KLCC Lease and Aquaria Phuket Lease.

7. BUSINESS OVERVIEW (Cont'd)

7.14 COMPETITIVE STRENGTHS

7.14.1 20-year track record of award-winning and top-rated attractions

Our Group has a proven track record and expertise spanning over 2 decades in developing and operating premier aquaria and related exhibits in the region, derived from an extensive and diverse aquatic and zoological habitat knowledge and expertise. With a large collection of unique marine and terrestrial animals housed in engaging and well-designed habitats, our Group has consistently welcomed visitors since 2005, demonstrating our business resilience and winning formula.

Aquaria KLCC is the largest private aquarium in Malaysia in terms of its built-up area of approximately 72,584 sq ft and the number of visitors as at 2024. Aquaria KLCC also has the longest underwater tunnel in Malaysia, which is 90 metres and equipped with a travelator. It also has the single largest saltwater tank in Malaysia, filled with 2.5 million litres of saltwater.

Aquaria Phuket is amongst the largest private aquarium in Thailand with a built-up area of approximately 103,843 sq ft. It is also the only aquarium in Thailand that offers a fine-dining experience in front of the main tank. It has a 90-degree tunnel that allows visitors to walk through an underwater world surrounded by marine life.

Over the years, we have received numerous recognitions and accolades. For example, Aquaria KLCC won the award for Best Aquatic Experience and Best Marine Conservation Efforts at the 2023 MATFA Awards. It is also ranked as one of the top 5 aquariums in Asia by TripAdvisor. Please refer to Section 7.1.1 for more details of the awards which we have received.

7.14.2 Strategic locations and high barriers to entry

The locations of our aquaria are situated in prime location featuring strong complementary attractions, accessibility, conveniences and visitor footfall. With our premises in tourism catchment areas within the major cities such as Kuala Lumpur (most notably located at Kuala Lumpur Convention Centre), Phuket and Jakarta, our Group is well positioned to capitalise on the burgeoning tourism economy within ASEAN. Our Group continues to identify and operate within such strategic locations.

The development of aquaria or other similar large scale permanent display is constrained by limited supply of suitable locations, high initial capital investment, lengthy development timelines and stringent zoning and land use restrictions. Additionally, the requirement to obtain numerous specialist permits, licenses and certifications from the relevant authorities and governing bodies makes entering this specialised business prohibitive.

7.14.3 In-house design and specialist technical capabilities

Our Group's subsidiary, namely Aquablu Technologies, which provides project management, design and technical consultation and advisory, specialises in aquatic and zoological exhibits technology, integrated entertainment complexes and attractions. Leveraging on our Group's successful track record in developing and managing our own aquaria, we have extended such expertise to several third-party clients in developing their own facilities. A list of notable ongoing and completed projects by Aquablu Technologies is set out in Section 7.2.5.1.

As such, our Group has the necessary in house expertise and capability to deliver successful operational facilities and engineer solutions to location-specific and facility-specific challenges.

7. BUSINESS OVERVIEW (Cont'd)

7.14.4 We have experienced Executive Directors and key senior management to sustain and grow our business

Our Group is led by the experienced Executive Directors. Dato' Simon (our Executive Chairman) leads our Board in overall governance of our Group, sets our Group's strategic direction and oversees the implementation of our Group's strategies. Dato' Simon works closely with Daryl Foong (our Executive Director/Group Chief Executive Officer), and our senior management team, to provide strategic oversight and guidance to ensure that we remain on our path of growth and success.

While Dato' Simon's role is centred on steering the broader direction of our Group, Daryl Foong focuses on managing the operational aspects and driving our Company forward on a daily basis, including implementation of business strategies and projects, as well as spearheading marine conservation awareness projects. Dato' Simon and Daryl Foong bring 22 and 10 years of experience in the aquariums industry, respectively.

They are supported by a key senior management team, namely Henry Ooi (Group Chief Corporate Governance and Finance Officer) and Santhanamary John (Chief Operating Officer of Aquawalk Thailand), who have amassed relevant experience and knowledge in their respective fields to support our Group's operations.

7.14.5 Leading marine conservation and education

Our Group works closely with government agencies, community representatives, non-governmental organisations and educational institutions, forming collaborations and outreach programmes focusing on conservation, awareness, education and community stewardship.

We undertake initiatives to preserve marine life through our husbandry and coral preservation activities. Our Group's husbandry practices ensure optimal conditions for the health and well-being of aquatic life, which often includes breeding programmes for endangered species. Additionally, our Group is actively involved in coral preservation, working to restore damaged reefs through innovative techniques such as coral gardening and fragmentation.

These initiatives are some examples of our Group to help stabilise marine ecosystems, enhance biodiversity and build resilience against the impacts of climate change, all while fostering a deeper understanding and appreciation of marine environments among visitors.

All the above contribute to our Group's vision to be a leading organisation in the industry in animal welfare, conservation, education and research. Through this, we seek to pave the way for a more sustainable future in which animals, people and the health of the planet can thrive. All these efforts also promote brand visibility to the general public and fosters a strong association with governmental agencies and communities, all of which increases the awareness and positive image of our Group.

7. BUSINESS OVERVIEW (Cont'd)

7.15 BUSINESS STRATEGIES AND PROSPECTS**7.15.1 We intend to upgrade and expand our existing aquaria to maintain our position as leading aquarium operators**

The key contributor to our revenue and, in turn, our financial performance, is the ticketing sales from the aquaria we operate. As at LPD, we own Aquaria KLCC, which features 10 distinct exhibitions, and Aquaria Phuket, which features 9 distinct exhibitions. Thus, to grow and maintain visitorship to our aquaria, we aim to enhance our service offerings and maintain our position as leading aquarium operators, by undertaking the following expansion initiatives.

(a) Upgrading and developing new attractions in Aquaria KLCC

We intend to utilise RM12.2 million from proceeds from our Public Issue, for the enhancement and upgrading of Aquaria KLCC's infrastructure and facilities, as well as the introduction of new attractions to improve the overall visitor experience. This includes RM3.2 million for general upgrading works on the interior, RM2.0 million for BOH improvements and RM7.0 million for the development of a new penguin tank exhibit. These upgrades will ensure that Aquaria KLCC remains a premier destination for both locals and foreign tourists.

The general upgrading works will include improvements to the aquarium entrance, ticketing counter, multipurpose hall and living ocean tunnel. We also plan to upgrade the existing audio-visual systems and connectivity services, including speaker and public address systems, WiFi services, multimedia information displays, interactive customer displays and utilities monitoring and management systems. These improvements aim to provide a more modern, seamless and interactive visitor experience.

The BOH improvements will focus on preventative maintenance and upgrades to the LSS for exhibits, diver communication network sets and exhibit LED lighting. Additionally, general BOH enhancements will be carried out to ensure operational efficiency and safety.

The new penguin tank exhibit will serve as the centrepiece attraction at Aquaria KLCC, featuring a Rockhopper Penguin colony. This exhibit will include interactive features such as visitor interaction points and photography stations.

The cost of developing this new attraction will encompass the following:

- construction and fit-out costs, comprising cost of materials and labour works, inclusive of demolition and reinstatement costs;
- acrylic and tank costs;
- LSS installation;
- exhibit and animal procurement, including shipping costs as the animals are usually procured from overseas;
- curatorial expenses; and
- administrative costs comprising licences, permits, design and architectural submissions as well as other applications.

7. BUSINESS OVERVIEW (Cont'd)

The estimations for the abovementioned costs were determined through a combination of supplier quotations, historical data from similar projects as well as our previous experiences in design and building for aquariums. These renovations have begun in phases in the third quarter of 2025 and are expected to be completed in the fourth quarter of 2027. Should there be any variances in the future with regards to the renovation costs as a result of inflation or unanticipated events, the shortfall will be covered by internally generated funds. Nonetheless, as all of these works are internally controlled and managed, the risks related to operational disruptions, delay or cost overruns are minimal. Consequently, we do not anticipate any significant impact on our Group's revenue. However, such risks of disruption, delay or cost overruns may nonetheless occur, which we have further discussed in Section 9.1.5.

(b) Developing new attractions for Aquaria Phuket

We intend to expand the attractions at Aquaria Phuket as part of our efforts to enhance its appeal and maintain its position as a premier tourist destination in the region. Our Group has allocated RM20.7 million from our gross proceeds from the Public Issue for the new attraction at Aquaria Phuket to further introduce or augment its attractions.

The breakdown of the said allocation is as follows:

Description	Estimated expenditure	Estimated timeframe for completion
	RM'000	Year
Otter exhibit	452	2027
Paludarium exhibit (i.e. both aquatic and non-aquatic) exhibit	228	2027
Coral reef	219	2027
Planted tank exhibit	58	2027
Star animals (such as penguins and sand tiger sharks)	⁽ⁱ⁾ 2,767	Early 2026
Seal exhibit	⁽ⁱⁱ⁾ 7,484	2027
Aviary enclosure	⁽ⁱⁱ⁾ 6,267	2027
Cylinder tank	⁽ⁱⁱⁱ⁾ 3,225	2027
	20,700	

Notes:

- (i) Comprising the estimated cost of procurement of the star animals as well as the shipping of the aforementioned star animals from overseas.
- (ii) Comprising the estimated cost of construction for the seal exhibit and aviary enclosure, including the construction and fit-out of the area, habitat installation and theming, animal procurement, structural works, acrylic installation, M&E works and plumbing. A portion of the fee is also allocated for the installing of aviary netting to cover the aviary enclosure.
- (iii) Comprising the estimated cost of the construction and structural works of the cylinder tank, acrylic installation, M&E works, plumbing as well as the procurement and shipping of the exhibit animals to be exhibited in the cylinder tank.

7. BUSINESS OVERVIEW (Cont'd)

The addition of star animal attractions will be a key highlight of the upgrades, including the introduction of seals, penguins and sand tiger sharks, and other notable species. These new additions are expected to attract both local and international visitors, enhancing Aquaria Phuket's profile within the region.

These expansions will also involve the construction of a new aviary enclosure to house a variety of bird species in an environment designed to resemble their natural habitat. Additionally, other exhibits, including an otter exhibit, a paludarium (featuring both aquatic and non-aquatic), a coral reef exhibit, and a planted tank exhibit, will be developed or upgraded to increase the range of exhibits available to visitors. A cylinder tank exhibit will also be introduced to feature marine species, adding to the exhibits available at Aquaria Phuket.

Cost estimates are based on management's experience as well as quotations from suppliers and contractors. These expansions are expected to commence in early 2026 and will be executed in phases, with the last exhibit, the aviary enclosure, being completed in third quarter of 2027. Any shortfall will be funded by internally generated fund. Nonetheless, as all of these works are internally controlled and managed, the risks related to operational disruptions, delay or cost overruns are minimal. Consequently, we do not anticipate any significant impact on our Group's revenue. However, such risks of disruption, delay or cost overruns may nonetheless occur, which we have further discussed in Section 9.1.5.

7.15.2 We intend to invest into new projects to increase our market share within the aquariums industry

Apart from the continued development of our existing aquaria, a key component to our future business growth will be to undertake the development of new aquaria projects.

(a) Aquarium in Kota Kinabalu

Aquawalk Malaysia has entered into a non-binding MOU dated 13 February 2024 with Qhazanah Sabah Berhad ("**Qhazanah**"), the investment arm of the State Government of Sabah, to jointly develop an oceanarium at an identified seaside location in Kota Kinabalu ("**Kota Kinabalu Project**") and subsequently on 21 October 2024 entered into a Letter of Intent ("**LOI**") with Qhazanah to further the parties' negotiations. Qhazanah is responsible for supporting the development of the Kota Kinabalu Project through liaison and facilitation in matters related to the location, as well as to assist in local statutory matters, whereas Aquawalk Malaysia is responsible for the management and development of the Kota Kinabalu Project, including the design, construction and operations of the oceanarium in the future. This Kota Kinabalu Project is subject to the execution of the necessary definitive/joint venture agreements.

As at LPD, the parties have mutually agreed to extend the expected signing date of the definitive/joint venture agreement under the LOI to December 2025. We are still in the midst of negotiating the terms of definitive/joint venture agreement with Qhazanah, which is expected to be completed by December 2025.

7. BUSINESS OVERVIEW (Cont'd)

Thereafter, the technical requirements will be finalised and the design process will commence in late 2025 and we expect to complete the schematic design by first quarter of 2026, followed by the detailed designs by the second quarter of 2026. Then, we are required to obtain the requisite regulatory approvals such as building permits in respect of the construction of oceanarium from local authorities, permits for marine species from DOF, water quality compliance with the Department of Environment as well as other health and safety licences, operational licences and business permits, which are expected to happen by the third quarter of 2026. We will also be providing support to the developer of the project site in the conduct of an environmental impact assessment, if required. All approvals will be coordinated with relevant authorities throughout the project. This will be followed by procurement and construction works which will commence in early-2027 and continue throughout 2028, during which the majority of the capital expenditure required for this Kota Kinabalu Project will be expended. The Kota Kinabalu Project is expected to be completed in by end 2028.

At this juncture, the Kota Kinabalu Project is estimated to cost a total of RM70.5 million. As this is expected to be a 60:40 joint-venture between Aquawalk Malaysia and Qhazanah, Aquawalk Malaysia's 60.0% share of the cost is estimated to be RM42.3 million.

The cost is estimated by analysing key components required for the aquarium, including structural works, LSS, theming and operational expenses. Our cost assessments are conducted based on our prior experience in aquarium construction, current construction prices and historical project data, taking into account inflation, location of the projects and project scope.

We will be allocating RM39.6 million of our gross proceeds from the Public Issue for this project, and the balance will be funded by internally generated funds and/or bank borrowings as required. It is estimated that 40.0% of the allocated proceeds will be utilised by 2026, with another 40.0% by 2027 and the balance 20.0% by 2028.

Upon completion of the Kota Kinabalu Project, future returns, in the form of profits of the aquarium, will be distributed between Aquawalk Malaysia and Qhazanah on a 60:40 ratio, in line with equity participation of each party.

Pursuant to the above, our Group intends to expand our workforce by hiring 81 staff across management, curatorial, back-office support, operations, sales and marketing, and security roles to meet our HR requirements for the new aquaria in Kota Kinabalu. We estimate that the monthly wages for these staff for the first year is approximately RM0.4 million, with a projected 5.0% annual wage increase factored into the subsequent year's requirement for the subsequent 2 years. We intend to fund this cost via the proceeds from our Public Issue.

7. BUSINESS OVERVIEW (Cont'd)

(b) Aquarium in Java, Indonesia

We intend to collaborate with PT Maju Batu Bersama ("**PTMBB**"), a developer of a leading recreational theme park complex in Java, Indonesia, to develop an aquarium ("**Indonesia Project**"). PTMBB is responsible for providing the site and facilitate in matters relating to the constructions as well as to assist in local regulatory requirements, whereas Aquawalk Malaysia is responsible in providing the design and specialist knowledge in the construction of the aquarium as well as the management and operations of the aquarium. As at LPD, Aquawalk Malaysia has entered into a non-binding MOU dated 1 December 2024 with PTMBB to set out the indicative principal terms in relation to the Indonesia Project. Subsequently Aquawalk entered into a non-binding LOI dated 16 June 2025 with PTMBB to further the parties' negotiations. This MOU and the LOI are subject to the execution of the necessary definitive/joint venture agreement. The MOU is valid for a year from its date and may be mutually extended in writing. Pursuant to the LOI, the definitive agreement is expected to be signed within 3 months from the date on which the total capital expenditure and key commercial terms are mutually agreed by the parties and finalised. We are in the midst of negotiating the terms of definitive/joint venture agreement with the developer, which is expected to be completed by December 2025.

The technical requirements are in the midst of being finalised and the design process has commenced in July 2025. This will be followed by procurement and construction works in 2026. We are also required to obtain the necessary regulatory approvals including local building permits for zoning, structural, fire safety, workplace safety standards, public health, wastewater management compliance as well as operational licences for tourism and business operations. Furthermore, permits from Indonesia's Ministry of Marine Affairs and Fisheries and conservation authorities are required to be obtained for marine species acquisition and welfare compliance. The Indonesia Project is expected to be completed by the end of 2026.

At this juncture, the Indonesia Project is estimated to cost approximately RM28.8 million. Subject to further negotiations, this collaboration is expected to be a 60:40 joint-venture between Aquawalk Malaysia and the developer. Thus, Aquawalk Malaysia's 60.0% share of the estimated cost of project is RM17.3 million.

The cost is estimated by analysing key components required for the aquarium, including structural works, LSS, theming and operational expenses. Our cost assessments are conducted based on our prior experience in aquarium construction, current construction prices and historical project data, taking into account inflation, location of the projects and project scope. As at LPD, we have identified the location for the construction of the aquarium in Java, Indonesia.

We will be allocating RM17.3 million of the proceeds from our Public Issue for the Indonesia Project. It is estimated that the allocated proceeds will be utilised by end 2026.

Upon completion of the Indonesia Project, future returns, in the form of profits of the aquarium, will be distributed between Aquawalk Malaysia and the developer on a 60:40 ratio, in line with the equity participation of each party.

7. BUSINESS OVERVIEW (Cont'd)

The primary cost differential between the development of Kota Kinabalu Project and Indonesia Project is attributed to the scale of the projects. The gross floor area of the aquarium in Kota Kinabalu is estimated to be 45.0% larger than the aquarium in Java. Furthermore, the Indonesia Project is an enhancement to an existing developed site, whereas the Kota Kinabalu Project is a new development, which is expected to incur higher construction and infrastructure costs.

In the event that the Kota Kinabalu Project or the Indonesia Project or other items of capital expenditure do not materialise, their respective allocated amount will be earmarked towards undertaking other future projects for the expansion of our aquaria or other related attractions. In this regard, our Group is in communication with several parties for potential future projects to be undertaken for the expansion of our new aquaria, but have not secured any as at LPD. Nonetheless, as and when such projects are secured, our Company shall ensure compliance with the Listing Requirements, and make the necessary disclosures and/or seek shareholders' approval. The criteria for reallocating funds to other future projects will be based on several factors, chiefly being the urgency of projects, its alignment with current Group objectives, and its potential for future returns.

7.15.3 Prospect of our Group

We believe that our prospects in the aquariums industry are favourable, taking into consideration our competitive strengths as set out in Section 7.14, our business strategies as set out above as well as the prospects of the aquariums industry as set out in the IMR Report. According to the IMR Report, the aquariums industry in Malaysia, Thailand and Indonesia is growing, propelled by rising consumer spending on recreation and culture, supported by positive socioeconomic trends, including a favourable economic outlook and population growth, and Aquaria KLCC and Aquaria Phuket are among the largest in their respective regions. They are thus well positioned to capitalise on the aforementioned growth trends, as we continue to improve on our attractions and offerings in these aquaria, as mentioned in Section 7.15.1 above.

In Malaysia, the economy is forecasted to grow at a CAGR of 4.0% from 2024 to 2029, reinforcing the favourable conditions for sustained growth in disposable income and discretionary spending. The population is forecasted to expand at a CAGR of 1.1%, with urban population growing faster at a CAGR of 1.6%.

In Thailand, gross domestic product is forecasted to grow by 1.8% in 2025 and 1.6% in 2026, with private consumption increasing by 2.1%. The recovery of the tourism sector, with international visitor spending forecasted to grow at a CAGR of 7.5% from 2024 to 2029, further supports growth.

In Indonesia, the economy is showing resilience, with per capita national income growing at a CAGR of 6.0%. The country benefits from a demographic advantage, with 30.3% of young adults aged 20-39, which is expected to drive consumption in the forecast period. The tourism industry welcomed 13.9 million foreign tourists in 2024, with international visitor spending forecasted to grow at a CAGR of 5.5% from 2024 to 2029. In this regard, our co-owned JAQS also stands to benefit from the growth prospects of Indonesia's economy.

These favourable economic conditions, coupled with population growth and tourism recovery, provide a strong foundation for the growth of the aquariums industry in the region.

8. IMR REPORT

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Date: 10 October 2025

The Board of Directors
Aquawalk Group Berhad
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Menara Darussalam
No.12, Jalan Pinang
50450 Kuala Lumpur.

Dear Sirs / Madams,

Independent Market Research Report on the Aquariums Industry in Malaysia, and Overview of the Industry in Selected Countries

We, Frost & Sullivan GIC Malaysia Sdn Bhd ("**Frost & Sullivan**"), have prepared this Independent Market Research Report on the Aquariums Industry in Malaysia, and Overview of the Industry in Selected Countries ("**IMR Report**") for inclusion in Aquawalk Group Berhad ("**Aquawalk**" or "**the Company**")'s prospectus for the listing and quotation of the entire enlarged issued shares in Aquawalk on the Ace Market of Bursa Malaysia Securities Berhad ("**Prospectus**").

We are aware that this IMR Report will be included in the Prospectus and we further confirm that we are aware of our responsibilities under Section 215 of the Capital Markets and Services Act, 2007.

We acknowledge that if we are aware of any significant changes affecting the content of this IMR Report between the date hereof and the issue date of the Prospectus, we have an ongoing obligation to either cause this IMR Report to be updated for the changes and, where applicable, cause Aquawalk to issue a supplementary prospectus, or withdraw our consent to the inclusion of this IMR Report in the Prospectus.

Frost & Sullivan has prepared this IMR Report in an independent and objective manner, and has taken adequate care to ensure the accuracy and completeness of this IMR Report. We believe that this IMR Report presents a true and fair view of the industry within the limitations of, among 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 the industry. Frost & Sullivan shall not be held responsible for the decisions and/or actions of the readers of this IMR Report. This IMR Report should also not be considered as a recommendation to buy or not to buy the shares of any company or companies as mentioned in this IMR Report or otherwise.

For and on behalf of Frost & Sullivan GIC Malaysia Sdn Bhd:



Narciso Podda
Director
Business & Financial Services

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Methodology

For the purpose of preparing this report, Frost & Sullivan has conducted primary research encompassing interviews with industry experts and industry players, and secondary research, which included reviews of company reports, official websites/social media pages, independent research reports, information from industry associations/authorities/international organisations, and information from Frost & Sullivan research database. Unless made available in the publicly available sources, projected data was derived by Frost & Sullivan using historical data analysis with the consideration of the social, economic, and political environments for the forecasted period.

Comparable key industry players identified in this report have been selected from a long list of companies developed by screening directories in Malaysia as well as discussion with industry players. Subsequently, the list was presented and discussed with industry players and experts¹ that agreed to be interviewed for the purpose of the analysis. Information were further validated via public information through secondary research (which covers reviews of company reports, official websites/social media channels, independent research reports, information from industry associations/authorities/internal organisations, as well as information from Frost & Sullivan research database) and fine-tuned by contacting identified companies (e.g., telephonic method, official social media platforms, among others).

Profile of Frost & Sullivan GIC Malaysia Sdn Bhd

FROST & SULLIVAN is a global independent industry research and consulting organisation headquartered in the United States of America with over 60 years of establishment. In Malaysia, FROST & SULLIVAN's subsidiary, Frost & Sullivan GIC Malaysia Sdn Bhd, operates two offices (Selangor and Iskandar Malaysia) with more than 200 employees offering market research, marketing and branding strategies and business advisory services across 12 industries. FROST & SULLIVAN 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 related fund-raising and corporate exercises.

Profile of the IMR signee, Narciso Podda

Narciso Podda is the Director, Business & Financial Services division, for Frost & Sullivan GIC Malaysia Sdn Bhd. Narciso Podda possesses over 15 years of experience in market research and consulting, including over 8 years in independent market research and due diligence exercise for capital markets across the Asia Pacific region. Narciso Podda holds a Bachelor in Business Administration from Bocconi University, Italy, and a Master in International Economics and Finance from Chulalongkorn University, Thailand.

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¹ Industry players are individuals currently or previously working in the aquariums industry. Industry experts are individuals with in-depth knowledge on the industry (e.g., industry analysts).

8. IMR REPORT (Cont'd)



1 INTRODUCTION

The aquariums industry in Malaysia is growing and is projected to continue to grow, driven by factors such as population growth (which increases the addressable market of the industry), positive economic outlook (which contributes to higher disposable income for recreational and cultural activities), and tourism industry growth, among other factors.

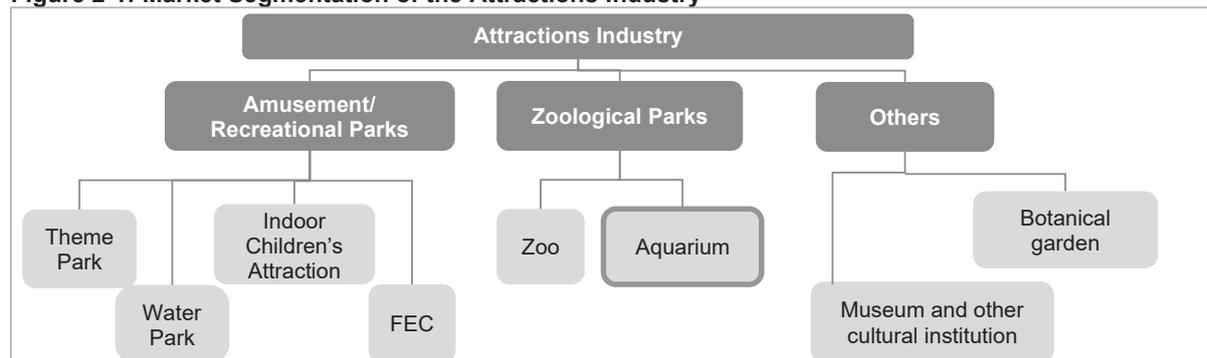
In this growing market, Aquawalk, together with its subsidiaries, owns and manages Aquaria KLCC, which emerges as the largest private aquarium in Malaysia, based on its built-up area and estimated number of visitors, as at 2024. By leveraging on its long-established market presence and industry expertise, location in a key touristic hub for Malaysian and international tourists, and active participation in outreach programs to engage with educational institutions and the public, Aquawalk is also well-positioned to capture the future growth potential of the industry in Malaysia.

In addition to that, Aquawalk benefits from its presence and experience in Thailand and Indonesia. It owns and operates one of the largest private aquariums in Thailand based on built-up area. Aquawalk, along with its JV partner, also runs one of the largest private aquariums in Indonesia, based on built-up area. Leveraging on these strengths, Aquawalk has the opportunity to further expand in other regional markets, which are also estimated to grow due to the positive economic outlook and increased spending on recreational and cultural activities.

2 ABOUT THE AQUARIUMS INDUSTRY

The aquariums industry is part of the broader attractions industry. These are places whose main purpose is to allow public access for entertainment or education purposes. The attractions industry can be divided into amusement or recreational parks, which include theme parks, water parks, indoor children’s attractions and family entertainment centres (“FEC”), among others, and zoological parks, which comprise zoos and aquariums. The attractions industry also widely includes botanical gardens, museums and other cultural institutions.

Figure 2-1: Market Segmentation of the Attractions Industry



Note: the box in red refers to the industry segment where Aquawalk is operating.

Source: Frost & Sullivan

An aquarium is an artificial containment area, specific for fish and marine life, for the purpose of public exhibits or shows. It may also include an oceanarium whereby an artificial containment is built as an under-the-sea observatory and holds a diverse collection of marine species that interact freely with each other. Aquariums complement the various segments of the attractions industry as they carry both educational and entertainment value. This report focuses on large aquariums located at attraction spots.

3 ANALYSIS OF AQUARIUMS INDUSTRY IN MALAYSIA

3.1 MARKET SIZE

As at 2024, the Malaysian market of zoological parks, museums and other amusement and cultural activities had returned to the pre-pandemic levels of 2019. This market is forecasted to grow at a CAGR of 9.7% from 2024 to 2029, driven by the rebound in international tourism arrivals in Malaysia, the growing expenditure on recreational and cultural activities, and the higher disposable income driven by the positive economic outlook. In 2024, the aquariums segment accounted for about 4.3% of the total market.

8. IMR REPORT (Cont'd)



Chart 3-1: Market Size of the Zoological Parks, Museums and Other Amusement and Cultural Activities in Malaysia, 2019–2029F

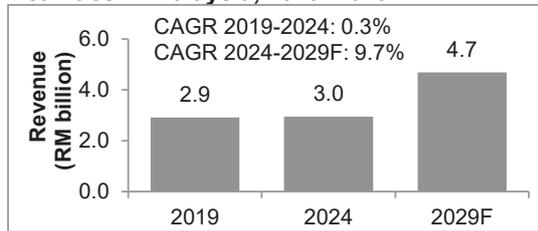
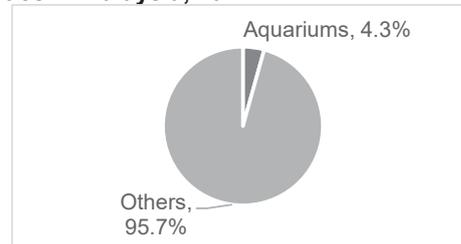


Chart 3-2: Share of Aquariums within the Zoological Parks, Museums and Other Amusement and Cultural Activities in Malaysia, 2024



Note: The market size of Zoological Parks, Museums and Other Amusement and Cultural Activities in Malaysia in 2019 and 2024 is estimated based on government statistical data and international organisation databases. The market size of aquariums is estimated based on the actual and estimated revenue of key players within the industry in Malaysia. The share of aquariums within the wider segment in 2024 is calculated based on the estimated market size of aquarium of RM127.0 million over the market size of the zoological parks, museums and other amusement and cultural activities of RM2,954.0 million.

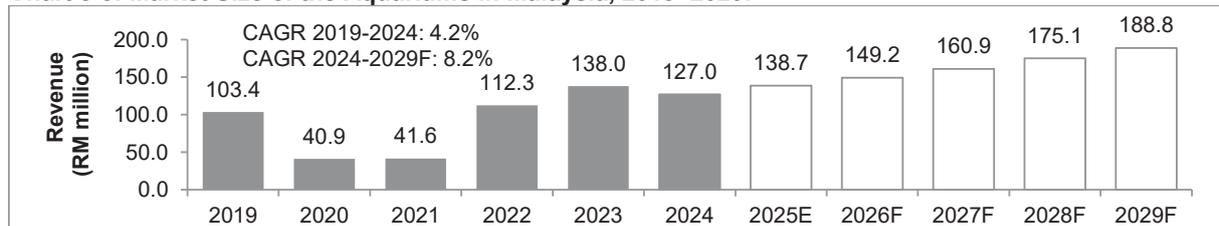
Source: Frost & Sullivan

The aquariums industry caters to a diverse group of visitors, which are generally classified as residents² and international tourists. Larger aquariums with a wide variety of exotic species tend to attract more visitors compared to smaller aquariums with a limited number of species. Large aquariums can also accommodate a larger crowd at one time. In addition, aquariums located in high-footfall areas such as city centres and popular touristic spots typically enjoy greater popularity.

The aquariums industry in Malaysia has been growing historically up to 2019. However, in 2020 and 2021 it was impacted by the coronavirus disease 2019 (“COVID-19”) outbreak. Movement restrictions aimed at containing the spread of the virus resulted in a sharp decline in visitors to aquariums. As they were not classified as an essential business, aquariums were temporarily closed during this period. The industry started recovering in 2022, due to resuming international and local tourism travels, and residents resuming their outings for leisure activities and educational-related trips. The aquarium industry grew fast in 2023 before normalising in 2024, partly due to promotional ticketing strategies that boosted visitor numbers but lowered overall revenue, and due to the greater competition from the broader attractions industry. The recovery registered by the aquariums industry is faster than the recovery of the overall zoological parks, museums, and other amusement and cultural activities in Malaysia, due to the growing demand for experiential learning and leisure activities to connect with nature.

Moving forward, the aquariums industry in Malaysia is forecasted to grow at a CAGR of 8.2%, mainly driven by the recovery of international tourism and the growth of domestic tourism. The ability of aquariums to provide experiential learning, participation in conservation initiatives, and year-round accessibility will continue to be appreciated by the visitors.

Chart 3-3: Market Size of the Aquariums in Malaysia, 2019–2029F



Source: Frost & Sullivan

3.2 INDUSTRY DRIVERS AND GROWTH TRENDS

3.2.1 Industry Drivers

The growth of the aquariums industry in Malaysia is driven by various socioeconomic factors. From 2019 to 2024, the mean household disposable income grew at a CAGR of 2.3% from Malaysian Ringgit (“RM”) 6,764³ to RM7,584,⁴ bolstering consumer spending on recreational and cultural activities. Moving forward, the Malaysian economy is forecasted to grow at a CAGR of 4.0% from 2024 to 2029,⁵ reinforcing the favourable condition for

² include citizens, permanent residents and expatriates

³ DOSM, Household Income Survey Report, 2022

⁴ DOSM, Household Income Survey Report, 2024

⁵ IMF, WEO April 2025

8. IMR REPORT (Cont'd)

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sustained growth of household disposable income, leading to a higher propensity for discretionary spending, which supports the growth of the aquariums industry.

Furthermore, the Malaysian population is forecasted to expand at a CAGR of 1.1% from 2024 to 2029,⁶ with urban population increasing at a faster CAGR of 1.6% in the same period, increasing the addressable market of the industry. Urbanisation, coupled with infrastructure development, enhances connectivity and drives traffic to attractions like aquariums. Other key industry growth drivers include the following:

In 2024, the tourism industry in Malaysia showed signs of recovery, with international tourist arrivals reaching 25.0 million. This marks a significant improvement compared to 0.1 million international tourist arrivals registered in 2021. The number of international tourist arrivals is approaching the pre-pandemic level of 26.1 million arrivals recorded in 2019.⁷ The tourism industry is supported by various stakeholders ranging from tour companies, online travel agents, online travel marketplaces, and the local government. The Malaysian Government allocated RM550 million in Budget 2025 to boost tourism promotion and activities in Malaysia.⁸

Chart 3-4: International Visitors Spending, Malaysia, 2019–2029F



Source: Frost & Sullivan

Malaysia is known as a tourism destination for its natural attractions and rich cultural assets.⁹ Malaysia is also a popular destination for business, leisure, shopping, education, and medical tourism in Southeast Asia. Many aquariums are situated in popular tourist destinations; hence, the aquariums industry is expected to benefit from the recovery of the tourism sector. The spending by international visitors in Malaysia is forecasted to grow at a CAGR of 5.2% from 2024 to 2029.

Additionally, the number of domestic visitors reached 260.1 million with an expenditure of RM106.7 billion in 2024, an increase of 21.7% and 25.7%, respectively, compared with 2023.¹⁰

Southeast Asian countries,¹¹ including Malaysia,¹² are recognised as affordable travel destinations. For residents, the cost of international travel remained relatively higher than domestic alternatives, prompting domestic tourism to grow. Both international and domestic tourism are set to contribute to the growth of the industry.

3.2.2 Industry Dynamics

Educational opportunities through experiential learning: Aquariums often play a crucial role in educating the public about aquatic ecosystems, including marine habitats and behaviours, and conservation status and efforts. They offer a variety of educational programs, themed exhibits and special events tailored for different age groups to attract visitors and create memorable educational experiences. The educational information provided through fun experiences cultivates a deeper appreciation for the natural world. This, in turn, encourages visitors to make multiple visits to the aquariums. The educational value provided by the aquariums continues to attract footfall and enrich the visitor experience.

Partnerships and collaborations for conservation initiatives: Aquariums extend their impact beyond exhibits by actively engaging in direct conservation actions, including species preservation, habitat restoration, and rescue and rehabilitation of marine creatures, to foster public engagement and awareness. They also participate in conservation initiatives through joint initiatives with other institutions such as universities and government agencies for research projects. The joint initiatives facilitate resource sharing, knowledge exchange and enhance conservation impact while creating visibility for the aquariums. Visitors are likely to support aquariums that demonstrate a commitment to conservation efforts and sustainability, aligning with their values. Furthermore, partnerships with other aquariums to exchange species also broaden the appeal and attract a larger audience, thus driving the growth of this industry.

Year-round accessible leisure activity to connect urban dwellers with nature: Visiting aquariums serves as a leisure activity for many categories of customers, such as families, couples, and individuals, among others. For many urban dwellers who reside far from the sea, aquariums provide a special experience that transports them to underwater worlds they may not otherwise have the chance to explore. Aquariums also typically offer year-

⁶ IMF, WEO April 2025

⁷ Malaysia Tourism Promotion Board

⁸ Ministry of Finance Malaysia, Belanjawan 2025, October 2024

⁹ MIDA, Capturing High-Value Nature-Based Tourism Projects - A Sustainable Paradigm Approach for Malaysia

¹⁰ DOSM, Domestic Tourism Survey, 2024

¹¹ Global Times, Travel to Southeast Asia booms as more facilitation measures implemented, July 2024

¹² MIDA, Hospitality (Hotels & Tourism), retrieved from <https://www.mida.gov.my/industries/services/hospitality-hotels-and-tourism/> as at 24 September 2024

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round access, as they are not affected by weather conditions or limitations on outdoor exhibits. As such, aquariums often become sought-after and reliable destinations for leisure outings, attracting a stable visitorship throughout the year. Many aquariums provide engaging activities beyond the basic exhibits, such as educational tours, live animal feedings, underwater shows, night tours and sleepovers, among others. These experiences enhance the overall value of visiting an aquarium, engaging visitors of all ages, thus contributing to a year-round footfall.

3.2.3 Industry Trends

Technology advancement to support the upkeep of the aquariums: Industry players are emphasising the use of commercial-grade Life Support Systems in aquariums to ensure the well-being and longevity of aquatic life in a man-made environment. These systems include filtration, water quality monitoring, and temperature control, amongst others. The advancements in technology not only enhance the care of aquatic life but also improve operational efficiency for industry players. Aquariums can automate processes, reduce labour costs, and minimise human error. This allows for a more precise control over environmental conditions, ultimately leading to healthier and more sustainable habitats for marine species.

Technology advancement to enhance the visitor experience: Industry players are leveraging technology and infrastructure to attract new visitors and encourage repeat visits. Immersive soundscapes, ambient lighting and scent machines with technology aid providing multi-sensory experiences. Innovations such as virtual reality experiences, augmented reality exhibits, and immersive displays are further adopted within the industry to enhance the visitors' experience. Additionally, using digital maps and signage or even AI assistants helping to create interactive experiences while reducing the use of paper. Technology adoption creates more value and transcends traditional aquarium experiences while allowing industry players to charge visitors extra for special features and add-on immersive experiences.

3.3 COMPETITIVE LANDSCAPE

Industry players in the aquariums industry in Malaysia face competition not only from each other but also indirectly from other forms of attractions, including animal-related (e.g. zoos and bird parks), educational-related (e.g. museums) and entertainment-related (e.g. theme parks and water parks). People also allocate their spending towards other forms of activities, such as watching movies in cinemas or dining out at restaurants, amongst others. Therefore, to a broader extent, the aquariums industry in Malaysia can be considered competitive.

Nevertheless, some aquariums collaborate with other nearby attractions through package deals to encourage visitors to explore multiple sites in the area and attract visitors from other attractions. For instance, travel agencies may offer bundles of different attraction spots, which come at a lower price for visitors compared to purchasing separate tickets.

The aquariums industry in Malaysia encompasses both privately-owned and government-owned aquariums. The privately-owned aquariums primarily generate revenue through ticket sales and merchandise, often focusing on innovative and entertaining exhibits for a wider audience appeal. Meanwhile, government-owned aquariums often operate as research and/or conservation institutions, for public education and outreach. Some of the aquariums are operated as stand-alone or within zoos or wildlife centres.

3.3.1 Profiles of Key Players

Aquaria KLCC emerges as the largest private aquarium in Malaysia based on its built-up area and estimated number of visitors as at 2024. Aquaria KLCC has the longest underwater tunnel in Malaysia, which is 90 meters long and equipped with a travelator. It also has the largest single saltwater tank in Malaysia, filled with 2.5 million litres of saltwater. It hosts unique species such as Green Sea Turtles, Sand Tiger Sharks, and Eagle Rays. Additionally, Aquaria KLCC is among the highest rated by the Malaysia Tourism Quality Assurance (myTQA) initiative in Malaysia as at 30 September 2025, with a gold rating.

Aquaria KLCC benefits from its strategic location in Kuala Lumpur city centre, with easy access to public transportation. It is also part of the Kuala Lumpur Convention Centre, located at the foot of the Petronas Twin Towers, a prime location that has high footfall from residents and international tourists. While competing with other aquariums in the country, Aquaria KLCC also indirectly competes with other attractions, whether with wildlife or non-wildlife-related within its proximity. Visitors may opt to explore other attractions offering other activities that come with entertainment value or educational value, among other considerations.

Table 3-1: Profile of Selected Key Aquariums in Malaysia, 2025

Aquarium name ⁽¹⁾	Aquarium as single attraction	Location	Annual number of visitors in 2024	Built-up area (square feet ("sq ft"))	Capacity of the tanks (litres)	Animal population	Variety of fish (species)
Aquaria KLCC	Yes	Kuala Lumpur	~1.3 million	72,584	3 million	~8,000 aquatic and non-aquatic population, of which ~5,000 aquatic population	~350

8. IMR REPORT (Cont'd)



Aquarium name ⁽¹⁾	Aquarium as single attraction	Location	Annual number of visitors in 2024	Built-up area (square feet ("sq ft"))	Capacity of the tanks (litres)	Animal population	Variety of fish (species)
Underwater World Langkawi	Yes	Kedah	~250k	~60,000	500-600,000 per tank	~2,000 varieties of animals and sea creatures	300-400
SEA LIFE Aquarium	No, part of a theme park	Johor	~350k	22,852 in land space, with a two-storey exhibition building	~478,000	>13,000 sea creatures	>120
The TOP Penang Aquarium	No, part of a theme park	Penang	180k-270k	30,000	400-12,000 per tank	900-1,000 fishes	>150
The Shore Oceanarium	Yes	Melaka	~160k	21,000	N/A	N/A	>100

Notes: Data for each aquarium is provided on a best-effort basis based on publicly available information. "N/A" indicates that data/information is not available. (1) The aquariums listed are the largest private aquariums based on built-up area in Malaysia as at 30 September 2025.

Source: Respective Company Websites; Frost & Sullivan

Table 3-2: Profile of Selected Wildlife-Related Key Attractions within proximity to Aquaria KLCC, 2025

Name of attraction ⁽¹⁾	Type of attraction	Distance from Aquaria KLCC (radius, km)	Details of attraction
Kuala Lumpur Bird Park	Bird park	3	<ul style="list-style-type: none"> Located in Perdana Botanical Garden, Kuala Lumpur Sprawling approximately 20.9 acres of verdant valley terrain Home to more than 3,000 local and foreign birds of approximately 200 different species, which is divided into 4 zones
Zoo Negara	Zoo	8	<ul style="list-style-type: none"> Located in Ampang, Selangor Spans across 61.5 acres of land Around 17 main exhibits with over 4,028 specimens from 318 species of mammals, birds, reptiles, amphibians and fish
99 Wonderland Park	Recreation park	11	<ul style="list-style-type: none"> Located close to Batu Caves, Selangor A 23 acres recreational park featuring musical fountain, LED lights and rare animals Adopts open concept, allowing the visitors to interact with the birds and animals
Sunway Lagoon	Theme park, water park	15	<ul style="list-style-type: none"> Located next to Sunway Pyramid, in Petaling Jaya, Selangor Spread across 88 acres of land Have seven adventures zones with over 90 attractions, include a wildlife park of more than 150 species
Farm in the City	Zoo	20	<ul style="list-style-type: none"> Located in Seri Kembangan, Selangor A petting zoo spread across 7 acres of land With a collection of more than 150 species of local and exotic animals

Notes: The list may not be exhaustive. Data for each company is provided on a best-effort basis based on publicly available information. The selected attractions are wildlife-related and large in scale (at least 50,000 sq ft). (1) The attractions are managed by private companies and non-governmental organisation in Malaysia, located within 25km radius from Aquaria KLCC, and with a ticket price of at least RM35 (inclusive of 5% entertainment tax, standard pricing exclude promotion) for local adults during weekday, accessed through their website as at 30 September 2025.

Source: Respective Company Websites; Frost & Sullivan

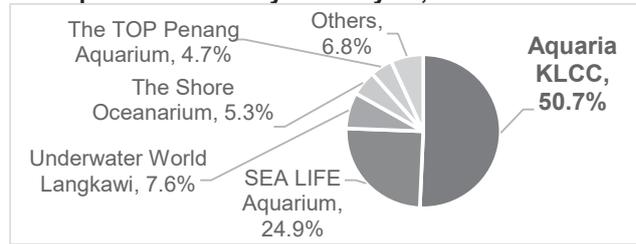
3.3.2 Market Share

As at 2024, Aquaria KLCC is the largest player in the aquariums industry in Malaysia based on revenue¹³, with a market share estimated at 50.7%. Within the wider segment of zoological parks, museums, and other amusement and cultural activities in Malaysia, Aquaria KLCC has an estimated market share of 2.2%, based on revenue in the same year. Its growth has been supported by its capability to attract a large number of visitors due to the large fish populations and variety of species. Its growth has also been supported by its easy accessibility in a high footfall location. With these factors in place, Aquaria KLCC is well-positioned to gain a strong foothold and grow in the forecasted period in this report.

¹³ Aquaria KLCC's market positioning in 2024 is confirmed by comparing its revenue in 2024 against the estimated revenue of other similar key players reported in the table 3-1. The revenue data may not have been available for all players. Therefore, Frost & Sullivan has estimated their revenue based on various factors, including the number of visitors, ticket price per pax, industry news, and the industry average growth rate, among others.

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Chart 3-5: Aquaria KLCC's Market Share by revenue in the Aquariums Industry in Malaysia, 2024

Notes: (1) Market share estimates derived from the latest available financial data reported by selected players as at 30 September 2025; (2) The category labelled as "Others" includes players engaged in the aquariums industry with a market share that is estimated to be less than 4.5% in 2024, and other players for which financial information is not available or the market share cannot be estimated; (3) The revenue reported may include revenue derived from activities other than the aquariums industry.

Source: Frost & Sullivan

3.3.3 Key Success Factors and Barriers to Entry

To stand out from the competition, industry operators must possess industry know-how, including expertise in aquatic biology and husbandry, as well as knowledge of aquatic creature welfare and conservation. This knowledge is essential for maintaining healthy and thriving exhibits and ensuring the well-being of aquatic life. Additionally, the capability to create educational content and guided tours tailored to different age groups and interests is essential for fostering engagement and learning among visitors. Operators proficient in hospitality management, including crowd management, ticketing systems, and maintaining clean and safe facilities, among others, can leave a positive impression on visitors. Furthermore, operators who can identify opportunities for revenue growth and implement strategic initiatives to maximise profitability can ensure the long-term success of the aquarium attraction.

It is also common for the attractions industry to have some form of agreement or partnership with government authorities, particularly if they are located on government-owned land or receive government funding or support. These agreements may cover various aspects such as lease terms, operational requirements, and revenue-sharing arrangements. Industry players operating under this model can utilise the government funding or support to improve operations, achieve higher visibility and sustain within this industry.

The aquarium industry in Malaysia faces high entry barriers, as establishing a new aquarium requires significant capital investment and time to build up a collection of aquatic creatures. Operational costs are also high, including maintenance, energy use, and staffing. The operation also requires knowledgeable and dedicated staff to take care of the artificial ecosystem. Furthermore, the aquarium industry may experience fluctuations in the number of visitors due to seasonal trends and economic factors, requiring operators to adapt to changing market conditions.

Additionally, obtaining permits, licenses, and approvals from authorities can also be complicated. Aquariums must adhere to local regulations or by-laws, including safety standards and permits for operating a business. Aquariums need to meet regulatory requirements for welfare, wildlife protection, and public safety; achieving these can be complex and time-consuming. They also need to comply with local acts or regulations related to animal welfare, wildlife protection, and the conservation of endangered species, such as the Wildlife Conservation Act 2010 in Malaysia. Additionally, they would need to comply with international standards and conventions regarding wildlife conservation, trade, and animal welfare, such as the Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES).

Aquariums involved in import and export need to apply for licenses or permits from relevant departments and comply with health certifications and quarantine inspections, among others. For instance, operators of aquariums in Malaysia need to apply to the Department of Fisheries Malaysia to import and care for selected fish species. They also need an approved quarantine area, a valid import permit, and a valid Health Certificate.

3.4 INDUSTRY OUTLOOK

The aquariums industry in Malaysia is forecasted to grow at a CAGR of 8.2% from 2024 to 2029. The growth is mainly supported by the growth of the population and a positive economic outlook, with growth in both domestic and international tourism. Educational opportunities through experiential learning, partnerships and collaborations for conservation initiatives, and the year-round accessibility to connect urban dwellers with nature also contribute to the growth of the aquariums industry.

8. IMR REPORT (Cont'd)

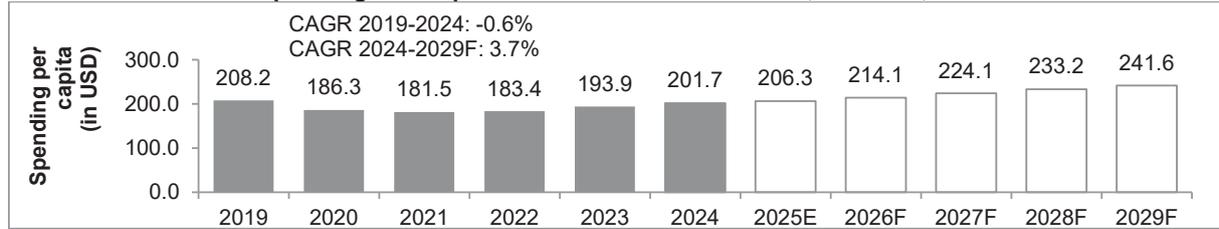


4 OVERVIEW OF THE INDUSTRY IN THAILAND

4.1 INDUSTRY GROWTH AND MARKET SIZE

Real Gross Domestic Products (“GDP”) in Thailand is forecasted to grow by 1.8% in 2025 and 1.6% in 2026.¹⁴ Private consumption is estimated to increase by 2.1% in 2025, remaining the key driver of economic growth. On the other hand, private investment is also estimated to increase in the same year, with a year-on-year growth of 1.0%, driven by a growth in private consumption, and government initiatives to boost investment in selected industries.¹⁵ Consumer spending in Thailand, including recreation and culture, is expected to grow in the forecasted period from 2024 to 2029 as the economy recovers.

Chart 4-1: Consumer Spending Per Capita on Recreation and Culture, Thailand, 2019–2029F

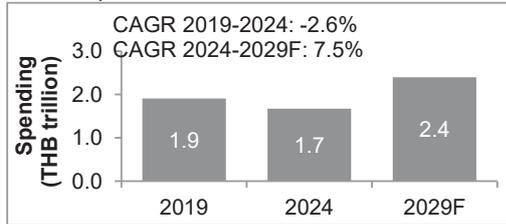


Source: Frost & Sullivan

In 2024, the market size of the aquariums industry in Thailand is estimated to be between THB1.2 billion to THB 1.6 billion. Moving forward, the growth of the aquariums industry in Thailand will be driven by consumer spending on recreation and cultural activities, and tourism industry growth.

4.2 INDUSTRY DRIVERS AND GROWTH TRENDS

Chart 4-2: International Visitors Spending, Thailand, 2019–2029F



Source: Frost & Sullivan

Thailand is one of the top travel destinations in Asia Pacific. In 2019, Thailand attracted 39.9 million international tourists. In 2024, the number of international tourists reached 35.5 million, representing a 26.3% increase from 2023.¹⁶ While Thailand's tourism was expected to recover to pre-pandemic levels in 2025, the Bank of Thailand (BOT) revised its 2025 foreign arrival projection down from 37.5 million to 35.0 million, due to fewer Chinese visitors.¹⁷ The spending by international visitors in Thailand is forecasted to grow at a CAGR of 7.5% from 2024 to 2029.

Specifically, in 2024, Phuket welcomed 9.9 million foreigners and 3.3 million locals, who generated around THB497.5 billion in tourism revenues.¹⁸ Phuket is likely to continue being a popular tourist destination in Thailand, with international arrivals at its airport estimated to grow at a CAGR of 14.3% from 2023 to 2030.¹⁹

To facilitate tourism growth, the Thai Government has relaxed entry requirements from select countries, including a permanent visa-free policy starting in March 2024 for China.²⁰ Additionally, in May 2025, the government launched a comprehensive safety plan to enhance tourist confidence and experience, such as transparent transportation pricing.²¹ The Thai Government also looks at long-term plans such as expanding airport infrastructure in popular destinations such as Bangkok, Phuket and Chiang Mai.²²

While benefiting from tourism growth, zoos and aquariums in Thailand often engage in various promotional activities to attract visitors and raise awareness about conservation efforts. Common promotional activities include discounts, social media campaigns, and special events such as animal feeding sessions, educational talks, and interactive exhibits using technology to engage visitors.

In recent years, the target markets of the attractions industry in Thailand shifted, with blurring lines between locals and international visitors. International visitors seek interactive experiences through animal encounters or cultural

¹⁴ IMF, WEO April 2025

¹⁵ National Economic and Social Development Council, Thai Economic Performance in Q2 of 2025 and the Outlook for 2025

¹⁶ Bank of Thailand, Tourism Indicators

¹⁷ Bank of Thailand, Monetary Policy Report Q2/2025, August 2025

¹⁸ Thailand Ministry of Tourism and Sports, Domestic Tourism Statistics, Classified by Regions and Provinces, 2024

¹⁹ Frost & Sullivan's forecast

²⁰ China Briefing, China and Thailand to Waive Visa Requirements Permanently from March, January 2024

²¹ Thailand Government Public Relations Department, Thailand Rolls Out New Safety Measures to Reassure Tourists, May 2025

²² The Nation, Airport expansions and upgrades planned over the next 5-10 years, September 2024, accessed in July 2025

8. IMR REPORT (Cont'd)

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immersion, while local visitors prioritise experiential spending. Decisions about content, branding, and pricing are heavily influenced by the target customer group.

4.3 COMPETITIVE LANDSCAPE AND PROFILES OF KEY PLAYERS

The attractions industry in Thailand is fragmented, with different types of animal-related (e.g. zoos and bird parks), educational-related (e.g. museums) and entertainment-related (e.g. theme parks and water parks) attractions, to cater to a large number of tourists. The aquariums industry, as part of this broader attractions landscape, indirectly competes with these other attractions. The aquariums industry in Thailand is also fragmented, consisting of privately-owned and government-owned aquariums, with nearly three times as many industry players as in Malaysia.

Aquaria Phuket is strategically located in the heart of Phuket, an island in the southern part of Thailand that is a premier destination for travellers. As at 2024, Aquaria Phuket is among the largest private aquariums in Thailand based on built-up area. It is also the only aquarium in Thailand that offers a fine-dining experience in front of the main tank.

Table 4-1: Profile of Selected Key Aquariums in Thailand, 2025

Name of the aquarium ⁽¹⁾	Location	Annual number of visitors in 2024	Built-up area (sq ft)	Capacity of tanks (litres)	Animal population	Variety of fish (species)
Aquaria Phuket	Phuket	~294k (Weekend: 800-1,000 per day)	103,843	~7 million	~6,000 aquatic and non-aquatic population	~200 aquatic species
SEA LIFE Bangkok Ocean World	Bangkok	Weekend: 500-1,000 per day	110,000	5 million	~3,000 aquatic creatures	>200 aquatic species
Underwater World Pattaya	Chon Buri	N/A	48,438	2.7 million for tunnel	~2,000 marine animals	>100 marine species
Chiangmai Zoo Aquarium	Chiang Mai	Weekend: ~2,000 per day	Overall area of 10 rai. Area of the exhibition building is 150,533 sq ft	4 million	N/A	over 80 kinds of freshwater and sea creatures

Notes: Data for each aquarium is provided on a best-effort basis based on publicly available information. "N/A" indicates that data/information is not available. (1) The aquariums listed are selected based on private aquariums by largest built-up area in Thailand as at 30 September 2025.

Source: Respective Company Websites; Department of Business Development; Frost & Sullivan

Besides aquariums in Thailand, visitors have other key attractions within proximity to Aquaria Phuket, such as Phuket Bird Park and Phuket Fantasea, among others.

4.3.1 Market Share

As at 2024, Aquaria Phuket is estimated to have a market share between 11.0% and 15.0% in Thailand's aquariums industry.²³ It attracts visitors with its large fish populations and variety of species. Aquaria Phuket is likely to benefit from the continued popularity of Phuket as a tourist destination in Thailand. As tourism continues to grow, Aquaria Phuket is well-positioned to capitalise on this growth momentum.

4.4 INDUSTRY OUTLOOK

The Thai government is targeting revenue of THB2.87 trillion through tourism receipts in 2025²⁴ and making Thailand a global aviation hub, handling more than 150 million air travellers annually by 2030.²⁵ Additionally, the growing disposable incomes are also likely to result in an improvement in the standard of living among the Thais, leading to an increased appetite for culture and recreational spending in the country. Nature and wildlife have been an integral part of the Thai diaspora, and aquariums in the country are no exception. The sector is likely to continue playing an integral role in Thailand's recreation landscape and a testament to that is the renovation and reopening of the Chiang Mai Zoo's aquarium in April 2024 with a view to improve visitor experience. Government's measures, coupled with the aforementioned improvements in the general standard of living, aided by newer attractions in the nature and wildlife landscape to entice locals and international tourists alike are likely to serve as a significant driver for the country's tourism landscape in the forecast period.

5 PERSPECTIVE OF THE INDUSTRY IN INDONESIA

5.1 INDUSTRY GROWTH AND MARKET SIZE

The Indonesian economy continues to show resilience, with a decreasing trend in inflation and a stable currency. Reforms and new government projects are anticipated to stimulate business investment and public spending. Indonesia's economic growth has been reflected by a rise in incomes, thus increasing overall household spending.

²³ Aquaria Phuket's market positioning in 2024 is confirmed by comparing its revenue in 2024 against the estimated revenue of other similar key players reported in the table 4-1. The revenue data may not have been available for all players. Therefore, Frost & Sullivan has estimated their revenue based on various factors, including the number of visitors, ticket price per pax, industry news, and the industry average growth rate, among others.

²⁴ The Nation, TAT eyes 3 trillion baht in tourism revenue for 2026, ramps up recovery strategy, July 2025

²⁵ Travel Daily News, Thailand's Vision 2025: A multifaceted approach to ignite tourism, April 2024

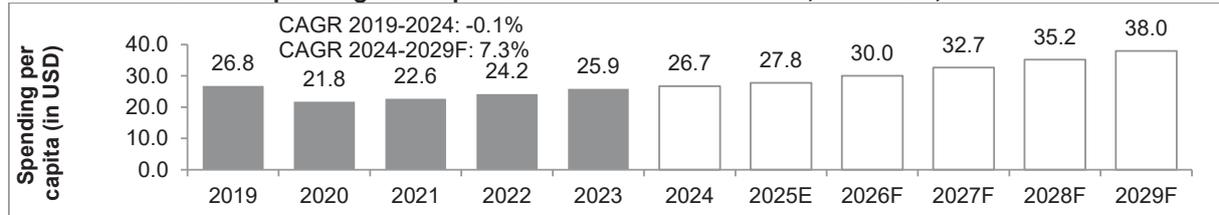
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The per capita national income grew from IDR42.7 million in 2019²⁶ to IDR57.2 million in 2024, at a CAGR of 6.0%.²⁷ The country benefits from a demographic advantage, with 30.3% of young adults (aged 20-39 years) in 2024.²⁸ It is likely that this group, driven by a larger propensity to spend, will drive consumption in the forecast period. Nonetheless, nationwide protests in 2025 had caused temporary disruptions in business activity and consumer sentiment. While the government has moved to restore stability, the overall impact is minimal.

Aside from spending on household necessities, food, health, and other essentials, Indonesians also increase their spending towards recreation and culture, which is estimated to reach pre-pandemic levels in 2024 and experience rapid growth in the forecast period.

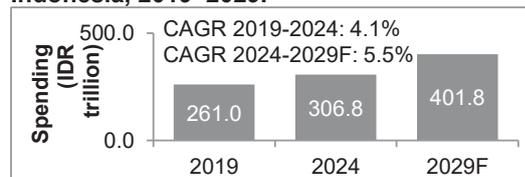
Chart 5-1: Consumer Spending Per Capita on Recreation and Culture, Indonesia, 2019–2029F



Source: Frost & Sullivan

In 2024, the market size of the aquariums industry in Indonesia is estimated to be between IDR400.0 billion and IDR550.0 billion. The growth of the aquariums industry in Indonesia is driven by consumer spending on recreation and cultural activities, and tourism industry growth in the forecasted period of 2024 to 2029. The protest in 2025 had temporarily affected mobility and tourist confidence. However, the longer-term outlook for tourism and leisure spending remains positive, supported by the recovery in consumer sentiment and stable conditions.

Chart 5-2: International Visitors Spending, Indonesia, 2019–2029F



Note: Value for 2019 and 2024 calculated based on total visitors times the average visitor spending.

Source: Frost & Sullivan

In 2024, Indonesia welcomed 13.9 million foreign tourists while domestic tourist trips reached 8.9 million.^{29 & 30} The tourism industry benefits from a wide variety of attractions and large local populations. Urbanisation, along with better infrastructure to reach attractions and the development of new townships and cities, also facilitates the growth of attractions. Strategic steps adopted by the Indonesian government further drive the growth of tourism.³¹ The spending by international visitors in Indonesia is forecasted to grow at a CAGR of 5.5% from 2024 to 2029.

Cultural tourism plays a significant role in Indonesia’s tourism industry, boasted by a wide array of cultural attractions, ranging from ancient temples to traditional dances and unique arts and crafts. Indonesia offers a diverse array of adventure and recreational activities, including boating, scuba diving, surfing, volcano trekking, island hopping, and jungle trekking. Prominent attractions include zoos, ecological parks, and aquariums given the diverse flora and fauna.

5.1 COMPETITIVE LANDSCAPE AND PROFILES OF KEY PLAYERS

Similar to Malaysia and Thailand, the aquariums industry in Indonesia is part of the broader attractions industry. Aquariums in the country indirectly compete with other attractions, particularly zoo and safari. The aquariums industry in Indonesia comprises both privately-owned and government-owned aquariums, with a few large and well-known key players.

Jakarta AQuarium Safari is located in the heart of the city of Jakarta. Jakarta AQuarium Safari is among the largest private aquariums in Indonesia based on built-up area as at 2024. It has the highest number of fish species among the selected aquariums.

Table 5-1: Profile of Selected Key Aquariums in Indonesia, 2025

Name of the Aquarium ⁽¹⁾	Location	Annual number of visitors in 2024	Built-up area (sq ft)	Capacity of tanks (litres)	Animal population	Variety of fish (species)
Jakarta AQuarium Safari	DKI Jakarta	~531k	77,568	1.2 mil for main tank	~2,600 aquatic and non-aquatic population	~320
BX SEA	Banten	~708k	~79,200	4.5 mil	~25,000 aquatic population	~140

²⁶ BPS - Statistics Indonesia, Statistical Yearbook of Indonesia 2024

²⁷ BPS - Statistics Indonesia, Statistical Yearbook of Indonesia 2025

²⁸ United Nation, 2022 Revision of World Population Prospects

²⁹ BPS - Statistics Indonesia, Jumlah Kunjungan Wisatawan Mancanegara ke Indonesia Menurut Kebangsaan (Kunjungan), 2024

³⁰ BPS - Statistics Indonesia, Jumlah Perjalanan Wisatawan Nasional (Perjalanan), 2024

³¹ Liputan6, 8 Langkah Strategis Akselerasi Pariwisata Nasional, December 2023

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Name of the Aquarium ⁽¹⁾	Location	Annual number of visitors in 2024	Built-up area (sq ft)	Capacity of tanks (litres)	Animal population	Variety of fish (species)
Sea World Ancol	DKI Jakarta	~1.1 mil	~48,400	5.0 mil	7,300 freshwater biota and 11,500 marine biota	~186

Notes: Data for each aquarium is provided on a best-effort basis based on publicly available information. "N/A" indicates that data/information is not available. (1) The aquariums listed are selected based on private aquariums by largest built-up area in Indonesia as at 30 September 2025.

Source: Respective Company Websites; Frost & Sullivan

Visitors to Jakarta can choose to visit other key attractions within the proximity of Jakarta AQuarium Safari. Some of these attractions include Taman Safari Indonesia, Ragunan Zoo, Faunaland Ancol, Jakarta Bird Land, and Taman Mini Indonesia Indah, among others.

5.1.1 Market Share

As at 2024, Jakarta AQuarium Safari is estimated to have a market share between 14.0% and 19.0% in Indonesia's aquariums industry.³² Its diverse variety of aquatic and non-aquatic species continues to attract visitors. Moving forward, Jakarta AQuarium Safari is well-positioned to increase its visitor numbers due to its strategic location in the heart of the city of Jakarta.

