NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF MM COMPUTER SYSTEMS BERHAD ("MMCS" OR THE "COMPANY") DATED 11 MAY 2026 ("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, Malacca Securities Sdn Bhd ("**Malacca 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, Malacca Securities and MMCS 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 11 May 2026 and will close at 5.00 p.m. on 25 May 2026. If there is any change to the date and time mentioned, MMCS will advertise a notice of the changes in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia and make an announcement of these changes on Bursa Securities' website accordingly.

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

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

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

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

MM COMPUTER SYSTEMS BERHAD
(Registration No. 201901031496 (1340826-H))
(Incorporated in Malaysia under the Companies Act 2016)

ADDRESS
C-3-1, C-3-2 & C-3-3, Jalil Link 2, No. 5, Jalan Jalil Perkasa 1,
Bukit Jalil, 57000 Kuala Lumpur

TELEPHONE
+603-8966 3979

EMAIL
askme@mmcs.com.my

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MM COMPUTER SYSTEMS BERHAD

PROSPECTUS

PROSPECTUS

THIS PROSPECTUS IS DATED 11 MAY 2026

MM COMPUTER SYSTEMS BERHAD
(Registration No. 201901031496 (1340826-H))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") OF ORDINARY SHARES IN MM COMPUTER SYSTEMS BERHAD ("MMCS" OR "COMPANY") IN CONJUNCTION WITH THE LISTING OF MMCS ON THE ACE MARKET OF BURSA SECURITIES COMPRISING:

(I) PUBLIC ISSUE OF 119,000,000 NEW ORDINARY SHARES IN MMCS ("ISSUE SHARES") IN THE FOLLOWING MANNER:
- **28,350,000 ISSUE SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
- **28,350,000 ISSUE SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES AS WELL AS PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF MMCS AND ITS SUBSIDIARIES;**
- **38,769,500 ISSUE SHARES AVAILABLE FOR APPLICATION BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND**
- **23,530,500 ISSUE SHARES AVAILABLE FOR APPLICATION BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI"); AND**

(II) OFFER FOR SALE OF 47,344,500 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MITI,

AT AN IPO PRICE OF RM0.22 PER SHARE, PAYABLE IN FULL UPON APPLICATION

Principal Adviser, Sponsor, Underwriter and Placement Agent

M+Global
MALACCA SECURITIES SDN BHD
(Registration No. 197301002760 (16121-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Corporate Finance Adviser

SCS
SCS GLOBAL ADVISORY (M) SDN BHD
(Registration No. 200901020913 (864010-V))
(A licensed corporate finance advisory firm)

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

BURSA SECURITIES HAS APPROVED THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST 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 FOR THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES, AND THE REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS OUR IPO 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 OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

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, PLEASE SEE "RISK FACTORS" COMMENCING ON PAGE 180.

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 ("SC") UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("CMSA").

All defined terms used in this Prospectus are defined under "Definitions" commencing on page x, "Glossary of Technical Terms" commencing on page xvi and "Presentation of Financial and Other Information" commencing on page viii.

RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholders (as defined in this Prospectus) have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

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

STATEMENTS OF DISCLAIMER

Approval has been obtained from Bursa Securities for our Listing (as defined in this Prospectus). Admission to the Official List of the ACE Market of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

Bursa Securities is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Prospectus, makes no representations 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.

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

OTHER STATEMENTS

You should take note that you may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to the Prospectus or the conduct of any other person in relation to our Company and Subsidiaries ("**Group**").

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

Our Shares are offered in Malaysia solely based on the contents of this Prospectus. 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 application securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

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

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. This Prospectus is prepared and published solely for our IPO in Malaysia under the laws of Malaysia. Our Shares are issued in Malaysia solely based on the contents of this Prospectus. Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Underwriter and Placement Agent take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. The distribution of this Prospectus and offering of our Shares in certain jurisdictions maybe restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.

Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Underwriters and Placement Agents have not authorised anyone to provide you with information or to make any representation which is not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Directors and Promoter, Selling Shareholders, Principal Adviser, Sponsor, Underwriter and Placement Agent, any of their respective directors, or any other persons involved in our IPO.

It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Underwriters and Placement Agents nor any other advisers in relation to our IPO shall accept responsibility or liability in the event that any application made by you shall become illegal, unenforceable, voidable or void in any such country or jurisdiction. Further, it shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you 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 acceptances as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements. This Prospectus may not be used for the purpose of and does not constitute an offer to sell or an invitation to buy our Shares in any jurisdiction in any circumstances in which such an offer or invitation is not authorised or is unlawful. This Prospectus shall also not be used to make an offer of or invitation to buy our Shares to any person to whom it is unlawful to do so. Our Company, Promoters, Selling Shareholders and Principal Adviser require you to inform yourselves of and to observe such restrictions.

ELECTRONIC PROSPECTUS

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

You are advised that the internet is not a fully secured medium and that your Internet Share Application is subject to the risk of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions or Participating Securities Firms. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms. If you are in doubt as to the validity or integrity of an Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House, a paper/printed copy of this Prospectus. In the event of any discrepancies arising between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus, which is identical to the copy of the Prospectus registered by Bursa Securities, shall prevail.

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

(i) we and our Principal Adviser do not endorse and are not affiliated in any way to 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 in the Third Party Internet Sites. You shall bear all risks associated with the access to or use of the Third Party Internet Sites;

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

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

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

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

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

(iii) 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 cost that you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institutions or Participating Securities Firms, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative times and/or dates:

Event(s)	Indicative date
Issuance of this Prospectus/Opening of the Application	11 May 2026
Closing of the Application	25 May 2026
Balloting of the Application	28 May 2026
Allotment/Transfer of our IPO Shares to successful applicants	8 June 2026
Listing on the ACE Market of Bursa Securities	11 June 2026

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

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to the "Company" and "MMCS" in this Prospectus are to MM Computer Systems Berhad, while references to the "Group" are to our Company and our Subsidiaries taken as a whole. References to "we", "us", "our" and "ourselves" are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to "Management" are to our Managing Director, Executive Director and Key Senior Management as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

All references to "you" are to our prospective investors.

Certain abbreviations, acronyms and technical terms used are defined in the "Definitions" and "Glossary of Technical Terms" sections of this Prospectus. Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders, and vice versa. References to persons shall include companies and corporations.

In this Prospectus, references to the "Government" are to the government of Malaysia, and references to "RM" and "sen" are to the lawful currency of Malaysia. Certain numbers presented in this Prospectus have been rounded off to the nearest million or thousand or two decimal places, where applicable and hence may not be exact. The word "approximately" used in this Prospectus is to indicate that a number is not an exact one. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

Unless otherwise stated, any reference to dates and times in this Prospectus shall be a reference to dates and times in Malaysia.

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

This Prospectus includes statistical data provided by us and various third parties and cites third party projections regarding growth and performance of the market and industry in which our Group operates or is exposed to. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from us or is extracted from the IMR Report prepared by Providence Strategic Partners Sdn Bhd ("**PROVIDENCE**") which is included in Section 8 of this Prospectus. In compiling its data for the review, PROVIDENCE had relied on its research methodologies, industry sources, published materials, its own private databases and direct contacts within the industry.

In particular, certain information in this Prospectus is extracted or derived from the IMR Report (as defined herein). We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate.

If there are any discrepancies or inconsistencies between the English and Bahasa Malaysia versions of this document, the English version shall prevail. The information on our website, or any website directly and indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

FORWARD-LOOKING STATEMENTS

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, future plans and prospects, and objectives of our Group for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors 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 Group'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 the words "expect", "believe", "plan", "intend", "estimate", "anticipate", "aim", "forecast", "may", "will", "would", and "could" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

(i) our future overall business development and operations;

(ii) our future financial performance and financing plans including earnings, cash flow and liquidity;

(iii) potential growth opportunities;

(iv) our business strategies, trends and competitive position and the effect of such competition;

(v) the plans and objectives of our Company for future operations;

(vi) the general industry environment, including the demand and supply for our products and services;

(vii) our ability to pay dividends; and

(viii) the regulatory environment and the effects of future regulation.

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

(i) the general economic, business, social, political and investment environment in Malaysia and globally; and

(ii) government policy, legislation and regulation.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 9 of this Prospectus on “Risk Factors” and Section 12.2 of this Prospectus on “Management’s Discussion and Analysis of Results of Operations and Financial Condition”. 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 latest practicable date prior to the registration of this Prospectus.

Should we become aware of any subsequent material change or development affecting matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment 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 CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus) and Rule 3.12D of the ACE Market Listing Requirements.

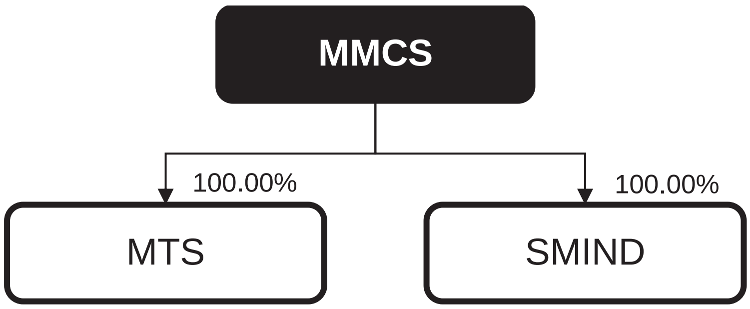
DEFINITIONS

The following definitions shall apply throughout this Prospectus unless the term is defined otherwise or the context otherwise requires:

Companies within our Group

MMCS or Company	:	MM Computer Systems Berhad (Registration No. 201901031496 (1340826-H))
MMCS Group or Group	:	MMCS and its Subsidiaries, namely MTS and SMIND
Subsidiaries	:	Collectively, MTS and SMIND
MTS	:	Micro Technology Solution Sdn Bhd (Registration No. 200301016651(619071-T))
SMIND	:	SMIND Sdn Bhd (Registration No. 201501024102(1149431-K))