5.2 INDUSTRY OUTLOOK

Going forward, although the younger generations are more inclined toward gaming and social media for entertainment and recreation, Frost & Sullivan believes that outdoor attractions will remain an attractive option for Indonesians to spend their leisure time. With an ongoing emphasis on tourism and related sectors, zoological parks, aquariums, and other nature-themed recreational attractions are likely to continue to attract their own set of audiences, both from within and outside of the archipelago. The opportunity also lies within the growth of new townships and cities, where the aquariums can expand to and attract the local market.

6 OVERVIEW OF DESIGN AND DEVELOPMENT OF NEW AQUARIA

Industry players that already operate aquariums build expertise also in design, development, and maintenance of aquariums, enabling them to offer specialised services both locally and internationally. Demands stem from new players looking to build a new aquarium and, to some extent, refurbishment projects, supporting efforts to preserve aquatic biodiversity. The increasing integration of aquariums into commercial spaces like restaurants and hotels, or within other attractions, will further fuel market growth hence contribute to the positive outlook of this segment. By offering customised solutions to meet long-term needs of public and private aquariums, industry players in this segment are likely to benefit from the rising popularity of aquariums in the local and global markets.

7 SUMMARY PROSPECTS AND OUTLOOK FOR THE COMPANY

Aquaria KLCC is the largest private aquarium in Malaysia, based on built-up area and estimated number of visitors, while Aquaria Phuket is among the largest private aquariums in Thailand based on built-up area, and Jakarta AQuarium Safari is also among the largest private aquariums based on built-up area in Indonesia, as at 2024. The aquariums industry in Malaysia, Thailand, and Indonesia is growing, propelled by rising consumer spending on recreation and culture. This is supported by positive socioeconomic trends in the region, including a favourable economic outlook and population growth. The aquariums industry in the region is also benefitting from the recovery of international and local tourism, particularly for aquariums that are located at key tourist attraction spots.

Aquawalk benefits from its long-established presence in the industry, its strategic location in a key touristic hub for local and international travellers in Malaysia, and its diverse range of aquatic species. These factors enable the company to serve a broad and vast pool of visitors. By providing educational programs and special events as well as active participation in conservation initiatives, Aquawalk continues to increase its visibility and engagement with visitors. Aquawalk has received awards and accreditations for its aquariums in Malaysia, Thailand and Indonesia, which serve as a testament to its popularity and adherence to tourism standards. Additionally, leveraging its industry expertise, Aquawalk is capable of assisting other key industry players in designing and building of aquariums, further solidifying its position in the field.

Leveraging on these competitive strengths to further penetrate the fast-growing market of aquariums in Malaysia and regionally in Asia-Pacific, Aquawalk is well-positioned for future growth.

³² Jakarta AQuarium Safari's market positioning in 2024 is confirmed by comparing its revenue in 2024 against the estimated revenue of other similar key players reported in the table 5-1. The revenue data may not have been available for all players. Therefore, Frost & Sullivan has estimated their revenue based on various factors, including the number of visitors, ticket price per pax, industry news, and the industry average growth rate, among others.

9. RISK FACTORS

NOTWITHSTANDING THE PROSPECTUS 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.

9.1 RISKS RELATING TO OUR BUSINESS AND OUR OPERATIONS

9.1.1 Our success is dependent on our ability to secure new strategic locations and renew the tenancies or leases of our present aquarium locations on commercially viable terms

The success of our operations and future growth relies on our ability to secure new strategic locations and renew the tenancies or leases for our existing aquariums and related facilities on commercially viable terms. As at LPD, the lease for Aquaria KLCC and Aquaria Phuket are secured until 30 April 2037 and 23 August 2044 respectively. However, there is no assurance that these leases can be renewed upon expiry or on commercially reasonable terms. In the event we are unable to renew the leases and are also unable to secure suitable alternative locations within a reasonable timeframe, we may be forced to cease operations of one or both aquariums. Such a cessation could result in a significant loss of revenue to the extent of the time we cease operations. For reference, approximately RM103.4 million or 99.1% of our Group's total revenue based on FYE 2024 is derived from the operations of our aquaria, the loss of which would materially affect our profitability and cash flow.

If relocation is possible, we estimate the relocation and fit-out costs to range between RM28.8 million and RM70.5 million, depending on the location, size, and extent of renovations required. We would also incur an estimated RM1.6 million in restoration costs to return the existing leased premises to their original state. In the event we elect to terminate the lease of Aquaria Phuket by choice prior to its maturity, we will not be able to recover the security deposit amounting to approximately RM0.9 million pursuant to Clause 3.3 of the lease agreement for Aquaria Phuket. For avoidance of doubt, subject to reasonable notice (as may be mutually agreed between the lessor and Aquawalk Malaysia) being given to the lessor for termination, in the event that we elect to terminate the lease of Aquaria KLCC by choice prior to its maturity, there are no penalty provisions imposed under the 2025 LOO. Nevertheless, we may be subject to potential penalties as may be stipulated in the new lease agreement to be entered into pursuant to the 2025 LOO which is pending execution. These potential penalties, together with relocation costs and lost revenue, would significantly affect our Group's financial condition and results of operations.

Separately, as part of our strategic growth plan, we intend to develop and operate new aquariums and theme parks in various locations. The success of these new aquariums would be highly dependent on finding suitable locations on competitive and viable terms. However, there is no assurance that we will be able to find such locations with adequate space that we believe will be necessary for implementing our expansion plans on commercially viable terms.

Although presently most of our aquariums are located in prime locations, the terms and conditions in respect of new tenancies for new locations may not be as competitive, which could result in us incurring additional costs in order to secure these new locations. Similarly, there is no assurance that we will be able to maintain our current rental rates in the future should the rental in respect of our locations continue to increase. For FYE 2021 to 2024 and FPE 2025, the leases for our aquaria represents 14.0% to 31.9% of our cost of sales. Any significant increases in rental rates without a corresponding return in revenue may materially and adversely affect our financial performance. We may also potentially lose our current locations to other competing tenants who are able to offer higher rentals or more favourable terms to the lessors for the locations. All these factors could adversely affect our business, financial condition or results of operations. Since the commencement of our aquaria and up to LPD, we have not experienced any significant increases in rental rates, non-renewals or early terminations of leases which have materially affected our financial performance nor any loss of our current locations.

9. RISK FACTORS (Cont'd)

9.1.2 We may not be able to successfully implement our future plans and business strategies, joint ventures or other strategic initiatives

We plan to grow our Group's business by expanding and enhancing our business operations, through our business strategies and future plans as follows:

- (a) Upgrading and developing new attractions for Aquaria KLCC;
- (b) Developing new attractions for Aquaria Phuket;
- (c) Construction of an aquarium in Kota Kinabalu; and
- (d) Construction of an aquarium in Java, Indonesia.

Please refer to Section 7.15 for further information on our future plans and business strategies.

Our future success depends on our ability to execute these growth plans, including capital investments to improve existing aquariums, and develop new aquariums, attractions and theme parks. These growth strategies and innovation require significant management resources and capital investments which may not yield revenue growth at the rate we anticipate, or at all.

Any investments into new aquarium or theme park projects generally take time to scale and achieve their full revenue potential, profitability, and market penetration. Our new aquarium typically starts generating revenue upon project completion and the commencement of business operations. As a general guideline, it usually takes around 5 years for an aquarium to reach its full potential. Market penetration and growth occur during years 1 to 3, followed by stabilisation around year 3, before achieving full potential by year 5. Pending the new investments reaching their targeted business potential levels, we will continue to incur fixed costs such as rentals, staff costs and maintenance costs. As a result, we may not be able to recover these costs as well as any business development expenses, or to realise their intended or projected benefits, which could materially adversely affect our business, financial condition or results of operations.

In addition to the above, as part of our business strategy, our Group may pursue expansion, both domestically and internationally, through joint ventures, acquisitions of assets or other strategic initiatives, such as our collaboration with PJAI. The success of our strategic initiatives depends on multiple factors and are subject to risks and uncertainties especially for joint ventures where we may have limited control, including the performance of our joint venture partner, effective integration of acquired businesses and assets into our operations, realisation of anticipated synergies and cost savings, the diversion of management's attention from other business concerns, and undisclosed or potential legal liabilities of an acquired businesses or assets.

Additionally, any international ventures are subject to additional risks, such as economic fluctuations challenges and costs of staffing and managing operations abroad due to distance, language and cultural differences. These risks are further compounded by political instability, weaker legal protections in certain jurisdictions, currency exchange fluctuations and potentially unforeseeable implications of overseas operations. Since the commencement of our aquaria and up to LPD, our Group has not faced any unwarranted past incidences with our joint venture partners or overseas operations.

9. RISK FACTORS (Cont'd)

9.1.3 We may face operational risks which include critical systems failure or LSS failure, which may result in severe damage to our business operations

The operation of our aquarium relies heavily on the continuous and efficient functioning of critical systems and LSS, including water filtration, temperature regulation, oxygenation and waste removal systems. While we have implemented robust measures to mitigate the risks associated with critical systems and LSS failure, we cannot assure the complete prevention of failures due to risks beyond our control.

Our critical systems and LSS can fail due to a variety of reasons, including but not limited to mechanical or technical malfunctions, prolonged power outages or interruptions, human error in operation or maintenance, natural disasters and cyber-attacks. Although none of these incidents have occurred to us to date, any failure or malfunction of these systems can have severe consequences, potentially resulting in the loss of aquatic life, significant financial loss, and reputation damage.

Other operational risks may include, but are not limited to fire outbreaks, flooding and disruptions in water or electricity supply at our aquariums. These unexpected events could cause temporary or prolonged interruptions to our business operations, and in extreme cases, lead to loss of aquatic life and/or damage or destruction of our aquariums. Any such disruptions or suspensions in our operations could reduce visitorship, which in turn could negatively impact our business, financial condition or results of operations and brand reputation.

As at LPD, we have not experienced any past incidence or unanticipated failures or damages sustained which led to major interruptions in our operations. Notwithstanding the above, there can be no assurance that we will not experience any prolonged disruptions to our operations that would adversely impact our business and financial performance.

9.1.4 Animals in our care are of utmost importance to us, but they could be exposed to various diseases, in particular infectious diseases

The welfare of the animals in our care is of utmost importance and we are fully committed to ensuring the well-being and longevity of our aquatic ecosystems. However, individual animals, specific species or groups of animals within our collection could be exposed to infectious diseases. We continuously invest in our animal welfare and maintenance of their living environment.

Nonetheless, should an infectious disease affect any of the animals in our aquariums, or if the public perceives a potential health risk to humans, this could materially and adversely impact our animal collection and visitorship, which will, in turn, affect our business, financial condition or results of operations. As at LPD, we have not experienced any such outbreaks.

9.1.5 We may not be able to complete or deliver our new projects on time, within budget or at all

Our development projects require substantial capital expenditure, which is carefully managed through an extensive budgeting process for each project. In this regard, as disclosed in Section 4.9.1, RM12.2 million and RM20.7 million from our proceeds has been allocated for the enhancement or upgrading of the existing infrastructure and facilities of Aquaria KLCC and Aquaria Phuket respectively and also to introduce new attractions. Nevertheless, if the funds allocated from the Public Issue is insufficient to cover development costs, there is no assurance that we will have sufficient internally generated cash flows to bridge the gap or secure alternative funding in a timely manner, on favourable terms and conditions or at all. Additionally, any inability to obtain the necessary funding could result in project delays or increased development costs.

9. RISK FACTORS (Cont'd)

Beyond funding challenges, our development projects could be negatively impacted by other factors, such as delays in obtaining the required government approvals or licenses, shortage of key supplies for the construction works or natural disasters, some of which are beyond our control. As at LPD, we have not experienced any significant delays or material increases in costs which have resulted in a material adverse effect on our business operations. Nonetheless, should such situations materialise, our business, financial condition or results of operations may be adversely affected.

9.1.6 The high fixed cost structure of aquarium operations can result in significantly lower margins if revenues decline

A significant portion of our expenses consists of fixed costs that do not fluctuate with visitor numbers, including rental, depreciation, full-time employee salaries, maintenance, animal care, and utilities. As set out in Section 4.9.1, our future endeavours also involve a significant amount of capital expenditure to achieve our intended business growth. These fixed costs cannot be easily reduced in proportion to declining revenue, and in some cases, they may not be reducible at all. If revenue declines and our cost-cutting measures are insufficient or impractical, we could face a material decrease in profitability, along with reduced or negative cash flows.

This risk is especially heightened during periods of economic downturn or slow growth, such as the recent COVID-19 pandemic, during which the financial impact on our Group was notably evident, particularly for FYE 2021.

In FYE 2020 and FYE 2021, due to various implementations of the MCO, Aquaria KLCC experienced a shorter operation period of approximately 31 weeks and 24 weeks respectively, due to closure of business activities. Additionally, notwithstanding Aquaria Phuket being able to continue operations amidst the pandemic, tourism was significantly affected, and in turn, visitorship to these aquaria also declined. This was demonstrated by the fact that our Group recorded a net loss of RM23.4 million in FYE 2021. Details on the interruptions to our business operations arising from the COVID-19 pandemic as well as the financial impact throughout this period are set out in Section 7.8.

9.1.7 Revocation of requisite approvals, licenses and permits to exhibit animals may adversely affect our operations

We are required to hold certain licenses and permits for purposes of possessing, exhibiting and maintaining, as well as importing and exporting animals, and conducting other licensed businesses. The list of our major approvals, licences and permits obtained for our business operations is set out in Section 6.7, with which we are in compliance. Although our aquariums' licenses and permits have always been renewed in the past, in the event that any of our licenses or permits are not renewed or are revoked, certain parts or all of the operations of the affected aquarium may be affected or suspended.

We have not encountered any instances of revocation of requisite approvals, licenses or permits to exhibit animals since the commencement of our aquaria and up to LPD. We cannot guarantee that we will be able to adapt to any new rules and regulations of the countries which we operate in that may come into effect from time to time with respect to the aquariums industries or that in the future we will not encounter other material delays or difficulties in fulfilling the necessary conditions to obtain and/or renew all the other necessary certificates or permits for our operations in a timely manner, or at all. In the event that we fail to obtain or renew, or encounter significant delays in obtaining or renewing, the necessary government approvals for any of our aquariums or projects, our business, financial condition or results of operations may be adversely affected.

9. RISK FACTORS (Cont'd)

9.1.8 We are dependent on our skilled and experienced key senior management and the loss of their continued services may affect the operations and growth of our business

Our success and future growth are dependent on the experience, industry knowledge and domain expertise of our Executive Directors, key senior management, and technically qualified staff in the countries which we operate.

Dato' Simon (our Executive Chairman) provides strategic direction and business strategies to our Group while Daryl Foong (our Executive Director/Group Chief Executive Officer) is responsible for overseeing our Group's overall management, business operations and financial performance, implementation of business strategies and projects, as well as spearheading marine conservation awareness projects. Dato' Simon and Daryl Foong bring 22 and 10 years of experience in the aquarium industry, respectively.

Our Executive Directors are supported by our key senior management comprising Henry Ooi (our Group Chief Corporate Governance and Finance Officer) and Santhanamary John (our Chief Operating Officer of Aquawalk Thailand), who each have significant relevant working experience in their respective fields. Further details on the experience of our Executive Directors and key senior management are as set out in Sections 5.2.3 and 5.3.4, respectively. These individuals have been vital in the growth and development of our business.

In addition, our success is dependent on our continuing ability to identify, hire, train and retain other highly qualified personnel. We recognise that the loss of our Executive Directors and key senior management, technically qualified staff and other key employees without suitable and timely replacement may have a material adverse effect on our business, prospects, financial condition and results of operation. If we experience any significant, material changes to the composition of our key senior management team or technical team, we may not be able to recruit suitable or qualified replacements and may incur additional expenses to recruit and train new personnel, which could disrupt our business and slow down our ability to grow. Further, if we lose our key senior management or other key employees to our competitors, our competitiveness, operations and our ability to grow may be adversely affected.

9.1.9 Our debt agreements may contain restrictions that may limit our flexibility in operating our business

Our debt agreements and documents governing our future indebtedness may require us to meet certain financial ratios and tests. Our ability to comply with these and other provisions of future debt agreements is dependent on our future performance, which will be subject to many factors, some of which are beyond our control. Our future debt agreements and documents governing our future indebtedness may contain, numerous financial and operating covenants that limit the discretion of management with respect to certain business matters, such as our ability to incur additional indebtedness, pay dividends and other distributions. The breach of any of these covenants or non-compliance with any of these financial ratios and tests could result in an event of default under these debt agreements, which, if not resolved or waived, could result in acceleration of the related debt including cross-acceleration or cross-default of other debt. Variable rate indebtedness subjects us to the risk of higher interest rates, which could cause our future debt service obligations to increase significantly. Nonetheless, as at LPD, we have not been in breach of any debt covenants without remedy.

9. RISK FACTORS (Cont'd)

9.1.10 Our future leverage may adversely affect our cash flows

As set out in Section 4.9.1, we have plans to undertake further capital expenditure which may incur the use of additional leverage or borrowings. Any future leverage could result in financial risks, including the following: (i) a substantial portion of our cash flow from operations is dedicated to the payment of principal and interest on indebtedness, thereby reducing the funds available for operations, future business opportunities and capital expenditures; (ii) certain portion of the borrowings are at variable rates of interest, which will increase our vulnerability to interest rate fluctuations.

Our ability to make scheduled payments of the principal of, or to pay interest on, or to refinance, indebtedness depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors beyond our control, including the availability of financing in the international banking and capital countries. If we are unable to generate sufficient cash flow to service our debt or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt, which could cause us to default on our obligations and impair our liquidity. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations. From time to time, we may increase the amount of our indebtedness, modify the terms of our financing arrangements, issue dividends, make capital expenditures and take other actions that may substantially increase our leverage.

9.1.11 Our project development may be affected by the performance of third-party contractors

We employ third-party contractors to carry out various works in constructing our or our clients' aquariums, including engineering, equipment installation, interior decoration, and landscaping. These third-party contractors are selected through our procurement process to ensure that they meet our requirements. However, there is no assurance that we will be able to engage sufficient qualified third-party contractors for our future projects. Moreover, the contractors whom we select may fail to deliver due to reasons beyond our control or may not meet our quality standards, which may cause delay in the completion of our projects or increase our project development costs. Any of these factors could have a negative impact on our business, financial condition or results of operations. Since the commencement of our aquaria and up to LPD, we have not faced incidences of performance issues of the engaged third-party contractors without remedy. As an example, during the construction of Aquaria Phuket, a contractor failed to deliver up to our contractual standards, whereupon remedial action was undertaken, and we were not materially affected.

9.1.12 We are subject to operating cost fluctuation risks

Our operating costs may rise if the public utility prices, such as electricity and water increase. There is no assurance that our aquariums will continue to have an adequate or cost-effective supply of these utilities. For FYE 2021 to 2024 and FPE 2025, our utilities cost represents 7.7% to 12.9% of our cost of sales. Any significant increases in our utilities cost without a corresponding increase in revenue may materially and adversely affect our financial performance. If we are unable to offset these rising costs through revenue, our business, financial condition or result of operations and may be materially and adversely affected. Since the commencement of our aquaria and up to LPD, we have not faced any severe implications on significant increases in utilities costs.

9. RISK FACTORS (Cont'd)

9.1.13 We are exposed to risk relating to data and cyber-security breaches and failure to protect our customers' information

We collect, maintain, transmit and store data of our visitors, including personally identifiable information, as well as other confidential and proprietary information during the sales of entrance ticket. We also employ third-party service providers that collect, store, process and transmit proprietary, personal and confidential information, including credit card information, during the sales of entrance ticket on our behalf.

Although we have personal data protection policies and procedures in place, we and our service providers may not be able to prevent third parties from breaking into or altering our systems, conducting attacks, attempting to gain access to our systems, information or monetary funds, installing viruses or malicious software on our website or devices used by our employees or contractors, or carrying out other activity intended to disrupt our systems or gain access to confidential or sensitive information in our or our service providers' systems.

We may also be vulnerable to errors or wrongdoings by our own employees. Acts or omissions by contractors or service providers or other events or developments may also result in a compromise or breach in the security of confidential or sensitive information.

Any compromise or breach of our security measures, or those of our third-party service providers, may violate applicable privacy, data security and other laws, and expose us to legal action by our visitors or investigations by the authorities for breach of confidentiality of information, possible liability as well as result in adverse publicity and a loss of confidence in our security measures. This could damage our business reputation and brand name, which could consequently impact our financial performance adversely due to loss in visitors, potential financial compensations and legal fees on any legal actions or costs incurred for response efforts towards such legal actions, and for investigations on the security breach and/or professional data recovery.

Furthermore, our business operations may also be temporarily disrupted in the event a thorough investigation needs to be conducted on the security breach or failure to protect proprietary and visitors' information, and our cybersecurity solutions needs to be enhanced.

Since the commencement of our aquaria and up to LPD, our Group has not experienced any data and/or cybersecurity breaches.

9.1.14 Adverse administration judgements or litigation judgments or settlements resulting from legal proceedings in which we may be involved in the normal course of our business could reduce our profits or limit our ability to operate our business

We are subject to allegations, claims and legal actions arising in the ordinary course of our business, which may include claims by third parties, including guests who visit our aquariums, our employees and contractual counterparties such as construction or material suppliers, as well as investigations and administrative proceedings by regulators. The outcome of many of these proceedings cannot be predicted. Although we have never had a material suit filed against us resulting in material losses or damage to reputation, if any of such proceedings were to be determined adversely to us, a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against us, our business, financial condition or results of operations could be materially adversely affected.

9. RISK FACTORS (Cont'd)

9.1.15 Our insurance coverage may not be adequate to cover all possible losses that we could suffer, and our insurance costs may increase

We seek to maintain comprehensive insurance coverage at commercially reasonable rates. Although we maintain various safety and emergency response programmes and carry property and casualty insurance to cover certain risks, our insurance policies do not cover all types of losses and liabilities. Particularly, our exhibit animals cannot be insured due to their unique nature as assets. There can be no assurance that our insurance will be sufficient to cover the full extent of all losses or liabilities for which we are insured, and we cannot guarantee that we will be able to renew our current insurance policies on favourable terms. In addition, if we sustain significant losses or make significant insurance claims, our ability to obtain future insurance coverage at commercially reasonable rates could be materially adversely affected. Since the commencement of our aquaria and up to LPD, we have not encountered any incidents of material losses or liabilities not covered by insurance policies, except for the COVID-19 event, which falls under the exclusion clause of communicable diseases.

9.2 RISKS RELATING TO OUR INDUSTRY

9.2.1 We operate in a competitive industry

The attractions industry is highly competitive. Our aquariums compete with other types of recreational facilities such as zoos, theme parks, water parks and amusement parks, and other forms of entertainment. In such a competitive industry, our market share could be harmed if we are unable to compete effectively, or if other attractions gain more popularity over us.

Some of our competitors may have substantially greater financial resources, and they may be able to adapt more quickly to changes in guest preferences or devote greater resources to promotion of their offerings and attractions than us. As a result, we may not be able to compete successfully against such competitors.

9.2.2 Our business depends on the tourism industry and socioeconomic state of the country in which we operate

The attractions industry, of which we are part of, is generally cyclical and sensitive to changes in the global, regional and domestic economy. Since the demand for attractions is affected by the state of the economy and the level of economic growth in the countries which we operate, any deterioration in global, regional and domestic economic conditions as well as the resulting effect on tourism in the region, may have a material adverse impact on the attractions industry, which may in turn, adversely affect our Group's financial performance and position.

Our success depends to a significant extent on discretionary consumer spending, which is heavily influenced by general economic conditions and the availability of discretionary income. Adverse economic conditions in the countries we operate in may decrease consumers' spending power and consumer confidence, which will have a significant negative impact on the attractions industry.

In addition, various other socioeconomic factors beyond our control that could materially affect our business, operations and financial condition include:

- war, terrorist activities or threats and heightened travel security measures instituted in response to these events;

9. RISK FACTORS *(Cont'd)*

- outbreaks of pandemic or contagious diseases or concerns relating to potential exposure to contagious diseases;
- natural disasters, such as hurricanes, fires, earthquakes, tsunamis, tornados, floods and volcanic eruptions and man-made disasters such as the oil spills or explosions, which may deter travellers from scheduling vacations or cause them to cancel travel or vacation plans;
- oil prices and travel costs and the financial condition of the airline, automotive and other transportation-related industries, any travel-related disruptions or incidents and their impact on travel; and
- actions or statements by governmental authorities related to travel and corporate travel-related activities and the resulting public perception of such travel and activities.

There is no guarantee that a decline in the socioeconomic conditions in the countries we operate in will not materially and adversely impact our visitor headcount, ticket yield, retail yield and visitor spending patterns at our aquaria. Both our visitor headcount, ticket yield and retail yield are key drivers of our revenue and profitability, and reductions in either can materially adversely affect our business, financial condition or results of operations.

9.2.3 We rely on positive publicity concerning our aquaria, or the aquaria industry generally

Our ability to attract visitors and encourage repeat visitorship depends, in part, upon the external perceptions of our Group; the quality of our attractions and services and our corporate and management integrity. To a larger extent, the perception of the industry at large affects us as well. The operation of aquaria involves the risk of accidents, illnesses, environmental incidents and other incidents which may negatively affect the perception of visitors and employee safety, health, security and visitors' satisfaction and which could negatively impact our brand or reputation and our business, financial condition or results of operations.

Any adverse incident such as an accident or injury at any of our aquaria, or at those operated by our competitors, particularly those involving visitors and employee safety, and the resulting media coverage, can damage our brands or reputation, erode consumer confidence, reduce attendance, and adversely affect our results of operations. The significant growth in the use of social media over recent years has amplified the potential scope of publicity and therefore the risk of negative publicity that could be generated by such incidents.

We have not encountered such incidents which have resulted in significant losses or damage to reputation. However, if any such incident occurs, and especially during a time of high seasonal demand, the effect could materially and adversely impact our results of operations for the year.

9. RISK FACTORS (Cont'd)

9.2.4 Our operations and financial performance are subject to political, economic, social, regulatory and other related developments in the countries we operate in

Our business, prospects, financial conditions and results of operations may be affected by political, economic, social, regulatory and other related developments in the countries we operate in. Our exposure to the risks associated with our operations in the countries we operate in include, but are not limited to, burdens of complying with a wide variety of laws and regulations, political and economic instability, changes in interest rates, economic recession, fiscal and monetary policies of the governments such as foreign exchange control regulations, inflation, deflation, methods of taxation and tax policy, natural disasters, trade restrictions, imposition of government controls, logistics and sourcing, military conflicts, acts of terrorism and other matters that influence consumer confidence and spending.

Our project development and operations may be subject to environmental requirements, and may result in substantial costs, delays or otherwise adversely affect our new projects or existing operations. For illustration, in Malaysia, our business is subject to certain environmental laws and regulations during the development and/or operation of aquaria such as the Fisheries Act 1985 and the Environmental Quality Act 1974. Further details of such major laws governing the conduct of our Group's business are set out in Section 6.10. Any unanticipated changes in environmental laws and conditions may result in project delay and/or substantial compliance and other costs, and can also prohibit or severely restrict project development activity in environmentally sensitive regions or areas. Our operations may also be disrupted if we are required to rectify environmental problems through suspending a portion or all of the operations of our aquaria.

The occurrence of any of these risks could negatively affect our business in the respective countries and consequently, our overall business, financial condition or results of operations. Although we have not experienced any material adverse changes in such laws and regulations as at LPD, there is no assurance that we will not be required to incur substantial costs to comply with new or expanded environmental requirements in the future.

9.2.5 Changes in consumer tastes and preferences for entertainment and consumer products could reduce demand for our entertainment offerings and products and adversely affect the profitability of our business

The success of our business depends on our ability to consistently provide, maintain and expand our attractions. If our attractions do not achieve sufficient consumer acceptance and changing consumer preferences, or if our new attractions fail to attract visitors as projected or our existing aquaria fail to retain or increase visitorship, our results of operations and financial condition may be adversely affected, including due to loss of revenue from decline in ticketing sales and retail spending at our aquaria.

In addition, changes in the desirability of particular locations or travel patterns of our visitors may also affect visitorship to our existing aquaria.

9.3 RISKS RELATING TO THE INVESTMENT IN OUR SHARES

9.3.1 There is no prior market for our Shares

Prior to our Listing, there was no public trading for our Shares. The listing of our Shares on the ACE Market does not guarantee that an active market for our Shares will develop or continue to be developed upon or subsequent to our Listing.

9. RISK FACTORS *(Cont'd)*

There is also no assurance that our IPO Price will correspond to the price at which our Shares will be traded on the ACE Market upon or subsequent to our Listing.

9.3.2 Our Listing is exposed to the risk that it may be aborted or delayed

Our Listing may be aborted or delayed should any of the following occur:

- (a) the selected investors fail to subscribe for their portion of our IPO Shares;
- (b) our Underwriter exercises its rights under the Underwriting Agreement to discharge itself from its obligations therein;
- (c) we are unable to meet the public shareholding spread requirement set by Bursa Securities, whereby at least 25.0% 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; or
- (d) the revocation of the approvals from the relevant authorities for our Listing for whatever reason.

Where prior to the issuance and allotment of our IPO Shares:

- (a) the SC issues a stop order pursuant to Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and we or such other person who received the monies shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or
- (b) our Listing is aborted, investors will not receive any of our IPO Shares and all monies paid in respect of all applications for our IPO Shares will be refunded free of interest within 14 days.

Where subsequent to the issuance and allotment of our IPO Shares:

- (a) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, we shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or
- (b) our Listing is aborted other than pursuant to a stop order by the SC under Section 245(1) of the CMSA, a return of monies to our shareholders can only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation can be implemented through the sanction of our shareholders by special resolution in a general meeting and supported by either:
 - (i) consent from our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or
 - (ii) a solvency statement from the Directors.

9. RISK FACTORS (Cont'd)

Nonetheless, our Board will endeavour to ensure compliance with the various requirements for our successful Listing.

9.3.3 The trading price and trading volume of our Shares following our Listing may be volatile

The trading price and volume of our Shares may fluctuate due to various factors, some of which are not within our control and may be unrelated or disproportionate to our financial results. These factors may include variations in the results of our operations, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations.

The performance of Bursa Securities 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 Bursa Securities, thus adding risks to the market price of our Shares.

9.4 OTHER RISKS

9.4.1 Our Promoters will be able to exert significant influence over our Company as they will continue to hold majority of Shares after our IPO

Our Promoters will collectively hold approximately 50.4% of our enlarged share capital upon Listing. Because of the size of their shareholdings, our Promoters could have significant influence in determining the outcome of any corporate transactions or other matters requiring the vote of shareholders unless they are required to abstain from voting by law and/or as required by the relevant authorities.

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10. RELATED PARTY TRANSACTIONS

10.1 RELATED PARTY TRANSACTIONS

Save for the Acquisitions 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, major shareholders and/or persons connected with them which are material to our Group during FYE 2021 to 2024, FPE 2025 and up to LPD:

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
1	Vestmap	Aquawalk Malaysia	Dato' Simon Datin Mina Daryl Foong	Dato' Simon, Datin Mina and Daryl Foong are directors of Vestmap Dato' Simon and Datin Mina are also the indirect shareholders in Vestmap by virtue of their direct shareholdings in Feliz Natur Vestmap is our Group's Promoter and major shareholder Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director Daryl Foong is our Group's Promoter, Executive Director and Group Chief Executive Officer	Management fees for services provided by Vestmap (service provider) to Aquawalk Malaysia (customer) to supervise, direct, and control overall management and operations of Aquaria KLCC	(1,009)	(1)8.3	(3,519)	(1)24.9	-	-	-	-	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
2	Dato' Simon Daryl Foong	Aquawalk Thailand	Dato' Simon Daryl Foong	Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Daryl Foong is our Group's Promoter, Executive Director and Group Chief Executive Officer	(a) Rental of apartment by Aquawalk Thailand (tenant) from Dato' Simon and Daryl Foong (landlord) ⁽⁶⁾ (b) Purchase of apartment by Aquawalk Thailand (purchaser) from Dato' Simon and Daryl Foong (seller) ⁽⁶⁾	-	-	(10)	⁽¹⁾ 0.1	(22)	⁽¹⁾ 0.1	(6)	⁽¹⁾ <0.1	-	-	-	-
3	Blu Restaurant	Aquablu Technologies	Dato' Simon Datin Mina Daryl Foong	Dato' Simon and Daryl Foong are the directors of Blu Restaurant Dato' Simon and Datin Mina are the indirect shareholders of Blu Restaurant by virtue of their shareholdings in InNature Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director	(a) Rental of premises by Blu Restaurant (tenant) from Aquablu Technologies (landlord) ⁽⁷⁾ (b) Maintenance of lobster tank, provided by Aquablu Technologies (service provider) to Blu Restaurant (customer) ⁽⁸⁾	-	-	877	⁽²⁾ 14.4	2,883	⁽²⁾ 27.2	1,183	⁽²⁾ 9.0	-	-	10	N/A
						-	-	-	-	-	-	39	⁽³⁾ <0.1	19	⁽³⁾ <0.1		

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
				Since 23 September 2024, Datin Mina became a common director of our Company and Blu Restaurant													
				Daryl Foong is our Group's Promoter, Executive Director and Group Chief Executive Officer													
4	Blu Restaurant	Aquawalk Malaysia	Dato' Simon Datin Mina Daryl Foong	Same as disclosed in the item before this line	(a) Management services and support, including costs for manpower support fees (consist of salary reimbursement) and backend support fees for finance team, IT team and Chief Executive Officer time cost provided by Aquawalk Malaysia (service provider) to Blu Restaurant (customer)	-	-	-	-	326	(2)3.1	-	-	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
					(b) Maintenance of lobster tank, including water quality monitoring, weekly cleaning, repairs and system adjustments as needed provided by Aquawalk Malaysia (service provider) to Blu Restaurant (customer) ⁽⁸⁾	-	-	-	-	42	⁽³⁾ 0.1	-	-	-	-	-	-
5	InNature	Aquawalk Malaysia	Dato' Simon Datin Mina Daryl Foong	Dato' Simon is the Non-Independent Chairman of InNature Datin Mina is the Managing Director of InNature Daryl Foong is the alternate director to Dato' Simon (Non-Independent Non-Executive Director) of InNature Dato' Simon, Datin Mina and Daryl Foong are shareholders of InNature	Disposal of Blu Restaurant by Aquawalk Malaysia (seller) to InNature (purchaser) ⁽⁹⁾	-	-	-	-	-	-	5,100	⁽⁵⁾ 5.7	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
				Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman													
				Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director													
				Daryl Foong is our Group's Promoter and Executive Director													
6	InNature	Aquablu Technologies	Dato' Simon Datin Mina Daryl Foong	Same as disclosed before this line	Disposal of Blu Restaurant by Aquablu Technologies (seller) to InNature (purchaser) ⁽⁹⁾	-	-	-	-	-	-	12,750	⁽⁵⁾ 14.4	-	-	-	-
7	Adventuria	Aquawalk Malaysia	Aquawalk Malaysia Vendors Datin Mina Daryl Foong	Aquawalk Malaysia Vendors are the shareholders of our Company Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director	Purchase of consignment goods by Aquawalk Malaysia (purchaser) from Adventuria	-	-	-	-	(126)	⁽⁴⁾ 0.3	(116)	⁽⁴⁾ 0.3	^{(10)*}	⁽⁴⁾ <0.1	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%								
				Dato' Simon and Datin Mina are the directors and shareholders of Feliz Natur, Vestmap and Versatrad Agencies													
				Daryl Foong is the director of Feliz Natur and Vestmap													
				Daryl Foong is also our Group's Promoter and Executive Director													
				Feliz Natur and Vestmap are our Group's Promoter and major shareholders													
				Versatrad Agencies is our Group's Promoter													

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10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
8	Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Patrick Joss Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi and Versatrad Agencies	Aquawalk Malaysia	Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Patrick Joss Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi and Versatrad Agencies	Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director Daryl Foong is the director of Feliz Natur and Vestmap Daryl Foong is also our Group's Promoter and Executive Director	Disposal of Adventuria by Aquawalk Malaysia (seller) to Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi and Versatrad Agencies (purchasers) ⁽¹¹⁾	-	-	-	-	-	-	8,216	(5)9.3	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
				Feliz Natur and Vestmap are our Group's Promoter and major shareholders													
				Versatrad Agencies is our Group's Promoter													
9	Dessertology	Aquawalk Malaysia	Dato' Simon Datin Mina Daryl Foong Versatrad Agencies	Dato' Simon and Daryl Foong are the directors of Dessertology Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director Dato' Simon and Datin Mina are the indirect shareholders of Dessertology by virtue of their shareholdings in Versatrad Agencies Daryl Foong is our Group's Promoter and Executive Director Versatrad Agencies is our Group's Promoter	(a) Purchase of equipment by Aquawalk Malaysia (distributor) from Dessertology (supplier) pursuant to the distribution agreement between Aquawalk Malaysia and Dessertology ⁽¹²⁾ (b) Support fees paid by Aquawalk Malaysia (distributor) to Dessertology (supplier) ⁽¹²⁾	-	-	-	-	-	-	(80)	⁽⁵⁾ 0.1	-	-	-	-
						-	-	-	-	-	-	(23)	⁽¹⁾ 0.1	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD			
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%		
10	CDLC Bhd	Sdn	Aquawalk Malaysia	Dato' Simon Datin Mina Daryl Foong Versatrad Agencies	Dato' Simon and Daryl Foong are the directors of Dessertology holds 100.0% equity interests in CDLC Sdn Bhd	(a)	Purchase of ice cream by Aquawalk Malaysia (distributor) from CDLC Sdn Bhd (supplier) ⁽¹²⁾	-	-	-	-	-	-	(333)	⁽⁴⁾ 0.7	(218)	⁽⁴⁾ 1.0	(191)	N/A
				Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman	Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director	(b)	Support fees paid by Aquawalk Malaysia (distributor) to CDLC Sdn Bhd (supplier) ⁽¹²⁾	-	-	-	-	-	-	(18)	⁽¹⁾ <0.1	(27)	⁽¹⁾ 0.2	(21)	N/A
				Dato' Simon and Datin Mina are the indirect shareholders of Dessertology by virtue of their shareholdings in Versatrad Agencies	Daryl Foong is our Group's Promoter and Executive Director														
				Versatrad Agencies is our Group's Promoter															

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
11	Maximin Corporation Sdn Bhd ("Maximin Corporation")	Aquawalk Malaysia	David Gwan Kym Tjhung	David Gwan Kym Tjhung is our Independent Non-Executive Director and the Director of Maximin Corporation	Rental of warehouse premises by Aquawalk Malaysia (tenant) from Maximin Corporation (landlord) ⁽¹³⁾	-	-	-	-	-	-	(37)	⁽¹⁾ 0.2	(32)	⁽¹⁾ 0.3	(16)	N/A
12	Two Tigers Sdn Bhd ("Two Tigers")	Aquawalk Malaysia	Daryl Foong	Daryl Foong and his spouse are directors and shareholders of Two Tigers Daryl Foong is our Group's Promoter and Executive Director	Supply of consignment products by Two Tigers (supplier) to Aquawalk Malaysia (consignee) for the Atlantis Souvenir Store ⁽¹⁴⁾	-	-	-	-	-	-	(79)	⁽⁴⁾ 0.2	(131)	⁽⁴⁾ 0.6	(47)	N/A
13	Steady Property Management Sdn Bhd	Aquawalk Thailand	Dato' Simon Datin Mina Daryl Foong	Dato' Simon, Datin Mina and Daryl Foong are directors of Steady Property Management Sdn Bhd Dato' Simon and Datin Mina are major shareholders of Steady Property Management Sdn Bhd Dato' Simon and Daryl Foong are directors of Aquawalk Thailand	Purchase of apartment by Aquawalk Thailand (purchaser) from Steady Property Management Sdn Bhd (seller) ⁽¹⁵⁾	-	-	-	-	-	-	-	-	(940)	⁽⁵⁾ 0.9	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Related party	Transacting company in our Group	Interested person(s)	Nature of relationship	Nature of transaction	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 July 2025 up to LPD	
						RM'000	%	RM'000	%								
				Aquawalk Malaysia, Dato' Simon, Datin Mina and Daryl Foong are shareholders of Aquawalk Thailand													
				Dato' Simon is our Group's Promoter, major shareholder and Executive Chairman													
				Datin Mina is our Group's major shareholder and Non-Independent Non-Executive Director													
				Daryl Foong is our Group's Promoter and Executive Director													

Notes:

* Represents less than RM1,000

N/A Not applicable as we did not prepare any financial statements from 1 July 2025 up to LPD.

(1) Computed based on our Group's other operating expenses for each of the respective financial years/period.

(2) Computed based on our Group's other operating income for each of the respective financial years/period.

(3) Computed based on our Group's revenue for each of the respective financial years/period.

(4) Computed based on our Group's cost of sales for each of the respective financial years/period.

(5) Computed based on our Group's NA for each of the respective financial years/period.

10. RELATED PARTY TRANSACTIONS (*Cont'd*)

- (6) Our Group rented an apartment located at The Base, Central Phuket, 1/329, Floor 7, Building B, Wichit Sub-District, Mueang District, Phuket Province, Thailand from Dato' Simon, our Group's Promoter, major shareholder and Executive Chairman and Daryl Foong, our Group's Promoter, Executive Director and Group Chief Executive Officer. The period of tenancy was from 1 April 2022 to 31 March 2023, which was subsequently renewed for another year from 1 April 2023 to 31 March 2024 and has not been renewed. The apartment serves as accommodation for our Group's staff. Our Group has entered into a sale and purchase agreement dated 1 August 2024 for the purchase of the aforesaid apartment from Dato' Simon and Daryl Foong for a cash consideration of THB3.2 million and was completed on 16 December 2024. The purchase consideration is derived based on the transacted prices of other units in The Base, Central Phuket available for sale.
- (7) Prior to 1 July 2024, Blu Restaurant was part of our Group. Aquablu Technologies, our subsidiary, as the then main tenant of the premises located at Lot G46 and G46-ES, Ground Floor, Concourse Expansion Floor, Suria KLCC, 241, Petronas Twin Tower, KLCC, 50088 Kuala Lumpur sub-rented the premise to Blu Restaurant. The tenancy period was from 15 February 2022 to 14 February 2025. The tenancy for the premise was novated by Aquablu Technologies to Blu Restaurant effective 1 July 2024, as part of the disposal of Blu Restaurant by our Group.
- (8) In FYE 2023, Aquawalk Malaysia provided lobster tank maintenance services to Blu Restaurant. Subsequently, the arrangement was formalised and Aquablu Technologies entered into a lobster tank services agreement ("**Services Agreement**") dated 1 January 2024 with Blu Restaurant for the provision of lobster tank maintenance services, expiring on 31 December 2025 with an option to renew for a further 2 additional 1 year (i.e., 1+1 year) terms.

Dato' Simon and Daryl Foong are common directors of Aquablu Technologies and InNature (the current parent company of Blu Restaurant). Since 23 September 2024, Datin Mina became a common director of our Company and Blu Restaurant. Dato' Simon and Datin Mina are the indirect shareholders of Blu Restaurant by virtue of their shareholdings in InNature. This related party transaction will be a recurring transaction and continue after our Listing.

The salient terms of the Services Agreement are as follows:

- (a) Aquablu Technologies shall be responsible for rectifying aquarium system issues arising from or in connection with or caused or contributed to by any act, omission, fault, or negligence of Aquablu Technologies or its permitted subcontractors or their directors, employees, servants, agents, representatives or workmen or any other party for whom Aquablu Technologies is responsible or vicariously responsible;
- (b) Aquablu Technologies shall indemnify and hold Blu Restaurant harmless from any and all third-party claims, losses, expenses, damages, demands, fines, penalties, liabilities and costs arising from the negligent or intentional acts or omissions of Aquablu Technologies in the performance of the services or Aquablu Technologies' obligation performed under the Services Agreement;

10. RELATED PARTY TRANSACTIONS (Cont'd)

- (c) neither Blu Restaurant nor Aquablu Technologies shall be liable to the other for any direct, indirect, special or consequential losses or damages arising from or in any way related to the Services Agreement; and
 - (d) the Services Agreement is governed by the laws of Malaysia.
- (9) Our Group disposed of its equity interests in Blu Restaurant to InNature, consisting of 60.0% from Aquablu Technologies, 16.0% from Adventuria and 24.0% from Aquawalk Malaysia, for a total cash consideration of RM21.3 million pursuant to a share sale and purchase agreement between the parties dated 10 May 2024 ("**Blu Restaurant SPA**"). For avoidance of doubt, our Group accounted for RM17.9 million of the total cash consideration of this disposal, as the combined financial statements of our Group were prepared excluding Adventuria, which does not form part of our Listing Group and would therefore exclude Adventuria's portion of proceeds from the disposal consideration.

As of 10 May 2024, the date of the Blu Restaurant SPA, Aquablu Technologies and Adventuria were subsidiaries of Aquawalk Malaysia. Dato' Simon, Datin Mina and Daryl Foong are common directors and/or shareholders of Aquawalk Malaysia, Aquablu Technologies, Adventuria and InNature. The equity interests in Blu Restaurant were disposed on 12 July 2024. In particular, Blu Restaurant was disposed at a cash consideration of RM21.3 million, equivalent to a PE Multiple of 8.3 times based on its trailing 12-month PAT of RM2.6 million, which was assessed by an independent adviser to be fair and reasonable.

- (10) Subsequent to LPD, our Group had ceased purchasing consignment goods from Adventuria, and this related party transaction will not recur after our Listing.
- (11) Our Group also disposed of its 70.0% equity interests in Adventuria together with the amount owing by Adventuria to Aquawalk Malaysia of RM18.4 million ("**Debt**") to Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Patrick Joss Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi and Versatrad Agencies for a total cash consideration of RM8.2 million pursuant to a sale and purchase agreement between the parties dated 28 June 2024 ("**Adventuria SPA**"). The 70.0% equity interests in Adventuria were disposed on 12 July 2024. The disposal consideration for Adventuria of RM8.2 million was arrived at based on the outstanding Debt amount of RM18.4 million, less a provision of impairment amounting to RM10.2 million. As Adventuria has been historically loss-making, recording after-tax losses of RM0.3 million for FYE 2023, Aquawalk Malaysia's investment in Adventuria has been fully impaired.
- (12) Our Group had on 15 July 2024 entered into a distribution agreement with Dessertology whereby Dessertology had granted Aquawalk Malaysia the right to resell hand-made artisanal ice creams and pastries under the CDLC brand in Aquawalk Malaysia ("**CDLC Distribution Agreement**").

Pursuant thereto, Aquawalk Malaysia has purchased RM80,000 of equipment, and will pay a promotional and marketing support fee based on a percentage of sales under the CDLC brand as set out in the CDLC Distribution Agreement. Aquawalk Malaysia will also throughout the tenure of the CDLC Distribution Agreement (which is valid from 15 July 2024 until terminated) purchase CDLC products from Dessertology for resale under the agreement.

10. RELATED PARTY TRANSACTIONS (*Cont'd*)

Dato' Simon and Daryl Foong are common directors of Dessertology and Aquawalk Malaysia. Versatrad Agencies, Dato' Simon and Datin Mina are common shareholders of Dessertology and Aquawalk Malaysia.

This related party transaction will be a recurring transaction and continue after our Listing. The terms of the CDLC Distribution Agreement are on competitive commercial terms not more favourable to the related parties. The termination clauses of the CDLC Distribution Agreement are as follows.

- (a) CDLC Distribution Agreement may be terminated upon the following events, amongst others, if:
 - (i) Aquawalk Malaysia defaults in performing or observing any terms, covenants, or conditions to be observed or performed by it under the CDLC Distribution Agreement;
 - (ii) Aquawalk Malaysia has a change in shareholding or directorship without the prior written approval of Dessertology or is terminated or dissolved;
 - (iii) after service by Dessertology upon Aquawalk Malaysia of 2 or more notices for a breach of the same covenants or conditions on the part of Aquawalk Malaysia pursuant to the CDLC Distribution Agreement;
 - (iv) Aquawalk Malaysia makes an assignment of the CDLC Distribution Agreement for the benefit of creditors or makes an assignment, sale, or transfer of the promotional assets of Aquawalk Malaysia to any other person without the prior written consent of Dessertology;
 - (v) either party terminates the CDLC Distribution Agreement if the other party (the "**Defaulting Party**") breaches any term or condition and fails to remedy the breach within 14 days after receiving notice from the non-defaulting party; and
 - (vi) termination may also occur if the Defaulting Party fails to satisfy a judgment within 14 days, has property seized, enters into arrangements with creditors, becomes bankrupt, or is subject to winding-up proceedings or receivership.
- (b) that Dessertology is the sole and exclusive owner of its trade names and trademarks and permits Aquawalk Malaysia to resell the products at Aquaria KLCC only, at a price determined by Aquawalk Malaysia;
- (c) on the expiry or termination of the CDLC Distribution Agreement, Aquawalk Malaysia shall forthwith cease to use the intellectual property of Dessertology; and
- (d) the CDLC Distribution Agreement is governed by the laws of Malaysia.

10. RELATED PARTY TRANSACTIONS (*Cont'd*)

- (13) Our Group had entered into a tenancy agreement dated 4 September 2024 with Maximin Corporation for the rental of warehouse premises with address of Unit B-L4-03, Menara Harvey Norman, 13A, Jalan 51A/219, Seksyen 51A, 46100 Petaling Jaya, Selangor ("**Demised Premises**") for an initial term of 2 years, expiring on 31 May 2026 ("**Initial Term**"), with an option to renew for a further term of 2 years. The monthly rental for the Initial Term is payable on a monthly basis for the amount of RM5,300. The rented warehouse is utilised for the storage of documents, decorative items and unused equipment due to the limited storage space in Aquaria KLCC.

David Gwan Kym Tjhung is our Independent Non-Executive Director and director of Maximin Corporation. This related party transaction will be a recurring transaction and continue after our Listing.

The termination clauses of the tenancy agreement are as follows:

- (a) upon termination of the tenancy agreement, amongst others:
- (i) Maximin Corporation may forfeit all deposits held without prejudice to any claims for outstanding rent or damages for loss of the Initial Term;
 - (ii) Aquawalk Malaysia must indemnify the Maximin Corporation against all claims, losses, and damages resulting from any breach of the agreement;
 - (iii) interest at a rate of 10% per annum shall be charged on any unpaid rent or other monies due, calculated from the due date until full payment is made; and
 - (iv) Aquawalk Malaysia shall remain liable for the rent for the remainder of the Initial Term or until a new tenant is secured.
- (b) in relation to the indemnity provisions of the tenancy agreement, amongst others:
- (i) Aquawalk Malaysia releases Maximin Corporation from all claims, demands, and liabilities related to death, injury, or property damage occurring in the Demised Premises, except in cases of negligence or wilful neglect by Maximin Corporation; Maximin Corporation bears no responsibility for any loss, damage, or injury suffered by Aquawalk Malaysia, including those resulting from breakage, leakage, theft, burglary, or other events; and
 - (ii) Aquawalk Malaysia shall indemnify and hold Maximin Corporation harmless from all liabilities, claims, and expenses (including legal fees) arising amongst others from loss, damage or injury arising from the use of Demised Premises, negligence, or breach of the tenancy agreement by Aquawalk Malaysia.

10. RELATED PARTY TRANSACTIONS (*Cont'd*)

(c) the tenancy agreement is governed by the laws of Malaysia

- (14) Our Group had entered into a consignment contract dated 1 January 2025 with Two Tigers for the display and sale of selected products, including home, corporate, apparel, stationery, souvenir, toys and jewellery, (collectively, the "**Products**") at the Atlantis Souvenir Store located at Aquaria KLCC ("**Consignment Contract**"). The contract term is for a period of 1 year, expiring on 31 December 2025 ("**Consignment Term**"). Aquawalk Malaysia shall be entitled to a prescribed percentage of the Product sale proceeds set out in the Consignment Contract.

Daryl Foong is a director and shareholder of Two Tigers, and a director of Aquawalk Malaysia. Daryl Foong's spouse is also a director and shareholder of Two Tigers.

Under the Consignment Contract, the risk of loss or damage to the products remains with Two Tigers at all times, including damage, theft, or loss at the Atlantis Store. Aquawalk Malaysia shall not be liable for any losses, injuries, or damages related to the products, and Two Tigers shall indemnify and hold Aquawalk Malaysia harmless against any claims, losses, liabilities, or third-party damages arising from the Products.

The Consignment Contract also provides that either party may terminate the contract by giving 14 days' written notice in event of among others breach of the contract or insolvency of a party, and Aquawalk Malaysia at discretion may terminate the contract via 45 days' written notice. In the event of termination, all obligations, including the removal of unsold products, shall be borne by Two Tigers. This related party transaction will be a recurring transaction and continue after our Listing as Aquawalk Malaysia expects to renew the Consignment Contract upon its expiry.

- (15) Our Group has entered into a sale and purchase agreement dated 1 August 2024 for purchase of the apartment located at 123/30 Building A, 3 Floor, The Phyll Phuket, Tambol Wichit, Amphur Mueang, Phuket Province, Thailand from Steady Property Management Sdn Bhd for a cash consideration of THB7.3 million and the purchase was completed on 17 March 2025. The apartment will serve as accommodation for our Group's staff. The purchase consideration is derived based on the transacted prices of other units in The Phyll Phuket available for sale.

Our Board (save for our interested Directors) are of the view that the management fees by Vestmap were not carried out on an arm's length basis and on competitive commercial terms in view that the management fees paid to Vestmap was agreed upon by the shareholders of a private company. However, subsequent to FYE 2023, the management fees arrangement with Vestmap has been terminated.

Save as disclosed above, our Board (save for our interested Directors) is of the view that, all our Group's related party transactions were conducted on an arm's length basis and on competitive commercial terms not more favourable to the related parties on the following bases:

- (a) management fees earned from Blu Restaurant are pass-through of the labour costs, which includes manpower support fees covering salary reimbursements for backend staff. This encompasses the finance team, IT team and Chief Executive Officer, with costs allocated based on actual time spent supporting Blu Restaurant's operations. These pass-through costs are incurred without any mark-up, value-added functions or risk borne by Aquawalk Malaysia;

10. RELATED PARTY TRANSACTIONS (Cont'd)

- (b) rental expenses/income paid to/received from the related parties were based on prevailing market rental rates;
- (c) maintenance fees charged to Blu Restaurant for its lobster tank are based on comparable rates charged to non-related third-parties;
- (d) the disposal consideration of Blu Restaurant to InNature was assessed by an independent valuer to be fair and reasonable;
- (e) purchase of consignment goods from Adventuria is based on similar pricing to non-related third-parties;
- (f) the disposal consideration for Adventuria of RM8.2 million was arrived at based on the outstanding Debt amount of RM18.4 million, less a provision of impairment amounting to RM10.2 million. As Adventuria has been historically loss-making, recording after-tax losses of RM0.3 million for FYE 2023, Aquawalk Malaysia's investment in Adventuria has been fully impaired;
- (g) the expenses and support fees pursuant to the CDLC Distribution Agreement are the same as those charged by Dessertology and CDLC Sdn Bhd to non-related third parties; and
- (h) the purchase consideration for the acquisition of apartments located at The Base, Central Phuket, 1/329, Floor 7, Building B, Wichit Sub-District, Mueang District, Phuket Province, Thailand, and 123/30, Building A, 3rd Floor, The Phyll Phuket, Tambol Wichit, Amphur Mueang, Phuket Province, Thailand, is based on the transacted prices of other similar units in the area.

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10. RELATED PARTY TRANSACTIONS (Cont'd)

Our Board also confirms that there are no material related party transactions entered into but not yet effected as at LPD.

Moving forward, in order to ensure that related party transactions 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.

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.

10. RELATED PARTY TRANSACTIONS (Cont'd)

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 or she 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. For avoidance of doubt, Datin Mina being a member of our Audit and Risk Management Committee has abstained from participation in any deliberations, review and approval processes in relation to all related party transactions involving herself and the interests of persons connected to her, namely Dato' Simon and Daryl Foong.

10.2 OTHER TRANSACTIONS**10.2.1 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 FYE 2021 to 2024, FPE 2025 and up to LPD.

10.2.2 Outstanding loans (including guarantees of any kind)**(a) Outstanding loans and/or balances**

As at LPD, there are no outstanding loans made by our Group to/for the benefit of a related party or granted by the related parties for the benefit of our Group.

(b) Guarantees

As at LPD, there are no personal guarantees for banking facilities extended by our Promoters, substantial shareholders and/or Directors to our Group.

(c) Financial assistance provided for the benefit of a related party

As at the date of the Prospectus, there is no financial assistance provided by us for the benefit of any related party.

10. RELATED PARTY TRANSACTIONS (Cont'd)

10.2.3 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, Managing Underwriter, Joint Underwriter and Joint Placement Agent for our Listing:

- (a) Agreement dated 3 April 2024 between our Company and M&A Securities for the appointment of M&A Securities as Adviser, Sponsor, Managing Underwriter, Joint Underwriter and Joint Placement Agent for our Listing; and
- (b) Underwriting Agreement dated 8 October 2025 entered into between our Company, and our Joint Underwriters for the underwriting of 96,836,000 Issue Shares.

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11. CONFLICT OF INTEREST

11.1 INTEREST IN SIMILAR BUSINESS AND IN BUSINESSES OF OUR CUSTOMERS AND SUPPLIERS

Save as set out in the table below, as at LPD, none of our Directors and substantial shareholders has any interest, direct or indirect in:

- (a) other businesses and corporations which are carrying on a similar trade as our Group; and
- (b) the business of our customers and suppliers.

Interested Director(s) or substantial shareholder(s)	Customer or supplier of our Group	Nature of relationship and principal activity of customer/supplier	Involvement of Director(s) or substantial shareholder(s) in customer/supplier
Dato' Simon Datin Mina Daryl Foong	Blu Restaurant	<p>Blu Restaurant is a customer of Aquablu Technologies whereby Aquablu Technologies maintains the lobster tanks of Blu Restaurant.</p> <p>Blu Restaurant is principally involved in the restaurant business and retail sale of other food products.</p> <p>Please refer to Section 10.1(3)(b) for further details of the related party transaction.</p>	<p>Dato' Simon, Daryl Foong and Datin Mina are the directors of Blu Restaurant.</p> <p>Dato' Simon and Datin Mina are the indirect shareholders of Blu Restaurant by virtue of their shareholdings in InNature.</p> <p>Please refer to Section 5.2.3 for Dato' Simon, Datin Mina and Daryl Foong's involvement in Blu Restaurant.</p>
Dato' Simon Datin Mina Daryl Foong Versatrad Agencies	<p>Dessertology and CLDC Sdn Bhd</p> <p>Dessertology holds 100.0% equity interests in CLDC Sdn Bhd</p>	<p>Dessertology is the supplier granting Aquawalk Malaysia the right to resell hand-made artisanal ice cream and pastries under the CDLC brand, and CDLC Sdn Bhd (Dessertology's subsidiary) is the supplier for such products.</p> <p>Please refer to Section 10.1(9) and (10) for further details of the related party transactions.</p>	<p>Dato' Simon and Daryl Foong are the directors of Dessertology.</p> <p>Dato' Simon and Datin Mina are the indirect shareholders of Dessertology and CDLC Sdn Bhd by virtue of their shareholdings in Versatrad Agencies.</p> <p>Versatrad Agencies is a shareholder of Dessertology.</p>

11. CONFLICT OF INTEREST (Cont'd)

Interested Director(s) or substantial shareholder(s)	Customer or supplier of our Group	Nature of relationship and principal activity of customer/supplier	Involvement of Director(s) or substantial shareholder(s) in customer/supplier
David Gwan Kym Tjhung	Maximin Corporation	<p>Maximin Corporation is our landlord for the rental of a warehouse premise, further detailed in Section 6.9.2(c) and 10.1(11).</p> <p>Maximin Corporation is principally involved in property investment and property management services.</p>	David Gwan Kym Tjhung is a director of Maximin Corporation.
Daryl Foong	Two Tigers	<p>Two Tigers is our supplier for consignment products for the Atlantis Souvenir Store.</p> <p>Please refer to Section 10.1(12) for further details of the related party transactions.</p>	Daryl Foong is a director and shareholder of Two Tigers.

Our Board is of the view that the interests of our Directors and substantial shareholders in the customers/suppliers as disclosed in Section 10.1 (for the related party transactions which occur or recur after the listing date namely items 3(b), 9, 10, 11 and 12) do not give rise to any existing or potential conflict of interest situation after taking into consideration that:

- (a) all transactions with these customers/suppliers were conducted on an arm's length basis, comprise between 0.1% to 1.0% of our Group's revenue/cost of sales for FPE 2025, and were at a similar level for the period commencing 1 July 2025 up to LPD;
- (b) we are not dependent on these customers/suppliers for their contribution or the goods that they supply;
- (c) the involvement of our Executive Directors (including our Executive Chairman) in other businesses or corporations does not preclude them from committing their time and effort to our Group as they are not involved in the day-to-day operations of these businesses. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management. Our Executive Directors are of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties; and
- (d) the involvement of our Independent Non-Executive Directors in other directorships or business activities outside our Group are not expected to affect their contribution to our Group as they are not involved in our Group's day-to-day operations.

11. CONFLICT OF INTEREST (Cont'd)

It is our Directors' fiduciary duty to avoid conflict and in order to mitigate any possible conflict of interest situation in the future, our Directors will declare to our Nominating and Remuneration 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 Nominating and Remuneration Committee will then first 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 Nominating and Remuneration Committee will then:

- (a) immediately inform our Audit and Risk Management Committee and Board of the conflict of interest situation;
- (b) after deliberation with our Audit and Risk Management Committee, to make recommendations to our Board to direct the conflicted Director to:
 - (i) 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
 - (ii) abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (b)(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 Nominating and Remuneration 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 Nominating and Remuneration 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 10.1 for the procedures to be taken to ensure that related party transactions (if any) are undertaken on arm's length basis.

11.2 DECLARATIONS OF CONFLICT OF INTEREST BY OUR ADVISERS

- (a) 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 Adviser, Sponsor, Managing Underwriter, Joint Underwriter and Joint Placement Agent for our Listing;
- (b) CGS 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 Joint Underwriter and Joint Placement Agent for our Listing;

11. CONFLICT OF INTEREST (Cont'd)

- (c) Cheang & Ariff, Asia Practice LLC, SBC International Law Associates Co., Ltd and Armand Yapsunto Muharamsyah and Partners have given their respective written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in their respective capacities as Solicitors for our Listing;
- (d) BDO 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; and
- (e) Frost & Sullivan GIC Malaysia Sdn Bhd 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.

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12. FINANCIAL INFORMATION

12.1 HISTORICAL FINANCIAL INFORMATION

Our historical financial information throughout FYE 2021 to 2024 and FPE 2024 to 2025 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.

Our Company was incorporated as a special purpose vehicle to facilitate our Listing.

Our Company and our subsidiaries have been under the common control of our Promoters throughout FYE 2021 to 2024 and FPE 2024 to 2025 and are regarded as continuing entities. As such, the historical financial information of our Group for FYE 2021 to 2024 and FPE 2024 to 2025 is presented based on our Group's audited combined financial statements.

12.1.1 Combined statements of profit and loss and other comprehensive income

The following table summarises our combined statements of profit and loss and other comprehensive income for FYE 2021 to 2024 and FPE 2024 to 2025, which have been extracted from the Accountants' Report as set out in Section 13. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition", and Accountants' Report set out in Sections 12.2 and 13 respectively.

	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
Revenue	24,746	71,898	95,812	104,299	47,981	51,894
Cost of sales	(21,637)	(34,266)	(40,929)	(44,882)	(21,545)	(21,666)
GP	3,109	37,632	54,883	59,417	26,436	30,228
Other operating income	2,561	6,106	10,581	13,095	3,355	7,227
Other operating expenses	(12,158)	(14,125)	(18,969)	(21,454)	(10,810)	(11,640)
Net (loss)/gain on impairment of financial instruments	(8,228)	5,690	19	(281)	29	1,538
Share of (loss)/profit in an associate	(1,118)	2,788	3,764	5,375	4,248	1,202
Finance costs	(6,231)	(6,111)	(7,020)	(6,022)	(3,230)	(2,938)
(LBT)/PBT	(22,065)	31,980	43,258	50,130	20,028	25,617
Tax expense	(1,334)	(6,443)	(9,425)	(4,506)	(4,197)	(4,759)
(LAT)/PAT	(23,399)	25,537	33,833	45,624	15,831	20,858
Other comprehensive loss:						
Foreign exchange translations	(1,610)	(663)	(263)	(401)	(771)	(116)
Total comprehensive (loss)/income	(25,009)	24,874	33,570	45,223	15,060	20,742

12. FINANCIAL INFORMATION (Cont'd)

	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
(LBIT)/EBIT ⁽¹⁾	(15,845)	37,489	49,229	54,381	22,812	28,302
(LBITDA)/EBITDA ⁽¹⁾	(3,769)	46,690	60,570	66,211	28,635	34,432
GP margin (%) ⁽²⁾	12.6	52.3	57.3	57.0	55.1	58.2
(LBT)/PBT margin (%) ⁽³⁾	(89.2)	44.5	45.1	48.1	41.7	49.4
(LAT)/PAT margin (%) ⁽³⁾	(94.6)	35.5	35.3	43.7	33.0	40.2
Effective tax rate (%) ⁽⁴⁾	N/A	20.1	21.8	9.0	21.0	18.6
(LPS)/EPS (sen) ⁽⁵⁾	(1.3)	1.4	1.8	2.5	0.9	1.1
Adjusted (LBT)/PBT ⁽⁶⁾	(24,488)	29,675	43,146	40,942	18,340	20,483
Adjusted (LAT)/PAT ⁽⁶⁾	(25,822)	23,232	33,721	36,436	14,143	15,724
Adjusted (LBT)/PBT margin (%) ⁽⁷⁾	(99.0)	41.3	45.0	39.3	38.2	39.5
Adjusted (LAT)/PAT margin (%) ⁽⁷⁾	(104.3)	32.3	35.2	34.9	29.5	30.3

Notes:

N/A Not applicable.