Group structure



General

ACE LR	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time
ACE Market	:	ACE Market of Bursa Securities
Acquisition of MTS	:	Acquisition by MMCS of the entire equity interest of MTS from Young Yoong Chang, Lee Choon Weng and Quah Soo Keat for a total purchase consideration of RM9,260,000.00, wholly satisfied by the issuance of 9,260,000 new Shares at an issue price of RM1.00 per Share, which was completed on 19 July 2024.
Acquisition of SMIND	:	Acquisition by MMCS of the entire equity interest of SMIND from Young Yoong Chang, Lee Choon Weng and Quah Soo Keat for a total purchase consideration of RM4,739,999.00, wholly satisfied by the issuance of 4,739,999 new Shares at an issue price of RM1.00 per Share, which was completed on 19 July 2024.
Acquisitions	:	Collectively, the Acquisition of MTS and the Acquisition of SMIND
Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
ADA	:	Authorised Depository Agent, a person appointed by Bursa Depository under the Rules
AGM	:	Annual General Meeting
Application(s)	:	Application for our IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
Application Form(s)	:	Printed application form(s) for the application of our IPO Shares accompanying this Prospectus

ATM	:	Automated teller machine
Authorised Financial Institution(s)	:	Authorised financial institution(s) participating in the Internet Share Application in respect of the payments for our IPO Shares
Board	:	Board of Directors of MMCS
Bukit Jalil Property	:	C-3-G, C-3-1, C-3-2 & C-3-3, Jalil Link 2, No. 5, Jalan Jalil Perkasa 1, Bukit Jalil, 57000 Kuala Lumpur
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CA 1965	:	Companies Act 1965
CAGR	:	Compound annual growth rate
CCC	:	Certificate of Completion and Compliance
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CDS Account	:	An account established by Bursa Depository for a Depositor for the recording of deposits or withdrawals of securities and for dealing in such securities by the Depositor
CIDB	:	Construction Industry Development Board Malaysia (Lembaga Pembangunan Industri Pembinaan Malaysia)
CMSA	:	Capital Markets and Services Act 2007 as amended from time to time and any re-enactment thereof
Constitution	:	Constitution of MMCS, as may be amended from time to time
Corporate Finance Adviser or SCS Global	:	SCS Global Advisory (M) Sdn Bhd (Registration No. 200901020913 (864010-V))
COVID-19	:	Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019 and the outbreak was declared as pandemic by the World Health Organisation in 2020 which affected many countries globally
Cyberjaya Property	:	Unit A-G-01, CoPlace 2, 2260 Jalan Usahawan 1, Cyber 6, 63000 Cyberjaya
DBKL	:	Kuala Lumpur City Hall (Dewan Bandaraya Kuala Lumpur)
Depositor	:	A holder of a CDS Account
Director(s)	:	Member(s) of our Board and within the meaning given in Section 2(1) of the CMSA
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
Electronic Share Application	:	Application for our IPO Shares through a Participating Financial Institution's ATM
Eligible Persons	:	Collectively, eligible Directors and employees of the Group and persons who have contributed to the success of the Group and who are eligible to participate in the Pink Form Allocations
Email	:	Electronic mail

Endah Parade Property	:	3A-046A, Bandar Baru Sri Petaling, Jalan 1/149E, Taman Sri Endah, 57000 Kuala Lumpur
EPS	:	Earnings per Share
ESG	:	Environmental, social and governance
Financial Years Under Review	:	Collectively, FYE 2022, FYE 2023, FYE 2024 and FYE 2025
FYE	:	Financial year(s) ended or ending 31 December, as the case may be
GLC	:	Government-linked corporations and agencies
Government	:	Government of Malaysia
GP	:	Gross profit
IMR or PROVIDENCE	:	Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A))
IMR Report	:	Independent Market Research Report on the IT Solutions Industry prepared by PROVIDENCE
Internet Participating Financial Institution(s) or Participating Securities Firm(s)	:	Participating financial institution(s) or participating securities firm(s) for the Internet Share Application, as listed in Section 16 of this Prospectus
Internet Share Application	:	Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institutions or Participating Securities Firms
IPO	:	Collectively, initial public offering comprising the Public Issue and Offer for Sale
IPO Price	:	Issue/Offer Price of RM0.22 per Share under our Public Issue and Offer for Sale
IPO Share(s)	:	Collectively, our Issue Share(s) and our Offer Share(s)
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 (Registration No. 199301003608 (258345-X))
IT	:	Information technology
Key Senior Management	:	Key senior management of our Group as set out in Section 5.3 of this Prospectus
Listing	:	Admission of MMCS to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital comprising 567,000,000 Shares on the ACE Market
LPD	:	13 April 2026, being the latest practicable date prior to the issuance of this Prospectus
MAICSA	:	Malaysian Institute of Chartered Secretaries and Administrators
Malacca Securities or Principal Adviser or Sponsor or Underwriter or Placement Agent	:	Malacca Securities Sdn Bhd (Registration No. 197301002760 (16121-H))

Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia but excludes Directors of our Group, our substantial shareholders and persons connected with them
Market Day	:	Any day on which Bursa Securities is open for trading of securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as public holiday at the beginning of the calendar year
MCCG	:	Malaysian Code on Corporate Governance
MCO	:	Movement control order under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a preventive measure to curb the spread of COVID-19 in Malaysia
MDEC	:	Malaysia Digital Economy Corporation Sdn Bhd (Registration No. 199601016995 (389346-D))
MFRS	:	Malaysian Financial Reporting Standards
MITI	:	Ministry of Investment, Trade and Industry
MOF	:	Ministry of Finance, Malaysia
MPS	:	Sepang Municipal Council (Majlis Perbandaran Sepang)
MSC	:	Multimedia Super Corridor
MyIPO	:	Intellectual Property Corporation of Malaysia
N/A	:	Not applicable
NA	:	Net assets attributable to the owners of our Company
NACSA	:	National Cyber Security Agency
NBV	:	Net book value
Offer for Sale	:	Offer for sale by our Selling Shareholders of 47,344,500 Offer Shares at our IPO Price by way of private placement to selected Bumiputera investors approved by the MITI
Offer Share(s)	:	The existing Shares to be offered by the Selling Shareholders pursuant to the Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on Bursa Securities and not removed
Participating Financial Institutions	:	Participating financial institutions for the Electronic Share Application as listed in Section 16 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
P/E Multiple	:	Price-to-earnings multiple
Pink Form Allocations	:	Allocation of 28,350,000 Issue Shares for subscription by our Eligible Persons
PPE	:	Property, plant and equipment
Promoters or Specified Shareholders or Selling Shareholders	:	Collectively, Young Yoong Chang, Lee Choon Weng and Quah Soo Keat
Prospectus	:	This Prospectus dated 11 May 2026 in relation to our IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC

Public Issue	:	Public issue by our Company of 119,000,000 Issue Shares at our IPO Price
QA/QC	:	Quality assurance and quality control
Rules	:	Rules of Bursa Depository as issued under the SICDA
SAC	:	Shariah Advisory Council of the SC
SC	:	Securities Commission Malaysia
Shamelin Property	:	B-G-046, 1Shamelin Shopping Mall, Jalan 4/91, Taman Shamelin Perkasa, 56100 Wilayah Persekutuan Kuala Lumpur
Share(s)	:	Ordinary shares in MMCS
Share Registrar	:	Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M))
Share Split	:	Subdivision of every 1 existing Share held by the entitled shareholders of MMCS into 32 Subdivided Shares, as set out in Section 6 of this Prospectus
SICDA	:	Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof
SLA	:	Service Level Agreement
Subdivided Share(s)	:	Subdivided MMCS Shares
Sungai Besi Property	:	No. 1-2, Jalan Tasik Utama 4, Medan Niaga Tasik Damai, Sungai Besi, 57000 Kuala Lumpur
Underwriting Agreement	:	Underwriting agreement dated 8 April 2026 entered into between our Company and the Underwriter pursuant to our IPO
Uniserv	:	Uniserv Solutions Sdn Bhd (Registration No. 201001001352 (885929-M))

Currencies, units and others

RM and sen	:	Ringgit Malaysia and sen, respectively
sq ft	:	Square feet
%	:	Per centum

Major Customers of MMCS Group

Customer A	:	Customer A is a company operating in Malaysia and is principally involved in generation, transmission, distribution and sales of electricity. Customer A is listed on the Main Market of Bursa Securities. For information, we are unable to obtain the consent from Customer A to be named in the Prospectus.
Customer B	:	Customer B is a company operating in Malaysia and is principally involved in underwriting of life insurance business including investments-linked business. It is a subsidiary company of a public company which is listed on the Mainboard of the Singapore Exchange Limited. For information, we are unable to obtain the consent from Customer B to be named in the Prospectus.

Customer C	:	Customer C is a company operating in Malaysia and is principally involved in the business of civil engineering contractors and software support development. Customer C is not a subsidiary of any holding or parent company, as all of its shares are held by individual shareholders. For information, we are unable to obtain the consent from Customer C to be named in the Prospectus.

Major Supplier of MMCS Group

Supplier A	:	Supplier A is a company operating in Malaysia and is principally involved in providing of internet access over networks, computer programming and other information technology services. Supplier A is not a subsidiary of any holding or parent company, as all of its shares are held by individual shareholders. For information, we are unable to obtain the consent from Supplier A to be named in the Prospectus.