(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
(LAT)/PAT	(23,399)	25,537	33,833	45,624	15,831	20,858
Less:						
Interest income	(11)	(602)	(1,049)	(1,771)	(446)	(253)
Add:						
Finance costs	6,231	6,111	7,020	6,022	3,230	2,938
Tax expense	1,334	6,443	9,425	4,506	4,197	4,759
(LBIT)/EBIT	(15,845)	37,489	49,229	54,381	22,812	28,302
Add:						
Amortisation of intangible assets	67	67	72	40	22	11
Depreciation	12,009	9,134	11,269	11,790	5,801	6,119
(LBITDA)/EBITDA	(3,769)	46,690	60,570	66,211	28,635	34,432

(2) GP margin is calculated based on GP over revenue.

(3) (LBT)/PBT margin or (LAT)/PAT margin is calculated based on (LBT)/PBT or (LAT)/PAT over revenue.

(4) Effective tax rate is calculated based on income tax expense divided by PBT.

(5) Calculated based on (LAT)/PAT over our enlarged share capital of 1,843,000,000 Shares after our IPO.

12. FINANCIAL INFORMATION (Cont'd)

- (6) The adjusted (LBT)/PBT and (LAT)/PAT excluding the non-recurrent income for the financial years/period under review are 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
(LBT)/PBT	(22,065)	31,980	43,258	50,130	20,028	25,617
Less:						
Rental rebate	(2,423)	(2,305)	-	-	-	-
Insurance claim	-	-	(112)	-	-	-
Dividend income	-	-	-	(1,688)	(1,688)	-
Gain on disposal of subsidiaries	-	-	-	(7,500)	-	-
Gain on lease modification	-	-	-	-	-	(5,064)
Gain on lease derecognition of fair value of deposit	-	-	-	-	-	(70)
Adjusted (LBT)/PBT	(24,488)	29,675	43,146	40,942	18,340	20,483
Tax expense	(1,334)	(6,443)	(9,425)	(4,506)	(4,197)	(4,759)
Adjusted (LAT)/PAT	(25,822)	23,232	33,721	36,436	14,143	15,724

- (7) The adjusted (LBT)/PBT margin or (LAT)/PAT margin is calculated based on adjusted (LBT)/PBT or (LAT)/PAT over revenue.

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12. FINANCIAL INFORMATION (Cont'd)**12.1.2 Combined statements of financial position**

The following table sets out the combined statements of financial position of our Group as at 31 December 2021, 2022, 2023, 2024 and 30 June 2025, which have been extracted from the Accountants' Report. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition", and Accountants' Report set out in Sections 12.2 and 13 respectively.

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	97,065	93,491	91,225	83,689	81,084
Right-of-use assets ⁽¹⁾	61,777	59,252	57,865	55,072	94,590
Intangible assets	289	231	70	42	31
Investment in an associate	-	2,661	6,548	11,319	11,720
Other investments ⁽²⁾	*	1,040	6,000	-	-
Lease receivables	-	5,540	4,394	-	-
Trade and other receivables ⁽³⁾	-	13,831	1,609	-	-
Deferred tax assets	522	909	1,292	3,522	2,486
Total non-current asset	159,653	176,955	169,003	153,644	189,911
Current assets					
Lease receivables	-	894	1,146	-	-
Trade and other receivables ⁽³⁾	17,080	14,332	21,221	10,814	10,570
Inventories ⁽⁴⁾	-	-	-	12	15
Current tax assets	314	524	650	538	898
Derivative financial asset	397	1,830	1,457	203	-
Other investment ⁽²⁾	-	-	6,059	-	-
Cash and bank balances	20,560	39,534	61,274	35,162	37,533
Total current assets	38,351	57,114	91,807	46,729	49,016
TOTAL ASSETS	198,004	234,069	260,810	200,373	238,927
EQUITY AND LIABILITIES					
Equity attributable to owners of the combining entities					
Share capital	57,740	62,740	67,740	67,740	67,740
Exchange translation reserve	(1,197)	(1,859)	(2,123)	(2,524)	(2,640)
Retained earnings	3,001	28,538	62,372	23,531	44,389
TOTAL EQUITY	59,544	89,419	127,989	88,747	109,489
Non-current liabilities					
Borrowings	26,503	17,177	7,918	-	-
Lease liabilities	64,017	69,480	69,527	64,160	98,731
Retirement benefits	-	-	40	58	68
Contract liabilities	-	1,126	126	-	-
Provision for restoration costs	1,441	1,524	1,629	1,702	1,568
Deferred tax liabilities	1,383	515	148	-	-
Total non-current liabilities	93,344	89,822	79,388	65,920	100,367

12. FINANCIAL INFORMATION (Cont'd)

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Current liabilities					
Borrowings	9,621	10,754	10,557	7,720	2,422
Lease liabilities	1,051	2,008	2,234	1,534	1,867
Trade and other payables ⁽⁵⁾	28,223	32,133	29,222	28,102	19,617
Contract liabilities	2,255	4,485	5,008	6,084	4,038
Current tax liabilities	3,966	5,448	6,412	2,266	1,127
Total current liabilities	45,116	54,828	53,433	45,706	29,071
TOTAL LIABILITIES	138,460	144,650	132,821	111,626	129,438
TOTAL EQUITY AND LIABILITIES	198,004	234,069	260,810	200,373	238,927

Notes:

* Represents less than RM1,000.

(1) The breakdown of right-of-use assets is as follows:

	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Properties leased in Malaysia					
Aquaria KLCC	24,369	23,120	21,870	20,620	60,958
Wisma UOA II ⁽ⁱ⁾	976	621	266	-	-
Provision of Aquaria KLCC's restoration cost	628	595	563	531	1,093
Menara Darussalam ⁽ⁱⁱ⁾	-	-	-	1,164	885
Warehouse ⁽ⁱⁱⁱ⁾	-	-	-	201	171
Properties leased in Thailand					
Aquaria Phuket	35,447	34,568	34,815	32,231	31,169
Provision of Aquaria Phuket's restoration cost	357	348	351	325	314
	61,777	59,252	57,865	55,072	94,590

Notes:

(i) Being the former head office of Aquawalk Malaysia. The yearly decrease was mainly due to the depreciation charges on the right-of-use asset on the building. As at LPD, our Group has relocated to another office within the vicinity.

(ii) Being the new head office of Aquawalk Malaysia in relation to the relocation of the head office as mentioned above.

(iii) Being the warehouse used for the storing documents, decorative items and unused equipment which is located in Petaling Jaya.

(2) Other investments comprised unquoted shares representing 70.0%, 100.0% and 53.2% equity interest in Adventuria, Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd) and Blu Restaurant, respectively.

12. FINANCIAL INFORMATION (Cont'd)

The financial position, profit or loss and other comprehensive income and cash flows of the abovementioned companies had been carved out from the combined financial statements as part of our Group's internal business rationalisation. Adventuria, Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd) and Blu Restaurant do not share the same principal activities as our Group, and as such our Group had disposed of its entire equity interest of these companies as follows:

- (a) On 31 March 2024, Aquawalk Malaysia disposed of its 100.0% equity interest comprising 2 ordinary shares in Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd) to a related party, Two Tigers Sdn Bhd for a total cash consideration of RM302.
- (b) On 12 July 2024, Aquawalk Malaysia, Aquablu Technologies and Adventuria collectively disposed an aggregate of 100.0% equity interest in Blu Restaurant to InNature for a total cash consideration of RM21.3 million.
- (c) On 12 July 2024, Aquawalk Malaysia disposed of its 70.0% equity interest comprising 6,720,000 ordinary shares in Adventuria together with the amount owing from Adventuria to Aquawalk Malaysia of RM18.4 million to Dato' Simon, Mace Consulting Limited, Kathleen Mary Thomson, Patrick Joss Thomson, Liam David Thomson, Vestmap, Feliz Natur, Aquawalk Holdings Limited, Dato' Sri Teng Ah Kiong, Teng Yoon Kooi, and Versatrad Agencies (collectively as purchaser) for a total cash consideration of RM8.2 million.

(3) The breakdown of trade and other receivables is as follows:

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Non-current assets					
Other receivables ^(a)	-	13,831	1,609	-	-
	-	13,831	1,609	-	-
Current assets					
Trade receivables	2,334	224	527	634	340
Other receivables	14,746	14,108	20,694	10,180	10,230
- Third-parties' receivables	2,504	8,351	13,057	7,060	(b)6,746
- Amount owing by an associate (being PJAI)	10,806	4,216	5,589	1,202	921
- Deposits	1,283	1,303	1,463	1,692	1,978
- Prepayments	153	238	585	226	585
	17,080	14,332	21,221	10,814	10,570

Notes:

- (a) Being advances granted to a former subsidiary (being Adventuria) and an associate company (being PJAI), for working capital purposes.

12. FINANCIAL INFORMATION (Cont'd)

(b) As of 30 June 2025, the third-parties' receivables include RM5.7 million arising from group adjustments associated with the acquisition of the remaining 30.0% equity interest in Aquablu Technologies from the former non-controlling interests. This adjustment reflects the assumption of 100.0% ownership in FPE 2025. As it represents an accounting adjustment, no subsequent receipt is expected.

(4) Refers to the ice-cream stock purchased and held under the distributorship of CDLC.

As at LPD, the third-parties' receivables have decreased from RM1.0 million to RM0.9 million in FPE 2025, excluding the accounting adjustment of RM5.7 million as set out on note (b) above. The amount owing by an associate is expected to be fully received by December 2025. Additionally, deposits and prepayments are on-going in nature. Our Group has in the past generally monitored and pursued our other receivables collection on a timely basis without issue. Premised on the foregoing, there is no indication that any of the other receivables as at 30 June 2025 are not collectible.

(5) The breakdown of trade and other payables is as follows:

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Current liabilities					
Trade payables	7,296	7,175	7,400	6,178	5,468
Other payables	20,927	24,958	21,822	21,924	14,149
- Third-parties' payables	9,324	4,494	1,145	1,291	1,568
- Related parties	-	-	-	102	60
- Accruals	2,842	10,868	13,578	15,514	8,167
- Amount owing to a Director	26	-	-	-	-
- Amount owing to Vestmap	623	1,087	-	-	-
- Amount owing to former non-controlling interests	8,112	8,509	7,099	5,017	4,354
	28,223	32,133	29,222	28,102	19,617

As at LPD, our outstanding third-parties' payables have decreased from RM1.6 million to RM0.3 million consisting of multiple non-trade suppliers. Accruals are largely attributable to outstanding variable lease rental to our KLCC landlord, which will only be settled in the next financial year after the issuance of the audited financial statements. The amount owing to former non-controlling interest is targeted to be fully settled by the end of this year.

12. FINANCIAL INFORMATION (Cont'd)**12.1.3 Combined statements of cash flows**

The following table sets out the combined statements of cash flows of our Group for FYE 2021 to 2024 and FPE 2025, which has been extracted from the Accountants' Report as set out in Section 13. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition", and Accountants' Report set out in Sections 12.2 and 13 respectively.

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Cash flow from operating activities					
(LBT)/PBT	(22,065)	31,980	43,258	50,130	25,617
Adjustments for:					
Accretion of discount from deposits for leases	(15)	(16)	(17)	(28)	(15)
Amortisation of intangible assets	67	67	72	40	11
Depreciation of:					
- property, plant and equipment	8,825	5,907	7,972	8,054	4,123
- right-of-use assets	3,184	3,227	3,297	3,736	1,996
Fair value loss/(gain) on derivative financial asset	1,106	(1,433)	374	1,254	203
Fair value gain on dual currency investment	-	-	(44)	-	-
Gain on disposal of unquoted shares in other investments	-	-	-	(7,500)	-
Reversal of impairment losses on:					
- amount owing by an associate	-	(5,731)	(199)	-	(1,736)
- trade receivables	-	(184)	(71)	(53)	(228)
- other receivables	-	-	-	(75)	-
Retirement benefits	-	-	39	19	10
Lease concessions	(2,423)	(2,305)	-	(78)	-
Impairment losses on:					
- trade receivables	341	-	234	237	-
- other receivables	7,888	225	16	-	426
- amount owing by an associate	-	-	-	173	-
- goodwill on consolidation	-	-	104	-	-
Bad debt written off	-	-	468	-	-
Property, plant and equipment written off	-	-	-	1	-
Finance cost	6,231	6,111	7,020	6,022	2,938
Interest income	(11)	(602)	(1,049)	(1,771)	(253)
Share of loss/(profit) in an associate	1,118	(2,788)	(3,764)	(5,375)	(1,202)
Unrealised loss/(gain) on foreign exchange	4,413	1,757	(5,795)	1,985	(1,598)
Dividend income	-	-	-	(1,688)	-
Gain on lease modification	-	-	-	-	(5,064)
Gain on derecognition of fair value	-	-	-	-	(70)
Operating profit before changes in working capital	8,659	36,215	51,915	55,083	25,158

12. 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
Changes in working capitals:					
Inventories	-	-	-	(11)	(3)
Trade and other receivables	(6,709)	(6,737)	4,802	(4,208)	(2,881)
Trade and other payables	5,629	789	(8,563)	1,130	(4,727)
Contract liabilities	(170)	3,349	(507)	966	(2,043)
Cash generated from operations	7,409	33,616	47,647	52,960	15,504
Tax paid	(805)	(6,582)	(10,297)	(11,633)	(5,264)
Tax refunded	-	170	1,020	684	28
Net cash from operating activities	6,604	27,204	38,370	42,011	10,268
Cash flows from investing activities					
Interest received	11	305	493	505	130
(Placement)/Withdrawal of other investment	-	-	(6,015)	6,059	-
(Acquisition)/Disposal of unquoted shares in other investments	-	(1,040)	(4,960)	21,716	-
Purchase of property, plant and equipment	(29)	(795)	(1,517)	(2,634)	(2,054)
Purchase of intangible assets	(78)	(6)	(10)	(15)	-
Lease payment received	-	52	1,253	705	-
Proceeds from disposal of property, plant and equipment	*	-	-	-	-
Repayments from an associate	-	2,022	6,845	6,101	2,994
Dividend received	-	-	-	1,440	-
Net cash (used in)/from investing activities	(96)	538	(3,911)	33,877	1,070
Cash flows from financing activities					
Repayments of borrowings	(4,756)	(9,513)	(9,513)	(9,513)	(4,756)
Repayments of hire purchase creditors	(85)	(40)	(169)	-	-
Payments of lease liabilities	(2,843)	(3,118)	(6,914)	(6,583)	(3,417)
Proceeds from issuance of ordinary shares	5,000	5,000	5,000	*	-
Interests paid	(1,482)	(1,155)	(1,902)	(1,119)	(187)
Dividend paid	-	-	-	(84,466)	-
Net cash used in financing activities	(4,166)	(8,826)	(13,498)	(101,681)	(8,360)
Net increase/(decrease) in cash and cash equivalents	2,342	18,916	20,961	(25,793)	2,978
Effect of exchange rate changes on cash and cash equivalent	143	(23)	691	(369)	(618)
Cash and cash equivalents at the beginning of the financial year/period	15,872	18,357	37,250	58,902	32,740
Cash and cash equivalents at the end of the financial year/period⁽¹⁾	18,357	37,250	58,902	32,740	35,100

Note:

* Represents less than RM1,000.

12. FINANCIAL INFORMATION (Cont'd)

- (1) Cash and cash equivalents included in the combined statements of cash flows comprise the following:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	18,357	37,250	45,460	32,740	35,100
Fixed deposits with licensed bank	2,203	2,284	15,814	2,422	2,433
	20,560	39,534	61,274	35,162	37,533
Less: Fixed deposits pledged to licensed banks	(2,203)	(2,284)	(2,372)	(2,422)	(2,433)
	18,357	37,250	58,902	32,740	35,100

12.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and segmental analysis of our combined financial statements for FYE 2021 to 2024 and FPE 2024 to 2025 should be read with the Accountants' Report included in Section 13.

12.2.1 Overview of our operations**(a) Principal activities**

Our Group is principally an investment holding company. Through our subsidiaries, our Group's principal business activities can be divided into:

- (i) Operations and development of our Group's own aquaria; and
- (ii) Design, development and maintenance of new or third-party aquaria.

(b) RevenueOperation and development of our Group's own aquaria

Our Group's revenue stream from the operations of our aquaria can be segregated into 3 segments, as set out in the following:

(i) Ticketing sales

Our ticketing sales form the primary revenue stream for our aquaria operations (Aquaria KLCC and Aquaria Phuket), which is priced differently depending on the visitor segment and the day of the week.

(ii) Retail sales

We collaborate with third-party operators to undertake consignment sales of third-party merchandise and photography at our aquaria premises to visitors. These activities allow the visitors opportunities to create memorable experiences and enhance their visit to our aquaria.

12. FINANCIAL INFORMATION (Cont'd)**(iii) Miscellaneous sales**

Miscellaneous sales refer to various revenue streams that help us maximise the usage of our aquaria premises and optimise profitability. These include rental income from leasing space to third-parties, concession sales and fish food sales.

Please refer to Section 7.2 for further details of our business and revenue model.

Revenue from ticketing sales is recognised at a point in time when the tickets has been transferred to the visitors and coincide with the usage of tickets by visitors.

Revenue from retail sales is recognised at a point in time when goods has been transferred to the visitors and coincides with the delivery of goods and acceptance by visitors.

Rental income arising from operating lease is recognised on a straight-line basis over the lease term of an ongoing lease as part of revenue. Contingent rents are recognised as revenue in the period in which they are earned.

Design, development and maintenance of new or third-party aquaria

Our subsidiary, Aquablu Technologies was established to undertake the design, development and maintenance services for new and third-party aquaria, covering the design, specialist project management and technical consultation elements, separately from our Group's own aquaria operations and management. Aquablu Technologies provides such services to clients outside of our Group as a separate revenue stream, whilst continuing to provide in-house solutions to our Group, where needed.

Revenue from contractual sales (project fees) is recognised over time using an input method to measure progress towards complete satisfaction of the service. The input method recognises revenue based on the actual costs incurred to date over the estimated total contract costs.

(c) Cost of sales

Our Group's cost of sales from the operations of our aquaria comprises the lease of our premises (which is accounted for under a fixed component of depreciation of rights-of-use assets and a variable component as rental expenses), depreciation of our property, plant and equipment (being the capital investments into our aquaria), facility costs (being utilities and maintenance including but not limited to, cleaning and sanitation for the upkeep and functionality of our operations), curatorial expenses (costs associated with the care and maintenance of the living exhibits within our aquaria) and direct staff costs (including salaries, wages and employee benefits).

(d) Other operating income

Other operating income largely comprises gains on foreign exchange arise from the fluctuations in currency exchange rates, fair value gain on derivative instruments, deferred income arising from lessor incentive, gain on disposal of subsidiaries and interest income.

12. FINANCIAL INFORMATION (Cont'd)

(e) Other operating expenses

Other operating expenses comprise administrative and management staff costs, promotional and marketing expenses, travel expenses, rental expenses, security and safety expenses, consumables, insurance, office expenses and other expenses (professional fees, losses on foreign exchange, fair value loss on derivative instruments and write-off of irrecoverable debts).

(f) Net (loss)/gain on impairment of financial instruments

Our net loss or gain on impairment of financial instrument relates entirely to the impairment of receivables in accordance with MFRS 9: Financial Instruments, where we recognise loss or gain allowances for expected credit losses on receivables with reference to our historical credit loss experience.

(g) Share of (loss)/profit in an associate

The operations of JAQS are managed through our joint venture associate company, PJAI, through Aquawalk Singapore. Thus, the (loss)/income generated from this business is recognised as share of (loss)/profit from associate.

(h) Finance costs

Finance costs comprise the interest expenses arising from our lease liabilities and term loans, as well as the unwinding of discount on provision for restoration costs. The unwinding of discount on provision for restoration costs represents the gradual increase in the present value of the expected costs to restore our leased properties to their original condition at the end of the lease term.

(i) Recent developments

Save for our Group's Internal Restructuring, there were no other significant events subsequent to our audited combined financial statements for FPE 2025 that may have a material effect on our financial position and results for FPE 2025.

(j) Exceptional and extraordinary items and audit qualifications

There were no exceptional or extraordinary items during FYE 2021 to 2024 and FPE 2025. In addition, the audited financial statements of our subsidiaries for FYE 2021 to 2024 and FPE 2025 were not subject to any audit qualifications.

(k) Significant factors affecting our business

Section 9 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:

12. FINANCIAL INFORMATION (Cont'd)**(i) Our success is dependent on our ability to secure new locations and renew the tenancies or leases of our present aquarium locations on commercially viable terms**

The success of our operations and future growth relies on our ability to secure new strategic locations and renew the tenancies or leases for our existing aquariums and related facilities on commercially viable terms. In the event we are unable to renew the leases and are also unable to secure suitable alternative locations within a reasonable timeframe, we may be forced to cease operations of one or both aquariums. Such a cessation could result in a significant loss of revenue to the extent of the time we cease operations. In the event we elect to terminate the lease of Aquaria Phuket by choice prior to its maturity, we will not be able to recover the security deposit amounting to approximately RM0.9 million pursuant to Clause 3.3 of the lease agreement for Aquaria Phuket. For avoidance of doubt, subject to reasonable notice being given to the lessor for termination, in the event that we elect to terminate the lease of Aquaria KLCC by choice prior to its maturity, there are no penalty provisions imposed under the 2025 LOO. Nevertheless, we may be subject to potential penalties as may be stipulated in the new lease agreement to be entered into pursuant to the 2025 LOO which is pending execution. These potential penalties, together with relocation costs and lost revenue, would significantly affect our Group's financial condition and results of operations.

In addition, there is no assurance that we will be able to find locations with adequate space that we believe will be necessary for implementing our expansion plans on commercially viable terms.

Although presently most of our aquariums are located in prime locations, the terms and conditions in respect of new tenancies for new locations may not be as competitive, which could result in us incurring additional costs in order to secure these new locations. Similarly, there is no assurance that we will be able to maintain our current rental rates in the future should the rental in respect of our locations continue to increase.

For FYE 2021 to 2024 and FPE 2025, the leases for our aquaria represents 14.0% to 31.9% of our cost of sales. Any significant increases in rental rates without a corresponding return in revenue may materially and adversely affect our financial performance. We may also potentially lose our current locations to other competing tenants who are able to offer higher rentals or more favourable terms to the lessor for the locations. All these factors could adversely affect our business, financial condition or results of operations. Since the commencement of our aquaria and up to LPD, we have not experienced any significant increases in rental rates, non-renewals or early terminations of leases which have materially affected our financial performance nor any loss of our current locations.

12. FINANCIAL INFORMATION (Cont'd)**(ii) We may not be able to complete or deliver our new projects on time, within budget or at all**

Our development projects require substantial capital expenditure, which is carefully managed through an extensive budgeting process for each project. In this regard, as disclosed in Section 4.9.1, RM12.2 million and RM20.7 million from our proceeds has been allocated for the enhancement or upgrading of the existing infrastructure and facilities of Aquaria KLCC and Aquaria Phuket respectively and also to introduce new attractions. Nevertheless, if the funds allocated from the Public Issue is insufficient to cover development costs, there is no assurance that we will have sufficient internally generated cash flows to bridge the gap or secure alternative funding in a timely manner, on favourable terms and conditions or at all. Additionally, any inability to obtain the necessary funding could result in project delays or increased development costs.

Beyond funding challenges, our development projects could be negatively impacted by other factors, such as delays in obtaining the required government approvals or licenses, shortage of key supplies for the construction works or natural disasters, some of which are beyond our control. As at LPD, we have not experienced any significant delays or material increases in costs which have resulted in a material adverse effect on our business operations. Nonetheless, should such situations materialise, our business, financial condition or results of operations may be materially adversely affected.

(iii) The high fixed cost structure of aquarium operations can result in significantly lower margins if revenues decline

A significant portion of our expenses consists of fixed costs that do not fluctuate with visitor numbers, including rental, depreciation, full-time employee salaries, maintenance, animal care, and utilities. These fixed costs cannot be easily reduced in proportion to declining revenue, and in some cases, they may not be reducible at all. If revenue declines and our cost-cutting measures are insufficient or impractical, we could face a material decrease in profitability, along with reduced or negative cash flows.

In FYE 2020 and FYE 2021, due to various implementations of the MCO, Aquaria KLCC experienced a shorter operation period of approximately 31 weeks and 24 weeks respectively, due to closure of business activities. Additionally, notwithstanding Aquaria Phuket being able to continue operations amidst the pandemic, tourism was significantly affected, and in turn, visitorship to these aquaria also declined. This was demonstrated by the fact that our Group recorded a net loss of RM23.4 million in FYE 2021. Details on the interruptions to our business operations arising from the COVID-19 pandemic as well as the financial impact throughout this period are set out in Section 7.8.

12. FINANCIAL INFORMATION (Cont'd)

(iv) Our debt agreements may contain restrictions that may limit our flexibility in operating our business

Our ability to comply with these and other provisions of the existing and future debt agreements is dependent on our future performance, which will be subject to many factors, some of which are beyond our control. The breach of any of these covenants or non-compliance with any of these financial ratios and tests could result in an event of default under these debt agreements, which, if not resolved or waived, could result in acceleration of the related debt including cross-acceleration or cross-default of other debt. Variable rate indebtedness subjects us to the risk of higher interest rates, which could cause our future debt service obligations to increase significantly.

(v) Our future leverage may adversely affect our cash flows

Any future leverage could result in financial risks, including the following: (i) a substantial portion of our cash flow from operations is dedicated to the payment of principal and interest on indebtedness, thereby reducing the funds available for operations, future business opportunities and capital expenditures; (ii) certain portion of the borrowings are at variable rates of interest, which will increase our vulnerability to interest rate fluctuations.

If we are unable to generate sufficient cash flow to service our debt or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt, which could cause us to default on our obligations and impair our liquidity. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations.

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12. FINANCIAL INFORMATION (Cont'd)

12.2.2 Review of our results of operations

(a) Revenue

Analysis of revenue by activity segments

	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	%
Operations of aquarium												
Ticketing sales ⁽¹⁾	18,456	74.6	56,422	78.5	77,877	81.3	84,537	81.0	38,820	80.9	42,874	82.6
Retail sales	4,845	19.6	14,102	19.6	15,014	15.7	17,002	16.3	7,794	16.2	7,784	15.0
Miscellaneous sales ⁽²⁾	173	0.7	586	0.8	827	0.9	1,858	1.8	619	1.3	1,135	2.2
	23,474	94.9	71,110	98.9	93,718	97.9	103,397	99.1	47,233	98.4	51,793	99.8
Design and build⁽³⁾	1,272	5.1	788	1.1	2,094	2.1	902	0.9	748	1.6	101	0.2
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	47,981	100.0	51,894	100.0

Notes:

- (1) The breakdown of ticketing sales for Aquaria KLCC and Aquaria Phuket is as follows:

	Ticketing sales											
	Audited						Unaudited			Audited		
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
RM'000	% of total revenue	RM'000	% of total revenue	RM'000	% of total revenue	RM'000	% of total revenue	RM'000	% of total revenue	RM'000	% of total revenue	
Aquaria KLCC	16,447	66.5	45,653	63.5	57,618	60.2	64,377	61.7	28,894	60.2	30,789	59.3
Aquaria Phuket	2,009	8.1	10,769	15.0	20,259	21.1	20,160	19.3	9,926	20.7	12,085	23.3
	18,456	74.6	56,422	78.5	77,877	81.3	84,537	81.0	38,820	80.9	42,874	82.6

- (2) Comprises mainly rental income from leasing space to third-parties, concession sales and fish food sales.
- (3) Being revenue generated from project fees from Aquablu Technologies. Aquablu Technologies provided project management, design and technical consultation, advisory and maintenance as a separate revenue stream.

12. FINANCIAL INFORMATION (Cont'd)

Analysis of revenue by geographical markets

	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	%
Local												
Malaysia	21,499	86.9	59,472	82.7	72,764	75.9	81,602	78.2	36,733	76.6	38,697	74.6
Overseas												
Thailand	2,371	9.6	12,185	17.0	22,076	23.1	22,430	21.5	10,986	22.9	13,197	25.4
Others ⁽¹⁾	876	3.5	241	0.3	972	1.0	267	0.3	262	0.5	-	-
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	47,981	100.0	51,894	100.0

Note:

⁽¹⁾ Comprises foreign project fees earned by Aquablu Technologies from United Arab Emirates, Germany and Indonesia for projects related to architectural conceptualising and schematic design, commissioning, as well as logistics for fish supply.

As at LPD, Aquawalk Malaysia, operates Aquaria KLCC, whilst Aquawalk Thailand, operates Aquaria Phuket. The revenue generated in Aquawalk Malaysia and Aquawalk Thailand is derived from the operations of these 2 aquaria, arising from ticketing sales, retail sales as well as miscellaneous sales. The sales in Malaysia are transacted in RM, whilst the sales in Thailand are transacted in THB.

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12. FINANCIAL INFORMATION (Cont'd)
Analysis of revenue by business entities

	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	%
Local												
Malaysia Aquawalk	21,103	85.3	58,925	82.0	71,642	74.8	81,080	77.7	36,359	75.8	38,596	74.4
Malaysia Aquablu Technologies	1,272	5.1	788	1.1	2,094	2.2	902	0.9	748	1.5	101	0.2
	22,375	90.4	59,713	83.1	73,736	77.0	81,982	78.6	37,107	77.3	38,697	74.6
Oversea												
Thailand Aquawalk Thailand	2,371	9.6	12,185	16.9	22,076	23.0	22,317	21.4	10,874	22.7	13,197	25.4
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	47,981	100.0	51,894	100.0

For the financial years/periods under review, Aquawalk Malaysia contributed a majority of our Group's revenue, between the range of 74.4% to 85.3%. As observed from the table above, Aquawalk Thailand has gradually begun to contribute more revenue to our Group as part of the post-pandemic recovery. By FPE 2025, Aquawalk Thailand expanded its contribution to 25.4% of our total revenue.

Our design and build arm, Aquablu Technologies, contributes to only 5.1% or less of the total revenue for the financial years/period under review. In FYE 2021, Aquablu Technologies' revenue was RM1.3 million from 3 projects related to architectural conceptual and schematic design, consulting work and project management. In the following year, revenue decreased to RM0.8 million derived from 4 smaller projects involving architectural conceptual and schematic design, project management, aquarium maintenance services and lobster tank and LSS maintenance services. Subsequently in FYE 2023, Aquablu Technologies gained more revenue of RM2.1 million from 6 projects related to architectural conceptual and schematic design, curatorial services and LSS maintenance services. In FYE 2024, our revenue of RM0.9 million were derived from 6 smaller projects on design, supply of LSS equipment, supply of fishes as well as 2 on-going maintenance servicing contracts. During FPE 2025, Aquablu Technologies recorded a lower revenue of RM0.1 million, mainly contributed by 2 ongoing maintenance projects, as there were fewer projects secured during the period compared to the preceding period. Aquablu Technologies has been focusing on the delivery of internal projects such as the penguin exhibit for Aquawalk Malaysia and the design of targeted new aquariums within our Group.

The operations of JAQS are managed through our joint venture associate company, PJAI, through our holding in Aquawalk Singapore. Therefore, the income generated from this business is recognised as a share of profits from the associate and will be excluded from the management's discussion and analysis.

12. FINANCIAL INFORMATION (Cont'd)

The following analysis focuses on the main contributors to our Group's current operating results, which are Aquawalk Malaysia and Aquawalk Thailand.

The table below outlines the headcount of visitors for Aquaria KLCC and Aquaria Phuket.

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
Aquaria KLCC						
Visitors (Headcount)	418,704	988,987	1,085,181	1,293,645	564,178	583,011
Aquaria Phuket						
Visitors (Headcount)	61,466	206,065	285,829	293,533	143,354	156,266
Total	480,170	1,195,052	1,371,010	1,587,178	707,532	739,277

Comparison between FYE 2021 and FYE 2022***Analysis of our Group's total revenue***

In FYE 2022, our Group's total revenue increased by RM47.2 million or 190.5% to RM71.9 million (FYE 2021: RM24.7 million). The ticketing segment remains as our largest revenue generator, amounting to approximately RM56.4 million or 78.5% of our Group's total revenue for FYE 2022 (FYE 2021: RM18.5 million), showing a strong growth rate since the re-opening of the 2 markets post-pandemic.

Aquawalk Malaysia contributed an increase in revenue of approximately RM37.8 million or 179.2% to RM58.9 million in FYE 2022 (FYE 2021: RM21.1 million). The significant growth in FYE 2022 is largely attributed to the re-opening of Aquaria KLCC post-pandemic, resulting in higher number of visitors, with the total number of visitors more than doubling from 418,704 in FYE 2021 to 988,987 in FYE 2022, with distinct increases in both ticketing sales and retail sales.

Aquawalk Thailand saw an increase in revenue of approximately RM9.8 million or 413.9% to RM12.2 million in FYE 2022 (FYE 2021: RM2.4 million). The significant growth in FYE 2022 can mainly be attributed to the resurgence of tourism in Phuket after the COVID-19 pandemic, resulting in higher number of visitors, with the total number of visitors increasing from 61,466 in FYE 2021 to 206,065 in FYE 2022, being the key revenue driver for the sharp growth in both ticketing sales and retail sales.

(i) Ticketing sales

In FYE 2022, ticketing sales increased by RM38.0 million or 205.7% to RM56.4 million (FYE 2021: RM18.5 million). During FYE 2021, our business operations were significantly affected by the COVID-19 lockdown. However, during FYE 2022, restrictions began to ease and governments of various countries started relaxing their lockdown protocols. As a result, tourism activity recovered in general, and our Group was able to reopen Aquaria KLCC and Aquaria Phuket, leading to a recovery in revenue.

Malaysia

The local market remains our biggest ticketing revenue contributor throughout FYE 2022, recording an increase of RM29.3 million to RM45.7 million in ticketing revenue (FYE 2021: RM16.4 million), whereby in FYE 2022, Aquawalk Malaysia's ticketing sales revenue represented 63.5% of our Group's total revenue. This significant growth stemmed from a 136.2% increase in overall visitorship, with the total number of visitors increasing from 418,704 in FYE 2021 to 988,987 in FYE 2022. The ticket yield increased from RM39.3 in FYE 2021 to RM46.2 in FYE 2022 mainly due to repricing of tickets in line with economic recovery.

12. FINANCIAL INFORMATION (Cont'd)**Thailand**

Ticketing sales in Thailand includes sales from both Aquaria Phuket and collaboration with a third-party operator, Trickeye Museum Singapore Pte., Ltd. Revenue from ticketing sales experienced a growth of RM8.8 million or 436.0% in FYE 2022, growing from RM2.0 million in FYE 2021 to RM10.8 million in FYE 2022. This increase was driven by a 235.3% increase in overall visitorship, with the number of visitors increasing from 61,466 in FYE 2021 to 206,065 in FYE 2022, following the resurgence of tourism in Phuket. The increase can largely be attributed to the rise in tourist visitorship as Phuket is a popular vacation destination, along with the reopening of Thailand's border in 2022. As a result, the number of foreign visitors to Aquaria Phuket increased significantly from 0 in FYE 2021 to 52,835 in FYE 2022. The substantial growth in foreign visitorship led to an improvement in ticket yield over the year, increasing from THB253 (equivalent to RM32.7) in FYE 2021 to THB416 (equivalent to RM52.3) in FYE 2022.

Despite the higher increase in revenue for Aquawalk Malaysia, Aquawalk Thailand is improving its proportion in revenue contribution to our Group, accounting for 9.6% to 16.9% from FYE 2021 to FYE 2022.

(ii) Retail sales

In FYE 2022, retail sales increased by RM9.3 million or 191.1% to RM14.1 million (FYE 2021: RM4.8 million). With the gradual market reopening in both Malaysia and Thailand and recovery in tourism, our Group experienced an increase in retail sales through merchandise sales and photography services. Retail sales generally have a positive correlation to ticketing sales, as higher footfall in the aquaria contributes to higher retail sales.

Malaysia

With the gradual market reopening in FYE 2022, retail sales from Aquawalk Malaysia recorded a growth of RM8.6 million or 185.0% to RM13.3 million (FYE 2021: RM4.7 million). As this growth rate outpaced the increase in visitorship, retail yield increased to RM13.4 in FYE 2022 (FYE 2021: RM11.1), indicating higher spending per visitor.

Thailand

Moving in the same direction, in FYE 2022, retail sales for Aquawalk Thailand recorded an increase of RM0.6 million or 341.5% to RM0.8 million (FYE 2021: RM0.2 million). Despite the higher increment in retail sales revenue from Aquawalk Malaysia, Aquawalk Thailand experienced a stronger growth rate, capturing a larger proportion of the total retail sales from 3.9% in FYE 2021 to 5.9% in FYE 2022. This growth aligns with the surge in visitorship following the reopening of borders in Thailand, where the retail yield grew from THB24 (equivalent to RM3.1) in FYE 2021 to THB32 (equivalent to RM4.0) in FYE 2022.

(iii) Miscellaneous sales**Malaysia**

Aquawalk Malaysia did not undertake any miscellaneous sales activity for FYE 2021 nor FYE 2022. Hence, there were no revenue generated from miscellaneous sales.

12. FINANCIAL INFORMATION (Cont'd)**Thailand**

Aquawalk Thailand's miscellaneous sales increased by approximately RM0.4 million or 238.7% to RM0.6 million in FYE 2022 (FYE 2021: RM0.2 million). This increase was primarily due to increase in F&B sales by RM0.2 million or 946.6% and rental income from leasing space to a third-party operating a restaurant within the aquarium premises, which grew by RM0.1 million or 98.3%. As with other revenue streams, the growth in miscellaneous sales was largely driven by the increase in visitorship.

Comparison between FYE 2022 and FYE 2023

For FYE 2023, our Group's total revenue further improved by RM23.9 million or 33.3% to RM95.8 million (FYE 2022: RM71.9 million). In FYE 2023, ticketing sales remained as our Group's biggest revenue generator whereby it recorded an increase of RM21.5 million or 38.0% to RM77.9 million (FYE 2022: RM56.4 million). Additionally, retail sales increased by RM0.9 million or 6.5% to RM15.0 million (FYE 2022: RM14.1 million), while miscellaneous sales increased by approximately RM0.2 million or 41.1% to RM0.8 million (FYE 2022: RM0.6 million).

Aquawalk Malaysia contributed to an increase of RM12.7 million or 21.6% to RM71.6 million (FYE 2022: RM58.9 million), whilst Aquawalk Thailand contributed an increase of RM9.9 million or 81.2% to RM22.1 million (FYE 2022: RM12.2 million).

(i) Ticketing sales

Our Group has undertaken initiatives to increase marketing efforts (especially social media advertisements and engagements) since the reopening of the markets in 2021 to revitalise our business. Marketing activities aimed at increasing admissions typically take time to reach their full potential in terms of market penetration. As a result, the effects of these marketing efforts persisted into FYE 2022 and FYE 2023, as demonstrated by an increase in marketing expenditure to RM2.2 million in FYE 2023 (FYE 2022: RM0.7 million) for both Malaysia and Thailand, which boosted the ticketing sales growth by 38.0% during FYE 2023.

Malaysia

In FYE 2023, ticketing sales in Aquawalk Malaysia increased by approximately RM12.0 million or 26.2% to RM57.6 million (FYE 2022: RM45.7 million). This increase can be attributed to the further relaxation of MCO compared to FYE 2022 and improvements in the Malaysian economy and tourism industry. The growth corresponds to a 9.7% increase in overall visitorship, with the total number of visitors increasing from 988,987 in FYE 2022 to 1,085,181 in FYE 2023, whereby foreign visitors increased from 90,026 in FYE 2022 to 232,939 in FYE 2023. Consequently, the ticket yield also increased from RM46.2 in FYE 2022 to RM53.1 in FYE 2023 mainly due to the increase in foreign visitors with higher ticket pricing.

Thailand

In FYE 2023, ticketing sales in Aquawalk Thailand increased by RM9.5 million or 88.1% to RM20.3 million (FYE 2022: RM10.8 million). Similarly to Aquawalk Malaysia, the recovery in visitorship continued in FYE 2023, with a 38.7% increase in the total number of visitorship, rising from 206,065 in FYE 2022 to 285,829 in FYE 2023. This growth resulted in an improvement in ticket yield from THB416 (equivalent to RM52.3) in FYE 2022 to THB541 (equivalent to RM70.9) in FYE 2023. Foreign visitors contributed 31.4% to overall visitorship, with the number of foreign visitors increasing from 52,835 in FYE 2022 to 89,736 in FYE 2023, thus resulting in the higher ticket yield.

12. FINANCIAL INFORMATION (Cont'd)**(ii) Retail sales**

The increased visitorship, driven by intensified marketing campaigns, led to higher retail sales in FYE 2023.

Malaysia

In line with the growth in ticketing sales, Aquawalk Malaysia recorded an increase in retail sales by RM0.7 million or 5.4% to RM14.0 million (FYE 2022: RM13.3 million). This correlates with the increase in visitorship, which was partially offset by the increase in elementary school students and outreach programmes that doubled to 87,180 students (FYE 2022: 42,807 students). Since these students generally have lower spending propensity, their increased presence did not contribute to the growth in retail sales. As a result, the retail yield dropped slightly from RM13.4 in FYE 2022 to RM12.9 in FYE 2023.

Thailand

Aquawalk Thailand recorded a slight increase in retail sales of RM0.2 million or 23.5% to RM1.0 million (FYE 2022: RM0.8 million). Despite the increase in retail sales, the retail yield declined from THB32 (equivalent to RM4.0) in FYE 2022 to THB27 (equivalent to RM3.6) in FYE 2023 mainly due to discounts and more aggressive promotional campaigns aimed to boost revenue.

(iii) Miscellaneous sales**Malaysia**

Miscellaneous sales from Aquawalk Malaysia saw an immaterial one-off rental revenue of RM0.03 million from leasing the aquaria for an event.

Thailand

On the other hand, miscellaneous sales from Aquawalk Thailand recorded an increase of RM0.2 million or 35.3% to RM0.8 million (FYE 2022: RM0.6 million) as a result of continued increase in F&B sales by RM0.1 million or 82.9% and rental income from leasing space to a third-party operating a restaurant within the aquarium, which grew by RM0.06 million or 26.0%.

Comparison between FYE 2023 and FYE 2024

In FYE 2024, our Group's total revenue grew by RM8.5 million or 8.9% to RM104.3 million (FYE 2023: RM95.8 million). Ticketing sales continued to be our Group's leading revenue generator, contributing 81.0% of total revenue, with an increase of RM6.6 million or 8.6% to RM84.5 million in FYE 2024 (FYE 2023: RM77.9 million). Retail sales make up another 16.3% of total revenue in FYE 2024, with a steady increase of RM2.0 million or 13.2% to RM17.0 million (FYE 2023: RM15.0 million). Both ticketing and retail sales collectively make up 97.3% of total revenue, whilst miscellaneous sales also saw an increase of RM1.1 million or 124.7% to RM1.9 million (FYE 2023: RM0.8 million).

Aquawalk Malaysia recorded revenue increase of RM9.5 million or 13.2% to RM81.1 million during FYE 2024 (FYE 2023: RM71.6 million), while Aquawalk Thailand's revenue increased by RM0.2 million or 1.1% to RM22.3 million (FYE 2023: RM22.1 million).

12. FINANCIAL INFORMATION (Cont'd)**(i) Ticketing sales**

In FYE 2024, our ticketing sales continued to grow by RM6.6 million or 8.6% to RM84.5 million in FYE 2024 (FYE 2023: RM77.9 million). The positive trend in ticketing sales is mainly due to the increase in visitorship, which grew by 216,168 visitors or 15.8%. Our total visitorship increased from 1,371,010 in FYE 2023 to 1,587,178 in FYE 2024 for both Aquaria KLCC and Aquaria Phuket.

Malaysia

Ticketing sales in Aquawalk Malaysia increased by approximately RM6.8 million or 11.7% to RM64.4 million (FYE 2023: RM57.6 million), which is driven by the increase in visitorship from 1,085,181 in FYE 2023 to 1,293,645 in FYE 2024. This translates to 208,464 visitorship growth or 19.2% during the financial year. However, the ticket yield decreased slightly from RM53.1 in FYE 2023 to RM49.8 in FYE 2024 due to higher volume of bulk purchase made to travel agents which includes group discounts that resulted in a lower ticket yield.

Thailand

Ticketing sales in Aquawalk Thailand experienced a marginal decline of RM0.1 million or 0.5% to RM20.2 million (FYE 2023: RM20.3 million), despite an increase in visitorship to 293,533 in FYE 2024 from 285,829 in FYE 2023. Similar to Aquawalk Malaysia where we saw an increase in ticket sales to tours and travel agents, the ticket yield in Aquawalk Thailand decreased from THB541 (equivalent to RM70.9) in FYE 2023 to THB530 (equivalent to RM68.7) in FYE 2024. Additionally, the strengthening of RM against THB during this year exacerbated the decline in ticket sales revenue and ticket yield.

(ii) Retail sales

Retail sales continued to be the second largest revenue contributor to our Group revenue accounting for 16.3% in FYE 2024, with an increase of RM2.0 million or 13.2% to RM17.0 million in FYE 2024 (FYE 2023: RM15.0 million). Higher visitorship for both Aquaria KLCC and Aquaria Phuket boosted foot traffic and in turn contributed to the increase in our Group's merchandising sales and photography services.

Malaysia

Aquawalk Malaysia experienced an overall increase in retail sales of RM1.9 million or 13.7% to RM15.9 million during FYE 2024 (FYE 2023: RM14.0 million) which is directly attributed to the higher visitorship at Aquaria KLCC of 19.2% in FYE 2024, leading to greater retail sales. Despite the improvement, Aquawalk Malaysia recorded a slight decrease in its retail yield from RM12.9 in FYE 2023 to RM12.3 in FYE 2024 as visitorship outpaced the retail sales growth.

Thailand

Aquawalk Thailand also saw an improvement in retail sales of RM0.1 million or 6.7% to RM1.1 million in FYE 2024 (FYE 2023: RM1.0 million), due to the increase in visitorship by 7,704 headcounts or 2.7% at Aquaria Phuket in FYE 2024. There is also a marginal increase in retail yield from THB27 (equivalent to RM3.6) in FYE 2023 to THB29 (equivalent to RM3.7) in FYE 2024.

12. FINANCIAL INFORMATION (Cont'd)**(iii) Miscellaneous sales****Malaysia**

In FYE 2024, Aquawalk Malaysia recorded a revenue contribution of RM0.8 million arising from the sales of ice-cream with the commencement of CDLC operations at its premise during the financial year.

Thailand

Miscellaneous sales, primarily comprising F&B sales and rental income, increased by RM0.3 million or 34.2% in FYE 2024. This growth was mainly driven by higher rental income from leasing space to a third-party operating a restaurant within our aquarium.

Comparison between FPE 2024 and FPE 2025

During FPE 2025, our Group's total revenue increased by RM3.9 million or 8.2% to RM51.9 million (FPE 2024: RM48.0 million). Ticketing sales remained the main revenue contributor, increasing by RM4.1 million or 10.4% to RM42.9 million (FPE 2024: RM38.8 million), and made up 82.6% of total revenue. Retail sales contributed 15.0% of total revenue and together, ticketing sales and retail sales made up 97.6% of our Group's total revenue. Meanwhile, miscellaneous sales improved by RM0.5 million or 83.4% to RM1.1 million (FPE 2024: RM0.6 million).

Aquawalk Malaysia recorded a revenue increase of RM2.2 million or 6.2%, reaching RM38.6 million in FPE 2025 (FPE 2024: RM36.4 million). Similarly, Aquawalk Thailand's revenue rose by RM2.3 million or 21.4% to RM13.2 million (FPE 2024: RM10.9 million).

(i) Ticketing sales

During FPE 2025, our ticketing sales rose by RM4.1 million or 10.4% to RM42.9 million (FPE 2024: RM38.8 million). The increase was mainly driven by higher visitorship, which increased by 31,745 visitors or 4.5% to 739,277 visitors (FPE 2024: 707,532 visitors).

Malaysia

Ticketing sales in Aquawalk Malaysia increased by approximately RM1.9 million or 6.6% to RM30.8 million (FPE 2024: RM28.9 million), mainly driven by higher visitorship from 564,178 in FPE 2024 to 583,011 in FPE 2025. This reflects a growth of 18,833 visitors or 3.3% during the financial period. The average ticket yield improved from RM51.2 in FPE 2024 to RM52.8 in FPE 2025.

Thailand

Ticketing sales in Aquawalk Thailand increased by RM2.2 million or 21.8% to RM12.1 million (FPE 2024: RM9.9 million), supported by higher visitorship of 156,266 in FPE 2025 compared to 143,354 in FPE 2024. The average ticket yield in Aquawalk Thailand improved from THB532 (equivalent to RM69.2) in FPE 2024 to THB593 (equivalent to RM77.3) in FPE 2025, attributable to a ticket price increase in January 2025.

(ii) Retail sales

Retail sales remain the second largest contributor to our Group's revenue, representing 15.0% of our Group's total revenue in FPE 2025. The retail sales are fairly consistent during FPE 2024 and FPE 2025.

12. FINANCIAL INFORMATION (Cont'd)

Malaysia

Aquawalk Malaysia's retail sales remained constant at RM7.2 million in FPE 2025 (FPE 2024: RM7.2 million). A decline in retail yield by 3.1% was observed from RM12.80 in FPE 2024 to RM12.40 in FPE 2025, due to the general upward trend observed in the purchase of lower-priced items and stock clearance efforts that involves discounting, which reduces the average spending per customer.

Thailand

Aquawalk Thailand recorded a decrease in retail sales of less than RM0.1 million or 2.4% to RM0.5 million in FPE 2025 (FPE 2024: RM0.6 million), despite an increase of visitorship of 9.0%. Retail yield declined marginally from THB30 (approximately RM3.9) in FPE 2024 to THB27 (approximately RM3.5) in FPE 2025 due to the general upward trend in the purchase of lower-priced items in consumer spending as observed by the management of Aquawalk Thailand.

(iii) Miscellaneous sales**Malaysia**

During FPE 2025, Aquawalk Malaysia recorded RM0.6 million in revenue from ice-cream sales, reflecting an increase of RM0.4 million or 147.2% from the previous financial period (FPE 2024: RM0.2 million).

Thailand

Miscellaneous sales, primarily comprising F&B sales and rental income recorded an increase of RM0.2 million or 45.6% in FPE 2025, mainly due to higher variable rental income from the third-party F&B operator in Aquaria Phuket.

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12. FINANCIAL INFORMATION (Cont'd)
(b) Cost of sales, GP and GP margin
Analysis of cost of sales by cost component

	Audited						Unaudited		Audited			
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	RM'000	%										
Operations of aquarium												
Ticketing costs												
Rental	131	0.6	7,978	23.3	8,940	21.8	11,421	25.4	4,998	23.2	4,948	22.8
Depreciation of right-of-use assets	2,898	13.4	2,851	8.3	2,922	7.1	2,903	6.5	1,455	6.8	1,671	7.7
Depreciation of property, plant and equipment	8,565	39.5	5,682	16.6	7,705	18.8	7,846	17.5	3,801	17.6	3,975	18.4
Facility costs	3,654	16.9	4,837	14.2	5,650	13.8	5,233	11.6	2,839	13.2	2,822	13.0
Staff costs	2,419	11.2	3,372	9.8	3,918	9.6	4,606	10.2	2,232	10.4	2,189	10.1
Curatorial costs ⁽¹⁾	1,248	5.8	1,895	5.5	3,004	7.4	3,124	7.0	1,536	7.1	1,714	7.9
	18,915	87.4	26,615	77.7	32,139	78.5	35,133	78.2	16,861	78.3	17,319	79.9
Retail costs ⁽²⁾	2,520	11.6	7,310	21.3	7,818	19.1	8,790	19.6	4,049	18.8	3,905	18.0
Miscellaneous costs	11	0.1	77	0.2	74	0.2	391	0.9	139	0.6	250	1.2
	21,446	99.1	34,002	99.2	40,031	97.8	44,314	98.7	21,049	97.7	21,474	99.1
Design and build	191	0.9	264	0.8	898	2.2	568	1.3	496	2.3	192	0.9
	21,637	100.0	34,266	100.0	40,929	100.0	44,882	100.0	21,545	100.0	21,666	100.0

12. FINANCIAL INFORMATION (Cont'd)

Notes:

- (1) Curatorial costs include curatorial expenses, IT expenses, credit card charges and Trickeye Museum's cost of sales.
- (2) Retail sales costs include costs to third-party arising from merchandise and photography packages.

Analysis of cost of sales by business entities

	Audited								Unaudited		Audited	
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	RM'000	%										
Local												
Malaysia – Aquawalk	10,382	48.0	24,092	70.3	26,223	64.1	31,088	69.3	14,150	65.7	14,894	68.7
Malaysia – Aquablu Technologies	191	0.9	264	0.8	898	2.2	568	1.2	496	2.3	192	0.9
	10,573	48.9	24,356	71.1	27,121	66.3	31,656	70.5	14,646	68.0	15,086	69.6
Overseas												
Thailand – Aquawalk	11,064	51.1	9,910	28.9	13,808	33.7	13,226	29.5	6,899	32.0	6,580	30.4
Thailand												
	21,637	100.0	34,266	100.0	40,929	100.0	44,882	100.0	21,545	100.0	21,666	100.0

12. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2021 and FYE 2022**

Our Group's cost of sales increased by RM12.6 million or 58.4% to RM34.3 million for FYE 2022 (FYE 2021: RM21.6 million), mainly attributable to the following:

Malaysia

In FYE 2022, Aquawalk Malaysia saw an increase in total cost of sales by RM13.7 million or 132.1% to RM24.1 million (FYE 2021: RM10.4 million), whereby ticketing cost of sales contributes 71.5% and retail cost of sales contributes the remaining 28.5%. Save for the depreciation of right-of-use assets and depreciation of property, plant and equipment which remained consistent throughout the financial years/periods under review, the increase in cost of sales is mainly due to the following:

- (i) increase in rental expenses by RM7.8 million or 7,757.8% to RM7.9 million in FYE 2022 (FYE 2021: RM0.1 million). The significant increase is primarily due to the normalisation of full year rental rates in FYE 2022 following the reopening of our aquarium. In FYE 2021, there was a rental rebate given during the COVID-19 pandemic. As business operations resumed in FYE 2022, the rental rebate was discontinued and we returned to paying the standard rental rate, which is the same rate as pre COVID-19 pandemic;
- (ii) increase in facility costs by RM0.4 million or 26.5% to RM2.1 million in FYE 2022 (FYE 2021: RM1.6 million). This increase is attributed to the higher facility costs associated with the reopening of Aquaria KLCC. These costs includes the preventive maintenance expenses, consumable parts, waste and water treatment, cleaning expenses, utilities costs such as water and electricity bills, amongst other costs;
- (iii) increase in staff cost by RM0.5 million or 40.9% to RM1.8 million (FYE 2021: RM1.3 million), as salary reductions were implemented as cost-cutting measure in FYE 2021. However, with the reopening of our aquaria post COVID-19 pandemic, our Group returned salaries of the existing staff to pre-pandemic levels in FYE 2022. Additionally, the increase in headcount also contributed to higher staff cost;
- (iv) increase in curatorial expenses by approximately RM0.3 million or 42.0% to RM0.9 million in FYE 2022 (FYE 2021:RM0.7 million) relating to the managing and maintenance of the aquaria. The increase in curatorial expenses is partly due to higher visitorship as our aquaria reopens. Curatorial expenses mainly consist of fish food consumption, chemical usage and laboratory consumables; and
- (v) increase in retail cost of sales by RM4.5 million or 183.7% to RM6.9 million (FYE 2021: RM2.4 million). This increase is in tandem with the higher retail sales revenue, which is directly correlated to the higher visitorship for the financial year.

12. FINANCIAL INFORMATION (Cont'd)**Thailand**

In FYE 2022, Aquawalk Thailand saw a decrease in total cost of sales by RM1.2 million or 10.4% to RM9.9 million (FYE 2021: RM11.1 million). Ticketing, retail and miscellaneous cost of sales represents 94.9%, 4.4% and 0.7% of the total cost of sales respectively in FYE 2022. The decrease in total cost of sales is mainly attributable to the decrease in depreciation of property, plant and equipment by approximately RM3.0 million or 55.5% to RM2.5 million (FYE 2021: RM5.5 million), whereby this significant reduction in depreciation is due to the changes and reassessment of depreciation policy of certain class of assets to reflect their actual useful life.

However, this decrease was partially offset by the following:

- (i) increase in facility cost by RM0.8 million or 37.1% to RM2.8 million in FYE 2022 (FYE 2021: RM2.0 million). The facility costs were relatively lower in 2021 due to temporary closures during the COVID-19 period. However, as operations normalised in 2022, the facility costs increased to cover the preventive maintenance work, consumable parts, waste and water treatment, utilities and other facility expenses;
- (ii) increase in staff cost by RM0.4 million or 37.8% to RM1.6 million in FYE 2022 (FYE 2021: RM1.2 million), as salary deductions were implemented as cost-cutting measures in FYE 2021. The staffs' salary was subsequently raised back to pre-pandemic level in 2022 following the increase in overall visitorship in Aquaria Phuket due to the resurgence of tourism in Phuket;
- (iii) increase in curatorial expenses by RM0.4 million or 62.5% to RM1.0 million in FYE 2022 (FYE 2021: RM0.6 million) relating to the managing and maintenance of the aquaria. The increase in curatorial expenses is partly due to the increased visitorship. Curatorial expenses mainly consist of fish food consumption, chemical usage and laboratory consumables; and
- (iv) increase in retail cost of sales by RM0.3 million or 351.1% to RM0.4 million (FYE 2021: RM0.1 million), in tandem with the increase in retail sales revenue and visitorship during the financial year.

Comparison between FYE 2022 and FYE 2023

Our Group's total cost of sales increased by approximately RM6.6 million or 19.4% to RM40.9 million in FYE 2023 (FYE 2022: RM34.3 million). This increase is in tandem to the revenue growth of RM23.9 million or 33.3% to RM95.8 million in FYE 2023 (FYE 2022: RM71.9 million). The higher cost of sales reflects the increased business activities driven by revenue growth. The increase in cost of sales in FYE 2023 is mainly attributable to the following:

Malaysia

In FYE 2023, Aquawalk Malaysia saw an increase in total cost of sales by RM2.1 million or 8.8% to RM26.2 million (FYE 2022: RM24.1 million), whereby ticketing cost of sales contributes 72.4% and retail cost of sales contributed the remaining 27.6%. The increase in cost of sales is mainly due to the following:

- (i) increase in rental expenses by RM1.0 million or 12.1% to RM8.9 million in FYE 2023 (FYE 2022: RM7.9 million). The increase is primarily in line with our rental arrangements with the lessor of Aquaria KLCC;

12. FINANCIAL INFORMATION (Cont'd)

- (ii) increase in facility costs by RM0.5 million or 26.9% to RM2.6 million in FYE 2023 (FYE 2022: RM2.1 million). Corresponding to the increase in visitorship, our Group has pre-emptively increased the facility costs such as cleaning, preventive maintenance expenses, consumable parts, waste and water treatment, cleaning expenses and utilities costs (water and electricity bills) to ensure the aquaria is kept in good condition;
- (iii) increase in curatorial expenses by RM0.3 million or 31.0% to RM1.2 million in FYE 2023 (FYE 2022: RM0.9 million). Continuing from FYE 2021 and FYE 2022, we have continued to see price hikes in fish food in FYE 2023 as well as normalisation on chemical usage and laboratory consumables; and
- (iv) increase in retail cost of sales by RM0.3 million or 5.3% to RM7.2 million (FYE 2022: RM6.9 million). The increase is in tandem with the higher revenue generated from retail sales, which correlates with the overall increase in visitorship. The higher cost of sales is also attributed to our revenue sharing agreement with our consignor suppliers.

This increment in cost of sales was partially offset by the decrease in depreciation of property, plant and equipment amounting to RM0.1 million as a result of certain assets having reached the end of their useful life and were fully depreciated.

Thailand

The cost of sales for Aquawalk Thailand increased by RM3.9 million or 39.3% in FYE 2023 to RM13.8 million (FYE 2022: RM9.9 million) as business operations resumed to normal levels. The increase in total cost of sales is mainly attributable to the following:

- (i) increase in depreciation in property, plant and equipment by RM2.1 million or 87.5% to RM4.6 million in FYE 2023 (FYE 2022: RM2.5 million), with higher acquisition of property, plant and equipment in FYE 2023 as well as full year depreciation of property, plant and equipment based on the assets acquired throughout FYE 2022;
- (ii) increase in facility cost by RM0.3 million or 9.3% to RM3.1 million in FYE 2023 (FYE 2022: RM2.8 million). The increase reflects our continuous commitment to maintain and provide high standard of care in our aquarium. The increase is attributed to the ongoing efforts to ensure that the aquaria's LSS, pumps and its surrounding facilities are in good condition;
- (iii) increase in staff cost by RM0.5 million or 28.7% to RM2.1 million in FYE 2023 (FYE 2022: RM1.6 million) as a direct result of our business growth. As the visitorship of our aquarium increases, we expanded our workforce to meet the higher demand in key operational areas, including hiring additional staff to support more frequent show performances and improve overall operational efficiency; and
- (iv) increase in curatorial expenses by RM0.8 million or 85.5% to RM1.8 million in FYE 2023 (FYE 2022: RM1.0 million), where the increase is related to the cost incurred for the care and maintenance of our living exhibits within Aquaria Phuket. The increase reflects the elevated costs associated with ensuring the well-being and preservation of our exhibits within Aquaria Phuket, as well as maintaining the high standards of their care.

12. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2023 and FYE 2024**

Our Group's total cost of sales grew by RM4.0 million or 9.7% to RM44.9 million (FYE 2023: RM40.9 million), moving in tandem and proportionate to our Group's overall revenue growth of 8.9% in FYE 2024 (FYE 2024: RM104.3 million; FYE 2023: RM95.8 million). The higher cost of sales reflects the increased business activities driven by the revenue growth. The increase in cost of sales in FYE 2024 is mainly attributable to the following:

Malaysia

In FYE 2024, Aquawalk Malaysia's total cost of sales increased by RM4.9 million or 18.6% to RM31.1 million (FYE 2023: RM26.2 million), whereby the ticketing cost of sales and retail cost of sales contributed 72.5% and 26.4% of the total cost of sales respectively and the remaining consists of miscellaneous cost of sales at 1.1%. The increase in cost of sales is mainly due to the following:

- (i) increase in rental expenses by RM2.5 million or 27.9% to RM11.4 million for FYE 2024 (FYE 2023: RM8.9 million), consistent with our long-term lease arrangement;
- (ii) marginal increase in facility costs by RM0.2 million or 6.0% to RM2.8 million (FYE 2023: RM2.6 million), as some of the facility costs are variable in nature such as frequency of cleaning, consumable parts and utilities costs (water and electricity bills) on top of fixed facility costs such as preventive maintenance expenses;
- (iii) increase in staff cost by RM0.4 million or 24.4% to RM2.3 million (FYE 2023: RM1.9 million), arising from amongst others, the increased headcount, salary increment and bonuses;
- (iv) marginal increase in our curatorial expenses by RM0.3 million or 23.4% to RM1.5 million (FYE 2023: RM1.2 million), which is consistent with the inflationary pressures we have experienced in fish food, chemical usage and laboratory consumables; and
- (v) increase in retail cost of sales of RM1.0 million or 13.5% to RM8.2 million (FYE 2023: RM7.2 million), which is in line with our retail sales that also grew at a comparable level at 13.2%.

Thailand

The cost of sales for Aquawalk Thailand reduced by approximately RM0.6 million or 4.2% to RM13.2 million (FYE 2023: RM13.8 million), mainly attributable to the decrease in facility expenses by RM0.6 million or 19.0% to RM2.4 million (FYE 2023: RM3.0 million) due to better utilities cost management.