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GLOSSARY OF TECHNICAL TERMS

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

Bot	:	A software application which performs automated and repetitive tasks in a manner which imitates human behaviour. It can be mis-used with malicious intention, such as for hacking, spamming and spying
Principal's Distributor or Distributor	:	A company that has been appointed by a Principal to distribute its IT hardware and/or software
DoS	:	Denial of service, a cyber-attack which inundates a network, website or service with excessive traffic or resource requests
Hypervisor	:	Virtualisation software which creates and runs virtual machines by allocating and sharing the host server's resources such as memory, storage and processing power
ITIL	:	Information Technology Infrastructure Library, a globally recognised framework of best practices for IT service management that helps organisations align IT services with business needs to deliver value
Klang Valley	:	Refers to Kuala Lumpur and Selangor
LAN	:	Local Area Network, a private network infrastructure that securely connects a group of devices in one physical location such as a building or office. It is mainly set up to share computer resources such as storage devices and printers
Load balancer	:	A device or service which functions to distribute network traffic among multiple servers to improve performance speed and efficiency. This aims to increase reliability, availability and performance of applications, particularly during periods of high usage
Malware	:	Malicious software that can be transmitted over the internet or through Email
Principal	:	Brand owner of IT hardware components and/or software
Reseller	:	A company which sells IT hardware and software and provides IT solutions
Sandboxing	:	A cybersecurity practice involving the running of code in an isolated test environment. This allows observation and analysis of code without compromising the safety of the network and devices
SOC	:	Security Operations Centre, a command centre for monitoring, detecting, analysing and responding to cyberthreats
SQL	:	Structured Query Language, a programming language used for accessing, analysing and managing data stored in databases
SSL	:	Secure Sockets Layer, a security protocol which uses encryption to secure any data which is transmitted over the internet
UAT	:	User Acceptance Test, a final test conducted after deployment to ensure that the system is functional and can be used in a real-world environment. It involves testing the intended functionalities, features and performance, in both a simulated environment and real time
UPS	:	Uninterruptible Power Supply, a device which provides backup power supply in the event of power failure
VPN	:	Virtual Private Network, a protected network connection which enables users to send and receive data when using public networks by encrypting traffic. This provides added security and privacy as third parties are unable to track online activities even though they are conducted on public networks
WAN	:	Wide Area Network, a network infrastructure spanning a large geographical area. It may connect multiple smaller networks such as LANs which are located in different locations, allowing them to share data and resources

1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name (Gender)	Designation	Nationality	Address
Teh Lay Ling (Female)	Independent Non-Executive Chairperson	Malaysian	No. 9, Jalan TMP 2 Taman Mutiara Puchong 47100 Puchong Selangor
Young Yoong Chang (Male)	Managing Director and Chief Executive Officer	Malaysian	No. 6, Jalan Sierra 8/3A Bandar 16 Sierra 47110 Puchong Selangor
Lee Choon Weng (Male)	Executive Director and Head of Sales	Malaysian	18, Jalan DU 3/3 Taman Damai Utama 47180 Puchong Selangor
Lee Yuet Li (Female)	Independent Non-Executive Director	Malaysian	No. 26, Jalan 20/4 Taman Paramount 46300 Petaling Jaya Selangor
Tan Choon Heong (Male)	Independent Non-Executive Director	Malaysian	No. 135, Jalan Beverly Heights 1 Beverly Heights 68000 Ampang Selangor
Tan Eng Gooi (Male)	Independent Non-Executive Director	Malaysian	B-16-02, The Andes Condo Villa Jalan Mas 3 58200 Kuala Lumpur

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Lee Yuet Li	Chairperson	Independent Non-Executive Director
Tan Choon Heong	Member	Independent Non-Executive Director
Tan Eng Gooi	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Tan Choon Heong	Chairman	Independent Non-Executive Director
Lee Yuet Li	Member	Independent Non-Executive Director
Tan Eng Gooi	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY *(cont'd)*

NOMINATION COMMITTEE

Name	Designation	Directorship
Tan Eng Gooi	Chairman	Independent Non-Executive Director
Lee Yuet Li	Member	Independent Non-Executive Director
Tan Choon Heong	Member	Independent Non-Executive Director

COMPANY SECRETARIES :

Tan Tong Lang (MAICSA 7045482)
CCM Practicing Certificate No. 202208000250
(Chartered Secretary, Associate Member of the Malaysian Institute of Chartered Secretaries & Administrators)

Thien Lee Mee (LS0010621)
CCM Practicing Certificate No. 201908002254
(Licensed Secretary)

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

Tel No. : +603 9770 2200
Fax No. : +603 2201 7774

REGISTERED OFFICE :

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

Tel No. : +603 9770 2200
Fax No. : +603 2201 7774

PRINCIPAL PLACE OF BUSINESS :

C-3-1, C-3-2 & C-3-3, Jalil Link 2
No. 5, Jalan Jalil Perkasa 1
Bukit Jalil, 57000 Kuala Lumpur

Tel No. : +603 8966 3979
Fax No. : +603 8966 3978
Website : www.mmcs.com.my
Email : askme@mmcs.com.my

PRINCIPAL ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT :

Malacca Securities Sdn Bhd
(Registration No. 197301002760 (16121-H))
B01-A-13A, Level 13A, Menara 2
No. 3, Jalan Bangsar
KL Eco City
59200 Kuala Lumpur

Tel No. : +603 2201 2100

1. CORPORATE DIRECTORY *(cont'd)*

CORPORATE FINANCE ADVISER	:	SCS Global Advisory (M) Sdn Bhd (Registration No. 200901020913 (864010-V)) Unit 27-07, Level 27, Q Sentral 2A, Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur Tel No. : +603 2710 9989 Fax No. : +603 2710 9986 Person-in-charge : Phua Yee Boon Professional Qualification : Capital Markets Services Representative (License No: eCMSRL/C2391/2022) Please refer to Section 11 of this Prospectus for further details of the scope of work of our Corporate Finance Adviser.
AUDITORS AND REPORTING ACCOUNTANTS	:	TGS TW PLT (Registration No. 202106000004) (LLP0026851-LCA) & AF002345 Unit E-16-2B Level 16, Icon Tower (East) No. 1, Jalan 1/68F Jalan Tun Razak 50400 Kuala Lumpur Tel No. : +603 9771 4326 Partner-in-charge : Quek Keng Yee Approval No. : 03852/10/2026 J Professional Qualification : Chartered Accountant, Malaysian Institute of Accountants (MIA Membership No. 46573) and Fellow Member of Association of Chartered Certified Accountants
SOLICITORS	:	David Lai & Tan Level 9, Wisma Miramas No. 1, Jalan 2/109E Taman Desa, Jalan Klang Lama 58100 Kuala Lumpur Tel No. : +603 7972 7968

1. CORPORATE DIRECTORY *(cont'd)*

INDEPENDENT MARKET RESEARCHER	:	Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A)) P-6-5 Pacific Towers, Jalan 13/6 Section 13, 46200 Petaling Jaya, Selangor, Malaysia Tel No. : +603 7625 1769 Person-in-charge : Melissa Lim Li Hua Professional Qualification : Bachelor of Commerce (Double major in Marketing and Management) from Murdoch University, Australia
SHARE REGISTRAR	:	Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M)) B-21-1, Level 21, Tower B Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur Tel No. : +603 9770 2200 Fax No. : +603 2201 7774
ISSUING HOUSE	:	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 Tel No. : +603 7890 4700
LISTING SOUGHT	:	ACE Market of Bursa Securities
SHARIAH STATUS	:	Approved by the SAC

2. APPROVALS AND CONDITIONS

2.1 Approvals from Relevant Authorities

2.1.1 Bursa Securities

Bursa Securities had, via its letter dated 28 January 2026, approved:

(i) the admission of our Company to the Official List of the ACE Market;

(ii) the listing of and quotation for our entire enlarged issued share capital on ACE Market; and

(iii) the approval from Bursa Securities is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	Submission of the following information with respect to the moratorium on the shareholdings of the specified shareholders to Bursa Malaysia Depository Sdn Bhd: (a) Name of shareholders; (b) Number of shares; and (c) Date of expiry of the moratorium for each block of shares.	Complied
2.	Approvals from other relevant authorities have been obtained for implementation of the listing proposal;	Complied
3.	The Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon;	Complied
4.	Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Guidance Notes 15 of the ACE LR;	To be complied
5.	Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issued share capital of MMCS at least one (1) market day prior to the listing date;	To be complied
6.	Furnish to Bursa Securities a confirmation of compliance with Paragraph 2.2(b)(ii)(aa) of Guidance Note 10 of the ACE LR by all the directors at least 2 market days prior to the listing date, together with a copy of the Mandatory Accreditation Programme certificates;	To be complied
7.	In relation to the public offering to be undertaken by MMCS, please announce at least 2 market days prior to the listing date, the result of the offering including the following: (a) Level of subscription of public balloting and placement; (b) Basis of allotment/ allocation; (c) A table showing the distribution for placement tranche as per the format prescribed by Bursa Securities; and (d) Disclosure of placees who become substantial shareholders of the Company arising from the public offering, if any. Malacca Securities must ensure that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market.	To be complied

2. APPROVALS AND CONDITIONS *(cont'd)*

No.	Details of conditions imposed	Status of compliance
8.	MMCS/Malacca 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 MMCS to the Official List of the ACE Market.	To be complied

2.1.2 SC

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

The SC had, vide its letter dated 12 February 2026, approved our application under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to our Company allocating Shares equivalent to 12.50% of our enlarged number of issued Shares upon Listing to Bumiputera investors to be approved by the MITI. In addition, our Company is to make available at least 50.00% of the Shares offered to the Malaysian public investors via balloting to Bumiputera public investors.

The SAC had, on 13 February 2026, classified our Shares as Shariah-compliant based on the audited consolidated statements of financial position for the FYE 2024.

2.1.3 MITI

The MITI had, vide its letter dated 19 December 2025, stated that it has agreed to our Listing of 567,000,000 Shares on the ACE Market. In the same letter, the MITI has also taken note that we comply with the Bumiputera equity requirement pursuant to our Listing by allocating 12.50% of our enlarged issued share capital to Bumiputera investors approved by the MITI.

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2. APPROVALS AND CONDITIONS *(cont'd)*

2.2 Moratorium on Our Shares

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

(i) 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 Official List of the ACE Market ("**First 6-Month Moratorium**");

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

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

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

	Moratorium shares during the First 6-Month Moratorium		**Moratorium shares during the Second 6-Month Moratorium**		**Shares held on year 2 after Listing**		**Shares held on year 3 after Listing**	
	No. of Shares	**[(1)]%**	**No. of Shares**	**[(1)]%**	**No. of Shares**	**[(1)]%**	**No. of Shares**	**[(1)]%**
Young Yoong Chang	[(2)]187,197,500	33.02	137,688,272	24.28	91,792,182	16.18	45,896,090	8.10
Lee Choon Weng	[(2)]79,849,000	14.08	58,730,864	10.36	39,153,909	6.91	19,576,955	3.45
Quah Soo Keat	[(2)]79,849,000	14.08	58,730,864	10.36	39,153,909	6.91	19,576,955	3.45
	346,895,500	**61.18**	**255,150,000**	**45.00**	**170,100,000**	**30.00**	**85,050,000**	**15.00**

Notes:

(1) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

(2) After the Offer for Sale.