The decrease was partially offset by higher staff costs of RM0.2 million or 11.3% to RM2.3 million (FYE 2023: RM2.1 million) as part of Aquawalk Thailand's strategy to retain our talent to support higher frequency of show performances such as our signature shows, "The Mermaid Show" and "Underwater Ballet".

12. FINANCIAL INFORMATION (Cont'd)**Comparison between FPE 2024 and FPE 2025**

Our Group's total cost of sales grew by RM0.2 million or 0.6% to RM21.7 million (FPE 2024: RM21.5 million), increasing at a much slower pace than our Group's overall revenue growth of 8.2% in FPE 2025 (FPE 2025: RM51.9 million; FPE 2024: RM48.0 million).

Malaysia

During FPE 2025, Aquawalk Malaysia's total cost of sales increased by RM0.7 million or 5.3% to RM14.9 million (FPE 2024: RM14.2 million), whereby the ticketing cost of sales and retail cost of sales contributed 74.3% and 24.3% of the total cost of sales and the remaining consists of miscellaneous cost of sales at 1.4%. The increase in cost of sales is mainly due to the following:

- (i) increase in depreciation of right-of-use assets by RM0.2 million or 34.1% to RM0.8 million (FPE 2024: RM0.6 million), mainly due to the commencement of the new Aquaria KLCC lease in May 2025;
- (ii) increase in depreciation of property, plant and equipment by RM0.2 million or 11.8% to RM1.7 million (FPE 2024: RM1.5 million), mainly due to newly acquired assets, particularly project-related infrastructure and a motor vehicle;
- (iii) increase in facility expenses by RM0.1 million or 7.5% to RM1.5 million (FPE 2024: RM1.4 million), primarily due to higher maintenance costs and utility charges;
- (iv) increase in staff costs by RM0.2 million or 14.4% to RM1.3 million (FPE 2024: RM1.1 million), due to higher headcount, salary increments, and bonus payouts;
- (v) increase in curatorial expenses by RM0.2 million or 23.9% to RM0.8 million (FPE 2024: RM0.6 million), primarily due to repair and maintenance works carried out on the tanks and blower equipment; and
- (vi) increase in miscellaneous cost of sales by RM0.1 million or 108.2% to RM0.2 million (FPE 2024: RM0.1 million), in tandem with the increase in CDLC ice-cream sales of RM0.3 million or 147.2%.

Thailand

The cost of sales for Aquawalk Thailand is reduced by approximately RM0.3 million or 4.6% to RM6.6 million (FPE 2024: RM6.9 million), primarily driven by:

- (i) decrease in staff costs by RM0.2 million or 17.9% to RM0.9 million (FPE 2024: RM1.1 million), mainly attributable to lower headcount; and
- (ii) decrease in facility expenses by RM0.1 million or 8.9% to RM1.3 million (FPE 2024: RM1.4 million) due to more efficient electricity usage.

12. FINANCIAL INFORMATION (Cont'd)

Analysis of GP and GP margin

Analysis by activity segments

	Audited						Unaudited		Audited			
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	GP/(GL)	GP/(GL)	GP	GP	GP	GP	GP	GP	GP	GP/(GL)	GP/(GL)	
	margin	margin	margin	margin	margin	margin	margin	margin	margin	margin	margin	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Operations of aquarium												
Ticketing sales	(460)	(2.5)	29,807	52.8	45,738	58.7	49,404	58.4	21,959	56.6	25,554	59.6
Retails sales	2,326	48.0	6,792	48.2	7,196	47.9	8,212	48.3	3,746	48.1	3,879	49.8
Miscellaneous sales	162	93.5	509	86.9	753	91.1	1,467	79.0	480	77.5	886	78.0
	2,028	8.6	37,108	52.2	53,687	57.3	59,083	57.1	26,185	55.4	30,319	58.5
Design and build	1,081	85.0	524	66.5	1,196	57.1	334	37.0	251	33.6	(91)	(89.3)
	3,109	12.6	37,632	52.3	54,883	57.3	59,417	57.0	26,436	55.1	30,228	58.2

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12. FINANCIAL INFORMATION (Cont'd)

Analysis by business entities

	Audited						Unaudited		Audited			
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	GP/(GL)	GP/(GL) margin	GP	GP margin	GP	GP margin	GP	GP margin	GP	GP margin	GP/(GL)	GP/(GL) margin
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Local												
Malaysia – Aquawalk Malaysia ⁽¹⁾	10,721	50.8	34,833	59.1	45,419	63.4	49,993	61.7	22,210	61.1	23,702	61.4
Malaysia – Aquablu Technologies	1,081	85.0	524	66.5	1,196	57.1	333	37.0	251	33.6	(91)	(89.3)
	11,802	52.7	35,357	59.2	46,615	63.2	50,326	51.4	22,461	60.5	23,611	48.5
Oversea												
Thailand – Aquawalk Thailand ⁽²⁾	(8,693)	(366.7)	2,275	18.7	8,268	37.5	9,091	40.7	3,975	36.6	6,617	50.1
	3,109	12.6	37,632	52.3	54,883	57.3	59,417	57.0	26,436	55.1	30,228	58.2

Notes:

(1) The breakdown of the GP and GP margin by activity segments for Aquawalk Malaysia is as follows:

	Audited						Unaudited		Audited			
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	GP	GP margin										
	RM'000	%										
Operations of aquarium												
Ticketing sales	8,488	51.6	28,438	62.3	38,635	67.1	41,827	65.0	18,595	64.4	19,727	64.1
Retails sales	2,233	48.0	6,395	48.2	6,749	48.2	7,693	48.4	3,488	48.2	3,621	50.0
Miscellaneous sales	-	-	-	-	35	100.0	473	59.6	127	55.1	354	62.2
	10,721	50.8	34,833	59.1	45,419	63.4	49,993	61.7	22,210	61.1	23,702	61.4

12. FINANCIAL INFORMATION (Cont'd)

(2) The breakdown of the GP/(GL) and GP/(GL) margin by activity segments for Aquawalk Thailand is as follows:

	Audited						Unaudited		Audited			
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	GP/(GL)	GP/(GL) margin	GP	GP margin	GP	GP margin	GP	GP margin	GP	GP margin	GP	GP margin
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Operations of aquarium												
Ticketing sales	(8,947)	(445.3)	1,369	12.7	7,102	35.1	7,577	37.6	3,364	33.9	5,827	48.2
Retails sales	92	49.0	397	47.9	448	43.7	519	47.5	258	46.1	258	47.3
Miscellaneous sales	162	93.5	509	86.9	718	90.7	995	93.5	353	90.7	532	93.9
	(8,693)	(366.7)	2,275	18.7	8,268	37.5	9,091	40.7	3,975	36.6	6,617	50.1

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12. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2021 and FYE 2022*****Analysis by GP/(GL) and GP/(GL) margin***

Our Group saw a sharp increase in GP by RM34.5 million or 1,110.4% to RM37.6 million (FYE 2021: RM3.1 million), from recovery of business operations of our Group post COVID-19 pandemic. This is largely contributed by the increase in Aquawalk Malaysia's revenue where it contributes 92.6% of our total GP in FYE 2022. Aquawalk Thailand has also managed to improve their position from a GL to a GP position of RM2.3 million.

Malaysia

For FYE 2022, Aquawalk Malaysia's GP increased by RM24.1 million or 224.9% to RM34.8 million (FYE 2021: RM10.7 million). The increase in Aquawalk Malaysia's GP is mainly attributable to the rise in revenue from the ticketing sales segment following the reopening of our aquarium, ultimately causing total GP to more than triple. During this period, Aquawalk Malaysia's total cost of sales increased by 132.1% mainly due to higher rental expenses. This increase was due to discontinuing rental rebates that were provided during the COVID-19 pandemic, which were reflected in FYE 2021. Despite the rise in cost, it was outpaced by our Company's revenue growth, leading to a higher GP margin. The GP margin for ticketing sales increased from 51.6% in FYE 2021 to 62.3% in FYE 2022, corresponding with the increase in visitorship, whereas the GP margin for retail sales remained fairly consistent, between 48.0% to 48.2% from FYE 2021 to FYE 2022, as the terms of the consignment sales remained unchanged.

Our design and build segment recorded a lower GP margin of 66.5% for FYE 2022 as compared to 85.0% in FYE 2021, as there were more construction scope of works carried out during FYE 2022, which earn lower GP margins, whereas the GP earned for FYE 2021 were mostly from design projects.

Thailand

For FYE 2022, Aquawalk Thailand's GP increased by RM11.0 million or 126.2% to RM2.3 million (FYE 2021: GL of RM8.7 million) following a significant increase in revenue of the ticketing sales due to the overall increase in visitorship in Aquaria Phuket following the resurgence of tourism in Phuket. This has led to the overall GP margin to return to a positive 18.7% in FYE 2022. As compared with FYE 2021 where the company incurred losses due to pandemic-related closures, the GP margin for ticketing sales was 12.7% in FYE 2022. Total cost of sales for ticketing sales decreased by 14.2% in the FYE 2022, primarily due to the decrease in depreciation of property, plant and equipment by 55.5% as a result of a revision of the assets useful life.

Comparison between FYE 2022 and FYE 2023***Analysis by GP and GP margin***

In FYE 2023, our Group further increased our GP by RM17.3 million or 45.8% to RM54.9 million (FYE 2022: 37.6 million). Aquawalk Malaysia continues to be the largest GP contributor of our Group with a total contribution of 82.8% in FYE 2023 (FYE 2022: 92.6%); while Aquawalk Thailand continues to progress steadily with their contribution of 15.1% in FYE 2023 (FYE 2022: 6.0%).

12. FINANCIAL INFORMATION (Cont'd)**Malaysia**

Aquawalk Malaysia's GP increased by RM10.6 million or 30.4% to RM45.4 million (FYE 2022: RM34.8 million) and recorded a GP margin of 63.4% (FYE 2022: 59.1%). The increased in GP is due to the higher revenue of RM12.7 million or 21.6% whereas cost of sales has a lower corresponding increase of 8.8%. This is primarily attributable to the increase in visitorship in Aquaria KLCC to 1,085,181 (FYE 2022: 988,987).

The lease for Aquawalk Malaysia remains our single largest item within cost of sales throughout the years, contributing to 38.8% of Aquawalk Malaysia's total cost of sales, comprising rental and depreciation of rights-of-use assets. Our other operating costs such as facility expenses, staff costs and curatorial expenses normalised with the resumption of operation activities.

Our design and build segment recorded a lower GP margin of 57.1% for FYE 2023 as compared to 66.5% in FYE 2022, as there were more construction scope of works carried out during FYE 2023 compared to FYE 2022 which has lower margin compared to design work.

Thailand

Similarly, Aquawalk Thailand had an increase in GP by RM6.0 million or 263.3% to RM8.3 million (FYE 2022: RM2.3 million). A similar trend is observed with the increase in visitorship in Aquaria Phuket to 285,829 (FYE 2022: 206,065) whereby revenue growth of 81.2% surpassed the growth in costs of sales of 39.3% resulting in higher GP margin of 37.5%, from 18.7% in the previous corresponding year. Our other operating costs such as facility expenses, staff costs and curatorial expenses regularised with the resumption of operating activities.

The GP of Aquawalk Thailand's retail sales continued to increase by RM0.1 million or 12.8% to RM0.5 million (FYE 2022: RM0.4 million), whereas GP margin from retail sales declined to 43.7% (FYE 2022: 47.9%). These are conscious effort by our management to drive merchandise and photography sales, with higher discounts and promotional activities.

Comparison between FYE 2023 and FYE 2024***Analysis by GP and GP margin***

In FYE 2024, our Group managed to increase our GP by RM4.5 million or 8.3% to RM59.4 million (FYE 2023: RM54.9 million) in line with revenue growth. Our Group's GP margin is fairly consistent at 57.3% and 57.0% for both FYE 2023 and FYE 2024 respectively. Aquawalk Malaysia continues to be the largest GP contributor to our Group with a total GP of 84.1%, followed by Aquawalk Thailand of 15.3% and the remaining balance of 0.6% from Aquablu Technologies.

Malaysia

For FYE 2024, Aquawalk Malaysia's GP continued to increase by RM4.6 million or 10.1% to RM50.0 million (FYE 2023: RM45.4 million), attributable to the improvement in the overall revenue of RM9.4 million or 13.2% where the ticketing sales segment contributes about 79.4% of Aquawalk Malaysia's total revenue in FYE 2024. Overall GP margin for Aquawalk Malaysia stood at 61.7% for FYE 2024 against 63.4% in FYE 2023. Despite improvements to both our ticketing and retail revenue, we saw a slight decline in our GP margin whereby ticketing GP margins decreased by 2.1% to 65.0% (FYE 2023: 67.1%), resulting from the combination of the lower ticket yield and higher rental expenses.

12. FINANCIAL INFORMATION (Cont'd)

Our design and build segment recorded a lower GP margin of 37.0% in FYE 2024, compared to 57.1% in FYE 2023. The decline was primarily due to a higher volume of construction work carried out in FYE 2024 and a discount granted to our customer in relation to a variation order. The variation order involved additional purchases of equipment and consumables, which had a lower mark-up margin compared to the overall contract. As part of the finalisation of the total contract amount, a discount was granted during negotiations, further impacting our GP margin.

Thailand

In FYE 2024, despite a slight increase in revenue of only 1.1% for Aquawalk Thailand, we observe a larger increase in GP of RM0.8 million or 10.0% to RM9.1 million (FYE 2023: RM8.3 million), with improvement of GP margin to 40.7% (FYE 2023: 37.5%). This improvement in GP margin was primarily driven by a reduction in facility expenses by RM0.6 million or 19.0% to RM2.4 million (FYE 2023: RM3.0 million), attributed to more efficient electricity usage. Aquawalk Thailand's retail sales GP improved by RM0.1 million or 15.9% to RM0.5 million in FYE 2024 (FYE 2023: RM0.4 million), which is in tandem with the increase in visitorship to 293,533 in FYE 2024 from 285,829 in FYE 2023.

Comparison between FPE 2024 and FPE 2025***Analysis by GP/(GL) and GP/(GL) margin***

In FPE 2025, our Group recorded a GP of RM30.2 million, an increase of RM3.8 million or 14.3% from RM26.4 million in FPE 2024. Our Group's GP margin improved from 55.1% to 58.2%. Aquawalk Malaysia remained the key contributor, accounting for 78.4% of total GP, followed by Aquawalk Thailand at 21.9%. Aquablu Technologies, on the other hand, recorded a minor GL of RM0.1 million.

Malaysia

For FPE 2025, Aquawalk Malaysia's GP continued to increase by RM1.5 million or 6.7% to RM23.7 million (FPE 2024: RM22.2 million), due to increase revenue of RM2.2 million or 6.2% against a lower increase in cost of sales of RM0.7 million or 5.3%. The higher revenue is evident with higher visitorship in Aquaria KLCC for FPE 2025 of 583,011 visitors (FPE 2024: 564,178 visitors).

In contrast, our design and build segment recorded a GL of RM0.1 million or GL margin of 89.3% in FPE 2025, compared to a GP margin of 33.6% in FPE 2024. The decrease arose as Aquablu Technologies incurred RM0.2 million to prepare a concept design for the penguin exhibit project, whereby the costs were recognised when incurred, while the revenue will only be recognised upon achievement of billing milestones, in accordance with MFRS 15: Revenue from Contracts with Customers.

Thailand

During FPE 2025, Aquawalk Thailand's GP rose significantly by RM2.6 million or 66.5% to RM6.6 million (FPE 2024: RM4.0 million), whereby GP margin improves from 36.6% to 50.1%. The significant increase in profitability was primarily driven by higher ticketing revenue, which grew by RM2.2 million or 21.8% from RM9.9 million to RM12.1 million, in tandem with higher visitorship of 156,266 visitors (FPE 2024: 143,354 visitors).

12. FINANCIAL INFORMATION (Cont'd)

(c) Other operating income

	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	%
Unrealised gain on foreign exchange	-	-	-	-	5,795	54.8	-	-	-	-	1,598	22.1
Realised gain on foreign exchange	44	1.7	17	0.3	470	4.4	51	0.4	140	4.2	12	0.2
Fair value gain on derivative instruments ⁽¹⁾	-	-	1,433	23.5	-	-	-	-	-	-	-	-
Fair value gain on dual currency investment	-	-	-	-	44	0.4	-	-	-	-	-	-
Interest income:												
- Interest income ⁽²⁾	11	0.4	322	5.3	690	6.5	1,615	12.3	291	8.7	253	3.5
- Lease interest income	-	-	280	4.6	359	3.4	156	1.2	156	4.6	-	-
Insurance claim	-	-	-	-	112	1.1	-	-	-	-	-	-
Backcharge of share service cost	-	-	-	-	368	3.5	-	-	-	-	-	-
Accretion of discount from deposit for leases	15	0.6	16	0.3	17	0.2	28	0.2	9	0.3	15	0.2
Deferred income from lessor incentive ⁽³⁾	-	-	874	14.3	1,000	9.4	1,000	7.6	498	14.9	126	1.7
Rental income	-	-	825	13.5	1,631	15.4	478	3.7	478	14.2	-	-
Rental rebate ⁽⁴⁾	2,423	94.6	2,305	37.7	-	-	-	-	-	-	-	-
Miscellaneous items ⁽⁵⁾	68	2.7	34	0.5	95	0.9	579	4.4	95	2.8	89	1.2
Dividend income	-	-	-	-	-	-	1,688	12.9	1,688	50.3	-	-
Gain on disposal of subsidiaries	-	-	-	-	-	-	7,500	57.3	-	-	-	-
Gain on lease modification	-	-	-	-	-	-	-	-	-	-	5,064	70.1
Gain on lease derecognition of fair value of deposit	-	-	-	-	-	-	-	-	-	-	70	1.0
	2,561	100.0	6,106	100.0	10,581	100.0	13,095	100.0	3,355	100.0	7,227	100.0

Notes:

- (1) We entered into cross-currency interest rate swap contract to hedge both the currency and interest rate risk in relation to our USD borrowings which will mature on 18 March 2025. The recognition of fair value gain/(loss) is derived solely from the recognition of the fair value gain resulting from the hedging of the floating interest rate under the MFRS 9: Financial Instruments.

12. FINANCIAL INFORMATION (Cont'd)

- (2) Interest income mainly derived from deposits with licensed banks and financial institutions.
- (3) Deferred income measurement of lessor incentive. This incentive was granted upfront to Aquablu Technologies, and the deferred income is earned over the period of its tenancy, which is amortised over the lease term of 3 years.
- (4) Being rental rebates granted to Aquaria KLCC and Aquaria Phuket during the COVID-19 pandemic.
- (5) Consists of the income generated from services provided by Aquawalk Thailand to third-party F&B operator in Aquaria Phuket. The services include security, cleaning, pest control, divers and other related services.

Comparison between FYE 2021 and FYE 2022

Our Group's other income increased by RM3.6 million or 139.3% to RM6.1 million in FYE 2022 (FYE 2021: RM2.6 million). This is mainly attributable to:

- (i) fair value gain from derivative instrument of RM1.4 million in FYE 2022 as Aquawalk Malaysia entered into cross-currency interest rate swap contract to hedge against the foreign currency risk in relation to our USD borrowings as a result of the strengthened USD during FYE 2022 from an exchange rate of USD1: RM4.17 in FYE 2021 to USD1: RM4.39 in FYE 2022;
- (ii) increase in interest income by RM0.3 million or 2,821.4% in FYE 2022 (FYE 2021: RM0.01 million) due to higher placement of fixed deposits in FYE 2022 with improved liquidity, whereby our cash and bank balances increased throughout FYE 2022 to RM39.5 million as at 31 December 2022, as opposed to a lower cash and bank balances of RM20.6 million as at 31 December 2021;
- (iii) deferred income of RM0.9 million recognised in FYE 2022 given as part of lessors incentive. This incentive was granted to our subsidiary, Aquablu Technologies over the period of its tenancy, which is amortised over the lease term of 3 years;
- (iv) increase in rental income of RM0.8 million, reflecting the revenue generated from the sub-lease of premise to Blu Restaurant for the operation of its restaurant in Suria KLCC; and
- (v) increase in finance lease interest income of RM0.2 million from the sub-lease to Blu Restaurant.

12. FINANCIAL INFORMATION *(Cont'd)*

Comparison between FYE 2022 and FYE 2023

In FYE 2023, our Group saw a growth in total other income of RM4.5 million or 73.3% to RM10.6 million (FYE 2022: RM6.1 million). The increase in other income is mainly attributable to:

- (i) gain of foreign exchange amounting to RM6.3 million stemming from the following reasons:
 - (a) increase in unrealised foreign exchange gain of RM5.8 million in FYE 2023. The unrealised gain resulted from the large proportion of our intercompany balances in Aquawalk Malaysia denominated in USD. The strengthening of USD (FYE 2023: USD1: RM4.59; FYE 2022: USD1:RM4.39) has resulted in unrealised foreign exchange gain. Further, Aquawalk Malaysia also benefited from some of its current bank account balances that are kept or denominated in USD. Similarly, the strengthening of THB (FYE 2023: THB100: RM13.43; FYE 2022: THB100: RM12.72) resulted in Aquawalk Thailand's bank balances being revalued higher at year end closing; and
 - (b) realised foreign exchange gain of RM0.5 million in Aquawalk Malaysia's and Aquawalk Thailand's books in FYE 2023.
- (ii) increase in interest income by RM0.4 million or 114.3% to RM0.7 million (FYE 2022: RM0.3 million) mainly due to the higher deposits placed in licensed banks during FYE 2023;
- (iii) one-off insurance claim of RM0.1 million due to fire insurance claim in FYE 2022 and one-off back charge of shared service income of RM0.4 million from Blu Restaurant as part of the manpower cost and maintenance of lobster tank. This insurance claim was related to a fire incident that occurred at our former head office of Aquawalk Malaysia, located at Wisma UOA II. The incident was triggered by a faulty power plug, which resulted in minor fire damage. There were no interruptions to our Group's business and operations arising from this incident and the insurance claim was submitted to cover the related losses; and
- (iv) increase in rental income from Blu Restaurant by RM0.8 million or 97.7% to RM1.6 million (FYE 2022: RM0.8 million total) where we charge a variable rate in line with our rental arrangement with our lessor.

However, such increase in other income was partially offset by the following:

- (i) absence of fair value gain on derivative instruments of RM1.4 million in FYE 2023; and
- (ii) absence of rental rebate of RM2.3 million in FYE 2023 as the rental rebates granted by Central Pattana Public Co. Limited. had ceased in FYE 2023.

12. FINANCIAL INFORMATION *(Cont'd)*

Comparison between FYE 2023 and FYE 2024

For FYE 2024, our Group's other income increased by RM2.5 million or 23.8% to RM13.1 million (FYE 2023: RM10.6 million), mainly attributable to the following:

- (i) gain on disposal of subsidiaries, primarily Blu Restaurant of RM7.5 million (Aquablu Technologies: RM6.75 million and Aquawalk Malaysia: RM0.75 million);
- (ii) dividend income of RM1.7 million, comprising RM1.4 million from Blu Restaurant and RM0.3 million from Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd) prior to their disposals; and
- (iii) increase in interest income of RM0.9 million or 134.1% to RM1.6 million for FYE 2024 (FYE 2023: RM0.7 million), mainly from the interest income recognised from the advances given to PJAI amounting to approximately RM1.0 million, along with higher placement of fixed deposits and higher cash and bank balances as our Group's business continue to grow.

The increase in other income was partially offset by the following:

- (i) absence of unrealised foreign exchange gain of RM5.8 million in FYE 2023, due to Aquawalk Malaysia intercompany balances and current bank balances that are denominated in USD. The weakening USD (FYE 2024: USD1: RM4.48; FYE 2023: USD1:RM4.59) has resulted in unrealised foreign exchange loss to our Group in FYE 2024; and
- (ii) reduced rental income from Blu Restaurant of RM1.1 million or 70.7% to RM0.5 million (FYE 2023: RM1.6 million) as we divested Blu Restaurant in the financial year.

Comparison between FPE 2024 and FPE 2025

For FPE 2025, our Group's other income increased by RM3.8 million or 115.4% to RM7.2 million (FPE 2024: RM3.4 million), mainly attributable to the following:

- (i) gain on lease modification of RM5.1 million recognised during FPE 2025, which primarily arose from a new lease arrangement for Aquaria KLCC that took effect on 1 May 2025. The gain resulted from the reduction in the lease liability exceeding the corresponding decrease in the carrying amount of the right-of-use asset upon remeasurement, in accordance with the requirements of MFRS 16: Leases;

12. FINANCIAL INFORMATION (Cont'd)

- (ii) unrealised foreign exchange gain of RM1.6 million, mainly attributable to unrealised gain in Aquawalk Singapore of RM2.9 million from amount owing from PJAI, amount due to holding company by Aquawalk Thailand of RM2.3 million and RM0.5 million of term loans. These were partially offset against the loss in Aquawalk Malaysia of RM4.1 million, arising from the retranslation of amounts due from subsidiaries of RM3.5 million, and cash and bank balances of RM0.6 million; and
- (iii) gain on lease derecognition of fair value of deposit for the new Aquaria KLCC lease of less than RM0.1 million.

The increase in other income was partially offset by the following:

- (i) absence of dividend income from former subsidiaries of RM1.7 million in FPE 2025, comprising RM1.4 million from Blu Restaurant and RM0.3 million from Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd) prior to their disposals in the previous financial year;
- (ii) absence of rental income of RM0.5 million in FPE 2025 from Blu Restaurant, which was divested in the previous financial year;
- (iii) lower deferred income recognised of RM0.4 million, from RM0.5 million in FPE 2024 to RM0.1 million in FPE 2025, arising from a lessor's incentive granted to our subsidiary, Aquablu Technologies, over its tenancy period, which is amortised over the 3-year lease term;
- (iv) absence of lease interest income as of RM0.2 million in FPE 2025 as we divested Blu Restaurant in the previous financial year; and
- (v) decrease in realised gain on foreign exchange of RM0.1 million in FPE 2025 arising from current bank balances that are denominated in USD, mainly due to the weakening of the USD against RM (FPE 2025: USD1: RM4.21; FPE 2024: USD1:RM4.72).

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12. FINANCIAL INFORMATION (Cont'd)

(d) Other operating expenses

	Audited								Unaudited		Audited	
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	RM'000	%										
Staff cost and management expenses	4,268	35.1	8,115	57.5	10,977	57.9	10,006	46.6	4,998	46.3	4,705	40.4
Marketing expense	57	0.5	683	4.8	2,173	11.4	1,777	8.3	827	7.7	1,055	9.1
Miscellaneous operating expenses ⁽¹⁾	1,251	10.3	2,497	17.7	3,560	18.8	2,634	12.3	1,388	12.8	1,030	8.8
Other expenses ⁽²⁾	5,968	49.1	2,161	15.3	1,546	8.1	5,956	27.8	3,030	28.0	4,367	37.5
Depreciation	614	5.0	669	4.7	713	3.8	1,081	5.0	567	5.2	483	4.2
	12,158	100.0	14,125	100.0	18,969	100.0	21,454	100.0	10,810	100.0	11,640	100.0

Notes:

- (1) Miscellaneous operating expenses comprise mainly of travelling expenses, office expenses, retail expenses, security and safety expenses, licences fees for business operations, insurances and upkeep of motor vehicles.
- (2) Other expenses comprise mainly of professional fees, unrealised loss on foreign exchange rate, fair value loss on derivative instruments and bad debt write-off.

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12. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2021 and FYE 2022**

Our total other operating expenses increased by RM2.0 million or 16.3% to RM14.1 million (FYE 2021: RM12.1 million). The lower operating expenses in FYE 2021 is partly due to the temporary closure of our business as a result of COVID-19 pandemic. The increase is mainly attributable to:

- (i) increase in staff cost and management expenses by RM3.8 million or 90.1% to RM8.1 million in FYE 2022 (FYE 2021: RM4.3 million). In FYE 2021, we had been implementing cost control measures during the temporary closure of our aquaria. However, following the reopening of our aquaria post COVID-19 pandemic, our Group normalised these expenses to pre-pandemic levels including our headcount, as well as improved incentives to the existing staff and management (i.e. annual increment and higher bonus);
- (ii) increase in marketing expenses from less than RM0.1 million to RM0.7 million, as our Group has undertaken initiatives to enhance marketing efforts with the aim of attracting a broader audience and enhance visitor engagement. The intensified marketing activities led to higher visibility and strengthened our aquaria's brand recognition and reputation. The effects of the increased marketing activities have also shown a positive result in our revenue; and
- (iii) increase in miscellaneous operating expenses by RM1.2 million or 99.5% to RM2.5 million (FYE 2021: RM1.3 million), mainly due to higher variable expenses incurred on travelling, office expenses, security and safety expenses, consumables and insurances that normalised after reopening. In FYE 2022, the most notable increase is derived from rental expenses incurred by Aquablu Technologies amounting to RM0.8 million on a location in Suria KLCC, which was not present in FYE 2021.

The increase in the overall operating expenses was partially offset by the lower other expenses. In FYE 2022, other expenses decreased by RM3.8 million or 63.7% to RM2.2 million (FYE 2021: RM6.0 million). This is mainly due to the absence of fair value loss on derivative instruments in FYE 2022, as opposed to a fair value loss on derivative instruments of RM1.1 million in FYE 2021. Additionally, the lower unrealised loss on foreign exchange of approximately RM2.6 million or 60.2% to RM1.8 million in FYE 2022 (FYE 2021: RM4.4 million), attributable to the weakening of IDR on our amount due from PJA in Aquawalk Singapore's books, contributed to the partial offset.

Comparison between FYE 2022 and FYE 2023

Our other operating expenses further increased by RM4.8 million or 34.3% to RM19.0 million (FYE 2022: RM14.1 million), attributable to:

- (i) increase in staff cost and management expenses by RM2.9 million or 35.2% to RM11.0 million (FYE 2022: RM8.1 million) as a direct result of our business growth. As the visitorship of our aquarium increased, we expanded our workforce to meet the higher demand and enhance visitors experiences. Additionally, the increase includes performance linked remuneration and higher bonus provisioning allocated for payout in 2024;

12. FINANCIAL INFORMATION (Cont'd)

- (ii) increased in marketing expenses by RM1.5 million or 218.2% to RM2.2 million (FYE 2022: RM0.7 million). As a direct result of the successful visitors engagement in 2022, our Group's marketing efforts further increased. Amongst the expenses included our printing materials for promotional activities such as education materials and printouts for school groups, a collaboration campaign on "Aquaman and the Lost Kingdom" as well as conservation programmes; and
- (iii) increase in miscellaneous operating expenses by RM1.0 million or 42.6% from RM3.6 million in FYE 2023 (FYE 2022: RM2.5 million) due to the increase of travelling expenses, office expenses, and continuing increase in rental expenses incurred on the lease in Suria KLCC by Aquablu Technologies.

The increase in the overall operating expenses was partially offset by the lower other expenses of RM0.6 million or 28.4% to RM1.6 million in FYE 2023 (FYE 2022: RM2.2 million), due to the absence of unrealised exchange loss of RM1.7 million in FYE 2022 that has since translated into unrealised foreign exchange gain that is being recognised in other income. However, this was offset against higher professional fees (legal fees incurred of RM0.3 million) and write-off of irrecoverable debts of RM0.5 million in Aquablu Technologies.

Comparison between FYE 2023 and FYE 2024

Throughout FYE 2024, our other operating expenses increased by RM2.5 million or 13.1% to RM21.5 million (FYE 2023: RM19.0 million), mainly attributable to the increase in other expenses of RM4.4 million in FYE 2024, due to higher unrealised foreign exchange loss of RM2.0 million and fair value loss on derivative instruments of RM0.9 million in FYE 2024, as a result of weakening USD throughout FYE 2024. This is considering a large proportion of our intercompany balances in Aquawalk Malaysia is denominated in USD. Professional fees also increased by RM2.0 million in FYE 2024, as we sought more legal consultation on the various project expansions and ongoing business activities. However, this was partially offset by a RM0.3 million decrease in the provision for doubtful debts, primarily related to trade receivables from Aquawalk Thailand.

This was partially offset against a lower miscellaneous operating expenses by approximately RM1.0 million or 26.0% to RM2.6 million (FYE 2023: RM3.6 million), primarily due to the reduced rental expenses of RM1.1 million or 70.7% incurred by Aquablu Technologies on the location in Suria KLCC to RM0.5 million (FYE 2023: RM1.6 million) as we divested Blu Restaurant in FYE 2024.

Comparison between FPE 2024 and FPE 2025

Our other operating expenses increased by RM0.8 million or 7.7% to RM11.6 million (FPE 2024: RM10.8 million), attributable to:

- (i) increase in other expenses by RM1.4 million or 44.1% to RM4.4 million (FPE 2024: RM3.0 million), mainly due to a realised foreign exchange loss of RM2.8 million arising from the settlement of the principal portion of the loan receivable to PJA I from Aquawalk Singapore denominated in USD, a fair value loss of financial instruments of RM0.2 million upon maturity, and an increase in professional fees of RM0.2 million. These were partially offset by the absence of unrealised foreign exchange loss, with no recurrence of the RM2.1 million loss as recorded in FPE 2024; and

12. FINANCIAL INFORMATION (Cont'd)

- (ii) increase in marketing cost of RM0.2 million due to increased promotional, sponsorship, and event-related expenses to reignite interest among the local community.

This was partially offset by lower staff costs and management expenses of RM0.3 million due to a reduced administrative headcount, a decrease in miscellaneous operating expenses of RM0.4 million mainly from the absence of rental expenses following the divestment of Blu Restaurant in the previous financial year, and a decrease in depreciation of right-of-use assets of RM0.1 million arising from the cessation of depreciation on the previous corporate office after the relocation to the new office.

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12. FINANCIAL INFORMATION (Cont'd)

(e) Net (loss)/gain on impairment of financial instruments

	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	%
Net (loss)/gain on impairment of financial instruments	(8,228)	100.0	5,690	100.0	19	100.0	(281)	100.0	29	100.0	1,538	100.0

Comparison between FYE 2021 and FYE 2022

In FYE 2022, our Group experienced a net gain on financial instrument of RM5.7 million (FYE 2021: loss on impairment of RM8.2 million). The net loss of RM8.2 million in FYE 2021 was primarily attributed to the impairment in other receivables amounting to RM7.4 million in relation to Adventuria, previously our subsidiary (operator of "The Rift", a virtual reality family entertainment centre). The impairment was due to the discontinuation of business operations of The Rift in June 2021 as a result of the COVID-19 pandemic. The amount was impaired or written down to its present value of future cash flow. The remaining sum of impairment loss arises from rental outstanding from a third-party F&B operator in FYE 2021. However, this was mitigated in FYE 2022 and was largely due to reversal of impairment loss of RM5.7 million (impairment previously provided for in prior years) on amount due from PJAI (our associate company) that has since become profitable in FYE 2022.

Comparison between FYE 2022 and FYE 2023

There was no material impairment recorded during FYE 2023.

Comparison between FYE 2023 and FYE 2024

In FYE 2024, our Group recorded impairment on trade receivables in Aquablu Technologies of RM0.3 million, being provision for doubtful debts on trade debtors exceeding 3 months.

Comparison between FPE 2024 and FPE 2025

During FPE 2025, our Group recognised a net gain on financial instruments of RM1.5 million, arising from reversal of impairment loss of RM1.6 million on amount due from PJAI, our associate company, and RM0.2 million on trade receivables in Aquablu Technologies. This is offset against impairment loss of RM0.3 million on trade receivables in Aquawalk Thailand for debts outstanding of more than three months.

12. FINANCIAL INFORMATION (Cont'd)

(f) Share of (loss)/profit in an associate

	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	%
Share of (loss)/profit in an associate	(1,118)	100.0	2,788	100.0	3,764	100.0	5,375	100.0	4,248	100.0	1,202	100.0

In FYE 2022, our Group had recorded an increase in profit from PJAI by RM3.9 million to RM2.8 million from a loss of RM1.1 million in the previous year. This is largely attributable to the closure of the aquarium in Jakarta in FYE 2021, thus, causing the loss, and the subsequent turnaround in FYE 2022, and further recovery from the pandemic in FYE 2023.

In FYE 2024, our Group recorded an increase in profit from PJAI by RM1.6 million to RM5.4 million. The increase stems from the share of profit for the current financial year and reversal made on reassessment of the lease term contract to PJAI, measuring the right-of-use of asset and lease liability under IFRS 16 to a 30 years lease period until 2046, which gave rise to a one-off gain on reversal of RM2.6 million.

In FPE 2025, our Group's share of profit from PJAI decreased by RM3.0 million to RM1.2 million (FPE 2024: RM4.2 million). The decrease was mainly due to the absence of a one-off gain on reversal of RM2.6 million recognised in FPE 2024 from the lease term reassessment and lower profitability in FPE 2025 due to the lower visitorship of 244,924 visitors (FPE 2024: 253,390 visitors).

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12. FINANCIAL INFORMATION (Cont'd)

(g) Finance costs

	Audited								Unaudited		Audited	
	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	RM'000	%										
Interests on:												
- lease liabilities	4,677	75.1	4,880	79.9	5,037	71.8	4,817	80.0	2,496	77.3	2,708	92.2
- term loan	1,482	23.8	1,155	18.9	1,902	27.1	1,120	18.6	692	21.4	187	6.3
Unwinding of discount on provision for restoration costs	72	1.1	76	1.2	81	1.1	85	1.4	42	1.3	43	1.5
	6,231	100.0	6,111	100.0	7,020	100.0	6,022	100.0	3,230	100.0	2,938	100.0

Comparison between FYE 2021 and FYE 2022

Our finance costs decreased by RM0.1 million or 1.9% to RM6.1 million for FYE 2022 (FYE 2021: RM6.2 million), mainly due to repayment of term loan, resulting in lower interest thereon.

Comparison between FYE 2022 and FYE 2023

Our finance costs increased by RM0.9 million or 14.9% to RM7.0 million for FYE 2023 (FYE 2022: RM6.1 million), mainly due to increase in term loan interest by RM0.7 million, as a result of higher interest rates in FYE 2023.

Comparison between FYE 2023 and FYE 2024

Finance costs reduced by RM1.0 million or 14.2% to RM6.0 million (FYE 2023: RM7.0 million), primarily due to the reduction in the outstanding principal of our term loan. As the term loan principal has been progressively paid down, the corresponding interest expenses has also decreased, resulting in lower finance costs for the financial year.

Comparison between FPE 2024 and FPE 2025

Our finance costs decreased by RM0.3 million or 9.0% to RM2.9 million in FPE 2025 (FPE 2024: RM3.2 million), mainly due to the lower interest expenses from term loans and repayments, which decreased by RM0.5 million or 73.0% to RM0.2 million (FPE 2024: RM0.7 million). This is partially offset by the higher interest on lease liabilities, which increased by RM0.2 million or 8.5% to RM2.7 million (FPE 2024: RM2.5 million) following the commencement of the new Aquaria KLCC lease effective 1 May 2025.

12. FINANCIAL INFORMATION (Cont'd)**(h) LBT/PBT and LBT/PBT margin**

	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
(LBT)/PBT	(22,065)	31,980	43,258	50,130	20,028	25,617
(LBT)/PBT margin (%)	(89.2)	44.5	45.1	48.1	41.7	49.4
Adjusted (LBT)/PBT	(24,488)	29,675	43,146	40,942	18,340	20,483
Adjusted (LBT)/PBT margin (%)	(99.0)	41.3	45.0	39.3	38.2	39.5

Comparison between FYE 2021 and FYE 2022

We recorded an increase in PBT of RM54.0 million or 244.9% from a LBT of RM22.1 million for FYE 2021 to a PBT of RM32.0 million for FYE 2022. The improvement in PBT was mainly due to the increase in our Group's GP by RM34.5 million in FYE 2022, arising from the significant increase in revenue from ticketing and retail sales. Additionally, other income increased by RM3.5 million arising from the fair value gain on derivative instruments, interest income and deferred incentive from lessors. Our Group also experienced a RM5.7 million reversal of impairment loss on amounts owed by an associated company. The improved financial performance was supported by lower unrealised foreign exchanges losses recorded in FYE 2022 by RM2.7 million. Consequently, our PBT margin improved significantly from a LBT margin of 89.2% for FYE 2021 to a PBT margin of 44.5% for FYE 2022, and our Group's adjusted PBT increased by RM54.2 million from an adjusted LBT of RM24.5 million to an adjusted PBT of RM29.7 million and we turn around to an adjusted PBT margin of 41.3% in FYE 2022.

Comparison between FYE 2022 and FYE 2023

We recorded an increase in PBT of RM11.3 million or 35.3% from RM32.0 million in FYE 2022 to RM43.3 million in FYE 2023. The increase in PBT is mainly due to higher other operating income which increased by RM4.5 million, mainly consisting of the unrealised gain on foreign exchange and an increase in our Group's interest income. Additionally, a higher share of profit in an associate (being PJAI) by RM0.9 million also contributed to the improved PBT. Despite higher GP margins in FYE 2023, our PBT margin increased marginally from 44.5% in FYE 2022 to 45.1% in FYE 2023, as a result of lower gain on impairment of financial instruments in FYE 2023. Our Group's adjusted PBT also saw an increase of RM13.5 million or 45.4% to an adjusted PBT of RM43.1 million and our adjusted PBT margin increased from 41.3% in FYE 2022 to 45.0% in FYE 2023.

12. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2023 and FYE 2024**

In FYE 2024, our Group's PBT increased by RM6.8 million or 15.9% from RM43.3 million in FYE 2023 to RM50.1 million in FYE 2024. The increase in PBT is mainly due to higher other operating income which increased by RM2.5 million, mainly consisting of the one-off gain on disposal of unquoted shares in other investments amounting to RM7.5 million (disposal of Blu Restaurant and Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd)) and an increase in dividend income of RM1.7 million. This increase is however offset by the higher unrealised foreign exchange loss of RM2.0 million mainly arise from intercompany loan balances which is denominated in USD and a fair value loss on derivative instruments of RM0.9 million in FYE 2024, being our Group's cross currency swap used to hedge against USD.

In line with the increase in PBT, PBT margin increased from 45.1% in FYE 2023 to 48.1% in FYE 2024. Excluding the one-off gain on disposal of subsidiaries and dividend income, our adjusted PBT decreased by RM2.2 million from RM43.1 million in FYE 2023 to RM40.9 million in FYE 2024, and our adjusted PBT margin decreased from 45.0% in FYE 2023 to 39.3% in FYE 2024.

Comparison between FPE 2024 and FPE 2025

During FPE 2025, our Group's PBT increased by RM5.6 million or 27.9% to RM25.6 million (FPE 2024: RM20.0 million). The increase was mainly driven by higher other income of RM3.9 million, mainly due to a gain on lease modification of the new Aquaria KLCC lease of RM5.1 million, unrealised foreign exchange gains of RM1.6 million, and a gain of less than RM0.1 million on lease derecognition of fair value of deposit. This increase was partially offset by the absence of dividend income of RM1.7 million from former subsidiaries, lower rental income of RM0.5 million from Blu Restaurant, lower deferred income of RM0.4 million from a lessor's incentive to Aquablu Technologies, absence of lease interest income of RM0.2 million, and a decrease in realised foreign exchange gain of RM0.1 million.

The increase is further supported by a net gain on financial instruments of RM1.5 million and RM0.3 million decrease in finance costs, mainly from the decrease in interest on term loan. However, this was partially offset by a RM3.0 million decrease in share of profit from an associate due to the absence of a one-off RM2.6 million lease term reassessment gain recognised in FPE 2024, as well as higher administrative expenses of RM0.8 million.

As a result of the increase in PBT, our PBT margin increased from 41.7% in FPE 2024 to 49.4% in FPE 2025. Excluding the one-off gain on lease modification and gain on lease derecognition of fair value of deposit, our Group's adjusted PBT rose by RM2.2 million to RM20.5 million (FPE 2024: RM18.3 million), with adjusted PBT margin improving from 38.2% to 39.5%.

12. FINANCIAL INFORMATION (Cont'd)**(i) Tax expense**

		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
Tax expense		1,334	6,443	9,425	4,506	4,197	4,759
Effective tax rate (%)	tax	N/A	20.1	21.8	9.0	21.0	18.6
Statutory tax rate (%)	tax	24.0	24.0	24.0	24.0	24.0	24.0

Comparison between FYE 2021 and FYE 2022

Our Group recorded an increase in taxation of RM5.1 million to RM6.4 million (FYE 2021: RM1.3 million), mainly because of our improved revenue and PBT from Aquawalk Malaysia in FYE 2022. In FYE 2021, the tax expense of RM1.3 million incurred is a net off position of tax expense of RM1.8 million incurred by Aquawalk Malaysia (expenses incurred that were not tax deductible mainly on impairment loss on amount owing from subsidiaries) against deferred tax asset arising from Aquawalk Thailand of RM0.5 million. For FYE 2022, the effective tax rate of 20.1% was lower than the statutory tax rate of 24.0%. This was mainly due to the non-taxable income on fair value gain on derivative instruments amounting to RM1.4 million.

Comparison between FYE 2022 and FYE 2023

In FYE 2023, our Group recorded an increase in tax expenses of RM3.0 million to RM9.4 million (FYE 2022: RM6.4 million). This increase is in tandem with the increase in our Group's PBT. For FYE 2023, the effective tax rate of 21.8% was lower than the statutory tax rate of 24.0%. This was mainly attributable to the non-taxable income from unrealised gain on foreign exchange amounting to RM5.8 million.

Comparison between FYE 2023 and FYE 2024

In FYE 2024, our Group recorded a decrease of RM4.9 million in tax expense to RM4.5 million (FYE 2023: RM9.4 million) due to overprovision of tax in prior years amounting to RM4.5 million and higher non-taxable income during FYE 2024. The higher non-taxable income comprised dividend income received and gain on disposal of subsidiaries (Blu Restaurant and Aquawalk Technology Sdn Bhd (now known as Two Tigers Technology Sdn Bhd)) during FYE 2024.

Comparison between FPE 2024 and FPE 2025

In FPE 2025, our Group recorded a RM0.6 million increase in tax expenses to RM4.8 million (FPE 2024: RM4.2 million), in tandem with the higher PBT. The effective tax rate, however, decreased to 18.6% (FPE 2024: 21.0%), mainly due to higher non-taxable income from the RM5.1 million gain on lease modification relating to the new Aquaria KLCC lease in Aquawalk Malaysia.

12. FINANCIAL INFORMATION (Cont'd)**12.2.3 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	6,604	27,204	38,370	42,011	10,268
Net cash (used in)/from investing activities	(96)	538	(3,911)	33,877	1,070
Net cash used in financing activities	(4,166)	(8,826)	(13,498)	(101,681)	(8,360)
Net increase/(decrease) in cash and cash equivalents	2,342	18,916	20,961	(25,793)	2,978
Effect of exchange rate changes on cash and cash equivalent	143	(23)	691	(369)	(618)
Cash and cash equivalents at the beginning of the financial year/period	15,872	18,357	37,250	58,902	32,740
Cash and cash equivalents at the end of the financial year/period	18,357	37,250	58,902	32,740	35,100

FYE 2021**Net cash for operating activities**

For FYE 2021, we recorded operating cash flow before working capital changes of RM8.7 million and net operating cash inflows of RM6.6 million, after adjusting for the following cash outflows:

- (a) increase in trade and other receivables of RM6.7 million, mainly due to an outstanding balance of RM2.3 million from an associate company (being PJAI), related to a previously undertaken project involving LSS installation and BOH support services, recorded in the books of Aquablu Technologies;
- (b) increase in trade and other payables of RM5.6 million, mainly due to slower repayment to our Group's creditors, as our Group was actively negotiating with our suppliers and lessors to secure extended repayment terms during the COVID-19 pandemic;
- (c) decrease in contract liabilities of RM0.2 million, mainly due to lower deferred ticketing sales of RM0.2 million; and
- (d) income tax payment of RM0.8 million.

Net cash for investing activities

For FYE 2021, we recorded a net cash outflow of RM0.1 million from our investing activities due to the purchase of intangible assets, being software.

Net cash for financing activities

For FYE 2021, we recorded a net cash outflow of RM4.2 million from our financing activities, mainly due to the following:

- (a) payment of lease liabilities of RM2.8 million for our aquaria (in Aquawalk Malaysia and Aquawalk Thailand respectively) and a tenancy in Suria KLCC by Aquablu Technologies;

12. FINANCIAL INFORMATION (Cont'd)

- (b) scheduled repayment of borrowings of RM4.8 million for our existing term loan;
- (c) interest paid of RM1.5 million mainly for term loans; and
- (d) issuance of ordinary shares of RM5.0 million, being a rights issue for the injection of working capital.

FYE 2022**Net cash for operating activities**

For FYE 2022, we recorded operating cash flow before working capital changes of RM36.2 million and net operating cash inflows of RM27.2 million, after adjusting for the following cash outflows:

- (a) increase in trade and other receivables of RM6.7 million, mainly attributable to advances granted to a former subsidiary (being Adventuria) of RM5.5 million in FYE 2022 (payment on behalf to suppliers and bank borrowing with the closure of its business operations);
- (b) increase in trade and other payables of RM0.8 million, due to increase in accruals for the provision for taxation and outstanding rental expenses against the previous corresponding year;
- (c) increase in contract liabilities of RM3.3 million, as our Group received an incentive in relation to the tenancy of Aquablu Technologies of approximately RM2.1 million, which is amortised at RM1.0 million a year in accordance with the agreement and an increase in deferred ticketing sales of RM1.2 million; and
- (d) income tax payment of RM6.6 million and a tax refund of RM0.2 million.

Net cash for investing activities

For FYE 2022, we recorded a net cash inflow of RM0.5 million from our investing activities mainly due to repayment from an associate company (being PJAI) of RM2.0 million and an increase in interest received of approximately RM0.3 million. However, this increase was offset by the acquisition of unquoted shares in other investments (Blu Restaurant), amounting to RM1.0 million and purchase of property, plant and equipment of RM0.8 million, which mainly comprised ICT equipment, computer software, office equipment, renovations and project infrastructure.

Net cash for financing activities

For FYE 2022, we recorded a net cash outflow of RM8.8 million from our financing activities, mainly due to the following:

- (a) scheduled repayment of borrowings of RM9.5 million of our existing term loan;
- (b) payment of lease liabilities of RM3.1 million for our aquaria (in Aquawalk Malaysia and Aquawalk Thailand) and a tenancy in Suria KLCC by Aquablu Technologies;
- (c) interest paid of RM1.2 million mainly for our existing term loan; and
- (d) issuance of ordinary shares of RM5.0 million being rights issue for the injection of working capital.

12. FINANCIAL INFORMATION (Cont'd)**FYE 2023****Net cash for operating activities**

For FYE 2023, we recorded operating cash flow before working capital changes of RM51.9 million and net operating cash inflows of RM38.4 million, after adjusting for the following cash outflows:

- (a) decrease in trade and other receivables of RM4.8 million, mainly due to lower balance in other receivables, specifically the amount due from an associate company (being PJAI) which has reduced by RM5.3 million (repayment made by the associate company with the resumption of its operations) offset against higher prepayment and receivables of RM0.5 million;
- (b) decrease in trade and other payables of RM8.6 million, mainly due to repayment to suppliers especially for our third-party operators that undertakes consignment sales of merchandise and photography;
- (c) decrease in contract liabilities of RM0.5 million, as the tenancy incentive received by our Group in relation to the tenancy of Aquablu Technologies has reduced from RM2.1 million to RM1.1 million in FYE 2023 (reduction of RM1.0 million) offset against higher deferred ticketing sales of RM0.5 million; and
- (d) income tax payment of RM10.3 million and a tax refund of RM1.0 million.

Net cash for investing activities

For FYE 2023, we recorded a net cash outflow of RM3.9 million from our investing activities mainly due to placement of other investment of RM6.0 million (dual currency investment) and acquisition of unquoted shares of RM5.0 million in Blu Restaurant as well as purchase of property, plant and equipment of RM1.5 million (replacement assets) deemed necessary to keep the operations of our aquaria running. However, the decrease was offset by repayment of advances from an associate company (being PJAI) of RM6.8 million, lease payment received of RM1.3 million and interest received of RM0.5 million.

Net cash for financing activities

For FYE 2023, we recorded a net cash outflow of RM13.5 million from our financing activities, mainly due to the following:

- (a) scheduled repayment of borrowings of RM9.5 million of our existing term loan;
- (b) payment of lease liabilities of RM6.9 million for our operating aquaria (in Aquawalk Malaysia and Aquawalk Thailand) and the tenancy in Suria KLCC by Aquablu Technologies;
- (c) interest paid of RM1.9 million on our term loan; and
- (d) issuance of ordinary shares of RM5.0 million being a rights issue for the injection of working capital.

12. FINANCIAL INFORMATION (Cont'd)**FYE 2024****Net cash for operating activities**

Throughout FYE 2024, we recorded an operating cash flow before working capital changes of RM55.1 million and net operating cash inflows of RM42.0 million, after adjusting for the following cash outflows:

- (a) increase in trade and other receivables of RM4.2 million, mainly due to increase in amount owing from a former non-controlling interest of RM5.7 million and higher trade receivables from third parties. This was partially offset by the settlement of outstanding balances from Adventuria and Blu Restaurant (our former subsidiaries) and the repayment of advances by our associate, PJAI, in FYE 2024;
- (b) increase in trade and other payables of RM1.1 million driven by the increase in accrued rental of RM2.1 million (FYE 2024: RM11.4 million, FYE 2023: RM9.3 million). The accrued rental represents an outstanding variable rental payable to our KLCC landlord for FYE 2024, which is only due for payment by mid-2025. This is offset by the lower trade payables balances of RM1.2 million (FYE 2024: RM6.2 million, FYE 2023: RM7.4 million), mainly relating to our third-party operators that undertake consignment sales of merchandise and photography;
- (c) increase in contract liabilities of RM1.0 million due to higher deferred ticketing sales to tour operators for both Aquawalk Malaysia and Aquawalk Thailand of RM2.4 million that increased from RM3.6 million in FYE 2023 to RM6.0 million in FYE 2024. This was partially offset by a RM1.0 million gradual amortisation of the deferred tenancy incentive for Aquablu Technologies, along with the fulfilment of a RM0.4 million advance payment from customers in FYE 2024; and
- (d) income tax payment of RM11.6 million and a tax refund of RM0.7 million.

Net cash for investing activities

Throughout FYE 2024, we recorded a net cash inflow of RM33.9 million from our investing activities, mainly from net disposal of other investments amounting to RM21.7 million (proceeds of our disposal of Blu Restaurant that was offset against our acquisition costs of unquoted shares in other investments of the same). Additionally, the cash inflow was supported by a RM6.1 million repayment from our associate company (PJAI), a RM6.1 million withdrawal from other investments, being a dual currency investment that was withdrawn upon maturity and was not renewed, RM1.4 million in dividend income from a former subsidiary (Blu Restaurant), RM0.5 million in interest received from fixed deposits, and RM0.7 million in proceeds from lease receivables during FYE 2024.

The cash inflow is slightly offset against the purchase of property, plant and equipment amounting to RM2.6 million for the renovation to our new ice-cream shop, furniture, fixtures and fittings, and other office equipment.

Net cash for financing activities

For FYE 2024, our Group recorded a net cash outflow of RM101.7 million from our financing activities, mainly due to the following:

- (a) dividend paid of RM84.5 million;
- (b) scheduled repayment of borrowings of RM9.5 million of our existing term loan;

12. FINANCIAL INFORMATION (Cont'd)

- (c) payment of lease liabilities of RM6.6 million for Aquaria KLCC and Aquaria Phuket and the tenancy in Suria KLCC by Aquablu Technologies; and
- (d) interest paid of RM1.1 million for our term loan.

FPE 2025**Net cash for operating activities**

Throughout FPE 2025, we recorded an operating cash flow before working capital changes of RM25.2 million and net operating cash inflows of RM10.3 million, after adjusting for the following cash outflows:

- (a) increase in trade and other receivables of RM2.9 million, mainly due to a RM3.5 million unrealised foreign exchange loss on intercompany balances, following the weakening of the USD throughout FPE 2025 (FPE 2025: USD1: RM4.21; FYE 2024: USD1:RM4.48). This is partially offset by a RM0.7 million decrease in trade receivables from ticket sales to third-party ticketing platforms and resellers, mainly related to Aquawalk Thailand;
- (b) decrease in trade and other payables of RM4.7 million, mainly due to a RM6.5 million reduction in accrued rental (FPE 2025: RM4.9 million; FYE 2024: RM11.4 million), being variable rental paid to the KLCC during FPE 2025. The decrease was further supported by a RM0.6 million repayment on amount owing to a former non-controlling interest (FPE 2025: RM4.4 million; FYE 2024: RM5.0 million) during the financial period. These decreases were partially offset by a RM2.3 million increase in unrealised foreign exchange gain on the intercompany balances from the weakening of USD throughout the FPE 2025 (FPE 2025: USD1: RM4.21; FYE 2024: USD1:RM4.48);
- (c) decrease in contract liabilities of RM2.1 million due to lower deferred ticketing sales to tour operators for both Aquawalk Malaysia and Aquawalk Thailand of RM2.0 million from RM6.0 million in FYE 2024 to RM4.0 million in FPE 2025. This is further supported by a RM0.1 million reduction in deferred tenancy incentive for Aquablu Technologies, as it has been fully amortised; and
- (d) income tax payment of RM5.3 million and tax refunded of less than RM0.1 million.

Net cash for investing activities

Throughout FPE 2025, we recorded a net cash inflow of RM1.1 million from investing activities, primarily driven by a RM3.0 million repayment from our associate company, PJAI.

This inflow was partially offset by RM2.1 million for the purchase of property, plant and equipment, including apartments, a motor vehicle, aquarium infrastructure and marine life, and project infrastructure.

Net cash for financing activities

For FPE 2025, our Group recorded a net cash outflow of RM8.4 million from our financing activities, mainly due to the following:

- (a) scheduled repayment of borrowings of RM4.8 million for our existing term loan;
- (b) payment of lease liabilities of RM3.4 million for Aquaria KLCC and Aquaria Phuket; and
- (c) interest paid of RM0.2 million for our term loan.

12. FINANCIAL INFORMATION (Cont'd)

12.3 LIQUIDITY AND CAPITAL RESOURCES**12.3.1 Working capital**

Our business is financed by both internal and external sources of funds. Our internal sources of funds comprise cash generated from our business operations and shareholders' equity, while our external sources are mainly credit facility from financial institution and credit terms granted by our suppliers. These funds are used for our business operations and growth.

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 bank balances of approximately RM49.6 million as at LPD;
- (b) our expected future cash flows from operations;
- (c) our term loan of USD11.5 million (or approximately RM50.1 million based on the financier's rate at the point of drawdown) (excluding lease liabilities) which is fully utilised and there are no outstanding balance as at LPD;
- (d) our pro forma gearing level of <0.1 times, based on our pro forma statements of financial position as at 30 June 2025 after our Group Internal Restructuring, Public Issue and utilisation of proceeds; and
- (e) the proceeds from our Public Issue.

We carefully consider our cash position and ability to obtain further financing before making significant capital commitments.

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12. FINANCIAL INFORMATION (Cont'd)

12.4 BORROWINGS

All of our borrowings are secured, interest-bearing and denominated in USD. Our total outstanding borrowings (excluding lease liabilities arising from right-of-use assets of RM100.6 million) as at 30 June 2025 stood at RM2.4 million, details of which are set out below:

Financier/ Type of facility	Purpose	Security	Tenure of the facility/ Maturity date/ Financing period ⁽¹⁾	Interest rate %	As at 30 June 2025 RM'000
Interest bearing short-term borrowing, payable above 1 year:					
HSBC Bank Malaysia Berhad/ Term loan	Investment in Aquawalk Thailand	(a) Debenture over all fixed and floating assets of our Group; (b) Corporate guarantee amounted to USD11,500,000 by a subsidiary; and (c) Pledge of fixed deposits with a licensed bank of our Group	5 years/ 18 September 2025/ 18 March 2020 to 18 September 2025	3 months USD London Interbank Offered Rate ("LIBOR") + 2.1%	-
					-
Interest bearing short-term borrowing, payable within 1 year:					
HSBC Bank Malaysia Berhad/ Term loan	Investment in Aquawalk Thailand	(a) Debenture over all fixed and floating assets of our Group; (b) Corporate guarantee amounted to USD11,500,000 by a subsidiary; and (c) Pledge of fixed deposits with a licensed bank of our Group	5 years/ 18 September 2025/ 18 March 2020 to 18 September 2025	3 months USD LIBOR + 2.1%	2,422
					2,422
					(4)2,422

Gearing (times)

After our Group Internal Restructuring but before Public Issue and utilisation of proceeds⁽²⁾

<0.1

After our Group Internal Restructuring, Public Issue and utilisation of proceeds⁽³⁾

<0.1

12. FINANCIAL INFORMATION (Cont'd)

Notes:

- (1) The financing period was originally scheduled from 18 March 2020 to 18 March 2025. However, due to COVID-19, an extension of 6-month was granted, and was extended to 18 September 2025.
- (2) Computed based on our pro forma total equity of RM104.6 million in the pro forma statement of financial position after our Group Internal Restructuring, but before Public Issue and utilisation of proceeds.
- (3) Computed based on our pro forma total equity of RM213.8 million in the pro forma statement of financial position after our Group Internal Restructuring, Public Issue and utilisation of proceeds.
- (4) As at LPD, the term loan has been fully settled.

Separately, we have also recognised the following lease liabilities on the right-of-use assets, which are denominated in RM:

	Purpose	Tenure	As at 30 June 2025
			RM'000
Lease liabilities payable within 1 year	Lease of Aquaria KLCC, Aquaria Phuket, head office of Aquawalk and warehouse	Between 3 years and 25 years	1,867
Lease liabilities payable after 1 year	Lease of Aquaria KLCC, Aquaria Phuket, head office of Aquawalk and warehouse	Between 3 years and 25 years	98,731
			100,598

As at LPD, we do not have any borrowings which are non-interest bearing. Our Group has not defaulted on payments of principal sums and/or interests concerning any borrowings for the FYE 2021, FYE 2022, FYE 2023, FYE 2024, FPE 2025 and up to LPD. From FYE 2021 to FYE 2024 and FPE 2025, we did not experience any claw back or reduction in the facilities limit granted to us by our lenders.

12. FINANCIAL INFORMATION (Cont'd)

The term loan covenant is subject to annual review and compliance by HSBC Bank Malaysia Berhad. As at LPD, save for the breach on the term loan covenant arising from the revision of accounting standards beginning FYE 2021, our Group is not in breach of any terms and conditions or covenants associated with any 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. The term loan is subject to (a) gearing ratio of our Group of not more than 0.6 times; and (b) debt service coverage ratio of not less than 1.25. The developments of the aforementioned breach and its eventual resolution are set out as follows:

- (a) The breach was largely due to the adoption of MFRS 16: Leases, replacing the previous practice under the Malaysian Private Entities Reporting Standard. This breach arose directly from the recognition of lease liabilities and right-of-use assets on the balance sheet, which significantly increased the amount of lease liabilities. HSBC Bank Malaysia Berhad, vide its letter dated 30 August 2024, informed that our Group's gearing ratio (including lease liabilities for right-of-use assets) is 1.34 times and 0.74 times in FYE 2022 and 2023, respectively.
- (b) HSBC Bank Malaysia Berhad, vide its letter dated 30 August 2024, has agreed to grant a one-off indulgence on the non-compliance of the gearing ratio, considering that the increase in the gearing ratio was not due to additional borrowings or other forms of debt incurred by our Group.

We do not encounter seasonality in the trend of our borrowings and there is no restriction on the use of our committed banking facilities, save for prior consents from the licensed banks before using the banking facilities, where necessary.

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12. FINANCIAL INFORMATION (Cont'd)**12.5 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES**

We finance our operations mainly through a combination of internal and external sources of funds. Our internal sources of funds comprise cash generated from our operations and our cash and bank balances, which our external funds are mainly from credit terms granted by our suppliers and credit facility from financial institution which comprises a term loan. The principal usage of this term loan is for the investment in Aquawalk Thailand.

In addition to the above, our Group had on 18 September 2020 entered into a cross-currency interest rate swap to hedge against the quarterly fluctuation of foreign interest and principal repayments on our USD term loan that is maturing on 18 September 2025.

As at LPD, we no longer have any outstanding cross-currency interest rate swap.

The main objective of our capital management is to ensure sustainable shareholders' equity to ensure our ability to support and grow our business in order to maximise shareholders' value. We review and manage our capital structure to maintain our debt-to-equity ratio at an optimal level based on our business development funding requirements and prevailing economic conditions.

12.6 MATERIAL CAPITAL COMMITMENTS

As at LPD, our Group's material capital commitments are as follows:

	To be funded from Public Issue RM'000	To be funded internally or via bank borrowings RM'000	Total RM'000
Approved but not contracted for:			
- Capital expenditure ⁽¹⁾	89,772	-	89,772
- IT system improvements ⁽¹⁾	3,000	-	3,000
	92,772	-	92,772

Note:

- ⁽¹⁾ We plan to upgrade and expand our existing aquaria, including our IT systems, as well as investments into new projects. Further information is set out in Section 4.9.1.

12.7 MATERIAL LITIGATION AND CONTINGENT LIABILITIES**(a) Material litigation**

As at LPD, we are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant, which has a material effect on our financial position, 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 financial position or business.

12. FINANCIAL INFORMATION (Cont'd)**(b) Contingent liabilities**

As at LPD, there are no contingent liabilities incurred by our Group, which upon becoming enforceable, may have a material effect on our Group's business, financial results and financial position.

12.8 KEY FINANCIAL RATIOS

The key financial ratios of our Group for FYE 2021 to 2024 and FPE 2025 are as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
Trade receivables turnover (days) ⁽¹⁾	38	6	1	2	2
Trade payables turnover (days) ⁽²⁾	112	77	65	55	49
Current ratio (times) ⁽³⁾	0.9	1.0	1.7	1.0	1.7
Gearing ratio (times) ⁽⁴⁾	0.6	0.3	0.1	0.1	<0.1

Notes:

- (1) Computed based on the average trade receivables and net of allowances for impairment loss as at the financial year/period end over revenue for the respective financial years/periods, multiplied by 365/366 days for each financial year and 183 days for financial period.
- (2) Computed based on the average trade payables as at the financial year/period end over cost of sales for the respective financial years/periods, multiplied by 365/366 days for each financial year and 183 days for financial period.
- (3) Computed based on current assets over current liabilities as at the end of each financial year/period.
- (4) 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/period.

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12. FINANCIAL INFORMATION (Cont'd)**12.8.1 Trade receivables turnover**

Our trade receivables turnover period for FYE 2021 to FYE 2024 and FPE 2025 is stated as below:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Opening trade receivables	2,827	2,334	224	527	634
Closing trade receivables	2,334	224	527	634	340
Average trade receivables	2,581	1,279	376	581	487
Revenue	24,746	71,898	95,812	104,299	51,894
Trade receivables turnover period (days)	38	6	1	2	2

Our trade receivables comprise amounts receivable for the design and development segment and ticket sales to third-party ticketing platforms and resellers. Our Group's normal credit term for these customers ranged from 30 to 60 days from the date of our invoice.

Our Group has established policies on credit control involving comprehensive credit evaluations, setting up appropriate credit limits, ensuring that 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 these customers to be remote. Our Group uses ageing analysis to monitor the credit quality of the trade receivables. Our trade receivables turnover period for FYE 2021 to 2024 and FPE 2025 are within our normal credit term period.

Our trade receivables turnover period decreased from 38 days for FYE 2021 to 6 days in FYE 2022, mainly attributed to the improved collections in trade receivables in the books of Aquablu Technologies from our associate company (PJAI) during FYE 2022 where the outstanding amount of the trade receivables from FYE 2021 were fully recovered in FYE 2022.

Our trade receivables turnover period further decreased from 6 days for FYE 2022 to 1 day in FYE 2023, mainly attributed to the recoverability of our outstanding trade receivables for FYE 2022. Our trade receivables turnover was consistent with just a slight increase from 1 day in FYE 2023 to 2 days in FYE 2024.

During FPE 2025, our Group's trade receivables turnover period remained the same at 2 days. Trade receivables during this period remained minimal, comprising largely of outstanding ticketing receivables in Aquawalk Thailand, followed by receivables in Aquablu Technologies for its curatorial and LSS service projects.

12. FINANCIAL INFORMATION (Cont'd)

The ageing analysis of our trade receivables as at 30 June 2025 is as follows:

	Trade receivables as at 30 June 2025		Collection from 1 July 2025 to LPD	Balance trade receivables as at LPD
	RM'000	Percentage of trade receivables (%) (a)/total of (a)	RM'000	RM'000
	(a)	(a)	(b)	(c) = (a)-(b)
Neither past due nor impaired	139	40.9	91	48
Past due but not impaired:				
- less than 30 days	33	9.7	30	3
- 31 to 60 days	3	0.9	3	*
- over 60 days	165	48.5	165	-
	340	100.0	289	51

Note:

* Represents less than RM1,000.

As at LPD, approximately RM0.3 million or 85.0% of our trade receivables as at 30 June 2025 have been collected. The remaining balances of RM0.1 million have yet to be collected as at LPD.

We are of the view that we are able to collect the majority of the outstanding amount. Our customers have generally been paying within the credit period granted. Our Group has not encountered any major disputes with our trade receivables.

Our net impairment loss on trade receivables for FYE 2021 to 2024 and FPE 2025 are as follows:

	Audited				
	FYE 2021 RM'000	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000
Impairment losses on trade receivables	(1)341	-	(2)234	(2)237	-
Reversal of impairment losses on trade receivables ⁽³⁾	-	(184)	(71)	(53)	(228)

Notes:

- (1) Comprises mainly general impairment loss on trade receivables from Aquawalk Thailand which is related to the economic credit loss assessment of various travel agents and lessees due to their inability to make payment during the COVID-19 pandemic.
- (2) Comprises mainly general impairment loss on trade receivables from Aquablu Technologies which is in line with our accounting policy that requires impairment of amounts outstanding for more than 90 days.

12. FINANCIAL INFORMATION (Cont'd)

(3) Comprises reversal of general impairment loss on trade receivables from Aquawalk Thailand and Aquablu Technologies.

12.8.2 Trade payables turnover

Our trade payables turnover period for FYE 2021 to 2024 and FPE 2025 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	5,977	7,296	7,175	7,400	6,178
Closing trade payables	7,296	7,175	7,400	6,178	5,468
Average trade payables	6,636	7,236	7,288	6,789	5,823
Cost of sales	21,637	34,266	40,929	44,882	21,666
Average trade payables turnover period (days)	112	77	65	55	49

The credit terms granted to our Group for trade purchases ranged from 30 to 60 days. To maintain good relationship with our suppliers, we will generally pay the suppliers as they fall due.

Our trade payables turnover period decreased from 112 days for FYE 2021 to 77 days in FYE 2022, mainly attributed to recovery in business operations post COVID-19 that allowed our Group to pay our suppliers especially, third-party operators that undertake consignment sales of merchandise and photography.

Our trade payables turnover period decreased from 77 days for FYE 2022 to 65 days in FYE 2023 and further decreased to 55 days in FYE 2024, mainly attributed to further recovery of our Group's financials and cashflow that enabled us to pay our third-party operators, as well as our lessors.

During FPE 2025, our trade payables turnover period decreased from 55 days in FYE 2024 to 49 days in FPE 2025, bringing it in line with the credit terms of our third-party operators that ranges from 30 to 60 days.

The ageing analysis of our trade payables as at 30 June 2025 is as follows:

	Trade payables as at 30 June 2025	Payment from 1 July 2025 to LPD	Balance trade payables as at LPD
	RM'000	RM'000	RM'000
	(a)	(b)	(c) = (a)-(b)
Within credit period	865	865	-
Exceeding credit period:			
- 1 to 30 days	581	581	*
- 31 to 60 days	-	-	-
- More than 60 days	4,022	-	4,022
	5,468	1,446	4,022

12. FINANCIAL INFORMATION (Cont'd)**Note:**

* Represents less than RM1,000.

As at LPD, our outstanding trade payables remains at RM4.0 million, comprising mainly THB30.8 million (or RM4.0 million) owing to our lessor of Aquaria Phuket, pending the outcome of an ongoing discussion on waiver of upfront rent, which is to be used for the aquarium infrastructure. The discussion is still ongoing and is targeted to be resolved by the third quarter of 2026.

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.

12.8.3 Current ratio

Our current ratio throughout FYE 2021 to 2024 and FPE 2025 is as follows:

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Current assets	38,351	57,114	91,807	46,729	49,016
Current liabilities	45,116	54,828	53,433	45,706	29,071
Net current (liabilities)/assets	(6,765)	2,286	38,374	1,023	19,945
Current ratio (times)	0.9	1.0	1.7	1.0	1.7

Our current ratio ranged from 0.9 times to 1.7 times for FYE 2021 to 2024 and FPE 2025. 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 0.9 times as at 31 December 2021 to 1.0 times as at 31 December 2022, mainly attributable to the net increase in cash and bank balances by RM19.0 million to RM39.5 million (FYE 2021: RM20.5 million) as our revenue is primarily transacted in cash terms, following the reopening of our aquaria post pandemic.

This increase in current ratio was partially offset by:

- (a) increase in our trade and other payables of RM3.9 million to RM32.1 million (FYE 2021: RM28.2 million) as a result of increased activities with the suppliers (consignment third-party and accrued lease payments for our aquaria); and
- (b) increase in tax liabilities by RM1.5 million as a result of improved profitability in FYE 2022.

Our current ratio increased from 1.0 times as at 31 December 2022 to 1.7 times for 31 December 2023, mainly attributable to the net effects of the following:

- (a) increase in cash and bank balances by RM21.8 million to RM61.3 million (FYE 2022: RM39.5 million) as the revenue and visitorship of our Group continue to grow;

12. FINANCIAL INFORMATION (Cont'd)

- (b) increase in other investment in dual currency investment of RM6.1 million to attract higher interest income in FYE 2023;
- (c) increase in trade and other receivables by RM6.9 million to RM21.2 million (FYE 2022: RM14.3 million), mainly attributable to the increase in advances by Aquawalk Malaysia of RM6.3 million to Adventuria during FYE 2023 for the settlement of hire-purchase facility of RM1.3 million and term loan facility of RM4.8 million; and
- (d) decrease in trade and other payable balances of RM2.9 million to RM29.2 million in FYE 2023 (FYE 2022: RM32.1 million) due to lower other payables to third-parties and full repayment of amount owing to Vestmap of RM1.1 million.

This was partially offset by increase in contract liabilities of RM0.5 million and current tax liabilities of RM1.0 million as a result of higher taxable income.

For FYE 2024, our current ratio decreased from 1.7 times in FYE 2023 to 1.0 times for 31 December 2024, attributable to the net effects as follows:

- (a) decrease in cash and bank balances by RM26.1 million (FYE 2024: RM35.2 million, FYE 2023: RM61.3 million) as we paid a total of RM84.5 million in dividends throughout FYE 2024, as revenue and visitorship of our Group continues to grow;
- (b) decrease in trade and other receivables by RM10.4 million to RM10.8 million in FYE 2024 (FYE 2023: RM21.2 million), mainly with the repayment of amount owing by Adventuria (a former subsidiary) of approximately RM11.9 million throughout FYE 2024;
- (c) decrease in other investments of RM6.1 million, with the withdrawal of dual currency investment in FYE 2024;
- (d) decrease in derivative financial asset of RM1.3 million to RM0.2 million in FYE 2024 (FYE 2023: RM1.5 million) due to a fair value loss on derivative instruments with the declining USD in the financial year; and
- (e) higher current contract liabilities of RM1.1 million in FYE 2024, with higher deferred ticketing sales during the financial year.

This decrease in current ratio was partially offset by the following:

- (a) decrease in current tax liabilities by RM4.1 million to a balance of RM2.3 million in FYE 2024 (FYE 2023: RM6.4 million) as the current year tax expense was offset against the writeback on overprovision of tax of RM4.5 million in prior years;
- (b) decrease in borrowings of RM2.9 million (FYE 2024: RM7.7 million, FYE 2023: RM10.6 million) mainly attributable to the scheduled repayment of borrowings (term loan that is maturing in September 2025); and
- (c) lower trade and other payables of RM1.1 million (FYE 2024: RM28.1 million, FYE 2023: RM29.2 million).

12. FINANCIAL INFORMATION (Cont'd)

For FPE 2025, our current ratio increased from 1.0 times in FYE 2024 to 1.7 times for FPE 2025, attributable to the net effects as follows:

- (a) increase in cash and bank balances by RM2.3 million to RM37.5 million in FPE 2025 (FYE 2024: RM35.2 million), as our Group's revenue and visitorship continues to grow. Also, there is as a settlement of amount due from our associate company, PJAI of RM3.0 million during the financial period;
- (b) increase in current tax asset of RM0.4 million to RM0.9 million in FPE 2025 (FYE 2024: RM0.5 million), mainly attributable to the overprovision of taxation in Aquablu Technologies of RM0.3 million;
- (c) decrease in trade and other payables by RM8.5 million to RM19.6 million in FPE 2025 (FYE 2024: RM28.1 million) mainly due to lower accrued rental to KLCC landlord for our aquaria, as well as lower trade payables and repayment of RM0.6 million to a former non-controlling interest;
- (d) decrease in borrowings of RM5.3 million to RM2.4 million in FPE 2025 (FYE 2024: RM7.7 million) mainly attributable to the scheduled repayment of term loan;
- (e) lower current contract liabilities of RM2.1 million to RM4.0 million in FPE 2025 (FYE 2024: RM6.1 million), with a lower deferred ticketing sales during the financial period; and
- (f) lower current tax liability of RM1.2 million in FPE 2025 to RM1.1 million (FYE 2024: RM2.3 million), mainly attributable to a one-off non-taxable income on the gain on lease modification of RM5.1 million in Aquawalk Malaysia.

This increase in current ratio was partially offset by the following:

- (a) lower trade and other receivables by RM0.2 million to RM10.6 million in FPE 2025 (FYE 2024: RM10.8 million) mainly being repayment of amount owing by PJAI;
- (b) decrease in derivative financial asset of RM0.2 million to nil in FPE 2025 (FYE 2024: RM0.2 million), following the maturity of the financial instrument; and
- (c) increase in lease liability of RM0.4 million to RM1.9 million in FPE 2025 (FYE 2024: RM1.5 million) arising from the commencement of the new Aquaria KLCC lease.

12.8.4 Gearing ratio

Our gearing ratio throughout FYE 2021 to 2024 and FPE 2025 is as follows:

	Audited				
	As at 31 December				As at 30 June
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Total borrowings ⁽¹⁾	36,124	27,931	18,475	7,720	2,422
Total equity	59,544	89,419	127,989	88,747	109,489
Gearing ratio (times)	0.6	0.3	0.1	0.1	<0.1

12. FINANCIAL INFORMATION (Cont'd)**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/period.

Our gearing ratio decreased year on year from 0.6 times as at 31 December 2021 to 0.3 times as at 31 December 2022, and further decreased to 0.1 times as at 31 December 2023, mainly attributable to the scheduled repayment of the borrowings (mainly term loan that matures in September 2025). Our gearing ratio remained consistent at 0.1 times for FYE 2023 and FYE 2024 and is expected to decrease further with ongoing scheduled repayments up to full repayment in September 2025. As at 30 June 2025, the gearing ratio is less than 0.1 times as the final repayment is due in September 2025.

12.9 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES

Save for policies in relation to COVID-19 pandemic, there were no government, economic, fiscal or monetary policies or factors which had materially affected our operations during FYE 2021 to 2024 and FPE 2025. 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 9.

12.10 IMPACT OF INFLATION

During FYE 2021 to 2024 and FPE 2025, 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 visitors through an increase in selling prices.

12.11 IMPACT OF FOREIGN EXCHANGE RATES, INTEREST RATES AND/OR COMMODITY PRICES ON OUR OPERATIONS**(a) Impact of foreign exchange rates**

For FYE 2021 to 2024 and FPE 2025, our sales in RM were the largest contributor to our Group's revenue at approximately 86.9%, 82.7%, 76.0%, 78.2% and 74.6% respectively. Our customers are primarily based in Malaysia with the exception of foreign tourists.

The breakdown of our revenue and cost of sales by currencies for FYE 2021 to 2024 and FPE 2025 is as follows:

	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Revenue denominated in:										
RM	21,498	86.9	59,472	82.7	72,764	76.0	81,609	78.2	38,697	74.6
USD	877	3.5	241	0.3	972	1.0	373	0.4	-	0.0
THB	2,371	9.6	12,185	17.0	22,076	23.0	22,317	21.4	13,197	25.4
	24,746	100.0	71,898	100.0	95,812	100.0	104,299	100.0	51,894	100.0

12. FINANCIAL INFORMATION (Cont'd)

	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%								
Cost of sales denominated in:										
RM	10,573	48.9	24,297	70.9	26,956	65.8	31,656	70.5	15,086	69.6
USD	10	0.0	86	0.3	389	1.0	-	0.0	-	0.0
THB	11,054	51.1	9,883	28.8	13,584	33.2	13,226	29.5	6,580	30.4
	21,637	100.0	34,266	100.0	40,929	100.0	44,882	100.0	21,666	100.0

We are exposed to transactional currency exposure as tabled above, in which mostly transacted in RM (our local currency) with exposure to both USD and THB based on the table above.

If the USD and THB significantly appreciates against the RM, we will record a higher revenue and higher cost of goods sold in RM after conversion. Conversely, if the USD and THB significantly depreciates against the RM, we will record a lower revenue and lower cost of goods sold in RM after conversion.

For FYE 2021 to 2024 and FPE 2025, our gains and losses from foreign exchange fluctuations are as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Realised gain on foreign exchange	44	17	470	51	12
Unrealised gain on foreign exchange	-	-	5,795	-	1,598
Realised loss on foreign exchange	-	*	(2)	(18)	(2,837)
Unrealised loss on foreign exchange	(4,413)	(1,757)	-	(1,985)	-
Net (loss)/gain	(4,369)	(1,740)	6,263	(1,952)	(1,227)

Note:

* Less than RM1,000.

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 also holds cash and bank balances denominated in foreign currencies for working capital purposes.

Our Group utilises a cross-currency interest rate swap to hedge foreign currency risk on our USD term loan borrowings. We had on 18 September 2020 entered a cross-currency interest rate swap with USD notional value of USD10.4 million (equivalent to RM42.8 million). This allows our Group to achieve cash flow certainty and mitigate foreign exchange risk.

In FYE 2024, there was a fair value loss on derivative instruments of RM1.3 million as we have entered into a cross-currency interest rate swap to hedge the currency risk pertaining to our USD term loan borrowing, whereby USD has been declining throughout the period. The recognition of fair value gain/(loss) from derivatives derived from the hedging of currency risk under MFRS 9: Financial Instruments, in which the impact of fair value changes would depend on the currency risk fluctuation and reduction in term loans' nominal value due to the scheduled term loan repayments over time.

12. FINANCIAL INFORMATION (Cont'd)

As at LPD, we no longer have any outstanding cross-currency interest rate swap contracts.

(b) Impact of interest rates

Our exposure to changes in interest rates relate primarily to our borrowings from bank. Any reasonable changes in the interest rates of floating rate term financing at the end of the reporting period will not have a material impact on the PAT and other comprehensive income of our Group.

Our Group utilises a cross-currency interest rate swap to hedge against the fluctuation on interest rate risk on our USD term loan borrowings. We had on 18 September 2020 entered a cross-currency interest rate swap with USD notional value of USD10.4 million (equivalent to RM42.8 million). This allows our Group to achieve cash flow certainty and mitigate the fluctuation on interest rate risk.

Our Group's financial results for FYE 2021 to 2024 and FPE 2025 were not materially affected by fluctuations in interest rates. However, should we undertake significant bank borrowings, a major increase in interest rates would raise the cost of borrowings and our finance costs, which may have an adverse effect on the financial performance of our Group.

(c) Impact of commodity prices

As at LPD, our Group is not affected by fluctuations in commodity prices.

12.12 ORDER BOOK

Our Group does not maintain an order book for our operations and development of our Group's own aquaria segment. Our unbilled order book in relation to our design and build segment is RM4.4 million as at LPD. Further details are set out in Section 7.2.5.1.

12.13 DIRECTORS' STATEMENT ON OUR GROUP'S FINANCIAL PERFORMANCE

Our Board is of the opinion that:

- (a) our revenue will remain sustainable with an upward growth trend, in line with the anticipated growth in the aquariums industry as set out in the IMR Report;
- (b) our liquidity will improve further subsequent to our Public Issue, given the additional funds to be raised for our Group to carry out our business strategies and future plans as stated in Section 7.15; and
- (c) our capital resources will strengthen, taking into account the amount to be raised from the Public Issue as well as internally generated funds. We may consider debt or equity funding for our capital expansion should the need arise.

In addition to the above, our Board confirms that there are no known circumstances which would result in a significant decline in our revenue and GP margin or know of any factors that are likely to have a material impact on our liquidity, revenue or profitability.

12. FINANCIAL INFORMATION (Cont'd)

12.14 TREND INFORMATION

As at LPD, after all reasonable enquiries, our Board confirms that our operations have not been and are not expected to be 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 Group's financial performance, position, operations, liquidity and capital resources save as disclosed in Sections 7.9, 12.9, 12.10 and 12.11;
- (b) material commitments for capital expenditure disclosed in Section 12.6;
- (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 disclosed in Sections 7.8 and 9;
- (d) known trends, demands, commitments, events or uncertainties that have resulted in a material impact on our Group's revenue and/or profits save as disclosed in Sections 12.2 and 12.11; and
- (e) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not necessarily indicative of the future financial performance and position save as disclosed in Sections 12.2, 12.9 and 12.11.

Based on the above, our Board is optimistic about the future prospects of our Group given the positive outlook of the aquariums industry as set out in the IMR Report in Section 8, our competitive strengths as set out in Section 7.14 and our intention to implement our business strategies as set out in Section 7.15.

12.15 DIVIDEND POLICY

It is our Directors' policy to allow our shareholders to participate in the profits of our Group as well as adequate reserves for the future growth of our Group.

Our Group intends to recommend and distribute a dividend of at least 30.0% of our annual audited consolidated PAT from FYE 2025 onwards after taking into account our Group's working capital requirements, subject to any applicable laws, licence conditions and contractual obligations and provided that such distribution will not be detrimental to our cash requirements or any other plans approved by our Board.

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. Save for compliance with the solvency requirement under the Act, which is applicable to all Malaysian companies, as well as restrictions set out in Section 15.4, there are no legal, financial, or economic restrictions on the ability of our existing subsidiaries to transfer funds in the form of cash dividends, loans or advances to us. 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 board of directors deem relevant.

12. FINANCIAL INFORMATION (Cont'd)

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 financiers, if required.

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 dividends 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.

For FYE 2021 to 2024, FPE 2025 and up to LPD, our Group declared and paid the following dividends:

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 July 2025 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared	-	-	-	84,466	-	-
Dividends paid	-	-	-	84,466	-	-

All our Group's dividends were funded by our internally generated funds. Our Group does not intend to declare or pay any further dividends from LPD up to the point of our Listing. The dividends will not affect the execution and implementation of our Group's business strategies. Together with the proceeds from our Public Issue, our Group believes that it has sufficient cash flow from operations to meet the funding requirement for our operations and expansion plans.

12. FINANCIAL INFORMATION (Cont'd)**12.16 CAPITALISATION AND INDEBTEDNESS**

The table below summarises our capitalisation and indebtedness as at 30 September 2025 and after adjusting for the effects of our Public Issue including the utilisation of proceeds.

	Unaudited	I	II
	As at 30 September 2025	After Public Issue	After I and the utilisation of proceeds
	RM'000	RM'000	RM'000
Capitalisation			
Invested capital	106,304	220,570	217,581
Reserves	9,305	9,305	7,316
Total capitalisation	115,609	229,875	224,897
Indebtedness			
Current			
<i>Secured and guaranteed:</i>			
Term loans	-	-	-
Lease liabilities	1,943	1,943	1,943
Non-current			
<i>Secured and guaranteed:</i>			
Lease liabilities	98,338	98,338	98,338
Total indebtedness	100,281	100,281	100,281
Total capitalisation and indebtedness	215,890	330,156	325,178
Gearing ratio (times) ⁽¹⁾	0.9	0.4	0.4

Note:

(1) Calculated based on total indebtedness divided by total capitalisation.

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13. ACCOUNTANTS' REPORT



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The Board of Directors
Aquawalk Group Berhad
Level 3A-01,
Menara Darussalam,
No. 12, Jalan Pinang,
50450 Kuala Lumpur.

Date: 10 October 2025

Our ref: BDO/PZH/TKY2/tsj

Dear Sirs,

REPORTING ACCOUNTANTS' OPINION ON THE COMBINED FINANCIAL INFORMATION CONTAINED IN THE ACCOUNTANTS' REPORT OF AQUAWALK GROUP BERHAD ("AQUAWALK" OR THE "COMPANY")

Opinion

We have audited the accompanying Combined Financial Statements of Aquawalk Group Berhad and its Other Combining Entities as defined in Note 1 to the Combined Financial Statements (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 30 June 2025, and combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows for the financial years/period ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025, and notes to the Combined Financial Statements, including material accounting policy information, as set out in this report (collectively referred to herein as "the Combined Financial Statements").

The Combined Financial Statements have been prepared for inclusion in the Prospectus of the Company in connection with the listing of and quotation for the entire enlarged issued share capital of Aquawalk on the ACE Market of Bursa Malaysia Securities Berhad (the "Listing"). This report is given for the purpose of complying with the Prospectus Guidelines issued by the Securities Commission Malaysia and for no other purpose.

In our opinion, the Combined Financial Statements give a true and fair view of the combined financial position of the Group as at 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025 and of their combined financial performance and combined cash flows for the financial years/period ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025 in accordance with Malaysian Financial Reporting Standards ("MFRS") and 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 Accountants' Responsibilities for the Audit of the Combined Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

13. ACCOUNTANTS' REPORT (Cont'd)*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.

Directors' Responsibilities for the Combined Financial Statements

The Directors of the Company are responsible for the preparation of the Combined Financial Statements of the Group so as to give a true and fair view in accordance with MFRS and IFRS Accounting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of the Combined Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Combined Financial Statements 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' Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the Combined Financial Statements 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 Combined Financial Statements.

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 internal control of the Group.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

13. ACCOUNTANTS' REPORT (Cont'd)
Reporting Accountants' Responsibilities for the Audit of the Combined Financial Statements (continued)

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: (continued)

- 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Reporting Accountants' report to the related disclosures in the Combined Financial Statements 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 Reporting Accountants' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Combined Financial Statements of the Group, including the disclosures, and whether the Combined Financial Statements of the Group represents the underlying transactions and events in a manner that achieve fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

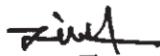
We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 for the financial period ended 30 June 2024 has not been audited.

This report has been prepared solely to comply with Chapter 10, Part II Division 1: Equity of the Prospectus Guidelines issued by the Securities Commission Malaysia and for inclusion in the Prospectus in connection with the Listing and for no other purposes. We do not assume responsibility to any other person for the content of this report.

BDO PLT.
 BDO PLT
 201906000013 (LLP0018825-LCA) & AF 0206
 Chartered Accountants


 Pang Zhi Hao
 03450/09/2027 J
 Chartered Accountant

13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF FINANCIAL POSITION

	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM
ASSETS						
Non-current assets						
Property, plant and equipment	5	97,065,269	93,491,060	91,224,861	83,689,462	81,083,677
Right-of-use assets	6	61,776,653	59,251,610	57,864,815	55,071,659	94,589,968
Intangible assets	7	289,233	230,629	69,773	42,155	30,669
Investment in an associate	8	-	2,661,276	6,548,059	11,319,350	11,720,536
Other investments	10	2	1,040,002	6,000,002	-	-
Lease receivables	11	-	5,539,869	4,393,766	-	-
Trade and other receivables	12	-	13,830,776	1,609,200	-	-
Deferred tax assets	9	522,040	909,425	1,292,368	3,521,646	2,486,441
		159,653,197	176,954,647	169,002,844	153,644,272	189,911,291
Current assets						
Inventories	13	-	-	-	11,583	14,936
Lease receivables	11	-	893,770	1,146,103	-	-
Trade and other receivables	12	17,080,134	14,332,378	21,221,204	10,814,493	10,570,169
Current tax assets		313,704	524,491	649,871	538,176	897,137
Derivative financial asset	15	397,104	1,830,398	1,456,728	202,931	-
Other investment	10	-	-	6,059,063	-	-
Cash and bank balances	14	20,559,935	39,533,508	61,274,143	35,161,627	37,533,066
		38,350,877	57,114,545	91,807,112	46,728,810	49,015,308
TOTAL ASSETS		198,004,074	234,069,192	260,809,956	200,373,082	238,926,599
EQUITY AND LIABILITIES						
Equity attributable to owners of the combining entities						
Invested equity	16	57,740,000	62,740,000	67,740,000	67,740,002	67,740,002
Exchange translation reserve	17	(1,196,947)	(1,859,520)	(2,122,482)	(2,523,914)	(2,639,933)
Retained earnings		3,001,089	28,538,388	62,371,882	23,530,724	44,388,772
TOTAL EQUITY		59,544,142	89,418,868	127,989,400	88,746,812	109,488,841



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF FINANCIAL POSITION (continued)

	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM
LIABILITIES						
Non-current liabilities						
Borrowings	18	26,502,732	17,176,505	7,917,750	-	-
Lease liabilities	6	64,016,809	69,480,189	69,526,683	64,159,950	98,730,945
Retirement benefits	19	-	-	39,842	57,854	67,544
Contract liabilities	20	-	1,126,027	126,027	-	-
Provision for restoration costs	21	1,440,601	1,524,530	1,629,094	1,701,991	1,568,298
Deferred tax liabilities	9	1,382,586	514,569	147,986	-	-
		93,342,728	89,821,820	79,387,382	65,919,795	100,366,787
Current liabilities						
Borrowings	18	9,620,710	10,753,828	10,557,000	7,720,238	2,422,188
Lease liabilities	6	1,051,306	2,008,676	2,233,849	1,533,955	1,866,902
Trade and other payables	22	28,223,635	32,132,719	29,222,490	28,102,289	19,616,399
Contract liabilities	20	2,255,303	4,485,217	5,007,753	6,083,887	4,038,397
Current tax liabilities		3,966,250	5,448,064	6,412,082	2,266,106	1,127,085
		45,117,204	54,828,504	53,433,174	45,706,475	29,070,971
TOTAL LIABILITIES		138,459,932	144,650,324	132,820,556	111,626,270	129,437,758
TOTAL EQUITY AND LIABILITIES		198,004,074	234,069,192	260,809,956	200,373,082	238,926,599



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Revenue	23	24,745,774	71,898,429	95,812,402	104,299,232	51,894,556	47,981,118
Cost of sales		<u>(21,636,874)</u>	<u>(34,265,801)</u>	<u>(40,929,622)</u>	<u>(44,881,828)</u>	<u>(21,666,365)</u>	<u>(21,544,791)</u>
Gross profit		3,108,900	37,632,628	54,882,780	59,417,404	30,228,191	26,436,327
Other operating income		2,560,883	6,106,096	10,580,999	13,095,454	7,226,839	3,355,481
Other operating expenses		<u>(12,158,362)</u>	<u>(14,125,497)</u>	<u>(18,968,772)</u>	<u>(21,454,424)</u>	<u>(11,639,651)</u>	<u>(10,810,072)</u>
Net (loss)/gain on impairment of financial instruments		<u>(8,228,207)</u>	5,690,140	19,422	<u>(281,230)</u>	1,537,688	28,736
Share of (loss)/profit in an associate	8(b)	<u>(1,118,483)</u>	2,787,891	3,763,996	5,374,765	1,202,026	4,248,158
Finance costs	24	<u>(6,230,565)</u>	<u>(6,110,926)</u>	<u>(7,019,768)</u>	<u>(6,021,640)</u>	<u>(2,937,816)</u>	<u>(3,230,312)</u>
(Loss)/Profit before tax	25	<u>(22,065,834)</u>	31,980,332	43,258,657	50,130,329	25,617,277	20,028,318
Tax expense	26	<u>(1,333,977)</u>	<u>(6,443,033)</u>	<u>(9,425,163)</u>	<u>(4,505,819)</u>	<u>(4,759,229)</u>	<u>(4,196,820)</u>
(Loss)/Profit for the financial year		<u>(23,399,811)</u>	25,537,299	33,833,494	45,624,510	20,858,048	15,831,498
Other comprehensive loss: Foreign exchange translations		<u>(1,610,156)</u>	<u>(662,573)</u>	<u>(262,962)</u>	<u>(401,432)</u>	<u>(116,019)</u>	<u>(771,060)</u>
Total comprehensive (loss)/income		<u><u>(25,009,967)</u></u>	<u><u>24,874,726</u></u>	<u><u>33,570,532</u></u>	<u><u>45,223,078</u></u>	<u><u>20,742,029</u></u>	<u><u>15,060,438</u></u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CHANGES IN EQUITY

<u>Audited</u>	Note	Invested equity RM	Exchange translation reserves RM	Retained earnings RM	Total equity RM
Balance as at 1 January 2021		52,740,000	413,209	26,400,900	79,554,109
Loss for the financial year		-	-	(23,399,811)	(23,399,811)
Other comprehensive loss, net of tax		-	(1,610,156)	-	(1,610,156)
Total comprehensive loss		-	(1,610,156)	(23,399,811)	(25,009,967)
Transaction with owners:					
Issuance of ordinary shares	16	5,000,000	-	-	5,000,000
		5,000,000	-	-	5,000,000
Balance as at 31 December 2021		57,740,000	(1,196,947)	3,001,089	59,544,142
Balance as at 1 January 2022		57,740,000	(1,196,947)	3,001,089	59,544,142
Profit for the financial year		-	-	25,537,299	25,537,299
Other comprehensive loss, net of tax		-	(662,573)	-	(662,573)
Total comprehensive (loss)/income		-	(662,573)	25,537,299	24,874,726
Transaction with owners:					
Issuance of ordinary shares	16	5,000,000	-	-	5,000,000
		5,000,000	-	-	5,000,000
Balance as at 31 December 2022		62,740,000	(1,859,520)	28,538,388	89,418,868



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CHANGES IN EQUITY (continued)

<u>Audited</u>	Note	Invested equity RM	Exchange translation reserves RM	Retained earnings RM	Total equity RM
Balance as at 1 January 2023		62,740,000	(1,859,520)	28,538,388	89,418,868
Profit for the financial year		-	-	33,833,494	33,833,494
Other comprehensive loss, net of tax		-	(262,962)	-	(262,962)
Total comprehensive (loss)/income		-	(262,962)	33,833,494	33,570,532
Transaction with owners:					
Issuance of ordinary shares	16	5,000,000	-	-	5,000,000
		5,000,000	-	-	5,000,000
Balance as at 31 December 2023		<u>67,740,000</u>	<u>(2,122,482)</u>	<u>62,371,882</u>	<u>127,989,400</u>
Balance as at 1 January 2024		67,740,000	(2,122,482)	62,371,882	127,989,400
Profit for the financial year		-	-	45,624,510	45,624,510
Other comprehensive loss, net of tax		-	(401,432)	-	(401,432)
Total comprehensive (loss)/income		-	(401,432)	45,624,510	45,223,078
Transactions with owners:					
Issuance of ordinary shares	16	2	-	-	2
Dividends paid	27	-	-	(84,465,668)	(84,465,668)
		2	-	(84,465,668)	(84,465,666)
Balance as at 31 December 2024		<u>67,740,002</u>	<u>(2,523,914)</u>	<u>23,530,724</u>	<u>88,746,812</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CHANGES IN EQUITY (continued)

<u>Audited</u>	Note	Invested equity RM	Exchange translation reserves RM	Retained earnings RM	Total equity RM
Balance as at 1 January 2025		67,740,002	(2,523,914)	23,530,724	88,746,812
Profit for the financial period		-	-	20,858,048	20,858,048
Other comprehensive loss, net of tax		-	(116,019)	-	(116,019)
Total comprehensive (loss)/income		-	(116,019)	20,858,048	20,742,029
Balance as at 30 June 2025		67,740,002	(2,639,933)	44,388,772	109,488,841
<u>Unaudited</u>					
Balance as at 1 January 2024		67,740,000	(2,122,482)	62,371,882	127,989,400
Profit for the financial period		-	-	15,831,498	15,831,498
Other comprehensive loss, net of tax		-	(771,060)	-	(771,060)
Total comprehensive (loss)/income		-	(771,060)	15,831,498	15,060,438
Transactions with owners:					
Issuance of ordinary shares	16	2	-	-	2
Dividends paid		-	-	(38,215,668)	(38,215,668)
		2	-	(38,215,668)	(38,215,666)
Balance as at 30 June 2024		67,740,002	(2,893,542)	39,987,712	104,834,172

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

COMBINED STATEMENTS OF CASH FLOWS							
	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
CASH FLOWS FROM OPERATING ACTIVITIES							
(Loss)/Profit before tax		(22,065,834)	31,980,332	43,258,657	50,130,329	25,617,277	20,028,318
Adjustments for:							
Accretion of discount from deposits for leases	25	(14,465)	(16,014)	(16,976)	(27,953)	(14,955)	(8,937)
Amortisation of intangible assets		67,699	67,462	71,801	40,155	11,221	21,809
Depreciation of:							
- property, plant and equipment		8,824,967	5,907,289	7,971,541	8,053,869	4,122,785	3,920,665
- right-of-use assets		3,184,002	3,226,512	3,296,912	3,736,166	1,995,674	1,880,010
Fair value loss/(gain) on derivative financial asset	25	1,106,366	(1,433,294)	373,670	1,253,797	202,931	-
Fair value gain on dual currency investment	25	-	-	(43,868)	-	-	-
Gain on disposal of unquoted shares in other investments	25	-	-	-	(7,500,300)	-	-
Reversal of impairment losses on:							
- amount owing by an associate	25	-	(5,731,006)	(199,037)	-	(1,736,067)	-
- trade receivables	25	-	(184,293)	(70,653)	(53,000)	(228,061)	-
- other receivables	25	-	-	-	(75,042)	-	(29,474)
Retirement benefits	19	-	-	38,876	18,936	10,189	9,504
Lease concessions	6	(2,423,081)	(2,304,958)	-	(77,751)	-	-
Impairment losses on:							
- trade receivables	25	340,692	-	234,375	236,645	-	738
- other receivables	25	7,887,515	225,159	15,893	-	426,440	-
- amount owing by an associate	25	-	-	-	172,627	-	-
- goodwill on consolidation	7	-	-	104,429	-	-	-
Bad debt written off	25	-	-	468,250	-	-	-
Property, plant and equipment written off	25	-	-	-	903	-	-
Operating (loss)/profit before changes in working capitals		(3,092,139)	31,737,189	55,503,870	55,909,381	30,407,434	25,822,633



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CASH FLOWS (continued)

	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
CASH FLOWS FROM OPERATING ACTIVITIES (continued)							
Operating (loss)/profit before changes in working capitals (continued)		(3,092,139)	31,737,189	55,503,870	55,909,381	30,407,434	25,822,633
Finance cost	24	6,230,565	6,110,926	7,019,768	6,021,640	2,937,816	3,230,312
Interest income	25	(11,070)	(601,893)	(1,049,215)	(1,770,550)	(252,710)	(446,715)
Dividend income	25	-	-	-	(1,687,849)	-	(1,687,849)
Share of loss/(profit) in an associate	8(b)	1,118,483	(2,787,891)	(3,763,996)	(5,374,765)	(1,202,026)	(4,248,158)
Gain on leases modification	25	-	-	-	-	(5,063,948)	-
Gain on derecognition of fair value	25	-	-	-	-	(70,429)	-
Unrealised loss/(gain) on foreign exchange	25	4,412,846	1,756,568	(5,794,989)	1,985,087	(1,598,056)	2,097,016
Operating profit before changes in working capitals		8,658,685	36,214,899	51,915,438	55,082,944	25,158,081	24,767,239
Changes in working capitals:							
Inventories		-	-	-	(11,583)	(3,353)	(12,766)
Trade and other receivables		(6,708,994)	(6,737,277)	4,801,596	(4,208,122)	(2,881,143)	(786,668)
Trade and other payables		5,629,315	789,265	(8,562,821)	1,130,214	(4,726,615)	585,892
Contract liabilities		(169,566)	3,349,235	(506,882)	966,196	(2,042,839)	(283,535)
Cash generated from operations		7,409,440	33,616,122	47,647,331	52,959,649	15,504,131	24,270,162
Tax paid		(805,080)	(6,581,812)	(10,297,639)	(11,632,656)	(5,263,989)	(3,398,856)
Tax refunded		-	170,000	1,020,472	683,491	28,318	683,491
Net cash from operating activities		6,604,360	27,204,310	38,370,164	42,010,484	10,268,460	21,554,797



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

COMBINED STATEMENTS OF CASH FLOWS (continued)

	Note	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
CASH FLOWS FROM INVESTING ACTIVITIES							
Interest received		11,070	305,266	493,189	505,203	130,521	334,720
Dividend received		-	-	-	1,440,000	-	1,440,000
(Placement)/Withdrawal of other investment (Acquisition)/Disposal of unquoted shares in other investments		-	-	(6,015,195)	6,059,063	-	6,015,195
Purchase of property, plant and equipment	5(a)	(28,801)	(795,133)	(1,517,167)	(2,634,215)	(2,054,200)	(1,561,940)
Purchase of intangible assets	7	(78,026)	(5,961)	(9,862)	(14,643)	-	-
Lease payments received	11(c)	-	51,660	1,252,526	704,672	-	704,672
Proceeds from disposal of property, plant and equipment		103	-	-	-	-	-
Repayments from an associate		-	2,022,165	6,844,835	6,101,032	2,993,581	2,551,570
Net cash (used in)/from investing activities		(95,654)	537,997	(3,911,674)	33,877,082	1,069,902	5,134,217
CASH FLOWS FROM FINANCING ACTIVITIES							
Repayments of borrowings		(4,756,400)	(9,512,800)	(9,512,800)	(9,512,800)	(4,756,400)	(4,756,400)
Repayments of hire purchase creditors		(84,592)	(40,233)	(168,535)	-	-	-
Payments of lease liabilities		(2,843,048)	(3,117,668)	(6,914,382)	(6,583,086)	(3,417,001)	(3,620,790)
Proceeds from issuance of ordinary shares		5,000,000	5,000,000	5,000,000	2	-	2
Interest paid		(1,481,912)	(1,155,690)	(1,901,830)	(1,119,501)	(186,989)	(692,342)
Dividends paid	27	-	-	-	(84,465,668)	-	(30,000,000)
Net cash used in financing activities		(4,165,952)	(8,826,391)	(13,497,547)	(101,681,053)	(8,360,390)	(39,069,530)



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

COMBINED STATEMENTS OF CASH FLOWS (continued)

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Net increase/(decrease) in cash and cash equivalents	2,342,754	18,915,916	20,960,943	(25,793,487)	2,977,972	(12,380,516)
Effects of exchange rate changes on cash and cash equivalents	142,648	(23,214)	691,300	(369,362)	(617,885)	(44,559)
Cash and cash equivalents at beginning of financial year	<u>15,872,100</u>	<u>18,357,502</u>	<u>37,250,204</u>	<u>58,902,447</u>	<u>32,739,598</u>	<u>58,902,447</u>
Cash and cash equivalents at end of financial year	14 <u>18,357,502</u>	<u>37,250,204</u>	<u>58,902,447</u>	<u>32,739,598</u>	<u>35,099,685</u>	<u>46,477,372</u>

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CASH FLOWS (continued)

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Lease liabilities (Note 6) RM	Term loan (Note 18) RM	Hire purchase creditors (Note 18) RM
As at 1 January 2021	67,419,924	39,266,175	-
Cash flows:			
- Payments of lease liabilities	(2,843,048)	-	-
- Net repayment of borrowings	-	(4,756,400)	-
- Repayments of hire purchase creditors	-	-	(84,592)
	(2,843,048)	(4,756,400)	(84,592)
Non-cash flows:			
- Additions	1,051,890	-	292,070
- Foreign exchange differences	(2,814,818)	1,413,350	(7,161)
- Lease concessions	(2,423,081)	-	-
- Unwinding of interest	4,677,248	-	-
	491,239	1,413,350	284,909
As at 31 December 2021	<u>65,068,115</u>	<u>35,923,125</u>	<u>200,317</u>
As at 1 January 2022	65,068,115	35,923,125	200,317
Cash flows:			
- Payments of lease liabilities	(3,117,668)	-	-
- Net repayment of borrowings	-	(9,512,800)	-
- Repayments of hire purchase creditors	-	-	(40,233)
	(3,117,668)	(9,512,800)	(40,233)
Non-cash flows:			
- Additions	6,205,605	-	-
- Foreign exchange differences	758,056	1,356,425	3,499
- Lease concessions	(2,304,958)	-	-
- Unwinding of interest	4,879,715	-	-
	9,538,418	1,356,425	3,499
As at 31 December 2022	<u>71,488,865</u>	<u>27,766,750</u>	<u>163,583</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CASH FLOWS (continued)

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

	Lease liabilities (Note 6) RM	Term loan (Note 18) RM	Hire purchase creditors (Note 18) RM
As at 1 January 2023	71,488,865	27,766,750	163,583
Cash flows:			
- Payments of lease liabilities	(6,914,382)	-	-
- Net repayment of borrowings	-	(9,512,800)	-
- Repayments of hire purchase creditors	-	-	(168,535)
	(6,914,382)	(9,512,800)	(168,535)
Non-cash flows:			
- Foreign exchange differences	2,148,592	220,800	4,952
- Unwinding of interest	5,037,457	-	-
	7,186,049	220,800	4,952
As at 31 December 2023	<u>71,760,532</u>	<u>18,474,750</u>	<u>-</u>
As at 1 January 2024	71,760,532	18,474,750	-
Cash flows:			
- Payments of lease liabilities	(6,583,086)	-	-
- Net repayment of borrowings	-	(9,512,800)	-
	(6,583,086)	(9,512,800)	-
Non-cash flows:			
- Additions	1,871,507	-	-
- Lease novated	(4,991,060)	-	-
- Foreign exchange differences	(1,103,070)	(1,241,712)	-
- Rent concessions	(77,751)	-	-
- Unwinding of interest	4,816,833	-	-
	516,459	(1,241,712)	-
As at 31 December 2024	<u>65,693,905</u>	<u>7,720,238</u>	<u>-</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

COMBINED STATEMENTS OF CASH FLOWS (continued)

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

	Lease liabilities (Note 6) RM	Term loan (Note 18) RM	Hire purchase creditors (Note 18) RM
As at 1 January 2025	65,693,905	7,720,238	-
Cash flows:			
- Payments of lease liabilities	(3,417,001)	-	-
- Net repayment of borrowings	-	(4,756,400)	-
	(3,417,001)	(4,756,400)	-
Non-cash flows:			
- Modifications	35,919,456	-	-
- Foreign exchange differences	(306,388)	(541,650)	-
- Unwinding of interest	2,707,875	-	-
	38,320,943	(541,650)	-
As at 30 June 2025	<u>100,597,847</u>	<u>2,422,188</u>	<u>-</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS**1. GENERAL INFORMATION**

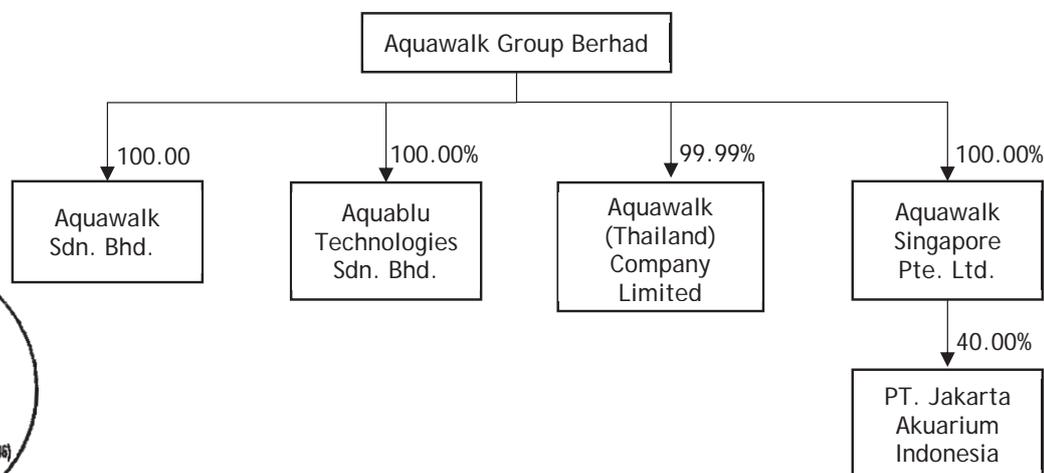
Aquawalk Group Berhad ("Aquawalk" or the "Company") was incorporated and domiciled in Malaysia under the Companies Act 2016 on 18 April 2024 as a private limited liability company. On 26 December 2024, the Company converted from a private limited liability company to public limited liability company.

The registered office of the Company is located at 802, 8th Floor, Block C, Kelana Square 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor.

The principal place of business is located at Level 3A-01, Menara Darussalam, 12 Jalan Pinang, 50450 Kuala Lumpur.

The Company was incorporated for the purpose of being an investment holding company and listing vehicle of Aquawalk Sdn. Bhd. and its subsidiaries in connection with the proposed admission of Aquawalk to the Official List of Bursa Malaysia Securities Berhad ("Bursa Securities") and the listing of an quotation for the entire enlarged issued share capital of Aquawalk on the ACE Market of Bursa Securities (hereinafter defined as "the Listing").

In conjunction with and as an integral part of the Listing, the Company would undertake among others, a restructuring and acquisition exercise that would result in the Company becoming the holding company of Aquawalk Sdn. Bhd., Aquablu Technologies Sdn. Bhd., Aquawalk (Thailand) Company Limited and Aquawalk Singapore Pte. Ltd. (collectively referred to as the "Other Combining Entities"). The restructuring will also result in the Group increasing its shareholdings in Aquablu Technologies Sdn. Bhd. and Aquawalk Singapore Pte. Ltd. to 100% by acquiring the remaining 30% and 25% shareholdings respectively, which are not owned by Aquawalk Sdn. Bhd. from the shareholder and disposal of certain subsidiaries which does not form part of the listing group.



Since the acquisitions of Other Combining Entities by the Company would be completed after the latest financial year required to be reported in accordance with paragraph 10.04 of Chapter 10, Part II Division 1 : Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia, for the purpose of this Accountants' Report, the Company has prepared the Combined Financial Statements instead of consolidated financial statements. Note 2 to the Combined Financial Statements explains further the basis of preparation of the Combined Financial Statements.

The principal activity of the Company is investment holding. The principal activities of the Other Combining Entities are as disclosed in Note 3 to the Combined Financial Statements. There have been no significant changes in the nature of these principal activities during the financial years/period under review.

13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION**

The Accountants' Report comprises the Combined Financial Statements of the Company and the Other Combining Entities (collectively referred to as the "Group") for the financial years ended ("FYE(s)") 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and financial period ended ("FPE") 30 June 2025. The Combined Financial Statements of the Group consist of the audited financial statements of the Company and the Other Combining Entities and are prepared solely for inclusion in the Prospectus of the Company in connection with the listing of and quotation for the entire enlarged issued share capital of Aquawalk Group Berhad on the ACE Market of Bursa Malaysia Securities Berhad (the "Listing").

The statutory auditors of the combining entities of the group are as follows:

Company	Relevant Financial Period/Years	Auditors
Aquawalk Group Berhad	18 April 2024 (Date of incorporation) to 31 December 2024 [#]	BDO PLT
	FPE 30 June 2025	BDO PLT
Aquawalk Sdn. Bhd.	FYE 31 December 2021	BDO PLT
	FYE 31 December 2022	BDO PLT
	FYE 31 December 2023	BDO PLT
	FYE 31 December 2024	BDO PLT
	FPE 30 June 2025	BDO PLT
Aquablu Technologies Sdn. Bhd.	FYE 31 December 2021	BDO PLT
	FYE 31 December 2022	BDO PLT
	FYE 31 December 2023	BDO PLT
	FYE 31 December 2024	BDO PLT
	FPE 30 June 2025	BDO PLT
Aquawalk (Thailand) Company Limited	FYE 31 December 2021	McMillanWoods
	FYE 31 December 2022	McMillanWoods
	FYE 31 December 2023	McMillanWoods
	FYE 31 December 2024	McMillanWoods
	FPE 30 June 2025	McMillanWoods
Aquawalk Singapore Pte. Ltd.*	FYE 31 December 2021	N/A
	FYE 31 December 2022	N/A
	FYE 31 December 2023	N/A
	FYE 31 December 2024	N/A
	FPE 30 June 2025	N/A

[#] There were no audited financial statements for Aquawalk Group Berhad for the FYEs 31 December 2021, 31 December 2022 and 31 December 2023 as the Company was incorporated on 18 April 2024.

* The subsidiary has been consolidated based on the unaudited financial statements as the subsidiary is not required to be audited for the FYEs 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024 and FPE 30 June 2025 under local regulations. This subsidiary is not material to the Group.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)**2. BASIS OF PREPARATION (continued)**

The audited financial statements of the Company and the Other Combining Entities for the relevant financial years/period reported above were not subject to any qualification or modification.

The Combined Financial Statements of the Group have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") and IFRS Accounting Standards.

The Combined Financial Statements of the Group have also been prepared in accordance with the Guidance Note on "Combined Financial Statements" issued by the Malaysian Institute of Accountants and on the assumption that the Group has been operating as a single economic entity throughout the financial years/period presented in these Combined Financial Statements.

Entities under common control are entities which are ultimately controlled by the same parties and that control is not transitory. Common control exists when the same parties have 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 common control commences until the date that control ceases.

The financial information as presented in the Combined Financial Statements may not correspond with the consolidated financial statements of the Group had the relevant disposals to legally constitute the Group been incorporated for the respective financial years/period. Consequently, such financial information in the Combined Financial Statements does not purport to predict the financial positions, results of operations and cash flows of the Group for the financial years/period under review.

The accounting policies adopted are consistent with those of the previous financial years except for the effects of adoption of new MFRSs during the financial years/period. The new MFRSs and Amendments to MFRSs adopted during the financial years/period are disclosed in Note 2(a) to the Combined Financial Statements.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

2. BASIS OF PREPARATION (continued)

(a) Statement of compliance

The following are Standard and Amendments of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ("MASB") during the reporting periods:

Title	Effective Date
Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16 <i>Interest Rate Benchmark Reform - Phase 2</i>	1 January 2021
Amendment to MFRS 16 <i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>	1 April 2021
Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
Amendments to MFRS 3 <i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to MFRS 116 <i>Property, Plant and Equipment - Proceeds before Intended Use</i>	1 January 2022
Amendments to MFRS 137 <i>Onerous Contracts - Cost of Fulfilling a Contract</i>	1 January 2022
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 101 <i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to MFRS 108 <i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to MFRS 112 <i>Deferred tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to MFRS 112 <i>Income Taxes International Tax Reform - Pillar Two Model Rules</i>	See paragraph 98M of MFRS 112
Amendments to MFRS 16 <i>Lease Liability in a sale and leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 107 and MFRS 7 <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to MFRS 121 <i>Lack of Exchangeability</i>	1 January 2025

New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2026

Title	Effective Date
Amendments to MFRS 9 and MFRS 7 <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
<i>Annual Improvements to MFRS Accounting Standards - Volume 11</i>	1 January 2026
Amendments to MFRS 9 and MFRS 7 <i>Contracts Referencing Nature-dependent Electricity</i>	1 January 2026
MFRS 18 <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
MFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Group is in the process of assessing the impact of implementing these Standard and Amendments, since the effects would only be observable for future financial years.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

2. BASIS OF PREPARATION (continued)

(b) Basis of measurement

The Combined Financial Statements have been prepared on the historical cost convention except for the following items which are measured based on the measurement bases stated below:

Items	Measurement bases
Non-derivative financial instrument at FVTPL	Fair value
Derivative financial instrument	Fair value

(c) Functional and presentation currencies

These Combined Financial Statements for the FYEs 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024 and FPE 30 June 2025 are presented in Ringgit Malaysia ("RM"), which is also the functional currency of the Company.

(d) Use of estimates and judgements

The preparation of Combined Financial Statements in conformity with MFRSs and IFRS Accounting Standards requires the Directors to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the Combined Financial Statements other than those disclosed in the following notes:

- Note 6 - extension options and incremental borrowing rate in relation to leases entered into during the period.
- Note 21 - provisions: key assumptions on the likelihood and magnitude of an outflow of resources.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

3. COMBINING ENTITIES

Details of the combining entities are as follows:

Name of combining entities	[-----Effective interest in equity held-----]					Date of incorporation	Country of incorporation/ Principal place of business	Principal activities
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025			
Aquawalk Sdn. Bhd.	100%	100%	100%	100%	100%	31 October 2001	Malaysia	Managing and operating an ICT Aqua-Marine Aquarium including Discovery Zones ("Aquaria@KLCC") at the Kuala Lumpur Convention Centre.
Aquablu Technologies Sdn. Bhd.	100%	100%	100%	100%	100%	24 June 2009	Malaysia	Provision of design services and construction of aquarium and supply fishes and aquatic accessories.
Aquawalk (Thailand) Company Limited	99.99%	99.99%	99.99%	99.99%	99.99%	18 August 2015	Thailand	Carry on the business of an exhibitor of aquarium and related life forms and merchandise the souvenirs.
Aquawalk Singapore Pte. Ltd.	100%	100%	100%	100%	100%	27 June 2016	Singapore	Carry on the business of management and operations of aquarium-themed attractions in Southeast Asia.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)**4. OPERATING SEGMENTS**

The Group has arrived at three (3) reportable segments, as described below, which are the strategic business units of the Group. The strategic business units offer different geographical locations and are managed separately based on information reported internally to the Management and the Board of Directors. The reportable segments are summarised as follows:

- (a) Aquawalk Malaysia
- (b) Aquawalk Thailand
- (c) Others: Malaysia (non-aquarium business), Indonesia and Singapore

The accounting policies of operating segments are the same as those described in this report. The Group evaluates performance on the basis of profit or loss from operations before tax.

Inter-segment pricing is determined on negotiated basis.

The accounting policies of operating segments are the same as those described in the respective notes to the Combined Financial Statements. The Group evaluates performance on the basis of profit or loss from operations before tax. These policies have been applied consistently throughout the financial years/period under review.

The chief operating decision maker of the Group monitors the operating results of its business units separately for the purpose of making decisions on resource allocation and performance assessment.

The inter-segment assets are adjusted against the segment assets to arrive at total assets reported in the combined statements of financial position.

The inter-segment liabilities are adjusted against the segment liabilities to arrive at total liabilities reported in the combined statements of financial position.

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2021 to 31.12.2021 Audited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	21,103,316	2,370,555	1,300,041	(28,138)	24,745,774
Inter-segment revenue	-	-	(28,138)	28,138	-
Revenue from external customers	<u>21,103,316</u>	<u>2,370,555</u>	<u>1,271,903</u>	-	<u>24,745,774</u>
Interest income	10,966	104	-	-	11,070
Finance costs	(1,800,159)	(4,430,406)	-	-	(6,230,565)
Depreciation of: - property, plant and equipment	(3,074,774)	(5,703,608)	(46,585)	-	(8,824,967)
- right-of-use assets	(1,547,936)	(1,636,066)	-	-	(3,184,002)
Amortisation of intangible assets	-	(67,699)	-	-	(67,699)
Share of losses of an associate	-	-	(1,118,483)	-	(1,118,483)
Segment (loss)/profit before tax	<u>(5,017,928)</u>	<u>(19,367,764)</u>	<u>1,181,437</u>	<u>1,138,421</u>	<u>(22,065,834)</u>
Taxation	(1,874,675)	540,698	-	-	(1,333,977)
Other material non-cash items:					
Net (loss)/gain on impairment of financial instruments	(8,542,487)	(821,638)	(2,503)	1,138,421	(8,228,207)
Fair value loss on derivative financial asset	(1,106,366)	-	-	-	(1,106,366)
Unrealised (loss)/gain on forex	(354,251)	(4,833,740)	775,145	-	(4,412,846)
Capital expenditure	1,072,548	385,362	5,200	-	1,463,110
Segment assets	162,996,762	118,721,751	32,477,644	(116,192,083)	198,004,074
Investment in an associate					-
Total assets					<u>198,004,074</u>
Segment liabilities	<u>83,337,893</u>	<u>112,269,794</u>	<u>34,055,400</u>	<u>(91,203,155)</u>	<u>138,459,932</u>

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10 OCT 2025

BDO PLT
(20190600013 (LLP/01925-1CA) & AF 0206)
Chartered Accountants
Kuala Lumpur

13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2022 to 31.12.2022 Audited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	58,924,625	12,185,457	788,347	-	71,898,429
Inter-segment revenue	-	-	-	-	-
Revenue from external customers	58,924,625	12,185,457	788,347	-	71,898,429
Interest income	85,330	118	516,445	-	601,893
Finance costs	(1,784,146)	(4,047,086)	(279,694)	-	(6,110,926)
Depreciation of: - property, plant and equipment	(3,234,375)	(2,656,035)	(16,879)	-	(5,907,289)
- right-of-use assets	(1,636,620)	(1,589,892)	-	-	(3,226,512)
Amortisation of intangible assets	-	(67,462)	-	-	(67,462)
Share of profit of an associate	-	-	2,787,891	-	2,787,891
Segment profit/(loss) before tax	29,909,459	(4,846,036)	8,791,751	(1,874,842)	31,980,332
Taxation	(6,595,687)	371,789	(219,135)	-	(6,443,033)
Other material non-cash items:					
Net gain/(loss) on impairment of financial instruments	1,874,842	(70,137)	5,760,277	(1,874,842)	5,690,140
Fair value gain on derivative financial asset	1,433,294	-	-	-	1,433,294
Unrealised (loss)/gain on forex	(122,593)	1,204,987	(2,838,962)	-	(1,756,568)
Capital expenditure	461,106	334,388	5,600	-	801,094
Segment assets	187,396,431	119,528,735	46,087,313	(121,604,563)	231,407,916
Investment in an associate					2,661,276
Total assets					234,069,192
Segment liabilities	79,423,790	117,301,755	47,518,915	(99,594,136)	144,650,324

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2023 to 31.12.2023 Audited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	71,641,885	22,076,074	2,094,443	-	95,812,402
Inter-segment revenue	-	-	-	-	-
Revenue from external customers	<u>71,641,885</u>	<u>22,076,074</u>	<u>2,094,443</u>	-	<u>95,812,402</u>
Interest income	690,459	-	358,756	-	1,049,215
Finance costs	(1,725,018)	(4,935,994)	(358,756)	-	(7,019,768)
Depreciation of: - property, plant and equipment	(3,170,610)	(4,795,090)	(5,841)	-	(7,971,541)
- right-of-use assets	(1,636,620)	(1,660,292)	-	-	(3,296,912)
Amortisation of intangible assets	-	(71,801)	-	-	(71,801)
Share of profit of an associate	-	-	3,763,996	-	3,763,996
Segment profit before tax	<u>47,136,197</u>	<u>959,738</u>	<u>5,452,828</u>	<u>(10,290,106)</u>	<u>43,258,657</u>
Taxation	(9,551,534)	324,059	(197,688)	-	(9,425,163)
Other material non-cash items:					
Net gain/(loss) on impairment of financial instruments	10,290,106	54,760	(35,338)	(10,290,106)	19,422
Bad debt written off	-	-	(468,250)	-	(468,250)
Fair value loss on derivative financial asset	(373,670)	-	-	-	(373,670)
Fair value gain on dual currency investment	43,868	-	-	-	43,868
Unrealised gain on forex	3,183,720	2,043,606	567,663	-	5,794,989
Capital expenditure	1,200,477	326,172	380	-	1,527,029
Segment assets	220,484,016	124,733,355	37,113,335	(128,068,809)	254,261,897
Investment in an associate					<u>6,548,059</u>
Total assets					<u>260,809,956</u>
Segment liabilities	<u>69,926,712</u>	<u>121,138,715</u>	<u>38,797,308</u>	<u>(97,042,179)</u>	<u>132,820,556</u>

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2024 to 31.12.2024 Audited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	81,080,494	22,317,136	901,602	-	104,299,232
Inter-segment revenue	-	-	-	-	-
Revenue from external customers	<u>81,080,494</u>	<u>22,317,136</u>	<u>901,602</u>	-	<u>104,299,232</u>
Interest income	598,799	524	1,171,227	-	1,770,550
Finance costs	(1,735,603)	(4,130,174)	(155,863)	-	(6,021,640)
Depreciation of: - property, plant and equipment	(3,303,949)	(4,747,370)	(2,550)	-	(8,053,869)
- right-of-use assets	(2,094,450)	(1,641,716)	-	-	(3,736,166)
Amortisation of intangible assets	-	(40,155)	-	-	(40,155)
Share of profit of an associate	-	-	5,374,765	-	5,374,765
Segment profit before tax	<u>31,159,640</u>	<u>1,175,559</u>	<u>12,331,373</u>	<u>5,463,757</u>	<u>50,130,329</u>
Taxation	(4,062,123)	395,871	(839,567)	-	(4,505,819)
Other material non-cash items:					
Net (loss)/gain on impairment of financial instruments	(7,852,597)	58,258	(339,488)	7,852,597	(281,230)
Impairment loss on investment in subsidiary	(4,211,160)	-	-	4,211,160	-
Property, plant and equipment written off	-	-	(903)	-	(903)
Fair value loss on derivative financial asset	(1,253,797)	-	-	-	(1,253,797)
Gain on disposal of unquoted shares in other investments	(750,300)	-	(6,750,000)	-	(7,500,300)
Unrealised loss on forex	(567,333)	(675,393)	(742,361)	-	(1,985,087)
Capital expenditure	3,859,820	700,585	-	-	4,560,405
Segment assets	152,636,589	118,566,685	18,468,832	(100,618,374)	189,053,732
Investment in an associate					<u>11,319,350</u>
Total assets					<u>200,373,082</u>
Segment liabilities	<u>59,447,436</u>	<u>113,595,875</u>	<u>19,110,521</u>	<u>(80,527,562)</u>	<u>111,626,270</u>

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2025 to 30.6.2025 Audited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	38,596,213	13,196,994	101,349	-	51,894,556
Inter-segment revenue	-	-	40,000	(40,000)	-
Revenue from external customers	<u>38,596,213</u>	<u>13,196,994</u>	<u>141,349</u>	<u>(40,000)</u>	<u>51,894,556</u>
Interest income	223,321	180	29,209	-	252,710
Finance costs	(1,232,464)	(1,705,352)	-	-	(2,937,816)
Depreciation of: - property, plant and equipment	(1,711,838)	(2,409,031)	(1,916)	-	(4,122,785)
- right-of-use assets	(1,170,003)	(825,671)	-	-	(1,995,674)
Amortisation of intangible assets	-	(11,221)	-	-	(11,221)
Share of profit of an associate	-	-	1,202,026	-	1,202,026
Segment profit before tax	<u>25,193,510</u>	<u>4,217,951</u>	<u>2,412,514</u>	<u>(6,206,698)</u>	<u>25,617,277</u>
Taxation	(5,179,151)	170,143	249,779	-	(4,759,229)
Other material non-cash items:					
Net gain/(loss) on impairment of financial instruments	6,206,698	(298,622)	1,836,310	(6,206,698)	1,537,688
Fair value loss on derivative financial asset	(202,931)	-	-	-	(202,931)
Unrealised (loss)/gain on foreign exchange	(3,551,500)	2,282,859	2,866,697	-	1,598,056
Gain on lease modification	5,063,948	-	-	-	5,063,948
Capital expenditure	42,502,482	1,301,320	10,917	-	43,814,719
Segment assets	192,818,944	116,634,374	13,389,432	(95,636,687)	227,206,063
Investment in an associate					<u>11,720,536</u>
Total assets					<u>238,926,599</u>
Segment liabilities	<u>79,615,432</u>	<u>107,357,874</u>	<u>16,429,616</u>	<u>(73,965,164)</u>	<u>129,437,758</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

1.1.2024 to 30.6.2024 Unaudited Revenue	Aquawalk Malaysia RM	Aquawalk Thailand RM	Others RM	Elimination RM	Total RM
Total revenue	36,359,711	10,873,652	747,755	-	47,981,118
Inter-segment revenue	-	-	-	-	-
Revenue from external customers	<u>36,359,711</u>	<u>10,873,652</u>	<u>747,755</u>	-	<u>47,981,118</u>
Interest income	290,852	-	155,863	-	446,715
Finance costs	(872,414)	(2,202,035)	(155,863)	-	(3,230,312)
Depreciation of: - property, plant and equipment	(1,523,952)	(2,395,395)	(1,318)	-	(3,920,665)
- right-of-use assets	(1,056,034)	(823,976)	-	-	(1,880,010)
Amortisation of intangible assets	-	(21,809)	-	-	(21,809)
Share of profit of an associate	-	-	4,248,158	-	4,248,158
Segment profit/(loss) before tax	<u>18,846,472</u>	<u>(5,395,668)</u>	<u>5,980,776</u>	<u>596,738</u>	<u>20,028,318</u>
Taxation	(3,760,829)	181,360	(617,351)	-	(4,196,820)
Other material non-cash items:					
Net (loss)/gain on impairment of financial instruments	(596,738)	28,736	-	596,738	28,736
Unrealised gain /(loss) on forex	2,389,524	(4,577,456)	90,916	-	(2,097,016)
Capital expenditure	3,319,466	154,021	-	-	3,473,487
Segment assets	208,533,665	117,346,132	31,166,024	(124,159,916)	232,885,905
Investment in an associate					<u>10,473,338</u>
Total assets					<u><u>243,359,243</u></u>
Segment liabilities	<u>72,890,718</u>	<u>118,735,282</u>	<u>32,531,805</u>	<u>(93,848,403)</u>	<u>130,309,402</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

4. OPERATING SEGMENTS (continued)

Geographical information

The Group predominantly operates in Malaysia, Thailand and Indonesia.