2. APPROVALS AND CONDITIONS *(cont'd)*

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

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3. PROSPECTUS SUMMARY

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

3.1 Details of Our IPO

3.1.1 Allocation

Our IPO comprises the Public Issue of 119,000,000 Issue Shares and the Offer for Sale by our Selling Shareholders of 47,344,500 Offer Shares at our IPO Price, payable in full on application and is subject to the terms and conditions of this Prospectus. Our IPO Shares are expected to be allocated in the manner described below, subject to the underwriting and placement arrangement as set out in Section 4.9 of this Prospectus:

		No. of Shares	[(1)]%
Public Issue			
(i)	Malaysian Public[(2)]	28,350,000	5.00
(ii)	Eligible Persons	28,350,000	5.00
(iii)	Private placement to selected investors	38,769,500	6.84
(iv)	Private placement to selected Bumiputera investors	23,530,500	4.15
		119,000,000	**20.99**
Offer for Sale			
(i)	Private placement to selected Bumiputera investors approved by the MITI	47,344,500	8.35
		166,344,500	**29.34**

Notes:

(1) Based on our enlarged issued share capital of 567,000,000 Shares upon completion of our IPO.

(2) 50.00% will be set aside for Bumiputera Malaysian Public investors.

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

3.1.2 The Principal Statistics of Our IPO

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	448,000,000	14,000,000
Shares to be issued pursuant to our Public Issue	119,000,000	[(1)]24,740,908
Enlarged issued share capital upon Listing	**567,000,000**	**38,740,908**
IPO Price		0.22
Offer for Sale[(2)]	47,344,500	10,415,790
Pro forma consolidated NA per Share as at 31 December 2025 *(based on the enlarged issued share capital upon Listing and after the intended utilisation of proceeds raised from our Public Issue)*		0.09
Market capitalisation upon Listing[(3)]		124,740,000

Notes:

(1) After deducting the estimated listing expenses of approximately RM1.44 million which are directly attributable to our Public Issue.

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

(3) Based on our IPO Price and our enlarged number of Shares upon Listing.

Further details of our share capital are set out in Section 4.5 of this Prospectus.

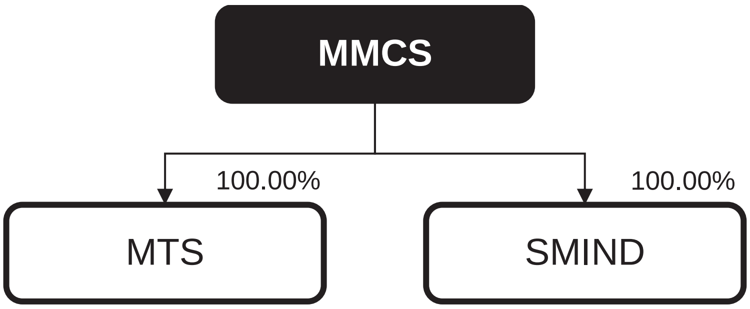
3.1.3 Moratorium on Our Shares

Our Specified Shareholders' entire shareholdings after our IPO will be held under moratorium for 6 months from the date of our admission to the ACE Market. Thereafter, their shareholdings amounting to 45.00% of our share capital will remain under moratorium for another 6 months. Our Specified Shareholders may sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of their Shares held under moratorium upon expiry of the second 6 months period.

Further details on the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

3.2 Our Group

Our Company was incorporated in Malaysia under the Act on 3 September 2019 as a private limited company under the name of Joycloud Sdn Bhd. On 24 October 2023, it underwent a change in name to MM Computer Systems Sdn Bhd. Our Company was converted into a public limited company and assumed the name of MM Computer Systems Berhad on 14 August 2025. Our Company is an investment holding company. Through our Subsidiaries, our Group is principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software. As at the LPD, the structure of our Group is as follows:



Further details of our Group are set out in Section 6.3 of this Prospectus.

3.3 Principal Business Activities and Principal Markets

Our Group is an IT solutions provider based in Malaysia. Our Group's business model is summarised in the diagram below:

Principal activity	IT solutions provider			
Business segments	Design, implementation and configuration of IT solutions	Provision of IT outsourcing services	Sales of IT hardware and software	Leasing of IT hardware and software
Products/ services	• IT infrastructure and networking solutions • Cybersecurity solutions	• Maintenance services • Technical support services	• IT hardware • IT software	
Revenue models	• One-off project-based fee • Subscription fee	• One-off service fee • Recurring contract fee	• Outright sale	• Leasing fee
Customer segments	• GLCs • Enterprises and corporations • Resellers			
Geographical markets	Malaysia International markets including Australia, Indonesia, Taiwan and Singapore			

Further details on our principal business activities and principal markets are set out in Section 7.1 of this Prospectus.

3.4 Competitive Strengths

The following competitive strengths have driven our past business performance and will support our future growth:

(i) We have the expertise and experience to design, implement and configure IT solutions

Since we began our operations in 2003, we have established a track record of 23 years in providing our customers with a wide range of IT solutions, comprising complementary products and services. Over the years, we have served GLCs, enterprises and corporations, as well as Resellers. As at the LPD, we have 91 personnel in the technical department, comprising resident engineers, helpdesk support personnel as well as IT infrastructure, networking and cybersecurity solutions personnel. Thus, we are able to provide customised solutions which cater to our customers' specific business needs and requirements across a diverse range of industries.

(ii) We can meet the selection and quality requirements of GLCs

We provide IT solutions to GLCs. GLCs typically subject their vendors to a due-diligence process prior to including them in their approved vendor list. GLCs typically also conduct periodic re-assessments or re-evaluations to ensure that their vendors' quality standards have been maintained. As at the end of FYE 2025, we have served a total of 15 GLCs, of which 7 are repeat customers who have engaged us for more than 1 project during the Financial Years Under Review. Our ability to secure and retain these existing customers as recurring customers is a testament to our service quality and capability in meeting their project requirements. Additionally, we are also registered as a supplier with the MOF, which is a requirement prior to supplying goods or services to GLCs. This enables us to tender for and be awarded projects by GLCs.

(iii) We offer a wide and complementary range of IT solutions and services

We currently offer design, implementation and configuration of IT solutions including IT infrastructure and networking solutions, and cybersecurity solutions. To complement our IT solutions, we also provide IT outsourcing services as well as sales and leasing of IT hardware and software. Our wide and complementary range of IT solutions and services allows us to cross-sell to customers.

(iv) We have established a strong network of Principals and their Distributors

Over the years, we have established good business relationships with many reputable Principals and their Distributors. We have received numerous recognitions from some of these Principals, including Gold Partner from Dell Technologies Inc., Elite Partner from Trend Micro Inc., Silver Solution Provider from Hewlett Packard Enterprise Co., Gold Partner from Sangfor Technologies Inc., Gold Partner from Ruijie Networks Co., Ltd. and Silver Partner from International Business Machines Corporation and Silver Value-Added Reseller from Veeam Software Group GmbH. These recognitions are an acknowledgement of our sales achievement and number of personnel certified by them. These recognitions also grant us privileges such as the ability to obtain better pricing arrangements, negotiate terms with these Principals directly, which then enables us to offer more competitive pricing to our customers.

(v) We have a strong portfolio of customers with longstanding business relationships

We place emphasis on providing quality IT solutions and services to maintain our industry reputation and ensure customer satisfaction. As we source our IT hardware and software from multiple Principals and their Distributors, we are not tied down to any IT brand and are able to customise IT solutions using numerous brands according to our customers' preference, business needs and budget. Besides using reputable brands, we also implement stringent QA/QC measures to ensure that we are able to deliver quality solutions which meet our customers' demands and requirements. These, combined with our commitment to customer support, have enabled us to build long-term relationships with our major customers and secure repeat orders from some of our major customers.

(vi) We have a dedicated and experienced Key Senior Management, as well as a strong technical team

Our dedicated and experienced Key Senior Management have an average of 25 years' working experience in their respective fields, and their capabilities and expertise have been integral to the growth and future development of our Group. As at the LPD, we have recruited and trained 91 personnel in the technical department. Apart from receiving on-the-job training, we also send our personnel for relevant training courses to develop their professional skills.

Further details on our competitive strengths are set out in Section 7.5 of this Prospectus.

3.5 Business Strategies and Future Plans

Our business strategies and future plans are as follows:

(i) We intend to grow our existing business segments

Our Group is presently an IT solutions provider that is principally involved in the design, implementation, and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software. We intend to grow these business segments by pursuing projects and/or contracts involving larger project and/or contract value as well as extend our solution offering in line with the latest technological trend. As at the LPD, we, through MTS, have obtained the Cyber Security Service Provider Licence from the NACSA which will allow us to extend our solution offering to include managed security operation centre monitoring services. With this certification, we are able to provide managed security operation centre monitoring services.

We plan to achieve this by recruiting new personnel, as well as training existing and new personnel. These strategic initiatives are expected to contribute positively to our Group's financial performance, reinforce our Group's brand reputation and enhance our Group's credibility in Malaysia's IT solutions industry.

(ii) We intend to develop our own integrated ticketing system

We currently utilise a ticketing system to perform ticketing for our maintenance and technical support services, inventory management for spare parts, and extraction and customisation of service reports. This software requires manual handling of tasks and involves a large amount of paperwork for our employees. To improve our operational efficiency and facilitate faster processing, we plan to develop a new paperless system. This system will digitise and seamlessly integrate data across all departments, allowing for faster and more efficient communication. Further, this system will allow for better management of our customers' IT software subscription renewals, which is currently performed manually. This system will automatically notify our personnel when a subscription is almost due for renewal, allowing them to send a reminder to the customer in a timely manner.

Further details on our business strategies and future plans are set out in Section 7.13 of this Prospectus.

3.6 Risk Factors

Our business is subject to a number of risk factors which may have a material adverse impact on our business, financial condition and results of operations. The following is a summary of the key risk factors that we face in our business operations:

(i) We depend on our ability to secure new projects and customers which poses a risk of losing existing customers and/or secure sales from new customers

Our future financial performance and profitability are dependent on our ability to secure new projects and customers. The absence of long-term contracts poses a risk of losing our existing customers, as there is no obligation for them to continue engaging us. In particular, we are dependent on some of our major customers, namely Customer A and Koperasi Angkatan Tentera Malaysia Berhad, who have collectively contributed 42.76%, 48.56%, 48.99% and 40.50% to our revenue in the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. While we do not have long-term contracts with these major customers, we have maintained a trusted working relationship spanning up to 9 years with them as at FYE 2025.

Our revenue may vary from period to period due to the number and scale of projects that we are able to secure. These may be affected by factors such as, amongst others, economic downturns, industry-specific slowdowns and customer's financial constraints. If we were to lose any of our customers, particularly our major customers, and are unable to secure sales from new customers or additional sales from existing customers in a timely manner, our business and financial performance may be adversely affected.

(ii) We are dependent on VSTECS group of companies and there is no guarantee that we will be able to find other suitable suppliers that can provide similar or more favourable prices, credit terms, credit limit and customer service

Our Group mainly sources the IT hardware and software required for our IT solutions from Principals' Distributors, with whom we have long-term working relationships. However, we have consistently purchased from the VSTECS group of companies, which made up 22.90%, 59.66%, 65.87% and 61.71% of our total purchases during FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. As at the LPD, our business relationship with the VSTECS group of companies spans over 16 years, due to their favourable credit terms and credit limit granted to us, high level of customer service and ability to deliver products in a timely manner. Failure to source a suitable replacement could have a material and adverse impact to our Group's business operations, financial performance and future growth. In addition, should the new supplier fail to deliver IT hardware, software and/or cloud subscriptions in a timely manner, this may lead to a delay in completing our projects, which may affect our market reputation, and this could adversely impact our operation and consequently our financial performance.

(iii) Our IT outsourcing services may be affected by system failures or security breaches which could lead to data leakage and/or materially impact our ability to carry out IT outsourcing services

In the course of providing IT outsourcing services, we may be granted access to our customers' confidential information. Our Group's code of conduct prohibits the extraction of any information from our customers' servers, and our employees are trained to adhere to our guidelines on maintaining compliance with regards to data privacy and security while third-party service providers have been briefed accordingly. Nonetheless, there remains a risk of data leakage arising from employee and/or third-party service provider's negligence, mishandling or other accidental actions. For the Financial Years Under Review and up to the LPD, there was no data leakage by employees and/or third-party service providers. Additionally, as we rely on software systems, internet connection and public cloud infrastructure for the provision of IT outsourcing services, any system failures caused by events beyond our control may materially impact our ability to carry out our IT outsourcing services.

(iv) We are exposed to unexpected delays or interruptions that are beyond our control in carrying out the design, implementation and configuration of IT solutions which could impact our project progress and ability to complete projects in time

The design, implementation and configuration of IT solutions are subject to unexpected delays or interruptions caused by factors beyond our control, such as unavailability of persons-in-charge at the customers' sites to facilitate the implementation of projects, unexpected difficulties in accessing customers' infrastructure due to sudden breakdowns or unscheduled system maintenance, and/or unexpected events such as accidents and natural disasters. Such unexpected delays and interruptions and/or events could impact our project progress which may subsequently affect our timing for revenue recognition and collection of payment from our customers.

(v) We rely on our Key Senior Management for the continued success of our Group, and the loss of our Key Senior Management could result in an adverse effect on our Group's operations

Our success and future growth is heavily dependent upon the continued service and efforts of our Key Senior Management. Their extensive knowledge and experience in our business and industry have been instrumental in our Group's strategic direction and operations. As such, the loss of any of them without suitable or timely replacements may result in an adverse effect on our Group's operations and the ability to maintain and/or improve our business or financial performance.

Further details and the full list of the risk factors are set out in Section 9 of this Prospectus.

3.7 Directors and Key Senior Management

Our Directors and Key Senior Management are as follows:

(i) Directors

Name	**Designation**
Teh Lay Ling	Independent Non-Executive Chairperson
Young Yoong Chang	Managing Director and Chief Executive Officer
Lee Choon Weng	Executive Director and Head of Sales
Lee Yuet Li	Independent Non-Executive Director
Tan Choon Heong	Independent Non-Executive Director
Tan Eng Gooi	Independent Non-Executive Director

(ii) Key Senior Management

Name	**Designation**
Wong Mei Ling	Chief Operating Officer
Quah Soo Keat	Head of Business Development
Hue Boon Fatt	Chief Financial Officer
Kam Sheau Fen	Head of Treasury
Choong Choi Hoong	Head of Human Resource and Admin

Further details on our Directors and Key Senior Management are set out in Section 5.2 and Section 5.3 of this Prospectus.

3.8 Promoters and Substantial Shareholders

The details of our Promoters and substantial shareholders, and their shareholding in our Company before and after our IPO are as follows:

		After the Share Split but before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
Name	**Nationality**	**No. of Shares**	**(1)%**	**No. of Shares**	**(1)%**	**No. of Shares**	**(2)%**	**No. of Shares**	**(2)%**
Promoters and substantial shareholders									
Young Yoong Chang	Malaysian	197,120,000	44.00	-	-	187,197,500	33.02	-	-
Lee Choon Weng	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Quah Soo Keat	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-

Notes:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

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

3.9 Utilisation of Proceeds

The total gross proceeds from the Public Issue will amount to RM26.18 million based on our IPO Price. We expect the proceeds to be used in the following manner:

Purposes	**RM'000**	**%**	**Estimated timeframe for utilisation from the Listing date**
Procurement of IT hardware and software	16,930	64.67	Within 12 months
Workforce expansion and capability development	3,100	11.84	Within 24 months
Repayment of bank borrowing	1,500	5.73	Within 12 months
Estimated listing expenses	4,650	17.76	Within 1 month
Total	**26,180**	**100.00**	

Further details on the utilisation of proceeds are set out in Section 4.7 of this Prospectus.

3.10 Financial and Operational Highlights

The key historical financial information of our Group for the Financial Years Under Review is as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	76,378	56,838	73,712	98,682
GP	7,951	8,966	17,017	21,001
Profit from operations	3,358	4,597	10,920	13,525
PBT	3,279	4,491	10,631	12,804
PAT/Total comprehensive income for the financial year	2,758	3,594	8,686	10,121
PAT attributable to owners of the Company /Total comprehensive income attributable to owners of the Company	2,758	3,594	8,686	10,121
Non-current assets	1,812	2,132	3,728	13,460
Current assets	22,910	23,282	59,624	47,694
Non-current liabilities	1,075	931	521	6,959
Current liabilities	13,562	11,404	42,566	25,309
Total borrowings(1)	844	7,911	8,764	10,089
NA	10,085	13,079	20,265	28,886
Net cash from/(used in) operating activities	4,499	(6,286)	5,120	8,627
Net cash (used in)/from investing activities	(724)	113	665	(5,296)
Net cash (used in)/from financing activities	(1,626)	5,828	(974)	(8,897)
Cash and cash equivalents at the end of the financial year	5,005	4,660	9,471	3,898
EBITDA margin (%)(2)	5.06	8.88	15.44	14.78
GP margin (%)(3)	10.41	15.77	23.09	21.28
PBT margin (%)(4)	4.29	7.90	14.42	12.98
PAT margin (%)(5)	3.61	6.32	11.78	10.26
Trade receivables turnover (days)(6)	28	60	111	98
Trade payables turnover (days)(7)	29	40	72	62
Inventory turnover (days)(8)	6	14	10	8
Current ratio (times)(9)	1.69	2.04	1.40	1.88
Gearing ratio (times)(10)	0.08	0.60	0.43	0.35

Notes:

(1) Total borrowings for each financial year end comprised interest-bearing bank borrowings and hire purchase liabilities.

(2) EBITDA margin is calculated based on EBITDA divided by revenue.

(3) GP margin is calculated based on GP divided by revenue.

(4) PBT margin is calculated based on PBT divided by revenue.

(5) PAT margin is calculated based on PAT divided by revenue.

(6) Computed based on average trade receivables over revenue for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.

(7) Computed based on average trade payables over cost of sales for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.

(8) Computed based on average inventories over total purchases for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.
(9) Computed based on current assets over current liabilities as at each financial year end.
(10) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) over NA as at each financial year end.

The table below sets out our Group's revenue by business segments for the Financial Years Under Review:

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Design, implementation and configuration of IT solutions	28,150	36.86	23,533	41.40	38,281	51.93	49,192	49.85
- *IT infrastructure and networking solutions*	*22,857*	*29.93*	*16,238*	*28.57*	*30,318*	*41.13*	*32,830*	*33.27*
- *Cybersecurity solutions*	*5,293*	*6.93*	*7,295*	*12.83*	*7,963*	*10.80*	*16,362*	*16.58*
Provision of IT outsourcing services	13,132	17.19	19,692	34.65	23,059	31.28	30,783	31.19
- *Maintenance services*	*9,442*	*12.36*	*15,924*	*28.02*	*18,062*	*24.50*	*25,919*	*26.26*
- *Technical support services*	*3,690*	*4.83*	*3,768*	*6.63*	*4,997*	*6.78*	*4,864*	*4.93*
Sales of IT hardware and software	34,930	45.73	13,457	23.68	11,955	16.22	17,365	17.60
Leasing of IT hardware and software	166	0.22	156	0.27	417	0.57	1,342	1.36
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Further details on our financial and operational highlights are set out in Section 12.2 of this Prospectus.

3.11 Dividend Policy

Our Board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. Any dividend declared will be at the discretion of our Board and any final dividends declared will be subject to the approval of our shareholders at our AGM. You should take note that this dividend policy merely describes our current intention and shall not constitute legally binding statements in respect of our future dividends that are subject to our Board's discretion. During the Financial Years Under Review and up to the LPD, dividends declared and paid by our Subsidiaries to our shareholders are as follows:

	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**	**1 January 2026 and up to the LPD**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Dividends declared and paid	1,268	1,257	1,500	1,500	-

We do not intend to declare any dividend prior to our Listing. All the above dividends were paid using internally generated funds. The dividends paid will not affect the execution and implementation of our future plans or business strategies.

Further details on our dividend policy are set out in Section 12.13 of this Prospectus.

4. DETAILS OF OUR IPO

4.1 Opening and Closing of Applications

Application for our IPO Shares will open at 10.00 a.m. on 11 May 2026 and will remain open until 5.00 p.m. on 25 May 2026.

Late applications will not be accepted.