In determining geographical segment of the Group, revenue is based on the geographical location of customers.

Non-current assets are based on the geographical location of the assets.

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Revenue from external customers						
Malaysia	21,498,639	59,472,182	72,764,455	81,602,257	38,697,562	36,732,752
Thailand	2,370,555	12,185,457	22,076,074	22,429,644	13,196,994	10,986,160
Indonesia	-	-	503,623	242,255	-	237,130
Germany	876,580	240,790	468,250	-	-	-
United Arab Emirates	-	-	-	25,076	-	25,076
	<u>24,745,774</u>	<u>71,898,429</u>	<u>95,812,402</u>	<u>104,299,232</u>	<u>51,894,556</u>	<u>47,981,118</u>
Non-current assets						
Malaysia	44,508,370	52,196,211	46,666,590	36,482,149	74,729,289	47,799,386
Thailand	115,144,827	113,806,360	114,178,995	105,842,773	103,461,466	106,211,125
Indonesia	-	10,952,076	8,157,259	11,319,350	11,720,536	15,538,544
	<u>159,653,197</u>	<u>176,954,647</u>	<u>169,002,844</u>	<u>153,644,272</u>	<u>189,911,291</u>	<u>169,549,055</u>

Major customers

The Group does not have any major customer with revenue equal or more than ten percent (10%) of revenue of the Group. As such, information on major customers is not presented.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT

	As at 1.1.2021 RM	Additions RM	Disposal RM	Foreign exchange differences RM	As at 31.12.2021 RM
Cost					
ICT equipment and computer software	4,560,036	19,287	(104)	(41,004)	4,538,215
Furniture, fixtures and fittings	426,657	-	-	-	426,657
Office equipment	906,370	753	-	-	907,123
Renovation and infrastructure	377,014	1,179	-	(59,685)	318,508
Aquarium infrastructure and marine life	155,972,232	-	-	(6,680,037)	149,292,195
Project infrastructure	6,425,843	7,582	-	-	6,433,425
Motor vehicle	241,777	292,070	-	(20,355)	513,492
	<u>168,909,929</u>	<u>320,871</u>	<u>(104)</u>	<u>(6,801,081)</u>	<u>162,429,615</u>
Accumulated depreciation					
	As at 1.1.2021 RM	Charge for the financial year RM	Disposal RM	Foreign exchange differences RM	As at 31.12.2021 RM
ICT equipment and computer software	4,010,883	183,219	(1)	(19,735)	4,174,366
Furniture, fixtures and fittings	424,883	1,774	-	-	426,657
Office equipment	877,232	29,891	-	-	907,123
Renovation and infrastructure	72,988	69,719	-	(7,722)	134,985
Aquarium infrastructure and marine life	46,516,419	8,033,378	-	(674,367)	53,875,430
Project infrastructure	5,193,420	466,145	-	-	5,659,565
Motor vehicle	150,649	40,841	-	(5,270)	186,220
	<u>57,246,474</u>	<u>8,824,967</u>	<u>(1)</u>	<u>(707,094)</u>	<u>65,364,346</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

Cost	As at 1.1.2022 RM	Additions RM	Foreign exchange differences RM	As at 31.12.2022 RM
ICT equipment and computer software	4,538,215	213,789	12,138	4,764,142
Furniture, fixtures and fittings	426,657	-	-	426,657
Office equipment	907,123	67,533	-	974,656
Renovation and infrastructure	318,508	250,565	19,336	588,409
Aquarium infrastructure and marine life	149,292,195	-	1,781,438	151,073,633
Project infrastructure	6,433,425	263,246	-	6,696,671
Motor vehicle	513,492	-	8,435	521,927
	<u>162,429,615</u>	<u>795,133</u>	<u>1,821,347</u>	<u>165,046,095</u>
	As at 1.1.2022 RM	Charge for the financial year RM	Foreign exchange differences RM	As at 31.12.2022 RM
Accumulated depreciation				
ICT equipment and computer software	4,174,366	172,413	7,719	4,354,498
Furniture, fixtures and fittings	426,657	-	-	426,657
Office equipment	907,123	8,066	-	915,189
Renovation and infrastructure	134,985	63,360	3,637	201,982
Aquarium infrastructure and marine life	53,875,430	4,961,507	269,075	59,106,012
Project infrastructure	5,659,565	617,862	-	6,277,427
Motor vehicle	186,220	84,081	2,969	273,270
	<u>65,364,346</u>	<u>5,907,289</u>	<u>283,400</u>	<u>71,555,035</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

Cost	As at 1.1.2023 RM	Additions RM	Foreign exchange differences RM	As at 31.12.2023 RM
ICT equipment and computer software	4,764,142	510,961	41,310	5,316,413
Furniture, fixtures and fittings	426,657	-	-	426,657
Office equipment	974,656	20,778	-	995,434
Renovation and infrastructure	588,409	2,275	59,223	649,907
Aquarium infrastructure and marine life	151,073,633	415,183	5,030,361	156,519,177
Project infrastructure	6,696,671	390,040	-	7,086,711
Motor vehicle	521,927	177,930	25,126	724,983
	<u>165,046,095</u>	<u>1,517,167</u>	<u>5,156,020</u>	<u>171,719,282</u>
	As at 1.1.2023 RM	Charge for the financial year RM	Foreign exchange differences RM	As at 31.12.2023 RM
ICT equipment and computer software	4,354,498	209,705	26,439	4,590,642
Furniture, fixtures and fittings	426,657	-	-	426,657
Office equipment	915,189	69,030	-	984,219
Renovation and infrastructure	201,982	55,615	12,813	270,410
Aquarium infrastructure and marine life	59,106,012	7,103,078	916,819	67,125,909
Project infrastructure	6,277,427	453,233	-	6,730,660
Motor vehicle	273,270	80,880	11,774	365,924
	<u>71,555,035</u>	<u>7,971,541</u>	<u>967,845</u>	<u>80,494,421</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

Cost	As at 1.1.2024 RM	Additions RM	Write off RM	Foreign exchange differences RM	As at 31.12.2024 RM
ICT equipment and computer software	5,316,413	257,385	(1,299)	(23,158)	5,549,341
Furniture, fixtures and fittings	426,657	80,000	-	-	506,657
Office equipment	995,434	98,007	(65,294)	-	1,028,147
Renovation and infrastructure	649,907	97,656	-	(29,603)	717,960
Aquarium infrastructure and marine life	156,519,177	-	-	(2,581,166)	153,938,011
Building	-	414,670	-	3,448	418,118
Project infrastructure	7,086,711	1,686,497	(70,502)	-	8,702,706
Motor vehicle	724,983	-	-	(13,685)	711,298
	<u>171,719,282</u>	<u>2,634,215</u>	<u>(137,095)</u>	<u>(2,644,164)</u>	<u>171,572,238</u>
	As at 1.1.2024 RM	Charge for the financial year RM	Write off RM	Foreign exchange differences RM	As at 31.12.2024 RM
Accumulated depreciation					
ICT equipment and computer software	4,590,642	241,318	(433)	(14,329)	4,817,198
Furniture, fixtures and fittings	426,657	16,000	-	-	442,657
Office equipment	984,219	15,419	(65,294)	-	934,344
Renovation and infrastructure	270,410	58,659	-	(6,924)	322,145
Aquarium infrastructure and marine life	67,125,909	7,058,469	-	(501,486)	73,682,892
Building	-	909	-	7	916
Project infrastructure	6,730,660	568,822	(70,465)	-	7,229,017
Motor vehicle	365,924	94,273	-	(6,590)	453,607
	<u>80,494,421</u>	<u>8,053,869</u>	<u>(136,192)</u>	<u>(529,322)</u>	<u>87,882,776</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

Cost	As at 1.1.2025 RM	Additions RM	Foreign exchange differences RM	As at 30.6.2025 RM
ICT equipment and computer software	5,549,341	416,118	(10,010)	5,955,449
Furniture, fixtures and fittings	506,657	-	-	506,657
Office equipment	1,028,147	-	-	1,028,147
Renovation and infrastructure	717,960	3,398	(9,174)	712,184
Aquarium infrastructure and marine life	153,938,011	182,700	(712,705)	153,408,006
Building	418,118	944,996	(8,219)	1,354,895
Project infrastructure	8,702,706	219,530	-	8,922,236
Motor vehicle	711,298	287,458	(3,778)	994,978
	171,572,238	2,054,200	(743,886)	172,882,552
	As at 1.1.2025 RM	Charge for the financial year RM	Foreign exchange differences RM	As at 30.6.2025 RM
ICT equipment and computer software	4,817,198	143,083	(5,579)	4,954,702
Furniture, fixtures and fittings	442,657	8,000	-	450,657
Office equipment	934,344	12,102	-	946,446
Renovation and infrastructure	322,145	29,451	(2,658)	348,938
Aquarium infrastructure and marine life	73,682,892	3,529,784	(195,637)	77,017,039
Building	916	20,367	(114)	21,169
Project infrastructure	7,229,017	318,666	-	7,547,683
Motor vehicle	453,607	61,332	(2,698)	512,241
	87,882,776	4,122,785	(206,686)	91,798,875



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Carrying amount					
ICT equipment and computer software	363,849	409,644	725,771	732,143	1,000,747
Furniture, fixtures and fittings	-	-	-	64,000	56,000
Office equipment	-	59,467	11,215	93,803	81,701
Renovation and infrastructure	183,523	386,427	379,497	395,815	363,246
Aquarium infrastructure and marine life	95,416,765	91,967,621	89,393,268	80,255,119	76,390,967
Building	-	-	-	417,202	1,333,726
Project infrastructure	773,860	419,244	356,051	1,473,689	1,374,553
Motor vehicle	327,272	248,657	359,059	257,691	482,737
	<u>97,065,269</u>	<u>93,491,060</u>	<u>91,224,861</u>	<u>83,689,462</u>	<u>81,083,677</u>



(a) The Group made the following cash payments to purchase property, plant and equipment:

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Additions of property, plant and equipment	320,871	795,133	1,517,167	2,634,215	2,054,200	1,553,940
Financed by hire purchase creditors	(292,070)	-	-	-	-	-
Cash payments on purchase of property, plant and equipment	<u>28,801</u>	<u>795,133</u>	<u>1,517,167</u>	<u>2,634,215</u>	<u>2,054,200</u>	<u>1,553,940</u>

(b) Material accounting policy information

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

13. ACCOUNTANTS' REPORT (Cont'd)*Aquawalk Group Berhad (202401015259 (1561109 - D))**Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

5. PROPERTY, PLANT AND EQUIPMENT (continued)

(b) Material accounting policy information (continued)

(i) Recognition and measurement (continued)

Marine life comprise various fishes and aquatic biological assets as showcase in the aquarium. All marine life costs incurred prior to commencement of business and those marine life required to form the base stock are capitalised under property, plant and equipment. Any subsequent purchases that are incurred, other than those specifically identified as increases to base stock, are charged out to the profit or loss.

(ii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of property, plant and equipment from the date that they are available for use.

The principal annual depreciation rates are as follows:

ICT equipment and computer software	20%
Furniture, fixtures and fittings	10%
Office equipment	20%
Renovation and infrastructure	5%
Aquarium infrastructure and marine life	over lease period of 20 - 25 years
Building	20 years
Project infrastructure	20%
Motor vehicle	20%

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group as lessee

Right-of-use assets

	[-----Buildings-----]				
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
Carrying amount					
As at 1 January	66,671,022	61,776,653	59,251,610	57,864,815	55,071,659
Additions	1,064,213	-	-	1,911,547	-
Modification [#]	-	-	-	-	41,760,519
Depreciation charge for the financial year	(3,184,002)	(3,226,512)	(3,296,912)	(3,736,166)	(1,995,674)
Foreign exchange differences	(2,774,580)	701,469	1,910,117	(968,537)	(246,536)
As at 31 December/ 30 June	61,776,653	59,251,610	57,864,815	55,071,659	94,589,968



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

Lease liabilities

Note	[-----Buildings-----]				
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
Carrying amount					
As at 1 January	67,419,924	65,068,115	71,488,865	71,760,532	65,693,905
Additions	1,051,890	6,205,605	-	1,871,507	-
Modifications [#]	-	-	-	-	35,919,456
Unwinding of interest	4,677,248	4,879,715	5,037,457	4,816,833	2,707,875
Lease novated*	-	-	-	(4,991,060)	-
Foreign exchange differences	(2,814,818)	758,056	2,148,592	(1,103,070)	(306,388)
Payments	(2,843,048)	(3,117,668)	(6,914,382)	(6,583,086)	(3,417,001)
Lease concessions	(2,423,081)	(2,304,958)	-	(77,751)	-
As at 31 December/ 30 June	<u>65,068,115</u>	<u>71,488,865</u>	<u>71,760,532</u>	<u>65,693,905</u>	<u>100,597,847</u>

* During FYE 31 December 2024, the Group novated certain leases to a related company, Blu Restaurant Sdn. Bhd. ("BRSB") and derecognised the lease liabilities.

[#] During FPE 30 June 2025, certain leases of the Group were modified and the additional right-of-use assets and lease liabilities were recognised.

	[-----Buildings-----]				
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
Represented by:					
Non-current liabilities	64,016,809	69,480,189	69,526,683	64,159,950	98,730,945
Current liabilities	1,051,306	2,008,676	2,233,849	1,533,955	1,866,902
Lease liabilities owing to non-financial institutions	<u>65,068,115</u>	<u>71,488,865</u>	<u>71,760,532</u>	<u>65,693,905</u>	<u>100,597,847</u>

The Group leases certain items of buildings, office and stores that run between two (2) years and twenty-five (25) years, with an option to renew the lease after that date.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

(a) Variables lease payments based on sales

Some leases of stores contain variable lease payments that are based on sales that the Group makes at these stores. Those payments are common in retail stores in the countries where the Group operates.

Fixed and variable rental payments for the financial years/period under review are as follows:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Leases with payments based on sales					
Fixed payments	2,843,048	3,117,668	6,914,382	6,583,086	3,417,001
Variable payments	101,163	8,774,078	10,903,421	11,869,921	4,932,884
Total payments	<u>2,944,211</u>	<u>11,891,746</u>	<u>17,817,803</u>	<u>18,453,007</u>	<u>8,349,885</u>
Estimated annual impact on rent of a 1% increase in sales	<u>40,270</u>	<u>131,156</u>	<u>201,219</u>	<u>196,560</u>	<u>72,709</u>

The Group expects the relative proportions of fixed and variable lease payments to remain broadly consistent in future years.

(b) Extension options

The Group has lease contracts that include extension and termination options. These options are negotiated by the Group to provide flexibility in managing the leased-asset portfolio and align with the business needs of the Group.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

(b) Extension options (continued)

The following are the undiscounted potential future rental payments that are not included in the lease term.

	Within five years RM	More than five years RM	Total RM
31 December 2021			
Extension options expected not to be exercised	<u>28,324,336</u>	<u>113,297,344</u>	<u>141,621,680</u>
31 December 2022			
Extension options expected not to be exercised	<u>28,324,336</u>	<u>113,297,344</u>	<u>141,621,680</u>
31 December 2023			
Extension options expected not to be exercised	<u>28,324,336</u>	<u>113,297,344</u>	<u>141,621,680</u>
31 December 2024			
Extension options expected not to be exercised	<u>28,324,336</u>	<u>113,297,344</u>	<u>141,621,680</u>
30 June 2025			
Extension options expected not to be exercised	<u>28,324,336</u>	<u>113,297,344</u>	<u>141,621,680</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

(c) Total cash outflows for leases

The following are total cash outflows for leases as a lessee:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM	30.6.2024 Unaudited RM
Included in net cash from operating activities:						
- Payment relating to short-term lease and low value assets	72,272	71,985	72,711	49,050	37,427	42,521
- Payment relating to variable lease payments not included in the measurement of lease liabilities	101,163	8,774,078	10,903,421	11,869,921	4,932,884	5,461,080
Included in net cash from financing activities:						
- Payments of lease liabilities	<u>2,843,048</u>	<u>3,117,668</u>	<u>6,914,382</u>	<u>6,583,086</u>	<u>3,417,001</u>	<u>3,620,791</u>
Total cash outflows for leases	<u>3,016,483</u>	<u>11,963,731</u>	<u>17,890,514</u>	<u>18,502,057</u>	<u>8,387,312</u>	<u>9,124,392</u>

(d) Significant judgements and assumptions in relation to leases entered into during the financial years/period under review

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. The Group considers all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

The Group also applied judgement and assumptions in determining the incremental borrowing rate of the respective leases. The Group first determines the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases. The lease payments are discounted using incremental borrowing rate of the Group in the range of 4.80% to 7.64% per annum. (31.12.2024: 4.80% to 7.64%, 31.12.2023: 4.80% to 7.64%, 31.12.2022: 4.80% to 7.64%, 31.12.2021: 4.80% to 7.64%).



13. ACCOUNTANTS' REPORT *(Cont'd)*

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

(e) Material accounting policy information

(i) Recognition and measurement

Right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities, adjusted for any lease payments made at or before the commencement date of the leases.

(ii) Depreciation

Right-of-use assets are depreciated on the straight-line basis over the earlier of the estimated useful lives of the right-of-use assets or the end of the lease term. The lease terms of right-of-use assets are as follows:

Buildings	2 - 25 years
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(iii) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

(iv) Recognition exemption

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets of RM20,000 and below. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as a lessor

The Group has subleased part of the aquarium to a third party. Each of the leases contains an initial non-cancellable period of three (3) years. Subsequent renewals are negotiated with the lessee.

The Group generally does not require a financial guarantee on the lease arrangement. Nevertheless, the Group requires three months of advanced rental payments from the lessee. These leases do not contain residual value guarantees.

The following are recognised in profit or loss:

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Rental income	62,684	236,379	278,741	608,566	339,517	149,338

The operating lease payments to be received are as follows:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Less than one (1) year	480,000	510,000	300,000	300,000	150,000
One (1) to two (2) years	510,000	600,000	300,000	-	-
More than two (2) years	2,850,000	2,250,000	-	-	-
Total undiscounted lease receivables	3,840,000	3,360,000	600,000	300,000	150,000



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

7. INTANGIBLE ASSETS

	Goodwill RM	Software RM	Total RM
Cost			
As at 1 January 2021	104,429	279,513	383,942
Additions	-	78,026	78,026
Foreign exchange difference	-	(22,370)	(22,370)
As at 31 December 2021	104,429	335,169	439,598
Additions	-	5,961	5,961
Foreign exchange difference	-	6,850	6,850
As at 31 December 2022	104,429	347,980	452,409
Additions	-	9,862	9,862
Foreign exchange difference	-	19,693	19,693
As at 31 December 2023	104,429	377,535	481,964
Additions	-	14,643	14,643
Foreign exchange difference	-	(10,130)	(10,130)
As at 31 December 2024	104,429	382,048	486,477
Foreign exchange difference	-	(2,944)	(2,944)
As at 30 June 2025	104,429	379,104	483,533
	Goodwill RM	Software RM	Total RM
Amortisation and impairment loss			
As at 1 January 2021			
Accumulated amortisation	-	91,439	91,439
Accumulated impairment loss	-	-	-
	-	91,439	91,439
Amortisation for the financial year	-	67,699	67,699
Foreign exchange difference	-	(8,773)	(8,773)
As at 31 December 2021			
Accumulated amortisation	-	150,365	150,365
Accumulated impairment loss	-	-	-
	-	150,365	150,365
Amortisation for the financial year	-	67,462	67,462
Foreign exchange difference	-	3,953	3,953
As at 31 December 2022			
Accumulated amortisation	-	221,780	221,780
Accumulated impairment loss	-	-	-
	-	221,780	221,780
Amortisation for the financial year	-	71,801	71,801
Impairment loss	104,429	-	104,429
Foreign exchange difference	-	14,181	14,181
As at 31 December 2023			
Accumulated amortisation	-	307,762	307,762
Accumulated impairment loss	104,429	-	104,429
	104,429	307,762	412,191



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

7. INTANGIBLE ASSETS (continued)

	Goodwill RM	Software RM	Total RM
Amortisation and impairment loss (continued)			
As at 31 December 2023			
Accumulated amortisation	-	307,762	307,762
Accumulated impairment loss	104,429	-	104,429
	104,429	307,762	412,191
Amortisation for the financial year	-	40,155	40,155
Foreign exchange difference	-	(8,024)	(8,024)
As at 31 December 2024			
Accumulated amortisation	-	339,893	339,893
Accumulated impairment loss	104,429	-	104,429
	104,429	339,893	444,322
Amortisation for the financial year	-	11,221	11,221
Foreign exchange difference	-	(2,679)	(2,679)
As at 30 June 2025			
Accumulated amortisation	-	348,435	348,435
Accumulated impairment loss	104,429	-	104,429
	104,429	348,435	452,864
Carrying amount			
As at 31 December 2021	104,429	184,804	289,233
As at 31 December 2022	104,429	126,200	230,629
As at 31 December 2023	-	69,773	69,773
As at 31 December 2024	-	42,155	42,155
As at 30 June 2025	-	30,669	30,669

(a) Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the engineering services within Aquablu Technologies Sdn. Bhd., which represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The cash-generating unit's impairment test was based on its value in use, determined by discounting future cash flows to be generated by the Cash Generating Unit ("CGU").

Impairment of goodwill amounted to RM104,429 was recognised during the financial year ended 31 December 2023 as numerous existing projects are reaching completion which resulted that the goodwill is no longer feasible.

(b) Material accounting policy information

(i) Recognition and measurement

Intangible assets, other than goodwill, that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

7. INTANGIBLE ASSETS (continued)

(b) Material accounting policy information (continued)

(ii) Amortisation

Amortisation is calculated to write down the costs of the intangible assets to their residual values on a straight-line basis over their estimated useful lives. The estimated useful lives represent common life expectancies applied in the industry within which the Group operates.

The principal annual depreciation rate of software is 5 years.

8. INVESTMENT IN AN ASSOCIATE

	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
At cost:					
- Unquoted equity shares	10,616,688	10,616,688	10,616,688	10,616,688	10,616,688
- Effect of movement in exchange rate	11,611	(126,615)	122,787	(603,474)	(800,840)
- Share of post-acquisition reserves	<u>(10,628,299)</u>	<u>(7,828,797)</u>	<u>(4,191,416)</u>	<u>1,306,136</u>	<u>1,904,688</u>
	<u>-</u>	<u>2,661,276</u>	<u>6,548,059</u>	<u>11,319,350</u>	<u>11,720,536</u>

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

8. INVESTMENT IN AN ASSOCIATE (continued)

(a) The details of the associate are as follows:

Name of Company	Country of incorporation / Principal of business	Effective interest					Principal activities
		31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025	
PT. Jakarta Akuarium Indonesia ("PT JAI")	Indonesia	40%	40%	40%	40%	40%	Carry on the business of an aquarium, showcasing marine life, plants, insects and other animals and other related business to aquarium.

(b) The following table summarises the information of the Group's associate, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associate.

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Reconciliation of net assets to carrying amount as at 31 December /30 June					
Share of net assets	767,958	4,307,223	9,161,136	11,319,350	11,720,536
Group adjustments	-	(1,645,947)	(2,613,077)	-	-
Loss cap	(767,958)	-	-	-	-
Carrying amount in the combined statements of financial position	-	2,661,276	6,548,059	11,319,350	11,720,536



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

8. INVESTMENT IN AN ASSOCIATE (continued)

(b) The following table summarises the information of the Group's associate, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associate. (continued)

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Group's share of results for the financial years/period ended 31 December /30 June						
Group's share of profit or loss before group adjustments	(358,415)	3,735,203	4,644,334	2,860,337	1,202,026	1,659,926
Group adjustments	(889,097)	(818,283)	(880,338)	2,514,428	-	2,588,232
Loss cap	129,029	(129,029)	-	-	-	-
Group's share of profit or loss after group adjustments	(1,118,483)	2,787,891	3,763,996	5,374,765	1,202,026	4,248,158
Group's share of other comprehensive income	-	-	-	-	-	-
Group's share of total comprehensive (loss)/income	<u>(1,118,483)</u>	<u>2,787,891</u>	<u>3,763,996</u>	<u>5,374,765</u>	<u>1,202,026</u>	<u>4,248,158</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

8. INVESTMENT IN AN ASSOCIATE (continued)

(c) Summarised financial information

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Assets and liabilities						
Non-current assets	194,421,840	54,554,632	54,670,662	71,230,928	64,298,387	76,376,360
Current assets	3,436,297	4,931,230	4,898,198	2,646,106	1,095,658	3,527,327
Non-current liabilities	(183,428,830)	(43,714,889)	(26,520,950)	(34,410,008)	(29,856,379)	(41,117,169)
Current liabilities	(12,509,412)	(5,002,915)	(10,145,071)	(11,168,652)	(6,236,327)	(12,603,173)
Net assets	1,919,895	10,768,058	22,902,839	28,298,374	29,301,339	26,183,345
Revenue	<u>13,041,221</u>	<u>29,066,563</u>	<u>33,659,155</u>	<u>31,041,285</u>	<u>13,010,278</u>	<u>15,248,485</u>
(Loss)/Profit for the financial year	(896,037)	9,338,008	11,610,836	7,150,842	3,005,067	4,149,816
Other comprehensive income	-	-	-	-	-	-
Total comprehensive (loss)/income	<u>(896,037)</u>	<u>9,338,008</u>	<u>11,610,836</u>	<u>7,150,842</u>	<u>3,005,067</u>	<u>4,149,816</u>
Dividend received by the Group	-	-	-	-	-	-



(d) Material accounting policy information

Investment in an associate is measured in the Group's combined statements of financial position at cost less any accumulated impairment losses, if any.

13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

9. DEFERRED TAX ASSETS/(LIABILITIES)

The deferred tax assets and liabilities are made up of the following:

		31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Note	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
As at 1 January		(1,737,069)	(860,546)	394,856	1,144,382	3,521,646
Recognised in profit or loss	26	895,181	1,239,806	690,642	2,409,065	(1,021,540)
Foreign currency translation reserve		(18,658)	15,596	58,884	(31,801)	(13,665)
		<u>(1,737,069)</u>	<u>(860,546)</u>	<u>394,856</u>	<u>1,144,382</u>	<u>3,521,646</u>
As at 31 December /30 June		<u>(860,546)</u>	<u>394,856</u>	<u>1,144,382</u>	<u>3,521,646</u>	<u>2,486,441</u>
Presented after appropriate offsetting as follows:						
Deferred tax assets		522,040	909,425	1,292,368	3,521,646	2,486,441
Deferred tax liabilities		(1,382,586)	(514,569)	(147,986)	-	-
		<u>(860,546)</u>	<u>394,856</u>	<u>1,144,382</u>	<u>3,521,646</u>	<u>2,486,441</u>

- (a) The movement of deferred tax assets/(liabilities) during the financial year/period prior to offsetting are as follows:

Deferred tax assets

	Property, plant and equipment RM	Right-of-use assets and lease liabilities RM	Other deductible temporary differences RM	Total RM
As at 1 January 2021	-	-	-	-
Recognised in profit or loss	-	393,608	147,090	540,698
Foreign exchange differences	-	(13,583)	(5,075)	(18,658)
As at 31 December 2021/1 January 2022	-	380,025	142,015	522,040
Recognised in profit or loss	-	370,878	911	371,789
Foreign exchange differences	-	12,717	2,879	15,596
As at 31 December 2022/1 January 2023	-	763,620	145,805	909,425
Recognised in profit or loss	-	355,096	(31,037)	324,059
Foreign exchange differences	-	51,507	7,377	58,884
As at 31 December 2023/ 1 January 2024	-	1,170,223	122,145	1,292,368



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

9. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

- (a) The movement of deferred tax assets/(liabilities) during the financial year/period prior to offsetting are as follows: (continued)

Deferred tax assets (continued)

	Property, plant and equipment RM	Right-of-use assets and lease liabilities RM	Other deductible temporary differences RM	Total RM
As at 31 December 2023/ 1 January 2024 (continued)	-	1,170,223	122,145	1,292,368
Recognised in profit or loss	(1,523,322)	1,418,458	2,365,943	2,261,079
Foreign exchange differences	-	(28,840)	(2,961)	(31,801)
As at 31 December 2024/ 1 January 2025	(1,523,322)	2,559,841	2,485,127	3,521,646
Recognised in profit or loss	42,311	(788,384)	(275,467)	(1,021,540)
Foreign exchange differences	-	(12,461)	(1,204)	(13,665)
As at 30 June 2025	(1,481,011)	1,758,996	2,208,456	2,486,441

Deferred tax liabilities

	Property, plant and equipment RM	Right-of-use assets and lease liabilities RM	Other deductible temporary differences RM	Total RM
As at 1 January 2021	2,940,248	(543,916)	(659,263)	1,737,069
Recognised in profit or loss	(348,565)	(135,386)	129,468	(354,483)
As at 31 December 2021/1 January 2022	2,591,683	(679,302)	(529,795)	1,382,586
Recognised in profit or loss	(402,559)	(128,909)	(336,549)	(868,017)
As at 31 December 2022/1 January 2023	2,189,124	(808,211)	(866,344)	514,569
Recognised in profit or loss	(250,959)	(113,413)	(2,211)	(366,583)
As at 31 December 2023/ 1 January 2024	1,938,165	(921,624)	(868,555)	147,986
Recognised in profit or loss	(1,938,165)	921,624	868,555	(147,986)
As at 31 December 2024/ 1 January 2025	-	-	-	-
Recognised in profit or loss	-	-	-	-
As at 30 June 2025	-	-	-	-



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

9. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

(b) Unrecognised deferred tax assets

The amounts of temporary differences for which no deferred tax assets have been recognised in the combined statements of financial position are as follows:

	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited	Audited	Audited	Audited	Audited
	RM	RM	RM	RM	RM
Unutilised tax losses:					
- Expires by 31 December 2029	632,213	-	-	-	-
- Expires by 31 December 2030	622,012	-	567,128	-	-
- Expires by 31 December 2034	-	-	-	52,712	36,113
Unabsorbed capital allowances	118,332	74,251	35,594	38,820	-
Other temporary differences	-	2,171,115	1,599,602	136,690	4,172
	<u>1,372,557</u>	<u>2,245,366</u>	<u>2,202,324</u>	<u>228,222</u>	<u>40,285</u>

Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits of those subsidiaries would be available against which the deductible temporary differences can be utilised.

The amount and availability of these items to be carried forward up to the period as disclosed above are subject to the agreement of the local tax authorities. Unutilised tax losses of the Group can be carried forward up to ten (10) consecutive years of assessment immediately following the year of assessment under the tax legislation of Inland Revenue Board.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

10. OTHER INVESTMENTS

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Non-current					
Unquoted shares, at cost	6,720,002	7,760,002	12,720,002	-	-
Less: impairment losses	<u>(6,720,000)</u>	<u>(6,720,000)</u>	<u>(6,720,000)</u>	-	-
(a)	<u>2</u>	<u>1,040,002</u>	<u>6,000,002</u>	-	-
Current					
Fair value through profit or loss					
Dual currency investment	-	-	<u>6,059,063</u>	-	-
(b)	-	-	<u>6,059,063</u>	-	-

- (a) Other investments comprised of unquoted shares representing 70%, 100%, 53.2% equity interest in Adventuria Sdn. Bhd. ("ADSB"), Aquawalk Technology Sdn. Bhd. ("ATSB") and Blu Restaurant Sdn. Bhd. ("BRSB") which were acquired for a total cash consideration of RM12,720,002.

The financial position, profit or loss and other comprehensive income and cash flows of the abovementioned subsidiaries had been carved out from the Combined Financial Statements, the Group had disposed of its entire equity interest of the abovementioned subsidiaries for the purposes of the Proposed Listing analysed as follows:

- (i) On 31 March 2024, the Group had disposed of its 100% equity interest comprising 2 ordinary shares in ATSB for total cash consideration of RM302.
- (ii) On 12 July 2024, the Group and ADSB which does not form part of the listing group collectively disposed of its 100% equity interest comprising 10,000,000 ordinary shares in BRSB for a total cash consideration of RM21,250,000.
- (iii) On 12 July 2024, the Group had disposed of its 100% equity interest comprising 6,720,000 ordinary shares in ADSB together with the amount owing from ADSB to Aquawalk Sdn. Bhd. of RM18,379,761 for a total cash consideration amounting to RM8,215,668.
- (b) During the financial year ended 31 December 2023, the Group entered into a dual currency investment which is recognised at fair value through profit or loss. Dual currency investment matured during the financial year ended 31 December 2024 and was subsequently withdrawn by the Group.

11. LEASE RECEIVABLES

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Non-current					
Lease receivables	-	5,539,869	4,393,766	-	-
Current					
Lease receivables	-	893,770	1,146,103	-	-
	<u>-</u>	<u>6,433,639</u>	<u>5,539,869</u>	<u>-</u>	<u>-</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

11. LEASE RECEIVABLES (continued)

- (a) The Group leases stores that run three (3) years, with an option to renew the lease after that date. The Group sub-leases the leases to BRSB in its entirety. During FYE 31 December 2024, the Group novated the leases to BRSB and derecognised the lease receivables.
- (b) The repayment terms of lease receivables are as follows:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Lease receivables:					
Within one (1) year	-	1,252,526	1,440,672	-	-
One (1) to five (5) years	-	5,892,576	4,822,896	-	-
More than five (5) years	-	370,992	-	-	-
	-	7,516,094	6,263,568	-	-
Less: Unearned interest	-	(1,082,455)	(723,699)	-	-
	-	6,433,639	5,539,869	-	-
Representing lease receivables:					
Within one (1) year	-	893,770	1,146,103	-	-
One (1) to five (5) years	-	5,170,720	4,393,766	-	-
More than five (5) years	-	369,149	-	-	-
	-	6,433,639	5,539,869	-	-

- (c) The reconciliation of movements in the carrying amounts of lease receivables is as follows:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Carrying amount					
As at 1 January	-	-	6,433,639	5,539,869	-
Additions	-	6,205,605	-	-	-
Interest income	-	279,694	358,756	155,863	-
Lease payment received	-	(51,660)	(1,252,526)	(704,672)	-
Lease novated	-	-	-	(4,991,060)	-
As at 31 December/ 30 June	-	6,433,639	5,539,869	-	-



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

11. LEASE RECEIVABLES (continued)

(d) Material accounting policy information

Recognition and measurement

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

12. TRADE AND OTHER RECEIVABLES

	Note	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Non-current assets						
Other receivables						
Amount owing by an associate	(b)	-	8,290,800	1,609,200	-	-
Third party	(c)	7,404,066	5,539,976	-	-	-
		7,404,066	13,830,776	1,609,200	-	-
Less:						
Impairment losses on:						
- third party		(7,404,066)	-	-	-	-
		(7,404,066)	-	-	-	-
Total non-current receivables		-	13,830,776	1,609,200	-	-
Current assets						
Trade receivables						
Third parties		527,704	538,646	606,854	1,086,699	408,428
Amount owing by an associate	(a)	2,503,951	-	275,400	177,753	165,341
Amount owing by a related party		-	-	-	7,000	3,500
		3,031,655	538,646	882,254	1,271,452	577,269
Less:						
Impairment losses on:						
- third parties		(498,542)	(314,249)	(355,284)	(465,082)	(237,021)
- amount owing by an associate		(198,850)	-	-	(172,627)	-
		(697,392)	(314,249)	(355,284)	(637,709)	(237,021)
Total trade receivables		2,334,263	224,397	526,970	633,743	340,248

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10 OCT 2025

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(20190600013 (LLP001925-1CA) & AF 0206)
Chartered Accountants
Kuala Lumpur

13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

12. TRADE AND OTHER RECEIVABLES (continued)

	Note	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Other receivables						
Amount owing by an associate	(b)	18,100,732	5,978,400	7,152,001	2,765,433	921,135
Third parties	(c), (d)	9,224,268	22,543,010	27,256,433	7,543,484	7,655,426
Deposits		1,283,065	1,303,487	1,463,146	1,692,400	1,977,978
		28,608,065	29,824,897	35,871,580	12,001,317	10,554,539
Less:						
Impairment losses on:						
- amount owing by an associate		(7,294,633)	(1,762,477)	(1,563,440)	(1,563,440)	-
- third parties		(6,720,542)	(14,191,946)	(14,199,444)	(483,243)	(909,683)
		(14,015,175)	(15,954,423)	(15,762,884)	(2,046,683)	(909,683)
Total other receivables and deposits		14,592,890	13,870,474	20,108,696	9,954,634	9,644,856
Total current receivables, excluding prepayments		16,927,153	14,094,871	20,635,666	10,588,377	9,985,104
Prepayments		152,981	237,507	585,538	226,116	585,065
Total current trade and other receivables		17,080,134	14,332,378	21,221,204	10,814,493	10,570,169
Total trade and other receivables		17,080,134	28,163,154	22,830,404	10,814,493	10,570,169

- (a) Trade receivable from an associate is unsecured, non-interest bearing with normal trade credit terms granted by the Group ranged from thirty (30) days to sixty (60) days (31.12.2024: thirty (30) days to sixty (60) days, 31.12.2023: thirty (30) days to sixty (60) days, 31.12.2022: thirty (30) days to sixty (60) days, 31.12.2021: thirty (30) days to sixty (60) days) from date of invoice.
- (b) Non-trade amount owing by an associate represent advances and payments made on behalf, which is unsecured, interest-free and repayable within the twelve (12) months.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

12. TRADE AND OTHER RECEIVABLES (continued)

- (c) Included in other receivables from third parties are amounts owing by former subsidiaries as follows:

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Amounts owing from former subsidiaries, net of impairment loss					
Non-current	-	5,539,976	-	-	-
Current	-	5,160,825	12,223,210	7,000	3,500
	<u>-</u>	<u>10,700,801</u>	<u>12,223,210</u>	<u>7,000</u>	<u>3,500</u>

These amounts arose from arrangements between the Group with the respective present shareholders of these former subsidiaries as part of the contractual terms in the disposal of these subsidiaries, whereby the repayment terms of the amounts owing by former subsidiaries are within twelve (12) months. These amounts are unsecured and interest-free.

- (d) Included in current other receivables from third parties in FYE 2024 and FPE 2025 is an amount of RM5,700,000 arising from group accounting adjustments relating to the planned acquisition of the remaining 30% equity interest in Aquablu Technologies Sdn. Bhd. from the non-controlling interests.

13. INVENTORIES

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
At cost					
Foods and beverages	-	-	-	11,583	14,936
Recognised in profit or loss:					
Inventories recognised as cost of sales	-	-	-	321,474	215,296

- (a) Material accounting policy information

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted-average formula.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

14. CASH AND BANK BALANCES

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM	30.6.2024 Unaudited RM
Cash and bank balances	18,357,502	37,250,204	45,459,947	32,739,598	35,099,685	30,279,157
Fixed deposits with licensed banks	<u>2,202,433</u>	<u>2,283,304</u>	<u>15,814,196</u>	<u>2,422,029</u>	<u>2,433,381</u>	<u>18,569,911</u>
As stated in combined statements of financial position	20,559,935	39,533,508	61,274,143	35,161,627	37,533,066	48,849,068
Less:						
- Fixed deposits pledged to licensed banks	<u>(2,202,433)</u>	<u>(2,283,304)</u>	<u>(2,371,696)</u>	<u>(2,422,029)</u>	<u>(2,433,381)</u>	<u>(2,371,696)</u>
As stated in combined statements of cash flows	<u>18,357,502</u>	<u>37,250,204</u>	<u>58,902,447</u>	<u>32,739,598</u>	<u>35,099,685</u>	<u>46,477,372</u>

As at the end of financial year/period, fixed deposits with a licensed bank amounting RM2,433,381 (31.12.2024: RM2,422,029, 31.12.2023: RM2,371,696, 31.12.2022: RM2,283,304, 31.12.2021: RM2,202,433) have been pledged to a licensed bank as security for banking facility granted to the Group as disclosed in Note 18(a) to the Combined Financial Statements.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

15. DERIVATIVE FINANCIAL ASSET

	31.12.2021 Audited		31.12.2022 Audited		31.12.2023 Audited		31.12.2024 Audited		30.6.2025 Audited	
	Notional amount RM	Asset RM								
Derivatives at fair value through profit or loss										
Cross currency interest rate swap contract	30,916,600	397,104	22,811,400	1,830,398	13,193,375	1,456,728	2,569,963	202,931	-	-

In the previous financial year, the Group entered into cross currency interest rate swap in order to operationally hedge the Group's quarterly floating interest and principal repayments on its US Dollar borrowings that would mature on 18 March 2025. Dual currency investment matured during the financial period ended 30 June 2025 and was withdrawn by the Group.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

16. INVESTED EQUITY

For the purpose of these Combined Financial Statements, the invested equity at the end of the respective financial years/period is the aggregate of the share capital of the Company and the Other Combining Entities, namely Aquawalk Sdn. Bhd., Aquablu Technologies Sdn. Bhd., Aquawalk Singapore Pte. Ltd. and Aquawalk (Thailand) Company Limited.

	31.12.2021 Audited		31.12.2022 Audited		31.12.2023 Audited		31.12.2024 Audited		30.6.2025 Audited	
	Number of shares	RM	Number of shares	RM						
Issued and fully paid ordinary shares with no par value:										
As at 1 January Issuance during the financial year	52,740,000	52,740,000	63,851,110	57,740,000	74,962,221	62,740,000	86,073,332	67,740,000	86,073,334	67,740,002
(b)	<u>11,111,110</u>	<u>5,000,000</u>	<u>11,111,111</u>	<u>5,000,000</u>	<u>11,111,111</u>	<u>5,000,000</u>	<u>2</u>	<u>2</u>	<u>-</u>	<u>-</u>
As at 31 December/ 30 June	<u>63,851,110</u>	<u>57,740,000</u>	<u>74,962,221</u>	<u>62,740,000</u>	<u>86,073,332</u>	<u>67,740,000</u>	<u>86,073,334</u>	<u>67,740,002</u>	<u>86,073,334</u>	<u>67,740,002</u>

(a) The owners of the parent are entitled to receive dividend as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

(b) During the FYE 31 December 2021, the issued and paid-up ordinary share capital of the Group was increased from 52,740,000 to 63,851,110 by way of issuance of 11,111,110 new ordinary shares to its existing shareholders at an issue price of RM0.45 each for a total consideration of RM5,000,000.

During the FYE 31 December 2022, the issued and paid-up ordinary share capital of the Group was increased from 63,851,110 to 74,962,221 by way of issuance of 11,111,111 new ordinary shares to its existing shareholders at an issue price of RM0.45 each for a total consideration of RM5,000,000.

During the FYE 31 December 2023, the issued and paid-up ordinary share capital of the Group was increased from 74,962,221 to 86,073,332 by way of issuance of 11,111,111 new ordinary shares to its existing shareholders at an issue price of RM0.45 each for a total consideration of RM5,000,000.

During the FYE 31 December 2024, the Group issued 2 new ordinary shares of RM1.00 each for cash consideration upon the incorporation of Aquawalk Group Berhad.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

17. EXCHANGE TRANSLATION RESERVE

Exchange translation reserve comprises all foreign currency differences arising from the translation of the Combined Financial Statements of foreign operations.

18. BORROWINGS

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Non-current					
Term loan	26,343,625	17,176,505	7,917,750	-	-
Hire purchase creditors	159,107	-	-	-	-
	<u>26,502,732</u>	<u>17,176,505</u>	<u>7,917,750</u>	<u>-</u>	<u>-</u>
Current					
Term loan	9,579,500	10,590,245	10,557,000	7,720,238	2,422,188
Hire purchase creditors	41,210	163,583	-	-	-
	<u>9,620,710</u>	<u>10,753,828</u>	<u>10,557,000</u>	<u>7,720,238</u>	<u>2,422,188</u>
Total borrowings	<u><u>36,123,442</u></u>	<u><u>27,930,333</u></u>	<u><u>18,474,750</u></u>	<u><u>7,720,238</u></u>	<u><u>2,422,188</u></u>

(a) Security

Term loan of the Group is secured by:

- (i) Debenture over all fixed and floating assets of the Group;
- (ii) Corporate guarantee amounted to USD11,500,000 by a subsidiary; and
- (iii) Pledge of fixed deposits with a licensed bank of the Group as disclosed in Note 14 to the Combined Financial Statements.

(b) Covenant

Term loan is subject to the following financial covenants:

- (a) Gearing ratio of the Group of not more than 0.6 times; and
- (b) Debt service coverage ratio of not less than 1.25; and
- (c) Dividend declare or paid exceed 20% of net profit after-tax.

The Group did not comply with financial covenants (a) and (b) as at 31 December 2021. Due to this breach of the covenant clauses, the bank is contractually entitled to request for immediate repayment of the outstanding term loans of the Group which amounted to RM35,923,125. However, the bank had not requested for early repayment of the term loan as of the date when these financial statements were approved by the Board of Directors. On 23 September 2021, the bank had granted loan moratorium of six (6) months starting from September 2021.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)**18. BORROWINGS (continued)**

(b) Covenant (continued)

The Group have complied with these financial covenants as at 31 December 2023 and 31 December 2022.

The Group did not comply with these financial covenants as at the 31 December 2024. Due to this breach of the covenant clauses, the bank is contractually entitled to request for immediate repayment of the outstanding term loans of the Company which amounted to RM7,720,238. However, the bank had not requested for early repayment of the term loans as of the date when these financial statements were approved by the Board of Directors. On 18 December 2024, the bank agrees to provide a one-off consent on the Declaration of Dividend.

The Group did not comply with financial covenants (a) and (b) as at 30 June 2025. Due to this breach of the covenant clauses, the bank is contractually entitled to request for immediate repayment of the outstanding term loans of the Group which amounted to RM2,422,188. The outstanding balance is presented as a current liability as at 30 June 2025. The Group has made full settlement of the term loan as of the date when these Combined Financial Statements were approved by the Board of Directors.

19. RETIREMENT BENEFITS

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
As at 1 January	-	-	-	39,842	57,854
Expense recognised in profit or loss	-	-	38,876	18,936	10,189
Foreign exchange differences	-	-	966	(924)	(499)
As at 31 December/ 30 June	-	-	39,842	57,854	67,544

- (a) Retirement benefit obligation is a post-employment benefit plan under which the Group is obligated to pay eligible employees a fixed percentage on the average annual salary for each completed year of service.

The Group provides retirement benefit obligations for qualifying employees of its overseas subsidiary, Aquawalk (Thailand) Company Limited, in accordance with the legislations established in Thailand.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

19. RETIREMENT BENEFITS (continued)

(a) (continued)

Principal actuarial assumptions used are as follows:

	31.12.2021 Audited %	31.12.2022 Audited %	31.12.2023 Audited %	31.12.2024 Audited %	30.6.2025 Audited %
Thailand					
Discount rate	-	-	3.6	3.6	3.6
Annual salary increment	-	-	6.0	6.0	6.0

(b) Sensitivity analysis

The exposure to retirement benefit obligation of the Group is not material and hence, sensitivity analysis is not presented.

20. CONTRACT LIABILITIES

	31.12.2021 Audited RM	31.12.2022 Audited RM	31.12.2023 Audited RM	31.12.2024 Audited RM	30.6.2025 Audited RM
Non-current					
Deferred income (a)	-	1,126,027	126,027	-	-
Current					
Ticket sales (b)	2,255,303	3,485,217	3,564,612	5,957,860	4,038,397
Advance payment received from customers (b)	-	-	443,141	-	-
Deferred income (a)	-	1,000,000	1,000,000	126,027	-
	<u>2,255,303</u>	<u>4,485,217</u>	<u>5,007,753</u>	<u>6,083,887</u>	<u>4,038,397</u>
	<u>2,255,303</u>	<u>5,611,244</u>	<u>5,133,780</u>	<u>6,083,887</u>	<u>4,038,397</u>

(a) In the financial year ended 31 December 2022, the Group received an incentive in relation to the tenancy agreement of the subsidiary, Aquablu Technologies Sdn. Bhd., which was conditional upon entering the rental agreement for a rental period of three (3) years. The incentive is amortised at RM1,000,000 per year in accordance with the agreement. During the financial period, RM126,027 (31.12.2024: RM1,000,000, 31.12.2023: RM1,000,000, 31.12.2022: RM873,973, 31.12.2021: Nil) has been amortised and recognised as other income in profit or loss.

(b) Sales of tickets to travel agents and advance payment received from customers on sales of goods relate to advance consideration received from customer which revenue is recognised at point in time upon utilisation of tickets or delivery of goods. These contract liabilities are expected to be recognised as revenue within the subsequent financial year.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

20. CONTRACT LIABILITIES (continued)

- (c) Significant changes in the contract liabilities, excluding deferred income, during the financial years/period under review are as follows:

	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
As at 1 January	2,440,941	2,255,303	3,485,217	4,007,753	5,957,860
Revenue recognised that was included in the contract liabilities at the beginning of the financial year/period	(2,440,941)	(2,258,231)	(3,500,350)	(3,987,041)	(5,956,498)
Increase due to cash received, excluding amounts recognised as revenue during the financial year/period	2,271,375	3,478,511	3,993,470	5,953,237	4,039,686
Foreign exchange difference	(16,072)	9,634	29,416	(16,089)	(2,651)
As at 31 December / 30 June	<u>2,255,303</u>	<u>3,485,217</u>	<u>4,007,753</u>	<u>5,957,860</u>	<u>4,038,397</u>

21. PROVISION FOR RESTORATION COSTS

Reconciliation of the provision for restoration costs is as follows:

		31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Note	Audited RM	Audited RM	Audited RM	Audited RM	Audited RM
Non-current						
As at 1 January		1,400,037	1,440,601	1,524,530	1,629,094	1,701,991
Unwinding of discount	24	71,405	75,521	80,481	85,306	42,952
Reversal of provision for restoration costs due to modification		-	-	-	-	(173,114)
Exchange rate differences		(30,841)	8,408	24,083	(12,409)	(3,531)
As at 31 December / 30 June		<u>1,440,601</u>	<u>1,524,530</u>	<u>1,629,094</u>	<u>1,701,991</u>	<u>1,568,298</u>

Provision for restoration costs comprise estimates of reinstatement costs for lease outlets upon the expiry of tenancy agreements.

Due to the long-term nature of the liability, the Group's biggest uncertainty in estimating the provision is the costs that will be incurred. In particular, the Group has assumed that the site will be restored using technology and materials that are available currently. The Group has estimated a total cost ranged from RM400,000 to RM2,500,000, reflecting different assumptions about pricing of the individual components of the cost. During FYE 31 December 2021, FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024, the provision has been calculated using discount rate ranging from 1.84% to 6.40% which is the risk-free rate in Malaysia and Thailand. During FPE 30 June 2025, the provision has been calculated using discount rate ranging from 1.84% to 6.50% due to the modification of lease which is the risk-free rate in Malaysia and Thailand. The rehabilitation is expected to occur progressively in year 2044 to 2049.

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(201306000113 (LLP)019925-4(CA) & AF 0206)
Chartered Accountants
Kuala Lumpur

13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

22. TRADE AND OTHER PAYABLES

	31.12.2021	31.12.2022	31.12.2023	31.12.2024	30.6.2025
	Audited	Audited	Audited	Audited	Audited
	RM	RM	RM	RM	
Trade payables					
Third parties (a)	7,295,818	7,174,679	7,399,636	6,178,214	5,468,185
Other payables					
Amount owing to a Director (b)	26,472	-	-	-	-
Third parties	9,323,808	4,494,077	1,145,036	1,290,836	1,567,974
Accruals	2,842,315	10,867,985	13,578,155	15,514,292	8,166,204
Amount owing to penultimate holding company (b)	623,049	1,087,328	-	-	-
Amounts owing to former non-controlling interests (b)	8,112,173	8,508,650	7,099,663	5,017,374	4,353,542
Amount owing to related parties (b)	-	-	-	101,573	60,494
	<u>20,927,817</u>	<u>24,958,040</u>	<u>21,822,854</u>	<u>21,924,075</u>	<u>14,148,214</u>
Total trade and other payables	<u>28,223,635</u>	<u>32,132,719</u>	<u>29,222,490</u>	<u>28,102,289</u>	<u>19,616,399</u>

- (a) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group ranging from thirty (30) to sixty (60) days (31.12.2024: thirty (30) to sixty (60) days; 31.12.2023: thirty (30) to sixty (60) days; 31.12.2022: thirty (30) to sixty (60) days; 31.12.2021: thirty (30) to sixty (60) days) from date of invoice.
- (b) Amounts owing to a Director, penultimate holding company, former non-controlling interests and related parties are non-trade in nature, unsecured, interest-free and payable upon demand in cash and cash equivalents.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

23. REVENUE

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Revenue from contracts with customers						
Recognised at point in time:						
Sale of tickets of entrance fees	18,455,362	56,422,527	77,876,874	84,537,321	42,873,749	38,819,733
Sale of goods and other attractions	4,955,825	14,451,176	15,902,210	17,970,815	8,035,172	8,444,590
Sale of food and beverages	-	-	-	794,904	544,769	230,328
	<u>23,411,187</u>	<u>70,873,703</u>	<u>93,779,084</u>	<u>103,303,040</u>	<u>51,453,690</u>	<u>47,494,651</u>
Recognised over time:						
Operations and maintenance services	-	439,092	1,190,173	387,626	101,349	337,129
Contractual sales	1,271,903	349,255	564,404	-	-	-
	<u>1,271,903</u>	<u>788,347</u>	<u>1,754,577</u>	<u>387,626</u>	<u>101,349</u>	<u>337,129</u>
Other revenue:						
Rental income	62,684	236,379	278,741	608,566	339,517	149,338
Total revenue	<u>24,745,774</u>	<u>71,898,429</u>	<u>95,812,402</u>	<u>104,299,232</u>	<u>51,894,556</u>	<u>47,981,118</u>

(a) Disaggregation of revenue from contracts with customers has been presented in the operating segments, Note 4 to the Combined Financial Statements, which has been presented based on geographical location from which the sale transactions originated.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

23. REVENUE (continued)

(b) Nature of goods and services

(i) Revenue from sale of tickets of entrance fees

Revenue from sale of tickets of entrance fees is recognised at a point in time when the tickets have been transferred to the customers and coincide with the usage of tickets by customers.

(ii) Revenue from sale of goods and other attractions

Revenue from sale of goods and other attractions is recognised at a point in time when goods have been transferred to the customers and coincides with the delivery of goods and acceptance by customers.

(iii) Revenue from sale of food and beverages

Revenue from sale of food and beverage is recognised at a point in time when the goods have been transferred to the customers or the services have been rendered to the customers and coincide with the delivery of goods and acceptance by customers.

(iv) Operations and maintenance services

Revenue from operations and maintenance services is recognised over time when customers simultaneously receive and consume the benefits.

(v) Contractual sales

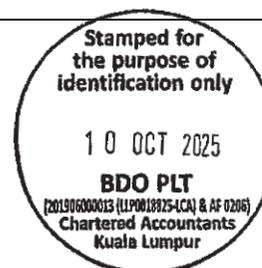
Revenue from contractual sales is recognised over time using an input method to measure progress towards complete satisfaction of the service. The input method recognises revenue based on the actual costs incurred to date over the estimated total contract costs.

(vi) Rental income

Lease payment received under operating leases from tenant of aquarium business is recognised as income on a straight line basis over the lease term of an ongoing lease as part of revenue. Contingent rents are recognised as revenue in the period in which they are earned.

There is no right of return and warranty provided to the customers on the sale of products and services rendered.

There is no significant financing component in the revenue arising from sale of products and services rendered as the sales are made on the normal credit terms not exceeding twelve (12) months.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

24. FINANCE COSTS

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Interest expense on:						
- lease liabilities	4,677,248	4,879,715	5,037,457	4,816,833	2,707,875	2,495,935
- term loan	1,481,912	1,155,690	1,901,830	1,119,501	186,989	692,342
Unwinding of discount on provision for restoration costs	71,405	75,521	80,481	85,306	42,952	42,035
	<u>6,230,565</u>	<u>6,110,926</u>	<u>7,019,768</u>	<u>6,021,640</u>	<u>2,937,816</u>	<u>3,230,312</u>

25. (LOSS)/PROFIT BEFORE TAX

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
(Loss)/Profit before tax is arrived at after charging:						
Auditors' remuneration:						
- current year/period	76,616	88,413	145,525	91,314	117,511	48,192
Impairment losses on:						
- amount owing by an associate (trade)	-	-	-	172,627	-	-
- trade receivables	340,692	-	234,375	236,645	-	738
- other receivables	7,887,515	225,159	15,893	-	426,440	-
Unrealised loss on foreign exchange	4,412,846	1,756,568	-	1,985,087	-	2,097,016
Realised loss on foreign exchange	-	142	1,899	17,990	2,836,993	566
Fair value loss on derivative financial asset	1,106,366	-	373,670	1,253,797	202,931	-



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

25. (LOSS)/PROFIT BEFORE TAX (continued)

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
(Loss)/Profit before tax is arrived at after charging: (continued)						
Bad debt written off	-	-	468,250	-	-	-
Property, plant and equipment written off	-	-	-	903	-	-
And crediting:						
Accretion of discount from deposits for leases	(14,465)	(16,014)	(16,976)	(27,953)	(14,955)	(8,937)
Fair value gain on derivative financial asset	-	(1,433,294)	-	-	-	-
Fair value gain on dual currency investment	-	-	(43,868)	-	-	-
Gain on disposal of unquoted shares in other investments	-	-	-	(7,500,300)	-	-
Gain on leases modification	-	-	-	-	(5,063,948)	-
Gain on derecognition of fair value	-	-	-	-	(70,429)	-
Unrealised gain on foreign exchange	-	-	(5,794,989)	-	(1,598,056)	-
Realised gain on foreign exchange	(43,989)	(16,853)	(469,675)	(50,617)	(12,467)	(139,887)
Reversal of impairment losses on:						
- trade receivables	-	(184,293)	(70,653)	(53,000)	(228,061)	-
- other receivables	-	-	-	(75,042)	-	(29,474)
- amount owing from an associate (trade)	-	(198,850)	-	-	(172,627)	-
- amount owing from an associate (non-trade)	-	(5,532,156)	(199,037)	-	(1,563,440)	-
Dividend income	-	-	-	(1,687,849)	-	(1,687,849)
Variable rental income	-	(824,884)	(1,630,645)	(478,548)	-	(478,548)
Interest income	(11,070)	(601,893)	(1,049,215)	(1,770,550)	(252,710)	(446,715)



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

26. TAX EXPENSE

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Income tax:						
Current tax expense based on (loss)/profit for the financial years/period	1,879,942	7,677,393	9,824,214	10,929,709	3,950,157	4,689,970
Under/(Over) provision of tax expense in prior years/periods	349,216	5,446	291,591	(4,014,825)	(212,468)	303,573
	2,229,158	7,682,839	10,115,805	6,914,884	3,737,689	4,993,543
Deferred tax:						
Relating to origination and reversal of temporary differences (Over)/Under provision in prior years/periods	(350,037) (545,144)	(716,887) (522,919)	(399,025) (291,617)	(1,931,108) (477,957)	871,337 150,203	(533,277) (263,446)
	(895,181)	(1,239,806)	(690,642)	(2,409,065)	1,021,540	(796,723)
	<u>1,333,977</u>	<u>6,443,033</u>	<u>9,425,163</u>	<u>4,505,819</u>	<u>4,759,229</u>	<u>4,196,820</u>

(a) The Malaysian income tax is calculated at statutory tax rate of twenty-four percent (24%) (31.12.2024: 24%, 31.12.2023: 24%, 31.12.2022: 24%, 31.12.2021: 24%, 30.6.2024: 24%) of the estimated taxable profit for the financial years/period.