4.2 Indicative Timetable

The following events are intended to take place on the following indicative times and/or dates:

Event(s)	Indicative date
Issuance of this Prospectus/Opening of the Application	11 May 2026
Closing of the Application	25 May 2026
Balloting of the Application	28 May 2026
Allotment/Transfer of our IPO Shares to successful applicants	8 June 2026
Listing on the ACE Market of Bursa Securities	11 June 2026

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

4.3 Particulars of Our IPO

Our IPO consists of the Public Issue and the Offer for Sale, totalling 166,344,500 IPO Shares at our IPO Price, payable in full on Application upon such terms and conditions as set out in this Prospectus and will be allocated in the following manner:

	Issue Shares		Offer Shares		Total	
	No. of Shares	[(1)]%	No. of Shares	[(1)]%	No. of Shares	[(1)]%
(i) Malaysian Public (via balloting)						
- Bumiputera	14,175,000	2.50	-	-	14,175,000	2.50
- Non-Bumiputera	14,175,000	2.50	-	-	14,175,000	2.50
(ii) Eligible Persons						
- Eligible Directors	600,000	0.12	-	-	600,000	0.12
- Eligible employees	3,000,000	0.52	-	-	3,000,000	0.52
- Persons who have contributed to the success of our Group	24,750,000	4.36	-	-	24,750,000	4.36
(iii) Private placement to selected investors	38,769,500	6.84	-	-	38,769,500	6.84
(iv) Private placement to selected Bumiputera investors approved by the MITI	23,530,500	4.15	47,344,500	8.35	70,875,000	12.50
Total	**119,000,000**	**20.99**	**47,344,500**	**8.35**	**166,344,500**	**29.34**

Note:

(1) Based on our enlarged issued share capital of 567,000,000 Shares upon completion of our Listing.

4.3.1 Public Issue

The Public Issue of 119,000,000 Issue Shares, representing approximately 20.99% of our enlarged issued share capital upon completion of our Listing, will be made available for Application at our IPO Price in the following manner:

(i) Malaysian Public

28,350,000 Issue Shares, representing 5.00% of our enlarged issued share capital upon completion of our Listing, will be made available for Application by the Malaysian Public through a balloting process as follows:

(a) 14,175,000 Issue Shares, representing 2.50% of our enlarged issued share capital, made available to the Malaysian Public investors; and

(b) 14,175,000 Issue Shares, representing 2.50% of our enlarged issued share capital, made available to Bumiputera Malaysian Public investors.

(ii) Eligible Persons

28,350,000 Issue Shares, representing 5.00% of our enlarged issued share capital upon completion of our Listing, will be made available for Application by our Eligible Persons. We will allocate our Issue Shares to our Eligible Persons under the Pink Form Allocations in the following manner:

Eligible Persons	Note	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Eligible Directors	(a)	4	600,000
Eligible employees	(b)	106	3,000,000
Persons who have contributed to the success of our Group	(c)	5	24,750,000
Total			**28,350,000**

Notes:

(a) the criteria for allocation to our eligible Directors are based on, amongst others, their respective roles, responsibilities and potential contributions to our Group in the future. The allocation of Issue Shares to our eligible Directors is as follows:

Name	Designation	No. of Issue Shares allocated
Teh Lay Ling	Independent Non-Executive Chairperson	150,000
Lee Yuet Li	Independent Non-Executive Director	150,000
Tan Choon Heong	Independent Non-Executive Director	150,000
Tan Eng Gooi	Independent Non-Executive Director	150,000
Total		**600,000**

For clarification, Young Yoong Chang (our Managing Director and Chief Executive Officer) and Lee Choon Weng (our Executive Director and Head of Sales) have opted not to participate in the Pink Form Allocations.

(b) the criteria for allocation to our eligible employees (as approved by our Board) are based on the following factors:

(1) our eligible employee must be a full-time confirmed employee of at least 18 years of age, on the payroll of our Group and who has not submitted his/her resignation as at the LPD; and

(2) the number of Issue Shares allocated to our eligible employee is based on, amongst others, seniority within our Group, length of service, as well as past performance and potential contributions made to our Group.

The number of Issue Shares to be allocated to our Key Senior Management is as follows:

Name	Designation	No. of Issue Shares allocated
Wong Mei Ling	Chief Operating Officer	150,000
Hue Boon Fatt	Chief Financial Officer	250,000
Kam Sheau Fen	Head of Treasury	150,000
Choong Choi Hoong	Head of Human Resource and Admin	100,000
Total		**650,000**

For clarification, Quah Soo Keat (our Head of Business Development) has opted not to participate in the Pink Form Allocations.

(c) the criteria for allocation to persons who have contributed to the success of our Group are based on, amongst others, their length of business relationship with our Group, past contribution to the success and/or potential contribution to our Group in the future.

(iii) Private placement to selected investors

38,769,500 Issue Shares, representing approximately 6.84% of our enlarged issued share capital upon completion of our Listing, will be made available for Application by way of private placement to selected investors.

(iv) Private placement to selected Bumiputera investors approved by the MITI

23,530,500 Issue Shares, representing 4.15% of our enlarged issued share capital upon completion of our Listing, will be made available for Application by way of private placement to selected Bumiputera investors approved by the MITI.

As at the LPD, save as disclosed above, to the extent known to our Company:

(a) there are no substantial shareholders, Directors or Key Senior Management of our Company who intend to subscribe for our IPO Shares; and

(b) there is no person(s) who have indicated to our Company that they intend to subscribe to a number of our IPO Shares, which is equivalent to more than 5.00% of our enlarged issued share capital upon completion of our Listing.

4.3.2 Offer for Sale

A total of 47,344,500 Offer Shares, representing 8.35% of our enlarged issued share capital upon completion of our Listing, are offered by our Selling Shareholders by way of private placement to selected Bumiputera investors approved by the MITI at our IPO Price. The Offer for Sale is subject to the terms and conditions of this Prospectus.

The Offer Shares to be offered by our Selling Shareholders and their shareholdings in our Company before and after our IPO are set out as below:

		After the Share Split/ Before our IPO		Offer Shares offered			After our IPO	
Name/ Address	**Nature of relationship with our Group**	**No. of Shares**	**(1)%**	**No. of Shares**	**(1)%**	**(2)%**	**No. of Shares**	**(2)%**
Young Yoong Chang No. 6, Jalan Sierra 8/3A, Bandar 16 Sierra, 47110 Puchong, Selangor	Our Promoter, Specified Shareholder, substantial shareholder as well as Managing Director and Chief Executive Officer	197,120,000	44.00	9,922,500	2.21	1.75	187,197,500	33.02
Lee Choon Weng 18, Jalan DU 3/3, Taman Damai Utama, 47180 Puchong, Selangor	Our Promoter, Specified Shareholder, substantial shareholder as well as Executive Director and Head of Sales	98,560,000	22.00	18,711,000	4.18	3.30	79,849,000	14.08
Quah Soo Keat 32A, Jalan BSJ 5, Taman Bukit Segar Jaya 2, 43200 Cheras, Selangor	Our Promoter, Specified Shareholder, substantial shareholder and Head of Business Development	98,560,000	22.00	18,711,000	4.18	3.30	79,849,000	14.08
	Total	**394,240,000**	**88.00**	**47,344,500**	**10.57**	**8.35**	**346,895,500**	**61.18**

Notes:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

The Offer for Sale is expected to raise gross proceeds of RM10.42 million based on our IPO Price. The entire proceeds raised will accrue to our Selling Shareholders, and our Company will not receive any portion of the proceeds raised from the Offer for Sale. All expenses incurred in connection with the Offer for Sale will be borne by our Selling Shareholders.

Further details of our Selling Shareholders, who are also our Promoters and substantial shareholders, are set out in Section 5.1 of this Prospectus.

4.3.3 Underwriting arrangement and reallocation provision of our IPO Shares

Our IPO Shares shall be subject to the following clawback and reallocation provisions:

(i) Malaysian Public via balloting

If our Issue Shares allocated to the Bumiputera Malaysian Public are under-subscribed, such Issue Shares will be made available to the other Malaysian Public. Likewise, in the event that any Issue Shares allocated to the other Malaysian Public are under-subscribed, such Issue Shares will be made available to the Bumiputera Malaysian Public.

In the event that there are Issue Shares which are not subscribed by the Malaysian Public, the remaining unsubscribed portion will be made available for Application and offered to selected investors.

Any further Issue Shares which are not subscribed after being allocated and offered to selected investors shall be underwritten by our Underwriter in accordance with the salient terms of the Underwriting Agreement.

(ii) Eligible Persons

Any Issue Shares under the Pink Form Allocations which are not subscribed by any of our Eligible Persons shall be re-offered to our Group's other Eligible Persons, which will be selected on a fair and equitable manner to be determined by our Board, before being re-allocated to the Malaysian Public and/or to selected investors by way of private placement. For clarity, Eligible Directors are also entitled for the clawback.

Thereafter, any remaining Issue Shares under the Pink Form Allocations which are not subscribed for shall be underwritten by our Underwriter in accordance with the terms of the Underwriting Agreement.

(iii) Private placement to selected investors

In the event of under-subscription of the Issue Shares in respect of the allocation by way of private placement to selected investors, the remaining unsubscribed portion will be clawed back and reallocated to the Malaysian Public.

(iv) Private placement to selected Bumiputera investors approved by the MITI

In the event of under-subscription of the IPO Shares in respect of the allocation by way of private placement to Bumiputera investors approved by the MITI ("**MITI Tranche**"), the unsubscribed IPO Shares under the MITI Tranche shall firstly be reallocated to the over-subscribed portion of the Bumiputera Malaysian Public investors, if any. Any unsubscribed portion after the re-allocation shall be made available for Application by the Malaysian institutional investors under the private placement to selected investors. Thereafter, any unsubscribed IPO Shares under the MITI Tranche shall be made available for Application by the non-Bumiputera Malaysian Public.

Notwithstanding the above, if there is an under-subscription for our IPO Shares (but in excess of 119,000,000 Issue Shares), the subscriptions received for our IPO Shares will first be applied towards subscribing in full the Issue Shares under our Public Issue. Thereafter, any additional subscription for our IPO Shares will be allocated from the Offer Shares and any remaining Offer Shares not subscribed for will be retained by the Selling Shareholder. For the avoidance of doubt, our Public Issue will take priority over the Offer for Sale if there is an undersubscription of our IPO Shares.

The clawback and reallocation provisions will not apply in the event that there is an over-subscription in all of the allocations of our IPO Shares at the closing date of our IPO. The allocation of our IPO Shares shall take into account the desirability of distributing our IPO Shares to a reasonable number of applicants with a view of broadening our Company's shareholding base to meet the public shareholding spread requirements of the ACE LR and to establish a liquid market for our Shares. Applicants will be selected on a fair and equitable manner to be determined by our Board. The number of Issue Shares offered under the Public Issue will not be increased via any over-allotment of "greenshoe" option.

4.3.4 Price stabilisation mechanism

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

4.3.5 Minimum subscription

There is no minimum subscription in terms of the proceeds to be raised from our IPO. However, in order to comply with the public shareholding spread requirements of the ACE LR, the minimum subscription in terms of the number of IPO Shares will be the number of Shares required to be held by public shareholders for our Company to comply with the public shareholding spread requirements under the ACE LR or as approved by Bursa Securities.

Pursuant to the ACE LR, we must have at least 25.00% of our enlarged issued share capital, or such lower percentage as may be allowed by Bursa Securities, to be held in the hands of a minimum number of 200 public shareholders holding not less than 100 Shares each at the point of our Listing.

At the point of our Listing, we will ensure that the public shareholding spread requirements are met according to the ACE LR through a combination of the balloting process and the private placement exercise. If the public shareholding spread requirements are not met, we may not be allowed to proceed with our Listing on the ACE Market.

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

4.4 Basis of Arriving at the IPO Price

Our Directors, Principal Adviser and Corporate Finance Adviser, had determined and agreed upon our IPO Price after taking into consideration the following factors:

(i) Financial and operating history

Based on our Group's audited consolidated statements of profit or loss and other comprehensive income for the FYE 2025, we recorded:

(a) an EPS of 2.26 sen, computed based on our Group's audited FYE 2025 PAT attributable to owners of our Company of RM10.12 million and our total issued share capital of 448,000,000 Shares after the Share Split but before our IPO. This translates to a P/E Multiple of 9.73 times at our IPO Price; and

(b) an EPS of 1.79 sen, computed based on our Group's audited FYE 2025 PAT attributable to owners of our Company of RM10.12 million and our enlarged issued share capital of 567,000,000 Shares after our IPO (assuming Public Issue of 119,000,000 Issue Shares pursuant to our IPO). This translates to a P/E Multiple of 12.29 times at our IPO Price.

Our detailed operating and historical financial performance are set out in Section 7.3 and Section 12.2 of this Prospectus, respectively.

(ii) Pro forma consolidated NA

Our pro forma consolidated NA per Share as at 31 December 2025 is RM0.09 based on our enlarged issued share capital of 567,000,000 Shares after our IPO and subsequent to the utilisation of proceeds raised from our Public Issue as set out in Section 4.7 of this Prospectus.

(iii) Business strategies and future plans

Our business strategies and future plans which are set out in Section 7.13 of this Prospectus.

(iv) Competitive strengths and industry overview

Our competitive strengths and the industry overview which are set out in Section 7.5 and Section 8 of this Prospectus, respectively.

Prospective investors should note that the market price of our Shares after our Listing is subject to the vagaries of market forces and other uncertainties which may affect the market price of our Shares. Prospective investors should form their views on the valuation of our IPO Shares and the reasonableness of the bases used before deciding to invest in our IPO Shares. You are also reminded to consider the risk factors as set out in Section 9 of this Prospectus carefully.

4.5 Share Capital

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	448,000,000	14,000,000
Shares to be issued pursuant to our Public Issue	119,000,000	[(1)]24,740,908
Enlarged issued share capital upon Listing	**567,000,000**	**38,740,908**
IPO Price		0.22
Offer for Sale[(2)]	47,344,500	10,415,790
Market capitalisation upon Listing[(3)]		124,740,000

Notes:

(1) After deducting the estimated listing expenses of approximately RM1.44 million which is directly attributable to our Public Issue and set-off against our share capital.

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

(3) Based on our IPO Price and our enlarged number of Shares upon Listing.

As at the date of this Prospectus, we have only 1 class of share, namely ordinary shares. The ordinary shares rank equally with one another.

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

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

Subject to any special rights attaching to any Shares which we may issue in the future, our shareholders shall, in proportion to the amount of 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 and provisions of the Act.

Each of our shareholders shall be entitled to vote at any of our general meetings in person, by proxy or by attorney or by other duly authorised representative. Every shareholder presents in person or by proxy or by attorney or by other duly authorised representatives shall have 1 vote for each Share held.

4.6 Dilution

Dilution is computed as the difference between our IPO Price to be paid by investors for our Issue Shares and our pro forma consolidated NA per Share after our IPO. The following table illustrates such dilution on a per Share basis.

	Details	**RM**
IPO Price	(A)	0.22
Pro forma consolidated NA per Share as at 31 December 2025 after the Share Split but before our IPO	(B)	(1)0.06
Pro forma consolidated NA per Share as at 31 December 2025 after the Share Split, our IPO and the intended utilisation of proceeds raised from our Public Issue	(C)	(2)0.09
Increase in pro forma consolidated NA per Share attributable to our existing shareholders	(C) – (B)	0.03
Dilution in pro forma consolidated NA per Share to our new investors	(A) – (C)	0.13
Dilution in pro forma consolidated NA per Share to our new investors as a percentage of our IPO Price (%)	[(A) – (C)]/(A)	59.09%

Notes:

(1) Based on our pro forma consolidated NA as at 31 December 2025 of approximately RM28.89 million divided by our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our pro forma consolidated NA as at 31 December 2025 of approximately RM50.42 million divided by our enlarged issued share capital of 567,000,000 Shares after our IPO.

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Save as disclosed below and the Pink Form Allocations to our Eligible Persons, there has been no acquisition of any of our Shares by our Promoters, substantial shareholders, Directors and/or Key Senior Management or persons connected with them, or any transaction entered into by them, which grants them the right to acquire any of our Shares in the past 3 years up to the date of this Prospectus.

Name	No. of Shares held before our IPO	Total consideration	Effective cost per Share
		RM	RM
Promoters, substantial shareholders and Directors			
Young Yoong Chang	197,120,000	5,799,999	0.0294
Lee Choon Weng	98,560,000	2,900,000	0.0294
Promoter, substantial shareholder and Key Senior Management			
Quah Soo Keat	98,560,000	2,900,000	0.0294
Key Senior Management			
Wong Mei Ling	5,600,000	250,000	0.0446
Kam Sheau Fen	5,600,000	250,000	0.0446

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4.7 Utilisation of Proceeds

The total gross proceeds to be raised from our Public Issue will amount to RM26.18 million based on our IPO Price. We intend to utilise the proceeds in the following manner:

Details	**Reference**	**RM'000**	**%**	**Estimated timeframe for use of proceeds from the date of Listing**
Procurement of IT hardware and software	(i)	16,930	64.67	Within 12 months
Workforce expansion and capability development	(ii)	3,100	11.84	Within 24 months
Repayment of bank borrowing	(iii)	1,500	5.73	Within 12 months
Estimated listing expenses	(iv)	4,650	17.76	Within 1 month
Total		**26,180**	**100.00**	

The current allocated utilisation is based on the respective estimated costs as at the LPD. Hence, if the allocated proceeds are insufficient to fund the actual amount, we will fund the shortfall from our internally generated fund and/or bank borrowings, the proportion of which will be determined at a later stage. Any surplus from the allocated proceeds will be used for the procurement of IT hardware and software as disclosed below.

Pending the utilisation of proceeds raised from our Public Issue, the proceeds will be placed in interest-bearing short-term deposits or money market instruments with licensed financial institutions.

(i) Procurement of IT hardware and software

We are an IT solutions provider based in Malaysia offering a comprehensive range of technology services tailored to meet the evolving needs of businesses. Our services include the design, implementation and configuration of IT solutions, provision of IT outsourcing services as well as sales and leasing of IT hardware and software.

Our approach focuses on understanding each customer's operational requirements, preferences and budget to deliver tailored IT infrastructure, networking and cybersecurity solutions that are appropriately configured to their needs. As we are not exclusively tied to any IT brand or Principal, we maintain flexibility in solution design, which allows us to tailor the IT solutions to the business needs and budget of our customers.

With over 2 decades of experience and proven track records, supported by our established network of reputable Principals and their Distributors, including Dell Technologies Inc., Hewlett Packard Enterprise Co, Trend Micro Inc. as well as Ingram Micro Malaysia Sdn Bhd, SNS Network (M) Sdn Bhd and VSTECS group of companies, our Group is well positioned to expand and strengthen our presence in Malaysia's IT solutions industry. We are actively pursuing projects and/or contracts particularly in the design, implementation and configuration of IT solutions to capture the market demand for IT solutions in line with the latest technological trends.

We intend to leverage our experience and proven track records to focus on projects and/or contracts involving larger project and/or contract values, integration of multiple solution components (such as IT infrastructure, cybersecurity and cloud migration), as well as customers with business operations spanning multiple locations or nationwide. These projects and/or contracts allow our Group to charge both one-off project-based fee for the design, implementation and configuration of our IT infrastructure, networking and cybersecurity solutions, as well as multiple years of subscription fee for maintenance services provided after the implementation of the IT infrastructure, networking and cybersecurity solutions. This strategic focus is expected to contribute positively to our Group's financial performance, reinforce our brand reputation and enhance our credibility in Malaysia's IT solutions industry.

As at the LPD, our Group has 105 ongoing projects and/or contracts with a total unrecognised revenue of RM80.83 million. These engagements encompass a range of services including the design, implementation and configuration of IT solutions, provision of IT outsourcing services, sales of IT hardware and software, as well as leasing of IT hardware and software. The composition of our unrecognised revenue for our ongoing projects and/or contracts reflect the breadth of our service capabilities and our continued involvement in supporting clients' IT infrastructure and operational needs. We have also submitted 7 tenders spanning across design, implementation and configuration of IT solutions, as well as the sales of IT hardware and software with a total estimated tender sum of RM127.13 million, which are currently pending evaluation from the potential contract awarders as at the LPD.