Tax expense for other taxation authorities are calculated at the rates prevailing in those respective jurisdictions.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

26. TAX EXPENSE (continued)

(b) The numerical reconciliations between the tax expense at the applicable tax rate and the effective tax rate of the Group are as follows:

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
(Loss)/Profit before tax	<u>(22,065,834)</u>	<u>31,980,332</u>	<u>43,258,657</u>	<u>50,130,329</u>	<u>25,617,277</u>	<u>20,028,318</u>
Tax at Malaysian statutory tax of 24%	(5,295,800)	7,675,280	10,382,078	12,031,279	6,148,147	4,806,796
Capital Gains Tax on gain on disposal unquoted shares in other investments	-	-	-	330,006	-	-
Tax effects in respect of:						
Non-allowable expenses	7,120,076	1,171,303	213,999	1,890,560	1,081,463	799,380
Non-taxable income	(282,506)	(2,277,399)	(974,747)	(5,021,917)	(2,375,679)	(1,310,163)
Deferred tax assets not recognised	-	391,322	-	-	-	-
Utilisation of previously unrecognised deferred tax assets	(11,865)	-	(196,141)	(231,327)	(32,437)	(139,320)
	<u>1,529,905</u>	<u>6,960,506</u>	<u>9,425,189</u>	<u>8,998,601</u>	<u>4,821,494</u>	<u>4,156,693</u>
Under/(Over) provision of income tax expense in prior years/period	349,216	5,446	291,591	(4,014,825)	(212,468)	303,573
(Over)/Under provision of deferred tax expenses in prior years/period	(545,144)	(522,919)	(291,617)	(477,957)	150,203	(263,446)
	<u>1,333,977</u>	<u>6,443,033</u>	<u>9,425,163</u>	<u>4,505,819</u>	<u>4,759,229</u>	<u>4,196,820</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

27. DIVIDENDS

		31.12.2024 Audited RM
Single tier dividend of:		
RM0.35 per ordinary share		30,000,000
RM0.10 per ordinary share		8,215,668
RM0.25 per ordinary share		21,250,000
RM0.29 per ordinary share		25,000,000
		<u>84,465,668</u>

- (a) On 7 February 2024, the Board of Directors declared a single-tier dividend of RM0.35 per ordinary share of the Group amounting to RM30,000,000 in respect of the financial year ended 31 December 2023. The dividend has been paid on 28 February 2024.
- (b) On 8 May 2024, the Board of Directors declared a single-tier dividend of RM0.10 per ordinary share of the Group amounting to RM8,215,668 in respect of the financial year ended 31 December 2024. The dividend has been paid on 1 July 2024.
- (c) On 16 August 2024, the Board of Directors declared a single-tier dividend of RM0.25 per ordinary share of the Group amounting to RM21,250,000 in respect of the financial year ended 31 December 2024. The dividend has been paid on 10 September 2024.
- (d) On 2 December 2024, the Board of Directors declared a single-tier dividend of RM0.29 per ordinary share of the Group amounting to RM25,000,000 in respect of the financial year ended 31 December 2024. The dividend has been paid on 15 December 2024.

28. EMPLOYEE BENEFITS

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Salaries, bonus, overtime and allowances	4,228,796	6,108,379	12,378,064	12,102,718	5,337,594	4,592,155
Contributions to defined contribution plan	411,698	563,360	1,200,474	1,200,837	771,478	567,882
Social security contributions	62,385	82,912	182,896	176,162	88,561	51,728
Other employee benefits	7,025	74,393	46,040	11,924	10,719	6,055
	<u>4,709,904</u>	<u>6,829,044</u>	<u>13,807,474</u>	<u>13,491,641</u>	<u>6,208,352</u>	<u>5,217,820</u>

Included in the employee benefits of the Group are Directors' remuneration and other emoluments amounted to RM1,632,874 (31.12.2024: 2,989,777, 31.12.2023: 1,667,919, 31.12.2022: RM48,000, 31.12.2021: RM19,404, 30.6.2024: RM1,086,159).

13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

29. RELATED PARTY DISCLOSURE

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individual or other entities.

Related parties of the Group include:

- (i) The immediate and ultimate holding companies and its direct/indirect subsidiaries, an associate and a joint venture; and
- (ii) Companies in which certain Directors have substantial financial interest.

(b) The Group had the following transactions with related parties during the financial years/period under review:

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Management fees payable to immediate holding company - Vestmap (M) Sdn. Bhd.	1,008,934	3,519,181	-	-	-	-
Sales of goods to an associate - PT Jakarta Akuarium Indonesia	-	-	-	(57,456)	-	-
Sales of goods to a related party with common Directors - SA Hotels & Resort Sdn. Bhd.	-	-	-	-	(2,967)	-
Operations and maintenance services to a corporate shareholder of a subsidiary - Blu Aquarium Technologies Sdn. Bhd.	-	(28,302)	(1,500)	-	-	-
Operations and maintenance services to an associate - PT Jakarta Akuarium Indonesia	-	-	(503,623)	(184,799)	-	(237,130)



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

29. RELATED PARTY DISCLOSURE (continued)

(b) The Group had the following transactions with related parties during the financial years/period under review: (continued)

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Operations and maintenance services to a related party with common Directors						
- Blu Restaurant Sdn. Bhd.	-	-	-	(38,889)	(19,445)	(19,445)
Contracted purchase from related parties with common Directors						
- Blu Aquarium Technologies Sdn. Bhd.	35,644	-	167,608	-	-	-
- Adventuria Sdn. Bhd.	-	-	125,934	115,727	265	111,830
- CDLC Sdn. Bhd.	-	-	-	333,349	218,285	116,184
- Two Tigers Sdn. Bhd.	-	-	-	79,383	131,025	-
Support fees paid to related parties with common Directors						
- Dessertology Sdn. Bhd.	-	-	-	22,629	-	10,868
- CDLC Sdn. Bhd.	-	-	-	18,075	26,828	-
Purchase of property, plant and equipment from a related parties with common Directors						
- Dessertology Sdn. Bhd.	-	-	-	80,000	-	80,000
- Steady Property Management Sdn. Bhd.	-	-	-	-	939,999	-
Purchase of property, plant and equipment from Directors						
- Dato' Foong Choong Heng and Foong Chuen Hoe	-	-	-	437,858	-	-
Rental expense paid to Directors						
- Dato' Foong Choong Heng and Foong Chuen Hoe	-	10,165	22,410	6,219	-	6,219
Rental income from a related party with common Directors						
- Blu Restaurant Sdn. Bhd.	-	(876,544)	(2,883,170)	(1,183,220)	-	(1,183,220)
Rental expense from a related party with common Directors						
- Maximin Corporation Sdn. Bhd.	-	-	-	37,100	31,800	5,300



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

29. RELATED PARTY DISCLOSURE (continued)

(b) The Group had the following transactions with related parties during the financial years/period under review: (continued)

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Management services and support fee to a related party with common Directors						
- Blu Restaurant Sdn. Bhd.	-	-	(368,311)	-	-	-
Disposal of unquoted shares in other investment to a related party with common directors						
- Two Tigers Sdn. Bhd.	-	-	-	(302)	-	-
- Innature Berhad	-	-	-	(17,850,000)	-	-
- Directors	-	-	-	(8,215,668)	-	-
Dividend income from related parties with common Directors						
- Blu Restaurant Sdn. Bhd.	-	-	-	(1,440,000)	-	(1,440,000)
- Aquawalk Technology Sdn. Bhd.	-	-	-	(247,849)	-	(247,849)

These transactions have been entered into the normal course of business and have been established under negotiated commercial terms.

Information regarding outstanding balances arising from related party transaction as at 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025 are disclosed in Notes 12 and 22 to the Combined Financial Statements.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

29. RELATED PARTY DISCLOSURE (continued)

(c) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of the Group.

The remuneration of the Directors and key management personnel of the Group, during the financial years/period under review were as follows:

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM	1.1.2024 to 30.6.2024 Unaudited RM
Fees	19,404	48,000	50,600	50,800	1,920	25,500
Salaries and bonus	378,677	711,667	2,128,500	3,423,025	2,001,330	1,475,500
Defined contribution plan	45,480	85,404	322,620	557,983	346,607	219,072
Social security contributions	1,657	2,279	3,120	3,277	1,875	1,560
Other employee benefits	190	261	356	374	214	79
	<u>445,408</u>	<u>847,611</u>	<u>2,505,196</u>	<u>4,035,459</u>	<u>2,351,946</u>	<u>1,721,711</u>



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

- (i) Amortised cost ("AC")
(ii) Fair value through profit or loss ('FVTPL') - Mandatorily required by MFRS 9

	Carrying amount RM	AC RM	Mandatorily at FVTPL RM
31.12.2021			
Financial assets			
Equity securities (unquoted shares)	2	2	-
Trade and other receivables (excluding prepayments)	16,927,153	16,927,153	-
Derivative financial asset	397,104	-	397,104
Cash and bank balances	20,559,935	20,559,935	-
	<u>37,884,194</u>	<u>37,487,090</u>	<u>397,104</u>
Financial liabilities			
Borrowings	(36,123,442)	(36,123,442)	-
Trade and other payables	(28,223,635)	(28,223,635)	-
	<u>(64,347,077)</u>	<u>(64,347,077)</u>	<u>-</u>
31.12.2022			
Financial assets			
Equity securities (unquoted shares)	1,040,002	1,040,002	-
Lease receivables	6,433,639	6,433,639	-
Trade and other receivables (excluding prepayments)	27,925,647	27,925,647	-
Derivative financial asset	1,830,398	-	1,830,398
Cash and bank balances	39,533,508	39,533,508	-
	<u>76,763,194</u>	<u>74,932,796</u>	<u>1,830,398</u>
Financial liabilities			
Borrowings	(27,930,333)	(27,930,333)	-
Trade and other payables	(32,132,719)	(32,132,719)	-
	<u>(60,063,052)</u>	<u>(60,063,052)</u>	<u>-</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(a) Categories of financial instruments (continued)

	Carrying amount RM	AC RM	Mandatorily at FVTPL RM
31.12.2023			
Financial assets			
Equity securities (unquoted shares)	6,000,002	6,000,002	-
Lease receivables	5,539,869	5,539,869	-
Trade and other receivables (excluding prepayments)	22,244,866	22,244,866	-
Derivative financial asset	1,456,728	-	1,456,728
Other investment	6,059,063	-	6,059,063
Cash and bank balances	61,274,143	61,274,143	-
	<u>102,574,671</u>	<u>95,058,880</u>	<u>7,515,791</u>
Financial liabilities			
Borrowings	(18,474,750)	(18,474,750)	-
Trade and other payables	(29,222,490)	(29,222,490)	-
	<u>(47,697,240)</u>	<u>(47,697,240)</u>	<u>-</u>
31.12.2024			
Financial assets			
Trade and other receivables (excluding prepayments)	10,588,377	10,588,377	-
Derivative financial asset	202,931	-	202,931
Cash and bank balances	35,161,627	35,161,627	-
	<u>45,952,935</u>	<u>45,750,004</u>	<u>202,931</u>
Financial liabilities			
Borrowings	(7,720,238)	(7,720,238)	-
Trade and other payables	(28,102,289)	(28,102,289)	-
	<u>(35,822,527)</u>	<u>(35,822,527)</u>	<u>-</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(a) Categories of financial instruments (continued)

	Carrying amount RM	AC RM	Mandatorily at FVTPL RM
30.6.2025			
Financial assets			
Trade and other receivables (excluding prepayments)	9,985,104	9,985,104	-
Cash and bank balances	37,533,066	37,533,066	-
	<u>47,518,170</u>	<u>47,518,170</u>	<u>-</u>
Financial liabilities			
Borrowings	(2,422,188)	(2,422,188)	-
Trade and other payables	(19,616,399)	(19,616,399)	-
	<u>(22,038,587)</u>	<u>(22,038,587)</u>	<u>-</u>

(b) Net losses and gains arising from financial instruments

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM
Net (losses)/gains on:					
Financial assets at FVTPL					
- Mandatorily required by MFRS 9	(1,106,366)	1,433,294	(329,802)	(1,253,797)	(202,931)
Financial assets at AC	(8,228,207)	5,690,140	19,422	(281,230)	1,537,688
	<u>(9,334,573)</u>	<u>7,123,434</u>	<u>(310,380)</u>	<u>(1,535,027)</u>	<u>1,334,757</u>

(c) Financial risk management

The Group has exposure to the following risks from its financial instruments:

- Credit risk
- Liquidity risk
- Market risk



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from the individual characteristics of each customer and deposits paid.

Trade receivables*Risk management objectives, policies and processes for managing the risk*

The trading terms of the Group with their trade and other receivables are mainly on cash basis. However, sales are also made on credit where credit period is generally for a period of 30 days to 60 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. In addition, receivable balances are monitored on an ongoing basis to mitigate the exposure of the Group to bad debts.

At the end of each reporting period, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or fully) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or source of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

Exposure to credit risk, credit quality and collateral

As at the end of each reporting period, no collateral has been obtained by the Group. The maximum exposure of the Group to credit risk is represented by the carrying amount of each class of financial assets recognised in the combined statements of financial position.

Concentration of credit risk

At the end of each reporting period, there is no significant concentration of credit risk of trade receivables of the Group.

Recognition and measurement of impairment loss

Trade receivables are non-interest bearing and the normal trade credit terms granted to the Group ranged from 30 to 60 days (31.12.2024: 30 to 60 days, 31.12.2023: 30 to 60 days, 31.12.2022: 30 to 60 days, 31.12.2021: 30 to 60 days).

The Group adopts the simplified approach and use an allowance matrix to measure Expected Credit Losses ("ECL") of trade receivables. Invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated based on actual credit loss experience. The Group also considers historical credit loss experience and observable data such as current changes and future forecasts in economic conditions to estimate the amount of expected impairment loss. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the period.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Trade receivables (continued)

Recognition and measurement of impairment loss (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables which are grouped together as they are expected to have similar risk nature:

	Gross carrying amount RM	Lifetime expected credit losses RM	Net carrying amount RM
31.12.2021			
Current (not pass due)	23,769	-	23,769
More than 30 days past due	984	-	984
More than 60 days past due	2,309,510	-	2,309,510
	2,334,263	-	2,334,263
Credit impaired			
More than 90 days past due	537,039	(537,039)	-
Individually impaired	160,353	(160,353)	-
	697,392	(697,392)	-
	<u>3,031,655</u>	<u>(697,392)</u>	<u>2,334,263</u>
31.12.2022			
Current (not pass due)	12,715	-	12,715
More than 30 days past due	201,004	-	201,004
More than 60 days past due	10,678	-	10,678
	224,397	-	224,397
Credit impaired			
More than 90 days past due	191,562	(191,562)	-
Individually impaired	122,687	(122,687)	-
	314,249	(314,249)	-
	<u>538,646</u>	<u>(314,249)</u>	<u>224,397</u>
31.12.2023			
Current (not pass due)	266,629	-	266,629
More than 30 days past due	185,582	-	185,582
More than 60 days past due	74,759	-	74,759
	526,970	-	526,970
Credit impaired			
More than 90 days past due	355,284	(355,284)	-
Individually impaired	-	-	-
	355,284	(355,284)	-
	<u>882,254</u>	<u>(355,284)</u>	<u>526,970</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Trade receivables (continued)

Recognition and measurement of impairment loss (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables which are grouped together as they are expected to have similar risk nature: (continued)

	Gross carrying amount RM	Lifetime expected credit losses RM	Net carrying amount RM
31.12.2024			
Current (not pass due)	402,347	-	402,347
More than 30 days past due	210,795	-	210,795
More than 60 days past due	57,638	(37,037)	20,601
	670,780	(37,037)	633,743
Credit impaired			
More than 90 days past due	600,672	(600,672)	-
Individually impaired	-	-	-
	600,672	(600,672)	-
	<u>1,271,452</u>	<u>(637,709)</u>	<u>633,743</u>
30.6.2025			
Current (not pass due)	138,649	-	138,649
More than 30 days past due	32,698	-	32,698
More than 60 days past due	3,561	-	3,561
	174,908	-	174,908
Credit impaired			
More than 90 days past due	402,361	(237,021)	165,340
Individually impaired	-	-	-
	402,361	(237,021)	165,340
	<u>577,269</u>	<u>(237,021)</u>	<u>340,248</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Trade receivables (continued)

Recognition and measurement of impairment loss (continued)

The movements in the allowance for impairment in respect of trade receivables during the financial years/period under review are shown below:

	Lifetime ECL RM	Credit impaired RM	Total RM
As at 1 January 2021	-	356,700	356,700
Net remeasurement of loss allowances	-	340,692	340,692
As at 31 December 2021/1 January 2022	-	697,392	697,392
Net remeasurement of loss allowances	-	(383,143)	(383,143)
As at 31 December 2022/1 January 2023	-	314,249	314,249
Written off for the financial year	-	(122,687)	(122,687)
Net remeasurement of loss allowances	-	163,722	163,722
As at 31 December 2023/ 1 January 2024	-	355,284	355,284
Written off for the financial year	-	(73,847)	(73,847)
Net remeasurement of loss allowances	37,037	319,235	356,272
As at 31 December 2024/ 1 January 2025	37,037	600,672	637,709
Net remeasurement of loss allowances	(37,037)	(363,651)	(400,688)
As at 30 June 2025	-	237,021	237,021

Lease receivables

Credit risks on lease receivables are mainly arising from sublease of stores to BRSB, which is a former subsidiary of the Group.

As at the end of financial years/period, the Group is of the view that the loss allowance is not material and hence, it is not provided for.

Cash and cash equivalents

Cash and cash equivalents and deposits are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the combined statements of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group is of the view that the loss allowance is not material and hence, it is not provided for.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Other receivables and non-trade amount owing by an associate*Risk management objectives, policies and processes for managing the risk*

Credit risks on other receivables are mainly arising from deposits paid for retail stores rented. These deposits will be received at the end of each lease terms. The Group manages the credit risk together with the lease arrangement.

The Group also provides unsecured loans and advances to its associate which the Group monitors the ability of the associate to repay on an on-going basis.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the Combined Statements of Financial Position.

Recognition and measurement of impairment loss

The Group assumes that there is a significant increase in credit risk when a counterparty's financial position deteriorates significantly. The Group considers other receivables to be credit impaired when:

- A counterparty is unlikely to repay its credit obligation in full; or
- A counterparty is continuously loss making and is having a deficit shareholders' funds.

The following table provides information about the exposure to credit risk and ECLs for other receivables and associate's loans and advances:

	Gross carrying amount RM	Loss allowance RM	Net balance RM
31.12.2021			
Non-trade amount owing by an associate			
- Credit impaired	18,100,732	(7,294,633)	10,806,099
Other receivables			
- Low credit risk	2,503,726	-	2,503,726
- Credit impaired	14,124,608	(14,124,608)	-
	<u>16,628,334</u>	<u>(14,124,608)</u>	<u>2,503,726</u>
	<u>34,729,066</u>	<u>(21,419,241)</u>	<u>13,309,825</u>



13. ACCOUNTANTS' REPORT (Cont'd)

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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Other receivables and non-trade amount owing by an associate (continued)

The following table provides information about the exposure to credit risk and ECLs for other receivables and associate's loans and advances: (continued)

	Gross carrying amount RM	Loss allowance RM	Net balance RM
31.12.2022			
Non-trade amount owing by an associate			
- Credit impaired	14,269,200	(1,762,477)	12,506,723
Other receivables			
- Low credit risk	3,190,239	-	3,190,239
- Credit impaired	24,892,747	(14,191,946)	10,700,801
	<u>28,082,986</u>	<u>(14,191,946)</u>	<u>13,891,040</u>
	<u>42,352,186</u>	<u>(15,954,423)</u>	<u>26,397,763</u>
31.12.2023			
Non-trade amount owing by an associate			
Credit impaired	8,761,201	(1,563,440)	7,197,761
Other receivables			
Low credit risk	1,196,687	-	1,196,687
Credit impaired	26,059,746	(14,199,444)	11,860,302
	<u>27,256,433</u>	<u>(14,199,444)</u>	<u>13,056,989</u>
	<u>36,017,634</u>	<u>(15,762,884)</u>	<u>20,254,750</u>
31.12.2024			
Non-trade amount owing by an associate			
Credit impaired	2,765,433	(1,563,440)	1,201,993
Other receivables			
Low credit risk	7,060,241	-	7,060,241
Credit impaired	483,243	(483,243)	-
	<u>7,543,484</u>	<u>(483,243)</u>	<u>7,060,241</u>
	<u>10,308,917</u>	<u>(2,046,683)</u>	<u>8,262,234</u>



13. ACCOUNTANTS' REPORT (Cont'd)

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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Other receivables and non-trade amount owing by an associate (continued)

Recognition and measurement of impairment loss (continued)

The following table provides information about the exposure to credit risk and ECLs for other receivables and associate's loans and advances: (continued)

	Gross carrying amount RM	Loss allowance RM	Net balance RM
30.6.2025			
Non-trade amount owing by an associate			
Credit impaired	921,135	-	921,135
Other receivables			
Low credit risk	6,745,743	-	6,745,743
Credit impaired	909,683	(909,683)	-
	<u>7,655,426</u>	<u>(909,683)</u>	<u>6,745,743</u>
	<u>8,576,561</u>	<u>(909,683)</u>	<u>7,666,878</u>

The movement in the allowance for impairment in respect of other receivables and associate's loans and advances during the financial years/period under review as follows:

	Lifetime ECL RM
As at 1 January 2021	13,531,726
Net remeasurement of loss allowances	<u>7,887,515</u>
As at 31 December 2021/1 January 2022	21,419,241
Amounts written off	(157,821)
Net remeasurement of loss allowances	<u>(5,306,997)</u>
As at 31 December 2022/1 January 2023	15,954,423
Amounts written off	(8,395)
Net measurement of loss allowances	<u>(183,144)</u>
As at 31 December 2023/ 1 January 2024	15,762,884
Amounts written off	(13,641,159)
Net measurement of loss allowances	<u>(75,042)</u>
As at 31 December 2024/ 1 January 2025	2,046,683
Net measurement of loss allowances	<u>(1,137,000)</u>
As at 30 June 2025	<u>909,683</u>



13. ACCOUNTANTS' REPORT (Cont'd)

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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(d) Credit risk (continued)

Financial guarantee

Financial guarantee issued is initially measured at fair value. Subsequently, it is measured at higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15 *Revenue from Contracts with Customers*.

Risk management objectives, policies and processes for managing the risk

The Group provides unsecured financial guarantee to a bank in respect of banking facilities granted to ADSB, a former subsidiary. The financial guarantees are provided as credit enhancements to ADSB's secured loan.

Exposure to credit risk, credit quality and collateral

The Group monitors the ability of ADSB to service its loan on an individual basis. No financial guarantee contract is recognised on the combined statements of financial position as the amount is not material.

The maximum exposure to credit risk amounts to nil (31.12.2024: nil, 31.12.2023: nil, 31.12.2022: RM4,768,108, 31.12.2021: RM6,434,775) representing the outstanding banking facilities of ADSB as at the end of the reporting periods.

The outstanding banking facilities of ADSB was fully settled in the financial year ended 31 December 2023 and there are no financial guarantee contract outstanding as at the end of reporting period.

(e) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, borrowings and lease liabilities.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(e) Liquidity risk (continued)

Maturity analysis

The table below summarises the maturity profile of the financial liabilities of the Group at the end of each reporting period based on contractual undiscounted repayment obligations:

	On demand or within one (1) year RM	One (1) to five (5) years RM	Over five (5) years RM	Total RM
31.12.2021				
Borrowings	10,325,833	27,256,467	-	37,582,300
Lease liabilities	5,354,123	21,602,462	108,474,956	135,431,541
Trade and other payables	28,223,635	-	-	28,223,635
Financial guarantee*	6,434,775	-	-	6,434,775
	<u>50,338,366</u>	<u>48,858,929</u>	<u>108,474,956</u>	<u>207,672,251</u>
31.12.2022				
Borrowings	11,155,670	19,687,706	-	30,843,376
Lease liabilities	6,829,337	27,626,825	104,857,377	139,313,539
Trade and other payables	32,132,719	-	-	32,132,719
Financial guarantee*	4,768,108	-	-	4,768,108
	<u>54,885,834</u>	<u>47,314,531</u>	<u>104,857,377</u>	<u>207,057,742</u>
31.12.2023				
Borrowings	11,676,767	8,221,472	-	19,898,239
Lease liabilities	7,080,566	27,373,386	102,729,356	137,183,308
Trade and other payables	29,222,490	-	-	29,222,490
	<u>47,979,823</u>	<u>35,594,858</u>	<u>102,729,356</u>	<u>186,304,037</u>
31.12.2024				
Borrowings	7,987,924	-	-	7,987,924
Lease liabilities	6,098,711	27,258,410	91,197,500	124,554,621
Trade and other payables	28,102,289	-	-	28,102,289
	<u>42,188,924</u>	<u>27,258,410</u>	<u>91,197,500</u>	<u>160,644,834</u>
30.6.2025				
Borrowings	2,464,642	-	-	2,464,642
Lease liabilities	9,038,690	33,750,561	158,235,729	201,024,980
Trade and other payables	19,616,399	-	-	19,616,399
	<u>31,119,731</u>	<u>33,750,561</u>	<u>158,235,729</u>	<u>223,106,021</u>

*This disclosure represents the maximum liquidity risk exposure.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

- (f) Market risk

Currency risk

Market risk is the risk that changes in market prices, such as foreign exchange rates that will affect the Group's financial position or cash flows.

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Indonesia Rupiah ("IDR"), United States Dollar ("USD"), Thai Baht ("THB"), Euro ("EUR") and Singapore Dollar ("SGD"). Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes.

Risk management objectives, policies and processes for managing the risk

The policy of the Group is to minimise the exposure in foreign currency risk by matching foreign currency income against foreign currency cost. The Group also attempts to limit its exposure for all committed transactions by entering into foreign currency forward contracts. As such, the fluctuations in foreign currencies are not expected to have a significant financial impact to the Group.

Subsidiaries operating in overseas have assets and liabilities together with expected cash flows from anticipated transactions denominated in those foreign currencies.

The Group maintains a natural hedge, where possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

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13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Currency risk (continued)

Exposure to foreign currency risk

The Group's exposure to foreign currency (a currency which is other than the function currency of the Group) risk, based on carrying amounts as at end of the reporting period are as follows:

	IDR RM	THB RM	Denominated in USD RM	EUR RM	SGD RM
31.12.2021					
Cash and bank balances	-	1,312,483	5,862,793	-	9,251
Trade and other receivables	-	3,233,622	13,111,200	-	-
Borrowings	-	(200,317)	(35,923,125)	-	-
Trade and other payables	-	(8,943,389)	(7,339,256)	-	-
	-	(4,597,601)	(24,288,388)	-	9,251
31.12.2022					
Cash and bank balances	-	3,733,161	10,903,328	-	3,565
Trade and other receivables	12,506,723	2,096,615	-	-	-
Borrowings	-	(163,583)	(27,766,750)	-	-
Trade and other payables	-	(8,587,462)	(7,735,733)	-	-
	12,506,723	(2,921,269)	(24,599,155)	-	3,565



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Currency risk (continued)

Exposure to foreign currency risk (continued)

The Group's exposure to foreign currency (a currency which is other than the function currency of the Group) risk, based on carrying amounts as at end of the reporting period are as follows: (continued)

	IDR RM	THB RM	Denominated in USD RM	EUR RM	SGD RM
31.12.2023					
Cash and bank balances	-	9,580,908	8,436,680	-	25,158
Other investment	-	-	6,059,063	-	-
Trade and other receivables	7,197,761	2,222,423	275,400	-	-
Borrowings	-	-	(18,474,750)	-	-
Trade and other payables	-	(6,720,700)	(6,326,746)	(31,261)	-
	<u>7,197,761</u>	<u>5,082,631</u>	<u>(10,030,353)</u>	<u>(31,261)</u>	<u>25,158</u>
31.12.2024					
Cash and bank balances	-	10,740,117	9,221,760	-	9,443
Trade and other receivables	1,201,993	3,017,340	5,126	-	-
Borrowings	-	-	(7,720,238)	-	-
Trade and other payables	-	(5,873,418)	(4,244,457)	-	-
	<u>1,201,993</u>	<u>7,884,039</u>	<u>(2,737,809)</u>	<u>-</u>	<u>9,443</u>
30.6.2025					
Cash and bank balances	-	11,393,059	7,247,507	-	8,817
Trade and other receivables	921,135	2,751,909	165,340	-	-
Borrowings	-	-	(2,422,188)	-	-
Trade and other payables	-	(5,201,381)	(3,580,625)	-	-
	<u>921,135</u>	<u>8,943,587</u>	<u>1,410,034</u>	<u>-</u>	<u>8,817</u>



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Currency risk (continued)

Currency risk sensitivity analysis

The following table demonstrates the sensitivity of the profit or loss after tax and equity of the Group to a reasonably possible change in IDR, THB, USD, EUR and SGD strengthened or weakened by 5.0% and exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

	1.1.2021 to 31.12.2021 Audited RM	1.1.2022 to 31.12.2022 Audited RM	1.1.2023 to 31.12.2023 Audited RM	1.1.2024 to 31.12.2024 Audited RM	1.1.2025 to 30.6.2025 Audited RM
Equity					
IDR	-	-	-	-	-
THB	-	-	-	-	-
USD	-	-	-	-	-
EUR	-	-	-	-	-
SGD	-	-	-	-	-
Profit or loss					
IDR	-	475,255	273,515	45,676	35,003
THB	(174,709)	(111,009)	193,140	299,593	339,856
USD	(922,959)	(934,769)	(611,398)	(104,037)	53,581
EUR	-	-	(1,188)	-	-
SGD	352	135	956	359	335

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments of the Group will fluctuate because of changes in market interest rates.

At the end of the reporting period, the exposure of the Group to interest rate risk arises primarily from borrowings, deposits placed with licensed banks and other investment of the Group.

Risk management objective, policies and processes for managing the risk

The Group monitors the movement of interest rates on an on-going basis. The Group entered into interest rate swaps in order to achieve an appropriate mix of fixed and floating rate exposure within the Group's policy.



13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Interest rate risk (continued)

Exposure to interest rate risk

The following table sets out the carrying amounts, the effective annual interest rates as at the end of the reporting date and the remaining maturities of the Group's financial instruments that are exposed to interest rate risk:

	Effective annual interest rate %	Within one (1) year RM	One (1) to five (5) years RM	More than five (5) years RM	Total RM
31.12.2021					
Fixed rate instruments					
Deposits with licensed banks	0.01 - 1.65	2,202,433	-	-	2,202,433
Hire purchase creditors	6.71	(41,210)	(159,107)	-	(200,317)
Lease liabilities	4.80 - 7.64	(1,051,306)	(3,987,295)	(60,029,514)	(65,068,115)
		<u>1,109,917</u>	<u>(4,146,402)</u>	<u>(60,029,514)</u>	<u>(63,065,999)</u>
Floating rate instruments					
Term loan	2.31	(9,579,500)	(26,343,625)	-	(35,923,125)
31.12.2022					
Fixed rate instruments					
Deposits with licensed banks	0.89 - 1.90	2,283,304	-	-	2,283,304
Lease receivables	6.00	893,770	5,170,719	369,150	6,433,639
Hire purchase creditors	6.71	(163,583)	-	-	(163,583)
Lease liabilities	4.80 - 7.64	(2,008,676)	(9,024,589)	(60,455,600)	(71,488,865)
		<u>1,004,815</u>	<u>(3,853,870)</u>	<u>(60,086,450)</u>	<u>(62,935,505)</u>
Floating rate instruments					
Term loan	6.85	(10,590,245)	(17,176,505)	-	(27,766,750)

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Chartered Accountants
Kuala Lumpur

13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Interest rate risk (continued)

Exposure to interest rate risk (continued)

	Effective annual interest rate %	Within one (1) year RM	One (1) to five (5) years RM	More than five (5) years RM	Total RM
31.12.2023					
Fixed rate instruments					
Deposits with licensed banks	2.90 - 5.10	15,814,196	-	-	15,814,196
Lease receivables	6.00	1,146,103	4,393,766	-	5,539,869
Lease liabilities	4.80 - 7.64	(2,233,849)	(8,603,734)	(60,922,949)	(71,760,532)
		<u>14,726,450</u>	<u>(4,209,968)</u>	<u>(60,922,949)</u>	<u>(50,406,467)</u>
Floating rate instruments					
Term loan	7.69	(10,557,000)	(7,917,750)	-	(18,474,750)
31.12.2024					
Fixed rate instruments					
Deposits with licensed banks	2.8 - 4.66	2,422,029	-	-	2,422,029
Lease liabilities	4.80 - 7.64	(1,533,955)	(6,054,792)	(58,105,158)	(65,693,905)
		<u>888,074</u>	<u>(6,054,792)</u>	<u>(58,105,158)</u>	<u>(63,271,876)</u>
Floating rate instruments					
Term loan	6.95	(7,720,238)	-	-	(7,720,238)



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Interest rate risk(continued)

Exposure to interest rate risk (continued)

	Effective annual interest rate %	Within one (1) year RM	One (1) to five (5) years RM	More than five (5) years RM	Total RM
30.6.2025					
Fixed rate instruments					
Deposits with licensed banks	2.45 - 3.55	2,433,381	-	-	2,433,381
Lease liabilities	4.80 - 7.64	(1,866,902)	(7,128,023)	(91,602,922)	(100,597,847)
		<u>566,479</u>	<u>(7,128,023)</u>	<u>(91,602,922)</u>	<u>(98,164,466)</u>
Floating rate instruments					
Term loan	6.95	(2,422,188)	-	-	(2,422,188)

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(f) Market risk (continued)

Interest rate risk(continued)

Interest rate risk sensitivity analysis

Sensitivity analysis of interest rate for the floating rate instruments, assuming a 100 basis point change at the end of the reporting period, assuming that all other variables remain constant, is as follows:

	Equity		Profit or loss after tax	
	100 bp increase RM	100 bp decrease RM	100 bp increase RM	100 bp decrease RM
31.12.2021				
Floating rate instruments	-	-	(273,016)	273,016
Cash flow sensitivity (net)	-	-	(273,016)	273,016
31.12.2022				
Floating rate instruments	-	-	(211,027)	211,027
Cash flow sensitivity (net)	-	-	(211,027)	211,027
31.12.2023				
Floating rate instruments	-	-	(140,408)	140,408
Cash flow sensitivity (net)	-	-	(140,408)	140,408
31.12.2024				
Floating rate instruments	-	-	(58,674)	58,674
Cash flow sensitivity (net)	-	-	(58,674)	58,674
30.6.2025				
Floating rate instruments	-	-	(18,409)	18,409
Cash flow sensitivity (net)	-	-	(18,409)	18,409



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(g) Fair value information

The carrying amounts of cash, bank balances, short term receivables and payables and short term borrowings reasonably approximate their fair values due to relatively short term nature of these financial instruments.

The table below analyses other financial instruments at fair value:

	Carrying amount RM	Total fair value RM	Level 1 RM	Level 2 RM	Level 3 RM
31.12.2021					
Financial assets					
Measured at fair value:					
Cross currency interest rate swap contract	397,104	397,104	-	397,104	-
Not measured at fair value:					
Amount owing by an associate (non-trade)	10,806,099	10,806,099	-	-	10,806,099
Financial liabilities					
Not measured at fair value					
Term loan	(35,923,125)	(35,923,125)	-	-	(35,923,125)
31.12.2022					
Financial assets					
Measured at fair value:					
Cross currency interest rate swap contract	1,830,398	1,830,398	-	1,830,398	-



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(g) Fair value information (continued)

The table below analyses other financial instruments at fair value: (continued)

	Carrying amount RM	Total fair value RM	Level 1 RM	Level 2 RM	Level 3 RM
31.12.2022 (continued)					
Financial assets (continued)					
Not measured at fair value:					
Amount owing by an associate (non-trade)	12,506,723	12,506,723	-	-	12,506,723
Other receivables - third party	5,539,976	5,539,976	-	-	5,539,976
Lease receivables	6,433,639	6,433,639	-	-	6,433,639
Financial liabilities					
Not measured at fair value:					
Term loan	(27,766,750)	(27,766,750)	-	-	(27,766,750)
31.12.2023					
Financial assets					
Measured at fair value:					
Cross currency interest rate swap contract	1,456,728	1,456,728	-	1,456,728	-
Dual currency investment	6,059,063	6,059,063	6,059,063	-	-
Not measured at fair value:					
Amount owing by an associate (non-trade)	7,197,761	7,197,761	-	-	7,197,761
Lease receivables	5,539,869	5,539,869	-	-	5,539,869
Financial liabilities					
Not measured at fair value:					
Term loan	(18,474,750)	(18,474,750)	-	-	(18,474,750)



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(g) Fair value information (continued)

The table below analyses other financial instruments at fair value: (continued)

	Carrying amount RM	Total fair value RM	Level 1 RM	Level 2 RM	Level 3 RM
31.12.2024					
Financial assets					
Measured at fair value:					
Cross currency interest rate swap contract	202,931	202,931	-	202,931	-

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13. ACCOUNTANTS' REPORT (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
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NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)

30. FINANCIAL INSTRUMENTS (continued)

(g) Fair value information (continued)

Level 1 fair value

Dual currency investment

The fair value of dual currency investment is determined by reference to the market prices at the end of each reporting period.

Level 2 fair value

Derivatives

The fair value of cross currency interest swap contract is the estimated amount that the Group would expect to pay or receive on the termination of the outstanding positions as at the end of the financial year arising from such contracts. They are determined by reference to the difference between the contracted rate and the forward rate as at the end of the financial year applied to a contract of similar amount and maturity profile.

Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and Level 2 fair values during the financial year/period (31.12.2024: no transfer in either directions, 31.12.2023: no transfer in either directions, 31.12.2022: no transfer in either directions, 31.12.2021: no transfer in either directions).

Level 3 fair value

Financial instruments not carried at fair value

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period. The carrying amounts of the financial instruments are reasonable approximate to their fair value.

31. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, credit and market confidence and to sustain future development of the business. The Directors monitor and are determined to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

There was no change in the Group's approach to capital management during the financial year.

The Group is also required to maintain a maximum gearing ratio 0.6 (31.12.2024: 0.6, 31.12.2023: 0.6, 31.12.2022: 0.6, 31.12.2021: 0.6) to comply with bank covenant, failing which, the banks may call an event of default. The Group did not complied with certain financial covenants during the financial year (see Note 18).



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

NOTES TO THE COMBINED FINANCIAL STATEMENTS (continued)**32. SIGNIFICANT EVENTS DURING THE FINANCIAL YEARS/PERIOD AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD**

- (a) On 20 December 2024, Aquawalk Sdn. Bhd. entered into a conditional share swap agreement with Delmango Investments Limited to acquire the remaining 25.0% equity interest in Aquawalk Singapore Pte. Ltd. comprising 175,000 ordinary shares for a total purchase consideration of RM2,977,922, which was satisfied by the issuance of 2,482,222 ordinary shares in Aquawalk Sdn. Bhd. to Delmango Investments Limited at an issue price of RM1.1997 each.

The number of shares of 2.8% in Aquawalk Sdn. Bhd. was arrived after taking into consideration the contribution of profit after tax ("PAT") by Aquawalk Singapore Pte. Ltd. (non-controlling interest portion of 25.0%) for FYE 2023, which translates to an equivalent of 2.8% of the total PAT recorded by our Group for FYE 2023. The issue price per Aquawalk Sdn. Bhd. share is based on the audited combined net asset per share of RM1.1997 each as at 31 August 2024, resulting in the purchase consideration of RM2,977,922. The acquisition of Aquawalk Singapore Pte. Ltd. is conditional upon meeting the required condition precedent as detailed in the shares swap agreement.

The share swap was completed on 15 August 2025.

- (b) On 20 December 2024, the Company entered into a conditional share swap agreement with the Aquawalk Sdn. Bhd.'s vendors to acquire the entire equity interest in Aquawalk Sdn. Bhd. comprising 88,555,554 ordinary shares for a total purchase consideration of RM106,304,240 which was satisfied by the issuance of 1,474,399,998 new Shares to the Aquawalk Sdn. Bhd.'s vendors, at an issue price of RM0.0721 each.

The purchase consideration of RM106,304,240 for the acquisition of Aquawalk Sdn. Bhd. was arrived at on a willing-buyer willing-seller basis after taking into consideration the audited combined net asset of Aquawalk Sdn. Bhd. of RM103,259,867 as at 31 August 2024 and after adjusting for the acquisition of Aquawalk Singapore Pte. Ltd.. Acquisition of Aquawalk Sdn. Bhd. is conditional upon the acquisition of Aquawalk Singapore Pte. Ltd..

The share swap was completed on 20 August 2025.

- (c) On 20 December 2024, the Company entered into a conditional share sale agreement with the Aquawalk Sdn. Bhd.'s vendors to acquire the entire equity interest in Aquawalk Singapore Pte. Ltd. comprising 700,000 ordinary shares for a total purchase consideration of SGD2. The acquisition of Aquawalk Singapore Pte. Ltd. is conditional upon meeting the required condition precedent as detailed in the share sale agreement.

The transaction was completed on 29 August 2025.

- (d) On 12 September 2025, Aquawalk Sdn. Bhd. declared a dividend-in-specie comprising the entire equity interest it holds in Aquablu Technologies Sdn. Bhd. to the Company, which amounts to RM1,545,066, being the unaudited net asset of Aquablu Technologies Sdn. Bhd. as at 12 September 2025.

The transaction was completed on 12 September 2025.

- (e) On 18 September 2025, the Company entered into a conditional share sales agreement with Aquawalk Sdn. Bhd. to acquire 99.99% equity interest in Aquawalk Thailand Company Limited for a total purchase consideration of THB300,000,000. The completion of the transaction is conditional upon meeting the required condition precedent as detailed in the share sales agreement.

The transaction was completed on 18 September 2025.



13. ACCOUNTANTS' REPORT (Cont'd)

*Aquawalk Group Berhad (202401015259 (1561109 - D))
Accountants' Report*

STATEMENT BY DIRECTORS

We, Dato' Foong Choong Heng and Foong Chuen Hoe, being two of the Directors of Aquawalk Group Berhad state that, in the opinion of the Directors, the Combined Financial Statements set out on pages 4 to 101 are drawn up so as to give a true and fair view of the financial position of the Group as at 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025 and of the financial performance and cash flows of the Group for the financial years/period ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 30 June 2025 in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards and Chapter 10, Part II Division 1: Equity of the Prospectus Guidelines issued by the Securities Commission Malaysia.

Signed on behalf of the Board of Directors in accordance with a resolution dated 10 October 2025.



.....
Dato' Foong Choong Heng
Executive Chairman



.....
Foong Chuen Hoe
Group Chief Executive Officer

14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION



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50100 Kuala Lumpur
Malaysia

The Board of Directors
Aquawalk Group Berhad
Level 3A-01,
Menara Darussalam,
No. 12, Jalan Pinang,
50450 Kuala Lumpur.

Date: 10 October 2025

Our ref: BDO/PZH/TKY2/tsj

Dear Sirs

**Aquawalk Group Berhad ("Aquawalk" or "the Company") and its proposed subsidiaries ("Aquawalk Group" or "the Group")
Report on the Compilation of Pro Forma Consolidated Statements of Financial Position as at 30 June 2025 ("This Report")**

We have completed our assurance engagement to report on the compilation of Pro Forma Consolidated Statements of Financial Position of the Group as at 30 June 2025 ("Pro Forma Consolidated Statements of Financial Position"). The Pro Forma Consolidated Statements of Financial Position together with the accompanying notes thereon, for which we have stamped for purpose of identification, have been compiled by the Board of Directors of the Company ("Board of Directors") for inclusion in the prospectus of the Company (the "Prospectus") in connection 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 (the "Listing").

The applicable criteria on the basis of which the Board of Directors has compiled the Pro Forma Consolidated Statements of Financial Position are described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position and are specified in 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.

The Pro Forma Consolidated Statements of Financial Position have been compiled by the Board of Directors, to illustrate the impact of the events or transactions as set out in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position on the Group's financial position as at 30 June 2025 as if the events have occurred or the transactions have been undertaken on 30 June 2025. As part of this process, information about the financial position of the Group has been extracted by the Board of Directors from the financial statements of the Group for the financial period ended 30 June 2025, which have been audited.

Directors' Responsibility for the Pro Forma Consolidated Statements of Financial Position

The Board of Directors is solely responsible for compiling the Pro Forma Consolidated Statements of Financial Position on the basis as described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

Our Independence and Quality Management

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.

14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)**Our Independence and Quality Management (continued)**

The Firm applies Malaysian Approved International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* and accordingly, the Firm is required to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibility

Our responsibility is to express an opinion, as required by the Prospectus Guidelines, about whether the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, by the Board of Directors on the basis described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position.

We conducted our engagement in accordance with 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 Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the Pro Forma Consolidated Statements of Financial Position on the basis set out in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines. In providing this opinion, we do not accept any responsibility for such reports or opinions beyond that owed to those to whom those reports or opinion were addressed by us at the dates of their issue.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Consolidated 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 Consolidated Statements of Financial Position. In providing this opinion, we do not accept any responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

The purpose of Pro Forma Consolidated Statements of Financial Position included in the Prospectus is solely to illustrate the impact of significant events or transactions on unadjusted financial information of the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions as at 30 June 2025 would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Consolidated 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 Consolidated 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 Consolidated Statements of Financial Position reflect the proper application of those adjustments to the unadjusted financial information.

14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)



Reporting Accountants' Responsibility (continued)

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 Consolidated Statements of Financial Position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Consolidated Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, on the basis described in the Notes thereon to the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

Other Matter

This Report has been prepared solely for the purpose stated above, in connection with the Listing. 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.

Yours faithfully,

A handwritten signature in black ink that reads 'BDO PLT'.

BDO PLT
201906000013 (LLP0018825-LCA) & AF 0206
Chartered Accountants

A handwritten signature in black ink that reads 'Pang Zhi Hao'.

Pang Zhi Hao
03450/09/2027 J
Chartered Accountant

14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2025

The Pro Forma Consolidated Statements of Financial Position have been prepared for illustrative purposes only to show the effects on the audited consolidated statements of financial position of the Group as at 30 June 2025 based on the assumptions that the transactions set out in Note 1.3 had been effected on that date, and should be read in conjunction with the notes thereon.

	Note	As at 30 June 2025 RM	Adjustments for reorganisation and acquisition RM	Pro Forma I After re- organisation RM	Adjustments for Public Issue RM	Pro Forma II After Pro Forma I and Public Issue RM	Adjustments for Utilisation of Proceeds RM	Pro Forma III After Pro Forma II and Utilisation of Proceeds RM
ASSETS								
Non-current assets								
Property, plant and equipment		-	81,083,677	81,083,677	-	81,083,677	-	81,083,677
Right-of-use assets		-	94,589,968	94,589,968	-	94,589,968	-	94,589,968
Intangible assets		-	30,669	30,669	-	30,669	-	30,669
Investment in an associate		-	11,720,536	11,720,536	-	11,720,536	-	11,720,536
Deferred tax assets		-	2,486,441	2,486,441	-	2,486,441	-	2,486,441
		-	189,911,291	189,911,291	-	189,911,291	-	189,911,291
Current assets								
Inventories		-	14,936	14,936	-	14,936	-	14,936
Trade and other receivables		1,000	4,869,169	4,870,169	-	4,870,169	-	4,870,169
Current tax assets		-	897,137	897,137	-	897,137	-	897,137
Cash and bank balances	3	2	37,533,064	37,533,066	114,266,000	151,799,066	(4,978,344)	146,820,722
		1,002	43,314,306	43,315,308	114,266,000	157,581,308	(4,978,344)	152,602,964
TOTAL ASSETS		1,002	233,225,597	233,226,599	114,266,000	347,492,599	(4,978,344)	342,514,255



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2025 (continued)

The Pro Forma Consolidated Statements of Financial Position have been prepared for illustrative purposes only to show the effects on the audited consolidated statements of financial position of the Group as at 30 June 2025 based on the assumptions that the transactions set out in Note 1.3 had been effected on that date, and should be read in conjunction with the notes thereon. (continued)

	Note	As at 30 June 2025 RM	Adjustments for reorganisation and acquisition RM	Pro Forma I After re- organisation RM	Adjustments for Public Issue RM	Pro Forma II After Pro Forma I and Public Issue RM	Adjustments for Utilisation of Proceeds RM	Pro Forma III After Pro Forma II and Utilisation of Proceeds RM
EQUITY AND LIABILITIES								
Equity attributable to owners of the parent								
Share capital	4	2	106,304,240	106,304,242	114,266,000	220,570,242	(2,989,000)	217,581,242
Reserves	4	(2,076,703)	334,220	(1,742,483)	-	(1,742,483)	(1,989,344)	(3,731,827)
TOTAL EQUITY		(2,076,701)	106,638,460	104,561,759	114,266,000	218,827,759	(4,978,344)	213,849,415
LIABILITIES								
Non-current liabilities								
Lease liabilities		-	98,730,945	98,730,945	-	98,730,945	-	98,730,945
Retirement benefits		-	67,544	67,544	-	67,544	-	67,544
Provision for restoration costs		-	1,568,298	1,568,298	-	1,568,298	-	1,568,298
		-	100,366,787	100,366,787	-	100,366,787	-	100,366,787
Current liabilities								
Borrowings		-	2,422,188	2,422,188	-	2,422,188	-	2,422,188
Lease liabilities		-	1,866,901	1,866,901	-	1,866,901	-	1,866,901
Trade and other payables		2,077,703	16,765,779	18,843,482	-	18,843,482	-	18,843,482
Contract liabilities		-	4,038,397	4,038,397	-	4,038,397	-	4,038,397
Current tax liabilities		-	1,127,085	1,127,085	-	1,127,085	-	1,127,085
		2,077,703	26,220,350	28,298,053	-	28,298,053	-	28,298,053
TOTAL LIABILITIES		2,077,703	126,587,137	128,664,840	-	128,664,840	-	128,664,840



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2025 (continued)

The Pro Forma Consolidated Statements of Financial Position have been prepared for illustrative purposes only to show the effects on the audited consolidated statements of financial position of the Group as at 30 June 2025 based on the assumptions that the transactions set out in Note 1.3 had been effected on that date, and should be read in conjunction with the notes thereon. (continued)

Note	As at 30 June 2025 RM	Adjustments for reorganisation and acquisition RM	<u>Pro Forma I</u> After re- organisation RM	Adjustments for Public Issue RM	<u>Pro Forma II</u> After Pro Forma I and Public Issue RM	Adjustments for Utilisation of Proceeds RM	<u>Pro Forma III</u> After Pro Forma II and Utilisation of Proceeds RM
TOTAL EQUITY AND LIABILITIES	1,002	233,225,597	233,226,599	114,266,000	347,492,599	(4,978,344)	342,514,255
Net assets (RM)	(2,076,701)		104,561,759		218,827,759		213,849,415
Number of ordinary shares in issue	2		1,474,400,000		1,843,000,000		1,843,000,000
Net assets attributable to equity holders per ordinary share (RM)	(1,038,351)		0.07		0.12		0.12



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position**NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION****1. INTRODUCTION, BASIS OF PREPARATION AND LISTING SCHEME****1.1 Introduction**

The Pro Forma Consolidated Statements of Financial Position of Aquawalk Group Berhad (“Aquawalk” or “the Company”) and its proposed subsidiaries (“Aquawalk Group” or “the Group”) as at 30 June 2025 (“Pro Forma Consolidated SOFP”) together with the notes thereon, for which the Board of Directors of the Company are solely responsible, have been prepared for illustrative purposes only for the purpose of inclusion in the prospectus in connection with the listing of and quotation for the entire enlarged issued shares of the Company on the ACE Market of Bursa Malaysia Securities Berhad (“Listing”).

1.2 Basis of preparation

The Pro Forma Consolidated SOFP of the Group have been prepared on the basis consistent with the accounting policies adopted by the Group, in accordance with Malaysian Financial Reporting Standards (“MFRSs”) and IFRS Accounting Standards and with the requirements of the Prospectus Guidelines.

The audited financial statements of the Company for the financial period ended 30 June 2025 was not subject to any audit qualification.

The Pro Forma Consolidated SOFP together with the related notes thereon, have been prepared solely to illustrate the impact of the events and transactions set out in Notes 1.3 had the events occurred or the transactions been undertaken on 30 June 2025. The Pro Forma Consolidated SOFP are not necessarily indicative of the financial position of the Group that would have been attained had the effects of the events or transactions as set out in Notes 1.3 actually occurred at the respective dates. Accordingly, such information, because of its nature, may not be reflective of the actual financial position of the Group and does not purport to predict the future financial position of the Group.

The Group has applied the merger method of accounting as all the entities within the Group are under common control before and after the acquisition Aquawalk Sdn. Bhd. (“ASB”).

Under the merger method of accounting, the retained earnings and other equity balances of the Group immediately before the combination and the results from the beginning of the accounting period to the date of the combination are those of ASB. The equity structure, however, reflects the equity structure of Aquawalk, including the equity instruments issued to effect the combination which resulted in a merger reserve as disclosed below:

	RM
New ordinary shares issued by Aquawalk pursuant to the Acquisition	106,304,240
Reversal of issued share capital of ASB pursuant to the merger	<u>(67,740,000)</u>
Merger reserve	<u><u>38,564,240</u></u>



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position**NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (continued)****1. INTRODUCTION, BASIS OF PREPARATION AND LISTING SCHEME****1.3 Listing Exercise**

The following proposals were undertaken in conjunction with, and as an integral part of the Listing:

1.3.1 Public Issue

The Public Issue of 368,600,000 new Shares, representing 20% of the enlarged issued share capital of 1,843,000,000 at an issue price of RM0.31 per Share to be allocated and allotted in the following manner:

- (i) 92,150,000 new Shares made available for application by Malaysian public;
- (ii) 4,686,000 new Shares made available for Eligible Persons under the Pink Form Allocations; and
- (iii) 271,764,000 new Shares made available by way of private placement to selected investors.

Upon completion of the Public Issue, Aquawalk would seek the listing of and quotation for its entire enlarged issued share capital of RM220,570,242 comprising 1,843,000,000 Shares on the ACE Market of Bursa Malaysia Securities Malaysia.

1.3.2 Utilisation of Proceeds from Public Issue

The gross proceeds from the Public Issue of RM114,266,000 are expected to be utilised in the following manner:

Details of utilisation	Note	Estimated timeframe for utilisation upon Listing	RM
Capital expenditure	(i)	Within 48 months	89,772,000
IT systems improvements	(ii)	Within 36 months	3,000,000
Working capital	(iii)	Within 36 months	14,494,000
Estimated listing expenses	(iv)	Within 1 month	7,000,000
			114,266,000

- (i) The breakdown of capital expenditure amounting to RM89,772,000 is set out below:

	RM
Upgrading and developing new attractions for Aquaria KLCC	12,200,000
New attractions for Aquaria Phuket	20,700,000
Construction of an aquarium in Kota Kinabalu	39,572,000
Construction of an aquarium in Java, Indonesia	17,300,000
	89,772,000

As at the latest practicable date, the use of proceeds earmarked for capital expenditure is not reflected in the Pro Forma Consolidated Statements of Financial Position as the Group has yet to finalise all contractual binding obligations or issuance of purchase orders.

- (ii) As at the latest practicable date, the Company has yet to enter into any contractual binding agreements or issued any purchase orders in relation to IT systems improvements. Accordingly, the use of proceeds earmarked for IT systems improvements is not reflected in the Pro Forma Consolidated Statements of Financial Position.



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (continued)

1. INTRODUCTION, BASIS OF PREPARATION AND LISTING SCHEME (continued)

1.3 Listing Exercise (continued)

1.3.2 Utilisation of Proceeds from Public Issue (continued)

(iii) The proceeds for working capital purpose are for the human resources requirement in the planned new projects. As the Company has yet to enter into any contractual binding agreements, the use of proceeds earmarked for working capital is not reflected in the Pro Forma Consolidated Statements of Financial Position.

(iv) The estimated listing expenses totalling RM7,000,000 comprise underwriting fees, placement fees, brokerage fees, regulatory fees, professional fees and miscellaneous expenses relating to the Public Issue and the Listing, of which RM2,021,656 had been incurred and charged to profit or loss of the Group as of 30 June 2025. The estimated listing expenses of RM2,989,000 directly attributable to the Public Issue will be offset against the share capital of the Company and the remaining estimated listing expenses of RM1,989,344 will be expensed off to the profit or loss.

2. PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2025

2.1 PRO FORMA ADJUSTMENTS TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

2.1.1 PRO FORMA I

Pro forma I incorporates the effects of the reorganisation as disclosed in Note 1.2.

2.1.2 PRO FORMA II

Pro forma II incorporates the effects of Pro Forma I and Public Issue as disclosed in Note 1.3.1.

2.1.3 PRO FORMA III

Pro forma III incorporates the effects of Pro Forma II and the utilisation of proceeds as disclosed in Note 1.3.2.

3. CASH AND BANK BALANCES

The movements of cash and bank balances are as follows:

	RM
Balance as at 30 June 2025	2
Adjustments for reorganisation and acquisition	37,533,064
Pro Forma I	37,533,066
Adjustments for public issue	114,266,000
Pro Forma II	151,799,066
Adjustments for utilisation of proceeds	
- Estimated listing expenses	(4,978,344)
Pro Forma III	146,820,722



14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position**NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (continued)****4. SHARE CAPITAL AND RESERVES**

The movements in the share capital and reserves are as follows:

	Share capital RM	Reserves* RM	Total RM
Balance as at 30 June 2025	2	(2,076,703)	(2,076,701)
Adjustments for reorganisation and acquisition	106,304,240	334,220	106,638,460
Pro forma I	106,304,242	(1,742,483)	104,561,759
Adjustment for Public Issue	114,266,000	-	114,266,000
Pro forma II	220,570,242	(1,742,483)	218,827,759
Estimated listing expenses attributable to Public Issue	(2,989,000)	-	(2,989,000)
Estimated other listing expenses	-	(1,989,344)	(1,989,344)
	(2,989,000)	(1,989,344)	(4,978,344)
Pro forma III	217,581,242	(3,731,827)	213,849,415

* Reserves comprise merger reserve, exchange translation reserve and retained earnings as follows:

	Merger reserve RM	Exchange translation reserve RM	Retained earnings RM	Total RM
Balance as at 30 June 2025	-	-	(2,076,703)	(2,076,703)
Adjustments for reorganisation and acquisition	(38,564,240)	(2,642,263)	41,540,723	334,220
Pro forma I/II	(38,564,240)	(2,642,263)	39,464,020	(1,742,483)
Estimated other listing expenses	-	-	(1,989,344)	(1,989,344)
Pro forma III	(38,564,240)	(2,642,263)	37,474,676	(3,731,827)



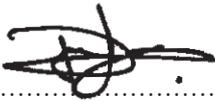
14. REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Cont'd)

Aquawalk Group Berhad (202401015259 (1561109 - D))
Pro Forma Consolidated Statements of Financial Position

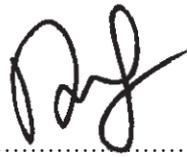
APPROVAL BY THE BOARD OF DIRECTORS

The Pro Forma Consolidated Statements of Financial Position have been approved and adopted by the Board of Directors of Aquawalk Group Berhad in accordance with a resolution dated 10 October 2025.

Signed on behalf of the Board of Directors.



.....
Dato' Foong Choong Heng
Executive Chairman



.....
Foong Chuen Hoe
Group Chief Executive Officer

15. STATUTORY AND OTHER INFORMATION

15.1 SHARE CAPITAL

- (a) 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.
- (b) Save for the Pink Form Allocations as disclosed in Section 4.3.3:
- (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 or associated company; and
- (ii) there is no scheme involving the employees of our Group in the shares of our Company or our subsidiaries or associated company.
- (c) Save for the subscriber Shares, new Shares issued for the Acquisition of Aquawalk Malaysia and to be issued for the Public Issue as disclosed in Sections 6.2 and 4.3.1 respectively, no shares of our Company 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.
- (d) Other than our Public Issue as disclosed in Section 4.3.1, there is no intention on the part of our Directors to further issue any Shares on the basis of this Prospectus.
- (e) As at the date of this Prospectus, our Company does not have any outstanding convertible debt securities.

15.2 SHARE CAPITAL OF OUR SUBSIDIARIES AND ASSOCIATE COMPANY

Details of our Company's share capital are as set out in Section 6.1. Details of the share capital of our subsidiaries and associate company are as set out below.

15.2.1 Aquawalk Malaysia

Aquawalk Malaysia's issued share capital as at LPD is RM70,717,921.13 comprising 88,555,554 ordinary shares. The movements in its issued share capital since incorporation are as follows:

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital RM
31 October 2001	2	RM2/ Cash	2
18 October 2002	99,998	RM99,998/ Cash	100,000
15 December 2003	7,000,000	RM7,000,000/ Cash	7,100,000
15 December 2003	24,900,000	RM24,900,000/ Other than cash	32,000,000
27 June 2006	2,000,000	RM2,000,000/ Other than cash	34,000,000

15. STATUTORY AND OTHER INFORMATION (Cont'd)

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital
11 August 2006	7,000,000	RM7,000,000/ Cash	41,000,000
29 August 2006	1,500,000	RM1,500,000/ Other than cash	42,500,000
20 October 2006	731,420	RM731,420/ Cash	43,231,420
19 January 2007	1,121,107	RM1,121,107/ Other than cash	44,352,527
21 September 2007	5,647,473	RM5,647,473/ Cash	50,000,000
22 February 2013	-	⁽¹⁾ RM10,000,000/ Capital Reduction	40,000,000
28 March 2015	7,740,000	RM7,740,000/ Cash	47,740,000
18 November 2020	5,000,000	RM5,000,000/ Cash	52,740,000
9 August 2021	11,111,110	RM4,999,999.50/ Cash	57,739,999.50
18 July 2022	11,111,111	RM4,999,999.95/ Cash	62,739,999.45
28 June 2023	11,111,111	RM4,999,999.95/ Cash	67,739,999.40
15 August 2025	2,482,222	RM2,977,921.73/ Other than cash	70,717,921.13

Note:

- ⁽¹⁾ On 22 February 2013, Aquawalk Malaysia's issued and paid-up ordinary share capital reduced from 50,000,000 ordinary shares of RM1.00 each to 40,000,000 ordinary shares of RM1.00 each by way of cancellation of 10,000,000 ordinary shares of RM1.00 each.

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Aquawalk Malaysia. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

15. STATUTORY AND OTHER INFORMATION (Cont'd)**15.2.2 Aquablu Technologies**

Aquablu Technologies' issued share capital as at LPD is RM500,000 comprising 500,000 ordinary shares. The movements in its issued share capital since incorporation are as follows:

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital
			RM
24 June 2009	2	RM2/ Cash	2
31 March 2016	499,998	RM499,998/ Cash	500,000

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Aquablu Technologies. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

15.2.3 Aquawalk Thailand

Aquawalk Thailand's issued share capital as at LPD is THB300,000,000 comprising 30,000,000 ordinary shares. The movements in its issued share capital since incorporation are as follows:

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital
			THB
28 July 2015	100,000	THB250,000/ Cash	250,000
16 February 2017	30,000,000	THB74,750,000/ Cash	⁽¹⁾ 75,000,000

Note:

⁽¹⁾ Subsequent to 16 February 2017, the paid-up capital of Aquawalk Thailand was increased on 20 March 2019, 30 December 2019, 14 April 2020 and 24 December 2020 respectively, resulting in the total paid-up capital of Aquawalk Thailand of THB300,000,000 as at LPD. No additional shares were issued on the above dates.

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Aquawalk Thailand. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

15.2.4 Aquawalk Singapore

Aquawalk Singapore's issued share capital as at LPD is USD700,000 comprising 700,000 ordinary shares. The movements in its issued share capital since incorporation are as follows:

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital
			USD
27 June 2016	100	USD100/ Cash	100
31 December 2016	699,900	USD699,900/ Cash	700,000

15. STATUTORY AND OTHER INFORMATION (Cont'd)

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Aquawalk Singapore. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

15.2.5 PJAI

PJAI's issued share capital as at LPD is IDR114,500,000,000 comprising 114,500 ordinary shares. The movements in its issued share capital since incorporation are as follows:

Date of allotment	No. of shares allotted	Consideration/ Type of issue	Cumulative share capital IDR
24 February 2016	11,875	IDR11,875,000,000/ Cash	11,875,000,000
26 February 2016	625	IDR625,000,000/ Cash	12,500,000,000
29 July 2016	102,000	IDR102,000,000,000/ Cash	114,500,000,000

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in PJAI. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

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.

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 laws, are as follows:

Clause 6

Without prejudice to any special rights previously conferred on the holder of any share or class of shares for the time being issued, and subject to the provisions of the Act and to this Constitution and to the provisions of any resolution of the Company, the shares in the Company shall be under the control of the Directors who may issue, allot, place under option or otherwise deal with or dispose of them to such persons on such terms and conditions with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting or return of capital and at such time or times as they think fit.

Provided that:

- (a) the Company shall not issue shares so as to transfer a controlling interest in the Company to any person or corporation without the prior approval of the members duly signified at a Meeting of Members called for that purpose.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

- (b) every issue of shares pursuant to a share option granted to employees and/or Directors shall be approved by members in Meeting of Members and such approval shall specifically detail the amount of shares or options to be issued to each Director.
- (c) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.
- (d) the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith but in no respect in priority thereto.

Clause 12

The Company must ensure that all new issues of Securities for which listing is sought on the Exchange are made in accordance with the Central Depositories Act, and shall be by way of crediting the Securities Accounts of the Allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Bursa Depository of the names of the Allottees and all such particulars required by the Bursa Depository, to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of such Allottees.

Clause 53

- (1) The Company may from time to time alter its share capital in any one or more of the following ways by passing ordinary resolution:
 - (a) consolidate and divide all or any part 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; or
 - (b) sub-divide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) Anything done in pursuance of this Clause shall be done in the manner provided by and subject to any conditions imposed by the Act or so far as the Act shall not be applicable then in accordance with the terms of the resolution authorising the same or so far as such resolution shall not be applicable then in such manner as the Directors deem most expedient.

Clause 54

Subject to this Constitution, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the Meeting of Members resolving upon the creation thereof shall direct and, in default of such direction, as the Directors may determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

Clause 55

Except so far as otherwise provided by the conditions of issue or by this Constitution any capital raised by the issuance and allotment of new shares shall be considered part of the original share capital of the Company and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

Clause 58

The Company may by special resolution reduce its share capital in any manner and with, and subject to, any authorisation and consent required by law.

Clause 59

If at any time the share capital is divided into different classes of shares, the rights attached to shares in a class of shares of the Company may only be varied with the consent of shareholders in that class given in accordance with the provisions in the Act.

Clause 73

No business shall be transacted at any Meeting of Members unless the quorum is present at the commencement of the business. Save as herein otherwise provided, two (2) Members personally present shall form a quorum. For the purposes of this Clause, "Member" includes a person attending by proxy or represented by attorney (or in the case of corporations which are Members, present by their representatives appointed pursuant to the provisions of this Constitution and entitled to vote).

Clause 88

Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

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:

(a) Directors' Borrowing Powers

Clause 141

- (1) Subject to Clause 141(2) below, the Directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow for the purpose of the Company such sums of money as they think proper and may also raise or secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future) including uncalled capital, or by means of charges, mortgage, bonds and dispositions in security or bonds or cash deposit, with or without power of sale, and upon such other terms and conditions as the Directors shall think fit. The directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or its subsidiaries.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

- (2) The Directors shall not borrow any money or mortgage or charge any of the Company or subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party unless is permitted by the Listing Requirements.
- (3) Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- (4) If the Directors or any of them, or any other persons, 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.

(b) Voting powers of the directors

Clause 119

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two (2) shall form a quorum.

Clause 121

Questions arising at any meeting shall be decided by a majority of votes, each Director having one (1) vote and in case of an equality of votes the Chairman shall have a second or casting vote except when only two (2) Directors are present and form a quorum or only two (2) are competent to vote on the question at issue whereupon the Chairman shall not have a casting vote.

Clause 124

A Director may at any time summon a meeting of the Directors, and the Secretary, upon the request of the Chairman or any one (1) Director, shall convene a meeting of the Directors.

Clause 130

A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of this interest in accordance with the provisions of the Act. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly, an interest, and if he does so vote, his vote shall not be counted.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

Clause 132

A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment are considered and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.

Clause 134

All facts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been fully appointed and was qualified to be a Director.

15.3.3 Remunerations of directors

The provisions in our Constitution dealing with remuneration of Directors are as follows:

Clause 102

- (1) The fees of the Directors and any benefits payable to the Directors shall from time to time be determined by the Company in Meeting of Members. Such fees and any benefits payable to the Directors shall be subject to annual approval at annual general meeting and shall not be increased except pursuant to a resolution passed at a Meeting of Members where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall, so far as a Director who is not an executive Director is concerned, be by way of a fixed sum and not by way of a commission on or percentage of profit or turnover. The fees of the Directors shall be divisible among the Directors in such proportions and manner as they may agree (or failing agreement, equally).
- (2) Salaries and other remuneration including benefits payable to executive Directors pursuant to a contract of service need not be determined by the Company in Meeting of Members and it may not include a commission on or a percentage of turnover.

In this Clause, the expression "executive director" shall mean and include a managing director.

Clause 104

- (1) If by arrangement with the Directors, any Director may perform or render any special duties outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing and if any Director being willing shall be called upon to perform extra services or to make any special arrangements in going or residing away from his country of domicile or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may 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 provided that the special remuneration payable to non-executive Director shall not by way of a commission on or percentage of profits or turnover.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

- (2) Any Director may act by himself or his firm in a professional capacity for the Company and he and his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such shall be at normal commercial terms.

Clause 133

A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of or from his interest in such corporation unless the Company otherwise directs at the time of his appointment.

15.3.4 Transfer of Shares

The provisions in our Constitution dealing with transfer of Shares are as follows:

Clause 38

Subject to this Constitution, there shall be no restriction on the transfer of fully paid-up shares except where required by law. The transfer of any securities or class of securities of the Company which have been deposited with the Bursa Depository, shall be by way of book entry by the Bursa Depository in accordance with the Rules of the Bursa Depository and notwithstanding Sections 105, 106 or 110 of the Act but subject to Subsection 148(2) of the Act and any exemption that may be made from the compliance with Subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of securities.

15.4 POLICIES ON FOREIGN INVESTMENTS, TAXATION AND FOREIGN EXCHANGE CONTROLS

The relevant policies on foreign investments, taxation and foreign exchange controls in Thailand, Singapore and Indonesia in relation to the distribution of dividends, repatriation of capital and remittance of profits by or to our Group are set out below.

15.4.1 Thailand

Under the Revenue Code of Thailand, dividends paid by a Thai company to a foreign juristic person are ordinarily subject to withholding tax at the rate of 10.0% of the gross dividend amount.

Certain exemptions under Section 65/2(10) of the Revenue Code are generally confined to corporate shareholders domiciled in Thailand (subject to specified shareholding thresholds and mandatory holding periods) and do not customarily extend to non-resident corporate shareholders.

Dividends disbursed by a Board of Investment-promoted company may, under certain circumstances, benefit from tax exemptions pursuant to Section 34 of the Investment Promotion Act B.E. 2520.

If an applicable double taxation agreement between Thailand and Malaysia affords a lower withholding rate, Aquawalk Malaysia would have to comply with the treaty's procedural requirements (e.g., providing a certificate of tax residence) to avail itself of such reduced rate.

15. STATUTORY AND OTHER INFORMATION *(Cont'd)*

15.4.2 Singapore

Since 1 January 2003, Singapore has adopted a one-tier corporate tax system. The tax paid by a company on its chargeable income is a final tax and all dividends paid by a company are exempted from further Singaporean taxation in relation to the shareholder. Singapore does not impose withholding tax on dividends as well. Further, Singapore does not tax capital gains.

As at LPD, there are no Singaporean governmental laws, decrees, regulations or other legislations that may affect the repatriation of capital and the remittance of profits by our foreign subsidiary, Aquawalk Singapore, to our Company so long as our Company is not a shareholder who is subject to any financial sanctions or other restrictions imposed by the Monetary Authority of Singapore or other regulatory authorities of Singapore.

15.4.3 Indonesia

Law Number 40 of 2007 concerning Limited Liability Company as amended by Law Number 6 of 2023 concerning the Enactment of Regulation of the Government in Lieu of Law Number 2 of 2022 concerning Job Creation into Law ("**Job Creation Law**") ("**Indonesian Company Law**") has stipulated the general rights of a shareholder to a dividend. Shareholders have the right to:

- (a) attend and vote in the general meeting of shareholders;
- (b) receive dividend payments and remaining assets after liquidation; and
- (c) exercise other rights based on this law.

Under Indonesian Company Law, a company may distribute dividends provided that the company has a positive profit balance and has allocated a certain amount from the net profit as reserve fund up to an amount of 20% of its issued and paid-up capital, whether in stages or at once. The proposal for distribution of dividends is also subject to the approval from general meeting of shareholders.

Pursuant to Law Number 25 of 2007 concerning Capital Investment as lastly amended by the Job Creation Law ("**Indonesian Investment Law**"), investors (including foreign investors) may transfer assets they own to any party the investor desire in accordance with the provisions of the laws and regulations, as long as the assets being transferred is not assets defined by law as assets controlled by the state. On doing so, foreign investors may transfer and perform repatriation in foreign exchange towards:

- (a) capital;
- (b) profits, bank interest, dividends, and other income;
- (c) fund required to:
 - (i) purchasing raw and auxiliary material, half-finished goods or finished goods; or
 - (ii) replacing capital goods in order to protect the viability of the investment;
- (d) additional funds required for investment financing;
- (e) funds for repayment of loans;
- (f) royalties or fees payable;
- (g) income of individual foreign citizens working in the investment company;
- (h) proceeds from the sales or liquidation of an investment;
- (i) compensation for losses;
- (j) compensation for acquisitions;
- (k) payments made in connection with technical assistance, fees payable for technical and management services, payments made under the project contract and payment of intellectual property rights; and
- (l) proceeds of sales and assets.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

However, the right of repatriation of foreign investors does not reduce:

- (a) government's authority to enforce provisions of the laws and regulations which requires the reporting of implementation of fund transfers;
- (b) government's rights to impose tax and/or royalties and/or other government revenues from investments in accordance with the provisions of the laws and regulations;
- (c) enforcement of law protecting the rights of creditors; and
- (d) enforcement of law in order to avoid losses of the state.

Pursuant to Law Number 7 of 1983 concerning Income Tax as lastly amended by Law Number 7 of 2021 concerning Harmonization of Taxation Regulations, a withholding tax of 20% from the gross amount shall be imposed to, incomes paid, provided to be paid, or has been due for payment by a government entity, domestic tax subject, activity organiser, permanent establishment, or representative or other foreign companies to foreign taxpayers other than permanent establishment, for incomes resulting from:

- (a) dividend;
- (b) interest including premium, discount and compensation in respect of guarantee of debt;
- (c) royalties, rents and other income in connection with the use of property;
- (d) remuneration in connection with services, work and activities;
- (e) gifts and awards;
- (f) pensions and other periodic payments;
- (g) swap premiums and other hedging transaction; and/or
- (h) gain on exemption of debt.

Such withholding tax is further subject to tax bilateral treaties on the abolishment of double taxation entered between Indonesia and the related country.

Under Law No. 24 of 1999 concerning the Flow of Foreign Exchange and Exchange Rate System, any party remitting or receiving foreign currency to or from abroad above a certain specified amount must give information and data regarding such transfer of foreign exchange (including information regarding the purpose or copy of the underlying transaction), directly to Bank Indonesia or, normally, through banks, non-bank financial institutions and providers of international transaction services which facilitate (or act as the intermediary for) such transfer. Furthermore, the transfer of IDR to offshore accounts is prohibited pursuant to Bank Indonesia Regulation No. 6 of 2024 concerning Money Market and Foreign Exchange Market, in conjunction with the Board of Governors of Bank Indonesia Regulation No. 11 of 2024 concerning Foreign Exchange Market Transaction. According to these regulations, any IDR received by a bank in Indonesia must first be converted into foreign currency within Indonesia before it can be remitted to that bank's offshore account. Consequently, all dividends and other distributions declared and payable on the ordinary shares of the company may under the laws of Indonesia be paid in IDR and shall be converted into foreign currency first before being transferred out of Indonesia.

The recipient bank of a IDR transfer must ensure that any IDR transfer to:

- (a) an account owned by a non-resident; or
- (b) joint account owned by a non-resident and a resident in Indonesia,

exceeding USD1,000,000 per transaction is supported by an underlying transaction.

15. STATUTORY AND OTHER INFORMATION (Cont'd)

15.5 GENERAL INFORMATION

- (a) Save as disclosed in Section 10.1, none of our Promoters, 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.
- (b) 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.
- (c) 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.

15.6 CONSENTS

- (a) The written consents of our Adviser, Sponsor, Managing Underwriter, Joint Underwriters, Joint Placement Agents, Solicitors, Share Registrar, Company Secretaries 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;
- (b) The written consents of our Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, 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; and
- (c) The written consent of our 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.

15.7 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:

- (a) Our Constitution;
- (b) Audited financial statements of Aquawalk Group Berhad since the date of incorporation up to 31 December 2024 and FPE 2025;
- (c) Audited financial statements of Aquawalk Malaysia, Aquablu Technologies and Aquawalk Thailand for FYE 2021 to 2024. For clarity, Aquawalk Singapore did not prepare audited financial statements for FYE 2021 to 2024 as it is a small company as defined in the Companies Act 1967 of Singapore and accordingly is an exempt private company limited by shares. As such it is exempted from audit requirements pursuant to Section 205C of the Companies Act 1967 of Singapore;
- (d) Accountants' Report as set out in Section 13;

15. STATUTORY AND OTHER INFORMATION (Cont'd)

- (e) Reporting Accountants' Report relating to our pro forma consolidated financial information as set out in Section 14;
- (f) IMR Report as set out in Section 8;
- (g) Material contracts as set out in Section 6.5; and
- (h) Letters of consent as set out in Section 15.6.

15.8 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.

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16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC 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., 30 October 2025

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 7 November 2025

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

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.

<u>Types of Application and category of investors</u>	<u>Application Method</u>
Applications by Eligible Persons	Pink Application Form only
Applications by the Malaysian Public:	
(a) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(b) 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 Joint Placement Agents will contact the selected investors directly. They should follow the Joint Placement Agents' instructions
Applications by Bumiputera investors approved by MITI	MITI will contact the Bumiputera investors directly. They should follow MITI's instructions

Eligible Persons, 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.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

16.3.2 Application by Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

- (a) You must be one of the following:
 - (i) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares; or
 - (ii) 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
 - (iii) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.
- (b) 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
- (c) 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 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 IPO Shares. Applicants must follow the notes and instructions on the said documents and where relevant, in this Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

16.4 APPLICATION BY WAY OF APPLICATION FORMS

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The **FULL** amount payable is RM0.31 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 685**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Method below is relevant for White Form Application Form only whereas for Pink Application Form, kindly direct the submission of the form to our Company, through the Human Resources or Finance Department.

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:

Malaysian Issuing House Sdn Bhd
(Registration No.199301003608 (258345-X))
Level 11, Menara Symphony
5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan

- (b) **DELIVER BY HAND AND DEPOSIT** in the drop-in boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

So as to arrive not later than 5.00 p.m. on 7 November 2025 or by such other time and date specified in any change to the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

16.5 APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS

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

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Participating Financial Institutions.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**16.6 APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS**

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

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd, Kenanga Investment Bank Berhad, Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn Bhd, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

16.7 AUTHORITY OF OUR BOARD AND THE ISSUING HOUSE

The Issuing House, on the authority of our Board reserves the right to:

- (a) reject Applications which:
 - (i) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or
 - (ii) are illegible, incomplete or inaccurate; or
 - (iii) are accompanied by an improperly drawn up or improper form of remittance; or
- (b) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and
- (c) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 16.9 below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

16.8 OVER/UNDER SUBSCRIPTION

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our 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.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

The basis of allocation of shares and the balloting results in connection therewith will be furnished by our Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website at www.mih.com.my within 1 market day after the balloting event.

Pursuant to the Listing Requirements we are required to have a minimum of 25.0% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our Issue Shares by the Malaysian Public and/or eligible Directors, employees and persons who have contributed to the success of our Group, subject to the clawback and reallocation as set out in Section 4.3.4, any of the abovementioned Issue Shares not applied for will then be subscribed by the Joint Underwriters based on the terms of the Underwriting Agreement.

16.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your Application, your Application Monies (without interest) will be refunded to you in the following manner.

16.9.1 For applications by way of Application Forms

- (a) 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.
- (b) 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.
- (c) 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 (a) and (b) above (as the case may be).

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (d) 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 (b) above (as the case may be).

16.9.2 For applications by way of Electronic Share Application and Internet Share Application

- (a) 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 Firms (or arranged with the Authorised Financial Institutions) within 2 Market Days after the receipt of confirmation from the Issuing House.
- (b) You may check your account on the 5th Market Day from the balloting date.
- (c) 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 or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institution or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

16.10 SUCCESSFUL APPLICANTS

If you are successful in your application:

- (a) Our IPO Shares allotted to you will be credited into your CDS Account.
- (b) 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.
- (c) In accordance with Section 14(1) of the Central Depositories Act, 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 Central Depositories Act and Depository Rules.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (d) In accordance with Section 29 of the Central Depositories Act, 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 Telephone at +603-7890 4700
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution or Participating Securities Firms or Authorised Financial Institution

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

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DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF AQUAWALK GROUP BERHAD ("AQUAWALK" OR THE "COMPANY") DATED 30 OCTOBER 2025 ("PROSPECTUS").

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

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

1. Opening and closing of Applications

Opening of the application period: 10.00 a.m., 30 October 2025

Closing of the application period: 5.00 p.m., 7 November 2025

Applications for our IPO Shares will open and close at the times and dates stated above. If there are any changes to this timetable, we will advertise a notice of the changes in a widely circulated English and Bahasa Malaysia newspaper within Malaysia.

Late Applications will not be accepted.

2. Methods of Application**2.1 Application for our IPO Shares by the Malaysian Public and Eligible Persons**

Application must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed. You agree to be bound by our Constitution.

<u>Types of Application and category of investors</u>	<u>Application Method</u>
Applications by Eligible Persons	Pink Application Form only
Applications by the Malaysian Public:	
(a) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(b) Non-Individuals	White Application Form only

2.2 Placement

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

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

Eligible Persons, 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 **Section 12** of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS account must be in your own name. **Invalid, nominee or third party CDS accounts will not be accepted for the Applications.**

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 ISSUE SHARES OR MULTIPLES OF 100 ISSUE SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

- (a) You must be one of the following:
 - (i) a Malaysian citizen who is at least 18 years old as at the date of the application for our Issue Shares; or
 - (ii) 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
 - (iii) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (b) 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
- (c) You must submit an Application by using only one of the following methods:
 - (i) White Application Form; or
 - (ii) Electronic Share Application; or
 - (iii) Internet Share Application.

3.3 Application by 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 IPO shares. Applicants must follow the notes and instructions in the said document and where relevant, in this Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

4. Procedures for Application by way of Application Forms

Each application for our IPO Shares must be made using the correct type of Application Form. The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted. The Malaysian Public must follow the following procedures in making their applications through the **White Application Form**:

- (a) Obtain the relevant Application Form together with the Official "A" and "B" envelopes and our Prospectus.

The **White Application Form** together with our Prospectus, can be obtained subject to availability from (Investment Bank), participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association, the Issuing House and our Company.
- (b) In accordance with Section 232(2) of the CMSA, the **White Application Form** is accompanied by our Prospectus. You are advised to read and understand our Prospectus before making your Application.
- (c) Complete the **White Application Form** legibly and **STRICTLY** in accordance with the notes and instructions printed on it and in our Prospectus, including:
 - (i) ensuring that your personal particulars submitted in your Application are identical with the records maintained by Bursa Depository. You are required to inform Bursa Depository promptly of any change to your personal particulars as the notification letter of successful allocation will be sent to your registered or correspondence address last maintained with Bursa Depository;
 - (ii) stating your CDS Account number in the space provided in the **White Application Form**. Invalid or nominee or third-party CDS Accounts will **not** be accepted;

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (iii) Stating the details of your payment in the appropriate boxes provided in the **White Application Form**; and
 - (iv) Stating the number of shares applied. Applications must be for at least 100 Issue Shares or multiples of 100 Issue Shares.
- (d) Prepare the appropriate form of payment in RM for the FULL amount payable based on the IPO Price of RM0.31 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 685**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

Only Banker's Draft or Cashier's Order drawn on a bank in Kuala Lumpur, Money or Postal Orders (for applicants from Sabah and Sarawak only) and Guaranteed GIRO Order from Bank Simpanan Nasional Malaysia Berhad will be accepted.

We will not accept Applications with excess or insufficient remittances or inappropriate forms of payment. Remittances must be completed in the appropriate boxes provided in the **White Application Form**.

- (e) Insert the **White Application Form** together with payment and a legible photocopy of your identification document (national registration identity card ("**NRIC**") or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable)) into the Official "A" envelope and seal it. You must write your name and address on the outside of the Official "A" and "B" envelopes.

Affix an RM1.50 stamp on the Official "A" envelope and insert the Official "A" envelope into the Official "B" envelope.

The name and address written must be identical to your name and address as in your NRIC or any official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) for individual applicant; or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable).

- (f) Each completed **White Application Form**, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:
- (i) despatched by **ORDINARY POST** in the official envelopes provided to the following address:

Malaysian Issuing House Sdn Bhd
(Registration No. 199301003608 (258345-X))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

or

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

P.O. Box 00010
 Pejabat Pos Jalan Sultan
 46700 Petaling Jaya
 Selangor Darul Ehsan

- (ii) **DELIVERED BY HAND AND DEPOSITED** in the Drop-in Boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan so as to arrive not later than **5.00 p.m.** on **7 November 2025** or by such other time and date specified in any change to the date or time for closing. We will not accept late Applications.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your **White Application Form** or Application monies. Please direct all enquiries in respect of the **White Application Form** to the Issuing House.

The abovementioned methods are not applicable to the submission of Pink Application Forms. All duly completed Pink Application Forms should be submitted to our Group through the HR or Finance Department.

5. Application by way of Electronic Share Application

5.1 Participating Financial Institutions

Only Malaysian individuals may apply for our IPO Shares offered to the Malaysian Public through the ATMs of the following Participating Financial Institutions and their branches. The following processing fee for each Electronic Share Application will be charged by the respective Participating Financial Institutions (unless waived) as follows:

Participating Financial Institutions	Charges
Affin Bank Berhad	Free
Alliance Bank Malaysia Berhad	RM1.00
AmBank (M) Berhad	RM1.00
CIMB Bank Berhad	RM2.50
Malayan Banking Berhad	RM1.00
Public Bank Berhad	RM2.00
RHB Bank Berhad	RM2.50

Please note that these processing fees may be varied or waived from time to time at the discretion of the respective Participating Financial Institutions. Please contact the relevant Participating Financial Institutions for further enquiries.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

5.2 Procedures for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions.

PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR ELECTRONIC SHARE APPLICATIONS SET OUT BELOW AND AT THE RESPECTIVE ATMS CAREFULLY PRIOR TO MAKING AN ELECTRONIC SHARE APPLICATION.

If you encounter any problems in your Application, you may refer to the respective Participating Financial Institutions.

You must have an account with a Participating Financial Institutions and an ATM card issued by that Participating Financial Institutions to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for our IPO Shares at an ATM belonging to other Participating Financial Institutions.

You are to submit at least the following information through the ATM, where the instructions on the ATM screen require you to do so:

- Personal Identification Number ("**PIN**");
- MIH Share Issue Account No. 685;
- Your CDS Account number;
- Number of Issue Shares applied for and the RM amount to be debited from the account; and
- Confirmation of several mandatory statements as set out in **Section 5.3** below.

Upon the completion of your Electronic Share Application transaction at the ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by our Company or the Issuing House. The Transaction Record is for your 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 INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER YOUR OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR OWN NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE ABOVE.

The Electronic Share Application shall be made on, and subject to, the above terms and conditions as well as the terms and conditions appearing below:

- (a) The Electronic Share Application shall be made in relation to and subject to the terms of our Prospectus and our Company's Constitution.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

- (b) 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:
- (i) You are at least 18 years old as at the date of the application for our Issue Shares;
 - (ii) You are a Malaysian citizen residing in Malaysia;
 - (iii) You have read our Prospectus and understood and agreed with the terms and conditions of the Application;
 - (iv) The Electronic Share Application is the only application that you are submitting for our Issue Shares offered to the Malaysian Public; and
 - (v) You give consent to the disclosure by the relevant Participating Financial Institutions and/or Bursa Depository, as the case may be, of your information, your Electronic Share Application or your account with the Participating Financial Institutions and Bursa Depository, to the Issuing House and other relevant authorities.

Your Application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institutions. By doing so, it is considered that you have confirmed each of the above statements as well as given consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Services Act, 2013 and Section 45 of SICDA) to the disclosure by the relevant Participating Financial Institutions and/or Bursa Depository, as the case may be, of your information to the Issuing House or any relevant authority.

- (c) You confirm that you are not applying for our Issue Shares offered to the Malaysian Public as a nominee of any other person and your Electronic Share Application is made in your name, as the beneficial owner. You shall only make one Electronic Share Application and shall not make any other application for our Issue Shares offered to the Malaysian Public.
- (d) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time the Electronic Share Application, to cover and pay for our Issue Shares and the relating processing fees, charges and expenses, if any, to be incurred, failing which your Electronic Share Application will not be deemed complete. Any Electronic Share Application which does not conform strictly to the instructions set out in our Prospectus or any instruction displayed on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.
- (e) You irrevocably agree and undertake to subscribe for or purchase and to accept the number of Issue Shares applied for as stated in the Transaction Record or any lesser number of Issue 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 Issue Shares or not to allot or allocate any Issue Shares to you, you agree to accept any such decision as final. If your Electronic Share Application is successful, your confirmation of the number of Issue Shares applied for (by your action of pressing the designated keys or buttons on the ATM keyboard) shall be deemed to signify, and shall be treated as,
- (i) your acceptance of the number of Issue Shares that may be allotted or allocated to you in the event that your Electronic Share Application is successful or successful in part, as the case may be; and

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

- (ii) your agreement to be bound by our Constitution.
- (f) The Issuing House, on the authority of our Board, reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in whole or in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating our Issue Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.
- (g) You request and authorise us:-
 - (i) to credit our Issue Shares allotted or allocated to you into your CDS Account; and
 - (ii) to issue share certificate(s) representing such Issue Shares or jumbo certificates which represent, amongst others, such Issue Shares, allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.
- (h) You acknowledge that your Electronic Share Application is subject to risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond our control or the control of the Issuing House, Bursa Depository or the Participating Financial Institutions, and irrevocably agree that if:
 - (i) our Company or the Issuing House does not receive your Electronic Share Application and/or payment; or
 - (ii) any data relating to your Electronic Share Application is wholly or partially lost, corrupted, or otherwise inaccessible, or not transmitted or communicated to our Company or the Issuing House,you will be deemed not to have made an Electronic Share Application and will not make any claim whatsoever against our Company, the Issuing House and/or the relevant Participating Financial Institutions for our Issue Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.
- (i) All of your particulars in the records of the relevant Participating Financial Institutions at the time of making the Electronic Share Application shall be deemed to be true and correct, and our Company, the Issuing House and the relevant Participating Financial Institutions, and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information, shall be entitled to rely on the accuracy thereof.
- (j) You must ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Share Application will be rejected. You must inform Bursa Depository promptly of any change in your address, failing which the notification letter of successful allotment will be sent to your registered or correspondence address last maintained with Bursa Depository.
- (k) By making and completing an Electronic Share Application, you agree that:
 - (i) in consideration of us agreeing to allow and accept the application for our Issue Shares through the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, your Electronic Share Application is irrevocable;

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (ii) we, the Participating Financial Institutions, Bursa Depository and the Issuing House shall not be liable for any delay, failure or inaccuracy in the processing of data relating to your Electronic Share Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our or the control of any of them;
 - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the acceptance of your offer to subscribe for and purchase our Issue 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 Issue Shares;
 - (iv) you irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renounee any instrument of transfer and other documents required for the issue or transfer of our Issue Shares allotted or allocated to you; and
 - (v) you agree that in relation to any legal action, proceedings or disputes arising out of or in relation to the contract between the parties and/or the Electronic Share Application and/or any terms of our Prospectus, all rights, obligations and liabilities of the parties shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies of Malaysia and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (l) the Issuing House, acting on the authority of our Board, reserves the right to reject Applications which do not conform to these instructions.

6. Application by way of Internet Share Application

6.1 Internet Participating Financial Institutions or Participating Securities Firms

Applications for our IPO Shares by the Malaysian Public Individuals may be made through the Internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms.

The following processing fee for each Internet Share Application will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) as follows:

YOU ARE ADVISED NOT TO APPLY FOR OUR IPO SHARES THROUGH ANY WEBSITE OTHER THAN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Internet Participating Financial Institutions or Participating Securities Firms	Website address	Fees charged
Affin Bank Berhad	https://rib.affinalways.com	Free
Alliance Bank Malaysia Berhad	www.allianceonline.com.my	RM1.00
CGS International Securities Malaysia Sdn Bhd	eipo.cgsi.com.my	RM2.00 for payment through CIMB Bank Berhad or Malayan Banking Berhad
Kenanga Investment Bank Berhad	https://kentrade.com.my/	Free
Malacca Securities Sdn Bhd	https://eipo.mplonline.com	Free
Malayan Banking Berhad	www.maybank2u.com.my	RM1.00
Moomoo Securities Malaysia Sdn. Bhd.	https://www.moomoo.com/my	Free
Public Bank Berhad	www.pbepbank.com	RM2.00
RHB Bank Berhad	https://www.rhbgroup.com/index.html	RM2.00

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 Firms. Please contact the relevant Internet Participating Financial Institutions or Participating Securities Firms for further enquiries.

PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR INTERNET SHARE APPLICATIONS SET OUT BELOW AND AT THE INTERNET FINANCIAL SERVICES WEBSITE OF THE RESPECTIVE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS CAREFULLY PRIOR TO MAKING AN INTERNET SHARE APPLICATION.

If you encounter any problems in your Application, you may refer to the respective Internet Participating Financial Institutions or Participating Securities Firms.

6.2 Terms and conditions for Internet Share Application

PLEASE NOTE THAT THE ACTUAL TERMS AND CONDITIONS OUTLINED BELOW SUPPLEMENT THE ADDITIONAL TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE RESPECTIVE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

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

- (a) You can make an Internet Share Application if you fulfill all of the following:
- (i) 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;
 - (ii) You have an existing account with access to Internet financial services facilities with an Internet Participating Financial Institutions or Participating Securities Firms. You must have your user identification ("**User ID**") and Personal Identification Numbers ("**PIN**")/password for the relevant Internet financial services facilities; and
 - (iii) 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 Issue Shares at Internet financial service websites of other Internet Participating Financial Institutions or Participating Securities Firms.

- (b) An Internet Share Application shall be made on and subject to the terms of our Prospectus and our Company's Constitution.
- (c) You are required to confirm the following statements (by selecting the designated hyperlink on the relevant screen of the Internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms) and to undertake that the following information given are true and correct:
- (i) You are at least 18 years old as at the date of the application for our Issue Shares;
 - (ii) You are a Malaysian citizen residing in Malaysia;
 - (iii) You have read our Prospectus and understood and agreed with the terms and conditions of the Application;
 - (iv) The Internet Share Application is the only application that you are submitting for our Issue Shares offered to the Malaysian Public;
 - (v) You authorise the Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institutions to deduct the full amount payable for our Issue Shares from your account with the Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institutions;
 - (vi) You give consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Service Act, 2013 and Section 45 of SICDA) to the disclosure by the relevant Internet Participating Financial Institutions or Participating Securities Firms, the Authorised Financial Institution and/or Bursa Depository, as the case may be, of your information, your Internet Share Application or your account with the Internet Participating Financial Institutions or Participating Securities Firms, to the Issuing House the Authorised Financial Institution, and any other relevant authorities;

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (vii) You are not applying for our Issue Shares offered to the Malaysian Public as a nominee of any other person and your Internet Share Application is made in your own name, as the beneficial owner and subject to the risks referred to in our Prospectus; and
- (viii) You authorise the Internet Participating Financial Institutions or Participating Securities Firms to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, our Company, Bursa Securities or other relevant parties in connection with our IPO, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the Internet Participating Financial Institutions or Participating Securities Firms, necessary for the provision of the Internet Share Application services or if such disclosure is requested or required in connection with our IPO. Further, the Internet Participating Financial Institutions or Participating Securities Firms will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institutions or Participating Securities Firms in connection with the use of the Internet Share Application services.
- (d) Your Application will not be successfully completed and cannot be recorded as a completed application unless you have paid for our Issue 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 our Prospectus, "**Confirmation Screen**" shall mean the screen which appears or is displayed on the Internet financial services website, which confirms that your Internet Share Application has been completed and states the details of your Internet Share Application, including the number of Issue 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(c)** above. The Confirmation Screen is only a record of the completed transaction with an Internet Participating Financial Institutions or Participating Securities Firms and not a record of the receipt of the Internet Share Application or any data relating to such an Internet Share Application by our Company or the Issuing House. The Confirmation Screen is for your record and should not be submitted with any Application Form.

- (e) You must have sufficient funds in your account with the relevant Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institution at the time of making your Internet Share Application, to cover and pay for our Issue Shares and the related processing fees, charges and expenses, if any, to be incurred, failing which your Internet Share Application will not be deemed complete, notwithstanding the display of the Confirmation Screen. Any Internet Share Application which does not conform strictly to the instructions set out in our Prospectus or any instructions displayed on the screens of the Internet financial services website through which the Internet Share Application is made will be rejected.
- (f) You irrevocably agree and undertake to subscribe for, or purchase and to accept the number of Issue Shares applied for as stated on the Confirmation Screen or any lesser number of Issue 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 Issue Shares to you, you agree to accept any such decision as final.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

In the course of completing your Internet Share Application on the website of the Internet Participating Financial Institutions or Participating Securities Firms, your confirmation of the number of Issue 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:

- (i) Your acceptance of the number of Issue 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
 - (ii) Your agreement to be bound by the Constitution.
- (g) You are fully aware that multiple or suspected multiple Internet Share Applications for our Issue Shares will be rejected. **A PERSON WHO SUBMITS MULTIPLE INTERNET SHARE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.** Our Company reserves the right to reject any Internet Share Application or accept any Internet Share Application in whole or in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating our Issue Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.
- (h) 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.
- (i) You acknowledge that your Internet Share Application is subject to risk of electrical, electronic, technical and computer-related faults and breakdowns, faults with computer software, problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, fires, and other events beyond our control or the control of the Internet Participating Financial Institutions or Participating Securities Firms, the Authorised Financial Institution, the Issuing House, Bursa Depository and our Company and irrevocably agree that if:
- (i) our Company, the Issuing House, the Internet Participating Financial Institutions or Participating Securities Firms and/or the Authorised Financial Institution do not receive your Internet Share Application and/or payment; and
 - (ii) any data relating to your Internet Share Application or the tape or any other devices containing such data and/or payment is wholly or partly lost, corrupted, destroyed or otherwise not accessible, and for any reason whatsoever,

you will be deemed not to have made an Internet Share Application and you will not make any claim whatsoever against our Company, the Issuing House, the Internet Participating Financial Institutions or participating Securities Firms and/or the Authorised Financial Institution for our Issue Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (j) All of your particulars in the records of the relevant Internet Participating Financial Institutions or Participating Securities Firms at the time of making your Internet Share Application shall be deemed to be true and correct, and our Company, the Issuing House, the relevant Internet Participating Financial Institutions or participating Securities Firms and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information, shall be entitled to rely on the accuracy thereof.

You must ensure that your personal particulars as recorded by both Bursa Depository and the Internet Participating Financial Institutions or Participating Securities Firms are correct and identical. Otherwise, your Internet Share Application will be rejected. You must inform Bursa Depository promptly of any change in your address, failing which the notification letter on successful allotment will be sent to your registered or correspondence address last maintained with Bursa Depository.

7. Authority of our Board and Issuing House

Your Application will be selected in a manner to be determined by our Board. Due consideration will be given to the desirability of allotting and allocating our Issue Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares. The Issuing House, on the authority of our Board, reserves the right to:-

- (a) reject Applications which:
- (i) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or
 - (ii) are illegible, incomplete or inaccurate; or
 - (iii) are accompanied by an improperly drawn up, or improper form of remittance; or
- (b) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and
- (c) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), by:
- (i) ordinary post through the self-addressed and stamped Official "A" envelope which you have provided to the Issuing House;
 - (ii) crediting into your bank account for the purposes of cash dividend/distribution if you have provided such bank account information to Bursa Depository; or
 - (iii) ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

8. Over/under-subscription

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our Issue Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of shares and the balloting results in connection therewith will be furnished by our Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website www.mih.com.my within 1 market day after the balloting event.

Pursuant to the Listing Requirements we are required to have a minimum of 25% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our Issue Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in **Section 4.3.4** of our Prospectus, any of the abovementioned Issue Shares not applied for will then be subscribed by the Joint Underwriters based on the terms of the Underwriting Agreement.

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DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

9. Unsuccessful/partially successful applicants

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner:

9.1 For applications by way of Application Form

- (a) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.
- (b) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.
- (c) 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).
- (d) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

9.2 For applications by way of Electronic Share Application and Internet Share Application

- (a) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institution) within 2 Market Days after the receipt of confirmation from the Issuing House.
- (b) You may check your account on the 5th Market Day from the balloting date.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (c) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

10. Successful applicants

If you are successful in your Application:

- (a) Our IPO Shares allotted to you will be credited into your CDS Account.
- (b) A notice of allotment will be despatched to you at your registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.
- (c) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our Issue Shares issued/offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.
- (d) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

11. Enquiries

Enquiries in respect of your Applications may be directed as follows:

Mode of application	Parties to direct the enquiries
Application Form	Issuing House Enquiry Services Telephone at telephone no. +603-7890 4700
Electronic Share Application	The relevant Participating Financial Institutions
Internet Share Application	The relevant Internet Participating Financial Institutions or Participating Securities Firms or Authorised Financial Institutions

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

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 BERHAD	2nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No. : 03 – 7710 6688	068-019
AFFIN HWANG INVESTMENT BANK BERHAD	Mezzanine & 3rd Floor Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No. : 03 – 2143 8668	068-018
AFFIN HWANG INVESTMENT BANK BERHAD	38A & 40A, Jalan Midah 1 Taman Midah 56000 Cheras Kuala Lumpur Tel No. : 03 – 9130 8803	068-018
AMINVESTMENT BANK BERHAD	8-9, 11-18, 21-25th Floor Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No. : 03 – 2031 0102	086-001
BIMB SECURITIES SDN BHD	Level 34, Menara Bank Islam 22, Jalan Perak Kuala Lumpur 50450 Kuala Lumpur Tel No : 03 – 2613 1700	024-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	3rd Floor 2 & 4 Jalan Mutiara Timur Satu Taman Mutiara Cheras 56100 Kuala Lumpur Tel No. : 03 – 9132 7424/7428/7429	065-001
CIMB SECURITIES SDN BHD (formerly known as Kaf Equities Sdn Bhd)	14th Floor, Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No. : 03 – 2171 0216	053-001
FA SECURITIES SDN BHD	A-10-1 & A-10-17 Level 10, Menara UOA Bangsar No. 5, Jalan Bangsar Utama 1 59000 Kuala Lumpur Tel No : 03 – 2288 1676	021-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KUALA LUMPUR (cont'd)		
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
BERJAYA SECURITIES SDN BHD (formerly known as 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
BERJAYA SECURITIES SDN BHD (formerly known as Inter-Pacific Securities Sdn Bhd)	Ground Floor, 7-0-8, Jalan 3/109F Danau Business Centre, Danau Desa 58100 Kuala Lumpur Tel No. : 03 – 7984 7796	054-003
BERJAYA SECURITIES SDN BHD (formerly known as Inter-Pacific Securities Sdn Bhd)	No. 33-1 (First Floor) Jalan Radin Bagus Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No. : 03 – 9056 2922	054-007
KENANGA INVESTMENT BANK BERHAD	Level 17, Kenanga Tower 237 Jalan Tun Razak 50400 Kuala Lumpur Tel No. : 03 – 2172 2888	073-001
M & A SECURITIES SDN BHD	Level 1-3, No. 45 & 47 and 43-6 The Boulevard, Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel No. : 03 – 2282 1820	057-002
M & A SECURITIES SDN BHD	22A-1 Jalan Kuchai Maju 1 Kuchai Entrepreneurs' Park Off Jalan Kuchai Lama 58200 Kuala Lumpur Tel No. : 03 – 7983 9890	057-004
MALACCA SECURITIES SDN BHD	No 76-1, Jalan Wangsa Maju Delima 6 Pusat Bandar Wangsa Maju (KLSC) Setapak 53300 Kuala Lumpur Tel No. : 03 – 4144 2565	012-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KUALA LUMPUR (cont'd)		
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 8888	098-001
MAYBANK INVESTMENT BANK BERHAD	27, 31 to 33 Floor Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Tel No. : 03 – 2059 1888	098-007
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	Level 9, Menara Khuan Choo 75A Jalan Raja Chulan Bukit Bintang 50200 Kuala Lumpur Tel No. : 03 – 9212 0718	062-001
PHILLIP CAPITAL SDN BHD	B-3-6, Block B, Level 3 Megan Avenue II No.12, Jalan Yap Kwan Seng 50450 Kuala Lumpur Tel No. :03 – 2783 0361	076-001
NEWPARADIGM SECURITIES SDN BHD	Level 12, EXSIM Tower (Block D) Millerz Square @ Old Klang Road Megan Legasi, No. 357, Jalan Klang Lama 58000 Kuala Lumpur Tel No. : 03 – 2054 8000	064-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KUALA LUMPUR (cont'd)		
PUBLIC INVESTMENT BANK BERHAD	27th Floor, Menara Public Bank 2 No. 78, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03 – 2268 3000	051-001
RHB INVESTMENT BANK BERHAD	Level 1, Tower 3 RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No. : 03 – 9280 2233/2354	087-001
RHB INVESTMENT BANK BERHAD	Level 5, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No. : 03 – 9280 2453	087-001
RHB INVESTMENT BANK BERHAD	No. 62, 62-1, 64 & 64-1, Vista Magna Jalan Prima, Metro Prima 52100 Kuala Lumpur Tel No. : 03 – 6257 5869	087-028
RHB INVESTMENT BANK BERHAD	No. 5 & 7 Jalan Pandan Indah 4/33 Pandan Indah 55100 Kuala Lumpur Tel No. : 03 – 4280 4798	087-054
RHB INVESTMENT BANK BERHAD	Ground Floor No. 55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No. : 03 – 9058 7222	087-058
TA SECURITIES HOLDINGS BERHAD	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 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 203 Jalan Bukit Bintang 55100 Kuala Lumpur Tel No. : 03 – 2147 1888	078-010

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SELANGOR DARUL EHSAN		
AFFIN HWANG INVESTMENT BANK BERHAD	Suite B 3A1, East Wing 3Ath Floor Wisma Consplant 2 No. 7, Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No. : 03 – 5635 6688	068-019
AFFIN HWANG INVESTMENT BANK BERHAD	4th Floor, Wisma Meru 1 Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No. : 03 – 3343 9999	068-019
AFFIN HWANG INVESTMENT BANK BERHAD	No.79-1, Jalan Batu Nilam 5 Bandar Bukit Tinggi 41200 Klang Selangor Darul Ehsan Tel No. : 03 – 3322 1999	068-019
AMINVESTMENT BANK BERHAD	4th Floor, Plaza Damansara Utama No. 2, Jalan SS21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 7710 6613	086-001
APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad)	Level 5, Menara UAC No.12, Jalan PJU7/5 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 7890 8899 ext 2012/2007	079-001
APEX SECURITIES BERHAD (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
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. A-07-01 & A-07-02 Empire Office Tower Empire Subang Jalan SS16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No. : 03 – 5631 7934/7892	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SELANGOR DARUL EHSAN (cont'd)		
CGS INTERNATIONAL 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	1st Floor, No. 26A(F), 26A(M) & 26A(B) Jalan SJ6, Taman Selayang Jaya 68100 Batu Caves Selangor Darul Ehsan Tel No.: 03 – 6137 1680	065-001
CGS INTERNATIONAL 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 7105/7106	065-001
KENANGA INVESTMENT BANK BERHAD	Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiar Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 7725 9095	073-001
KENANGA INVESTMENT BANK BERHAD	Level 1 East Wing Wisma Consplant 2 No. 7 Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No. : 03 – 5621 2118	073-001
KENANGA INVESTMENT BANK BERHAD	35 (Ground, 1st & 2nd Floor) Jalan Tiara 3, Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No. : 03 – 3348 8080	073-001
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

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SELANGOR DARUL EHSAN (cont'd)		
MBSB INVESTMENT BANK BERHAD (Formerly known as MIDF Amanah Investment Bank Berhad)	Level 21, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52 46200 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 2173 8888	026-001
NEWPARADIGM SECURITIES SDN BHD	1st Floor, 157- A, Jalan Kenari 23A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No. : 03 – 8074 7094	064-003
NEWPARADIGM 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 BERHAD	1,3 & 5, Tingkat 2 Jalan 52/18 New Town Centre 46200 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 7873 6366/7875 8428	087-011
RHB INVESTMENT BANK BERHAD	First Floor, 10 & 11 Jalan Maxwell 48000, Rawang Selangor Darul Ehsan Tel No. :03 – 6092 8916	087-047
RHB INVESTMENT BANK BERHAD	Ground & Mezzanine Floor No. 87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No. : 03 – 3343 9180	087-048
RHB INVESTMENT BANK BERHAD	Unit 1B, 2B & 3B Jalan USJ 10/1J USJ 10, 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

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SELANGOR DARUL EHSAN (cont'd)		
TA SECURITIES HOLDINGS BERHAD	2nd Floor, Wisma TA 1A Jalan SS20/1, Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No. : 03 – 7729 5713	058-007
MELAKA		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Ground, 1st & 2nd Floor No. 191, Taman Melaka Raya Off Jalan Parameswara 75000 Melaka Tel No. : 06 – 289 8800	065-001
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang 75250 Melaka Tel No. : 06 – 337 1533	012-001
MERCURY SECURITIES SDN BHD	81, 81A & 81B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No. : 06 – 2921 898	093-003
KENANGA INVESTMENT BANK BERHAD	71 (Ground, A&B) & 73 (Ground, A&B) Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No. : 06 – 2881 720	073-001
NEWPARADIGM SECURITIES SDN BHD	No 6-1, Jalan Lagenda 2 Taman 1 Lagenda 75400 Melaka Tel No. : 06 – 288 0050	064-006
RHB INVESTMENT BANK BERHAD	579, 580 & 581, Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No. : 06 – 282 5211	087-026
TA SECURITIES HOLDINGS BERHAD	59, 59A, 59B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No. : 06 – 286 2618	058-003

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
MELAKA (cont'd)		
UOB KAY HIAN SECURITIES (M) SDN BHD	7-2 Jalan PPM8 Malim Business Park 75250 Melaka Tel No. : 06 – 335 2511	078-014
PERAK DARUL RIDZUAN		
AFFIN HWANG INVESTMENT BANK BERHAD	21, Jalan Stesen Ground Floor, 1, 2 & 3 34000 Taiping Perak Darul Ridzuan Tel No. : 05 – 806 6688	068-003
CGS INTERNATIONAL 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 – 208 8688	065-001
HONG LEONG INVESTMENT BANK BERHAD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No. : 05 – 2530 888	066-003
KENANGA INVESTMENT BANK BERHAD	Ground, 1st, 2nd & 4th Floor No. 63 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No. : 05 – 242 2828	073-022
M & A SECURITIES SDN BHD	5th and 6th Floor and Unit 8A M&A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No. : 05 – 241 9800	057-001
MALACCA SECURITIES SDN BHD	No 3, 1st Floor Persiaran Greenhill 30450, Ipoh Perak Darul Ridzuan Tel No. : 012-618 4998	012-013
MAYBANK INVESTMENT BANK BERHAD	No. 47, Hala Pusat Perdagangan Canning I Pusat Perdagangan Canning II 30350, Ipoh, Perak Tel No. : 05 – 245 3457	098-002

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PERAK DARUL RIDZUAN (cont'd)		
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 17, Jalan Intan 2 Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No. : 05 – 623 6498	087-014
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 23 & 25 Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No. : 05 – 692 1228	087-016
RHB INVESTMENT BANK BERHAD	Unit E-2-2A, E-3-2A, E-4-2A & E-5-2A SOHO Ipoh 2, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No. : 05 – 241 5100	087-023
RHB INVESTMENT BANK BERHAD	Ground Floor, No. 40, 42 & 44 Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No. : 05 – 808 8229	087-034
RHB INVESTMENT BANK BERHAD	No 1&3, 1st Floor Jalan Wawasan Satu Taman Wawasan Jaya 34200 Parit Buntar Perak Darul Ridzuan Tel No. : 05 – 717 0888	087-052
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 – 253 1313	058-001
UOB KAY HIAN SECURITIES (M) SDN BHD	153A Jalan Raja Musa Aziz 30300 Ipoh Perak Darul Ridzuan Tel No. : 05 – 241 1290	078-002
PULAU PINANG		
AFFIN HWANG INVESTMENT BANK BERHAD	Level 2, 3, 4, 5, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No. : 04 – 263 6996	068-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PULAU PINANG (cont'd)		
AFFIN HWANG INVESTMENT BANK BERHAD	1st, 2nd & 3rd Floor No. 2 & 4, Jalan Perda Barat Bandar Perda 14000 Bukit Mertajam Pulau Pinang Tel No. : 04 – 537 2882	068-001
AMINVESTMENT BANK BERHAD	3rd Floor, Menara Liang Court 37, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No. : 04 – 226 1818	086-001
APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad)	368-2-5 Jalan Burmah Belissa Row 10350 Pulau Tikus Pulau Pinang Tel No. : 04 – 228 9118	079-005
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 2, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No. : 04 – 238 5900	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 20-1 & 20-2 Persiaran Bayan Indah Bayan Bay, Sungai Nibong 11900 Nayan Lepas Pulau Pinang Tel No. : 04 – 641 2881	065-001
MALACCA SECURITIES SDN BHD	28, Lorong Tangling Indah 3 Taman Tangling Indah 14100 Simpang Ampat Pulau Pinang Tel No. : 04 – 506 0967	012-001
MALACCA SECURITIES SDN BHD	No.11A-1, Persiaran Bayan Indah Taman Bayan Indah 11900 Bayan Lepas Pulau Pinang Tel No. : 04 – 642 1533	012-001
MAYBANK INVESTMENT BANK BERHAD	Ground Floor, Bangunan KWSP No. 38, Jalan Sultan Ahmad Shah 10050 Georgetown Pulau Pinang Tel No. : 04 – 219 6888	098-006
MERCURY SECURITIES SDN BHD	Ground, 1st & 2nd floor, No. 1, Jalan Todak 5, Pusat Bandar Seberang Jaya, 13700 Prai, Penang Tel No. : 04 – 332 2123	093-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PULAU PINANG (cont'd)		
MERCURY SECURITIES SDN BHD	2nd Floor, Standard Chartered Bank Chambers, 2, Lebu Pantai 10300 Pulau Pinang Tel No. : 04 – 263 9118	093-004
BERJAYA SECURITIES SDN BHD (formerly known as Inter-Pacific Securities Sdn Bhd)	Canton Square Level 2 (Unit 1) & Level 3 No. 56, Cantontment Road 10250 Pulau Pinang Tel No. : 04 – 226 8288	054-002
KENANGA INVESTMENT BANK BERHAD	7th, 8th & 16th Floor Menara Boustead Penang 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel.No. : 04 – 228 3355	073-023
PHILLIP CAPITAL SDN BHD	29A, Ground Floor Beach Street 10300 Pulau Pinang Tel No. : 04 – 261 6363	076-015
NEWPARADIGM SECURITIES SDN BHD	56B, 1st Floor Jalan Perak, Perak Plaza 10150 Pulau Pinang Tel No. : 04 – 227 3000	064-004
RHB INVESTMENT BANK BERHAD	Ground, 1st & 2nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Seberang Prai Pulau Pinang Tel No. : 04 – 390 0022	087-005
RHB INVESTMENT BANK BERHAD	64 & 64-D Ground Floor-3rd Floor & 5th-8th Floor Lebuh Bishop 10200 Pulau Pinang Tel No. : 04 – 263 4222	087-033
RHB INVESTMENT BANK BERHAD	1st Floor No. 15-1-5, 15-1-6, 15-2-5, 15-2-6 & 15-2-24 Medan Kampung Relau (Bayan Point) 11950 Pulau Pinang Tel No. : 04 – 640 4888	087-042
TA SECURITIES HOLDINGS BERHAD	3rd Floor, Bangunan Heng Guan No. 171, Jalan Burmah 10050 Pulau Pinang Tel No. : 04 – 227 2339	058-010

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PULAU PINANG (cont'd)		
UOB KAY HIAN SECURITIES (M) SDN BHD	1st Floor, Bangunan Heng Guan 171 Jalan Burmah 10050 Pulau Pinang Tel No. : 04 – 229 9318	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 – 504 7313 / 7316	078-003
PAHANG DARUL MAKMUR		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Ground, 1st & 2nd Floor No. A-27, Jalan Dato' Lim Hoe Lek 25200 Kuantan Pahang Darul Makmur Tel No. : 09 – 505 7800	065-001
KENANGA INVESTMENT BANK BERHAD	A15, A17 & A19, Ground Floor Jalan Tun Ismail 2 Sri Dagangan 2 25000 Kuantan Pahang Darul Makmur Tel No. : 09 – 517 1698	073-001
MALACCA SECURITIES SDN BHD	P11-3, Jalan Chui Yin 28700 Bentong Pahang Darul Makmur Tel No. : 09 – 222 0993	012-001
PHILLIP CAPITAL SDN BHD	Ground, Mezzanine & 1st Floor B400, Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No. : 09 – 566 0800	076-002
RHB INVESTMENT BANK BERHAD	No. 12 Ground Floor, 1st and 2nd Floor Jalan Putra Square 1 Putra Square 25300 Pahang Darul Makmur Tel No. : 09 – 517 3811	087-007
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 4 Wisma TCH (formerly known as Wisma Square Point) Jalan Pengkalan Chepa 15400 Kota Bharu Kelantan Darul Naim Tel No. : 09 - 741 9050/9051/9052/9053	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PAHANG DARUL MAKMUR (cont'd)		
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 3953-H, Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No. : 09 – 743 0077	087-020
TA SECURITIES HOLDINGS BERHAD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No. : 09 – 7432 288/3388	058-004
UOB KAY HIAN SECURITIES (M) SDN BHD	Ground & 1st Floor Lot 712, Sek 9, PT 62 Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No. : 09 – 747 3906	078-004
TERENGGANU DARUL IMAN		
PHILLIP CAPITAL SDN BHD	No. 46, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Tel No. : 09 – 6317 922	076-009
RHB INVESTMENT BANK BERHAD	1st Floor, 59 Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No. : 09 – 626 1816	087-055
UOB KAY HIAN SECURITIES (M) SDN BHD	37-B, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No. : 09 – 622 4766	078-016
KEDAH DARUL AMAN		
AFFIN HWANG INVESTMENT BANK BERHAD	No. 70 & 70A, Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No. : 04 – 425 6666	068-011
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, No. 102 Kompleks Persiaran Sultan Abdul Hamid Jalan Pegawai 05050 Alor Setar Kedah Darul Aman Tel No. : 04 – 777 4400/4401	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KEDAH DARUL AMAN (cont'd)		
MALACCA SECURITIES SDN BHD	No. 9, First Floor Kompleks Perniagaan LITC Jalan Putra Mergong 05150 Alor Setar Kedah Darul Aman Tel No. : 04 – 735 0888	012-001
PHILLIP CAPITAL SDN BHD	Lot T-30, 2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No. : 04 – 731 7088/8270	076-004
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor 214-A, 214-B, 215-A & 215-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No. : 04 – 720 9888	087-021
UOB KAY HIAN SECURITIES (M) SDN BHD	Lot 4, 5 & 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 – 732 2111	078-007
NEGERI SEMBILAN DARUL KHUSUS		
AFFIN HWANG INVESTMENT BANK BERHAD	No. 26-2, Jalan S2 B16 Pusat Dagangan Seremban 2 70300 Seremban Negeri Sembilan Darul Khusus Tel No. : 06 – 603 7408	068-019
AFFIN HWANG INVESTMENT BANK BERHAD	6, Upper Level, Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No. : 06 – 455 3188	068-019
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No 21, Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No. : 06 – 455 3166/3266	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, Lot 3110 Jalan Besar, Lukut 71010 Port Dickson Negeri Sembilan Darul Khusus Tel No. : 06 – 651 5385	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
NEGERI SEMBILAN DARUL KHUSUS (cont'd)		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 38, 1st Floor Jalan S2 B18 Biz Avenue Seremban 2 70300 Seremban Negeri Sembilan Darul Khusus Tel No. : 06 – 761 4651	065-001
KENANGA INVESTMENT BANK BERHAD	1C & 1D, Ground & 1st Floor Jalan Tunku Munawir 70000 Seremban, Negeri Sembilan Tel No. : 06 – 765 5998	073-001
MAYBANK INVESTMENT BANK BERHAD	Wisma HM No. 43, Jalan Dr Krishnan 70000 Seremban Negeri Sembilan Tel No. : 06 – 766 9555	098-005
NEWPARADIGM SECURITIES SDN BHD	1st-3rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No. : 06 – 762 3131	064-002
NEWPARADIGM SECURITIES SDN BHD	Ground & 1st Floor No. 3, Jalan Dato Abdullah 71200 Kuala Klawang Negeri Sembilan Darul Khusus Tel No. : 06 – 613 7767	064-002
RHB INVESTMENT BANK BERHAD	Ground, 1st & 2nd Floor No. 32 & 33, Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No. : 06 – 764 1641	087-024
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 – 222 2692	068-004
AFFIN HWANG INVESTMENT BANK BERHAD	2nd Floor, No 11 & 12 BP Avenue Jalan Abdul Rahman Bandar Penggaram 83000 Batu Pahat Johor Darul Takzim Tel No. : 07 – 431 1081	068-004

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
JOHOR DARUL TAKZIM (cont'd)		
AMINVESTMENT BANK BERHAD	2nd & 3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No. : 07 – 434 2282	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No 73, Ground Floor No 73A & 79A, First Floor Jalan Kuning Dua, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No. : 07 – 340 5888	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No. 384A Jalan Simbang, Taman Perling 81200 Johor Bahru Johor Darul Takzim Tel No. : 07 – 232 9673	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, 113 & 114 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No. : 07 – 931 1509/1523	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, 101 Jalan Gambir 8 Bandar Baru Bukit Gambir 84800 Muar Johor Darul Takzim Tel No. : 06 – 976 4559/4560	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor No. 8A Jalan Dedap 20 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No. : 07 – 353 7669/7959	065-001
BERJAYA SECURITIES SDN BHD (formerly known as Inter-Pacific Securities Sdn Bhd)	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No. : 07 – 223 1211	054-004
KENANGA INVESTMENT BANK BERHAD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No. : 07 – 333 3600	073-004

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
JOHOR DARUL TAKZIM (cont'd)		
KENANGA INVESTMENT BANK BERHAD	57, 59 and 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No. : 06 – 953 1222	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 – 338 1233	057-003
MALACCA SECURITIES SDN BHD	No. 40A, Jalan Perang Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No. : 07 – 335 1533	012-001
MALACCA SECURITIES SDN BHD	1735-B, Jalan Sri Putri 4 Taman Putri Kulai 81000 Kulaijaya Johor Darul Takzim Tel No. : 07 – 663 8877	012-001
MALACCA SECURITIES SDN BHD	Lot 880, 3 ½ Mile Jalan Salleh 84000 Muar Johor Darul Takzim Tel No. : 06 – 953 6948	012-001
MERCURY SECURITIES SDN BHD	Suite 17.1, Level 17, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No. : 07 – 331 6992	093-005
PHILLIP CAPITAL SDN BHD	No. 73, 1st Floor Jalan Rambutan 86000 Kluang Johor Darul Takzim Tel No. : 07 – 771 7922	076-006
NEWPARADIGM 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 – 433 3608	064-008

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
JOHOR DARUL TAKZIM (cont'd)		
RHB INVESTMENT BANK BERHAD	53, 53-A & 53-B, Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No. : 07 – 438 0288	087-009
RHB INVESTMENT BANK BERHAD	No. 33-1, 1st & 2nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No. : 06 – 953 8262	087-025
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 119 & 121 Jalan Sutera Tanjung 8/2 Taman Sutera Utama 81300 Skudai Johor Darul Takzim Tel No. : 07 – 557 7628	087-029
RHB INVESTMENT BANK BERHAD	Ground, 1st & 2nd Floor No. 3, Jalan Susur Utama 2/1 Taman Utama 85000 Segamat Johor Darul Takzim Tel No. : 07 – 932 1543	087-030
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 40 Jalan Haji Manan 86000 Kluang Johor Darul Takzim Tel No. : 07 – 776 9655	087-031
RHB INVESTMENT BANK BERHAD	Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No. : 07 – 662 6288	087-035
RHB INVESTMENT BANK BERHAD	Ground, 1st & 2nd Floor, No. 21 & 23 Jalan Molek 1/30, Taman Molek 81100 Johor Bahru Johor Darul Takzim Tel No. : 07 – 352 2293	087-043
TA SECURITIES HOLDINGS BERHAD	7A, Jalan Genuang Perdana Taman Genuang Perdana 85000 Segamat Johor Darul Takzim Tel No. : 07 – 943 5278	058-009

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
JOHOR DARUL TAKZIM (cont'd)		
TA SECURITIES HOLDINGS BERHAD	15, Jalan Molek 1/5A Taman Molek 81000 Johor Bahru Tel No. : 07 – 364 7388	058-011
TA SECURITIES HOLDINGS BERHAD	No. 29-03, Jalan Sri Pelangi Taman Pelangi 80400 Johor Bahru Tel No. : 07 – 336 4672	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 – 333 2000	078-001
UOB KAY HIAN SECURITIES (M) SDN BHD	42-8, Main Road Kulai Besar 81000 Kulai Johor Darul Takzim Tel No. : 07 – 663 5651	078-001
SARAWAK		
AFFIN HWANG INVESTMENT BANK BERHAD	2nd Floor, Lot No. 27, NBX 2 The Northbank Off Kuching-Samarahan Expressway 93350 Kuching Sarawak Tel No. : 082 – 50 1007	068-005
AMINVESTMENT BANK BERHAD	1st, 2nd, & 3rd Floor No. 162, 164, 166 & 168 Jalan Abell 93100 Kuching Sarawak Tel No. : 082 – 24 4791	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 6A, Ground Floor Jalan Bako, Off Brooke Drive 96000 Sibu Sarawak Tel No. : 084 – 36 7700	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 1 (North), Wisma STA 26, Jalan Datuk Abang Abdul Rahim 93450 Kuching Sarawak Tel No. : 082 – 35 8688	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SARAWAK (cont'd)		
KENANGA INVESTMENT BANK BERHAD	Lot 1866, Jalan MS 2/5 Marina Square 2 Marina Parkcity 98000 Miri Sarawak Tel No. : 085 – 43 5577	073-001
KENANGA INVESTMENT BANK BERHAD	Level 2-4, Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No. : 082 – 33 8000	073-001
KENANGA INVESTMENT BANK BERHAD	11-12, Ground & 1st Floor Lorong Kampung Datu 3 96000 Sibu Sarawak Tel No. : 084 – 31 3855	073-001
MERCURY SECURITIES SDN BHD	1st Floor 16, Jalan Getah 96100 Sarikei Sarawak Tel No. : 084 – 65 6281	093-001
RHB INVESTMENT BANK BERHAD	Tingkat Bawah dan Tingkat 1 No. 221, Parkcity Commerce Square Phase III Jalan Tun Ahmad Zaidi 97000 Bintulu Sarawak Tel No. : 086 – 31 7678	087-053
RHB INVESTMENT BANK BERHAD	Yung Kong Abell Units No. 1-10, 2nd Floor Lot 365, Section 50 Jalan Abell 93100 Kuching Sarawak Tel No. : 082 – 25 0888	087-008
RHB INVESTMENT BANK BERHAD	No. 102, Pusat Pedada Jalan Dr Wong Soon Kai 96000 Sibu Sarawak Tel No. : 084 – 32 9100	087-008
TA SECURITIES HOLDINGS BERHAD	12G, H & I Jalan Kampong Datu 96000 Sibu Sarawak Tel No. : 084 – 31 9998	058-002

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SARAWAK (cont'd)		
UOB KAY HIAN SECURITIES (M) SDN BHD	Lot 1265, 1st Floor Centre Point Commercial Centre Jalan Melayu 98000, Miri Sarawak Tel No. : 085 – 32 4128	078-017
UOB KAY HIAN SECURITIES (M) SDN BHD	Ground & 1st Floor No 16, Lorong Intan 6 96000 Sibul Sarawak Tel No. : 084 – 25 2737	078-018
SABAH		
AFFIN HWANG INVESTMENT BANK BERHAD	No. 2 & 3 Block A Level 2, Luyang Commercial Centre Damai Plaza PH3 Jalan Damai, 88300 Kota Kinabalu Sabah Tel No. : 088 – 31 1688	068-005
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st & 2nd Floor Central Building No. 28, Jalan Sagunting 88000 Kota Kinabalu Sabah Tel No. : 088 – 32 8878	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, Lot 12 Block A3, Phase 2 Utama Place Mile 6, Northern Road 90000 Sandakan Sabah Tel No. : 089 – 21 5578	065-001
KENANGA INVESTMENT BANK BERHAD	Level 8, Wisma Great Eastern 68, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No. : 088 – 23 6188	073-032
RHB INVESTMENT BANK BERHAD	2nd Floor 81 & 83, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No. : 088 – 26 9788	087-010

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DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SABAH (cont'd) UOB KAY HIAN SECURITIES (M) SDN BHD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No. : 088 – 23 4099	078-004

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