Out of the total unrecognised revenue for our ongoing projects and/or contracts, RM40.40 million is attributable to 48 ongoing projects and/or contracts in relation to the design, implementation and configuration of IT solutions. Our Group continues to actively pursue new opportunities in this segment. As at the LPD, we have submitted 6 tenders related to similar services, with an estimated aggregate tender sum of RM96.08 million.

As we pursue our abovementioned strategic focus in the design, implementation and configuration of IT solutions segment, we aim to secure more projects and/or contracts involving larger project and/or contract values, integration of multiple solution components (such as IT infrastructure, cybersecurity and cloud migration) and/or multiple locations with design, implementation and configuration timelines of up to 12 months or more, followed by multiple years of maintenance period. The scale and scope of these projects necessitate a significantly higher amount of upfront procurement of IT hardware and software to meet delivery schedules and billing milestones. In addition, these projects typically require us to commit substantial working capital at the initial stage. Such requirements primarily arise from the need to procure IT hardware and software from suppliers prior to project implementation. In addition, we are required to provide performance bonds typically in the form of bank guarantees and/or retention sum as part of contractual obligations with customers. We may also incur higher costs associated with the deployment of larger number of technical personnel in tandem with the scale and scope of projects which we manage to secure.

To support our growth and ensure timely delivery of future projects, we have earmarked RM16.93 million, representing approximately 64.67% of the total gross proceeds raised from our Public Issue for the procurement of IT hardware and software. The allocation of RM16.93 million was determined based on the terms of our IPO, our Group's historical financial performance for the FYE 2025 and the utilisation of proceeds raised from our Public Issue. This allocation is intended to enhance our capacity to participate in tenders and execute awarded contracts efficiently.

The earmarked proceeds allocated for the procurement of IT hardware and software represent approximately 40.21% of our Group's total purchases of IT hardware and software for the FYE 2025, which amounted to RM42.10 million. The typical IT hardware and software required for our design, implementation and configuration of IT solutions projects include, amongst others, servers and storage devices, IT back-up software, IT software and licenses (e.g. IT operating systems, IT application software), as well as networking equipment such as firewalls, switches and routers. The detailed breakdown of the IT hardware and software cannot be determined at this juncture as it will depend on the nature of the projects secured and prevailing market prices at the time of procurement.

We currently fund the procurement of IT hardware and software through internally generated funds and trade financing facilities extended by licensed financial institutions. As at the LPD, our Group has a total of RM31.56 million in trade financing facilities from 6 licensed financial institutions, namely AmBank Islamic Berhad, CIMB Bank Berhad, Maybank Islamic Berhad, RHB Bank Berhad, RHB Islamic Bank Berhad and United Overseas Bank (Malaysia) Berhad. These trade financing facilities comprise, amongst others, invoice financing, bank guarantees, bank overdrafts and bankers' acceptances. As at the LPD, we have utilised RM9.00 million from the trade financing facilities granted by the aforementioned licensed financial institutions. For information purposes, our cash and bank balances stood at RM4.15 million as at the LPD. The earmarked amount for the procurement of IT hardware and software will serve to supplement our existing trade financing facilities extended by the licensed financial institutions as well as cash and bank balances to support the execution of existing and future projects in a timely and efficient manner.

(ii) Workforce expansion and capability development

As we pursue projects and/or contracts involving larger project and/or contract values as well as extend our solution offering in line with the latest technological trends, particularly in line with our strategic focus on the design, implementation and configuration of IT solutions, we are committed to building a capable, resilient and qualified workforce. This involves in recruiting new personnel, investing in skill enhancement initiatives to ensure that our technical personnel remain competitive and proficient in delivering IT solutions, and are kept abreast with latest technological trends.

Hence, we intend to allocate RM3.10 million, representing 11.84% of the total gross proceeds to be raised from our Public Issue to directly support these initiatives, enabling us to build a capable and sizable workforce in the following manner:

Details	**RM'000**
Recruitment of additional personnel[(a)]	2,870
Trainings and certifications expenses[(b)]	230
Total	**3,100**

Notes:

(a) To strengthen our delivery capacity, client management, and technical capabilities, we plan to recruit the following personnel on a permanent basis:

Positions	**No. of headcount**	**Estimated budget (RM'000)**
Sales Director	1	359
Account Manager	2	359
Project Manager	1	239
Senior System Engineer	3	717
Technician	10	1,196
Total	**17**	**2,870**

The additional personnel will not only serve our intention to actively pursue projects and/or contracts involving larger project and/or contract value as well as further extend our solution offering in line with the latest technological trends, but also facilitate our extension of solution offering to include managed security operation centre monitoring services.

The estimated cost of the recruitment of additional personnel primarily encompasses salaries, employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund for a period of 2 years.

The recruitment of these personnel to be identified will enable us to increase our bid capacity for high value tenders involving larger project and/or contract values, integration of multiple solution components (such as IT infrastructure, cybersecurity and cloud migration) and/or multiple locations. The recruitment will enable our Group to demonstrate adequate technical and managerial resources, which is a common requirement in the procurement processes of GLCs as well as large enterprises and corporations. It will also ensure our operational readiness to execute multiple projects and/or contracts involving larger project and/or contract values and extend our solution offering in line with latest technological trends, while strengthening both pre-sales and after-sales engagement to secure repeat business and enhance client satisfaction. In addition, the expansion of our team will help reduce delivery risks by allowing for a more balanced distribution of workloads among specialised roles, thereby supporting timely and high-quality project delivery.

(b) In addition to workforce expansion, we will invest in skill enhancement initiatives to ensure that our team remains competitive and proficient in delivering IT solutions. This includes enrolling personnel in Principal's authorised certificates/trainings and globally recognised certifications as well as internationally recognised qualifications aim to strengthen our project management capabilities.

The following table summarises the estimated budget allocation for the training and certification programmes, covering the 3 capability areas of IT infrastructure and networking solutions, cybersecurity solutions (which includes managed security operation centre monitoring services) as well as project management competencies. These allocations reflect our commitment to strategically invest in the skills and credentials required to support our business growth objectives, strengthen our technical and project management capabilities, and maintain a competitive edge in delivering higher-value projects and/or contracts as well as extending our solution offering in line with the latest technological trends.

Type of courses	**No. of enrolments**	**Estimated budget (RM'000)**
IT infrastructure and networking solutions	26	118
Cybersecurity solutions	10	89
Project management competencies	4	23
Total	**40**	**230**

By combining advanced technical, cybersecurity, and project management certifications, we aim to equip our workforce with the capabilities necessary to design, implement, and manage complex, mission-critical IT projects in alignment with industry-recognised frameworks. This integrated skills development approach will strengthen our governance and delivery frameworks, enhance operational efficiency as well as improve solution quality, thereby enabling us to meet the demand of both public and private sector clients. These initiatives will also position us competitively to secure and deliver projects and/or contracts involving larger project and/or contract values as well as extend our solution offering in line with the latest technological trends.

(iii) Repayment of bank borrowing

As at the LPD, our Group's total bank borrowings were approximately RM13.73 million which mainly comprise trade financing facilities, term loans and hire purchases. Among these bank borrowings, we have secured new facilities under our existing arrangement with a licensed financial institution, with an additional financing limit of RM12.11 million which includes RM7.11 million of term loan to part finance the acquisition of a new property which serves as our Group's new headquarters, as well as RM5.00 million of trade financing for working capital purposes.

We intend to allocate RM1.50 million, representing 5.73% of the total gross proceeds to be raised from our Public Issue to partially repay the bank borrowing as set out below:

Financial institution	Type of banking facility/ Purpose	Effective profit rate per annum/ Tenure/ Maturity date	Financing amount (RM'000)	Outstanding amount as at the LPD (RM'000)	Proposed repayment amount (RM'000)
RHB Islamic Bank Berhad ("**RHB Islamic**")	Term loan/ to part finance the acquisition of a new property	(1)3.95% per annum/ 240 months/ 20 October 2045	7,110	6,999	1,500

Note:

(1) The profit rate is derived based on the bank's prevailing Base Financing Rate ("**BFR**") minus 2.50% per annum pursuant to the financing agreement between MTS and RHB Islamic. As at the LPD, the BFR quoted by RHB Islamic is 6.45% per annum.

The amount earmarked for the repayment of the abovementioned bank borrowing is aligned with the completion of the sale and purchase transaction of the Bukit Jalil Property on 21 October 2025. As the IPO proceeds are expected to be received only after the completion, the repayment allocation will enable our Group to partly repay the new facility which has been drawn down to partly finance the acquisition of Bukit Jalil Property.

As at the LPD, our Group has 2 term loans among all existing bank borrowings. Our selection for the term loan to be repaid was determined after taking into consideration the relatively higher effective profit rate carried by the abovementioned term loan. The repayment of the abovementioned bank borrowing is expected to result in an interest savings of RM0.06 million per annum based on the prevailing profit rate per annum for the banking facility mentioned above. However, the actual interest savings may vary depending on the applicable interest rate at the time of repayment. In addition, the early repayment is expected to further improve our Group's capital structure by lowering our gearing ratio. Further, the repayment of the outstanding bank borrowing will not result in any penalty or early repayment cost being incurred by our Group.

(iv) Estimated listing expenses

An amount of RM4.65 million, representing 17.76% of the total gross proceeds to be raised from our Public Issue is allocated to meet the estimated cost of our Listing. The following table summarises the estimated expenses incidental to our Listing which is to be borne by us:

Details	RM'000
Professional fees(1)	3,200
Underwriting, placement and brokerage fees	842
Fees payable to the authorities	100
Printing, advertising fees and other miscellaneous expenses relating to our Listing(2)	508
Total	**4,650**

Notes:

(1) Includes professional and advisory fees for, amongst others, our Principal Adviser, Corporate Finance Adviser, Due Diligence Solicitors, Auditors and Reporting Accountants, IMR, internal control review consultant, Company Secretaries, Share Registrar and Issuing House.

(2) Other incidental or related expenses in connection with our Listing, including fees for translation services, media-related expenses, and costs associated with the IPO event.

Our Offer for Sale will raise gross proceeds of RM10.42 million, which will accrue entirely to our Selling Shareholders, and we will not receive any of the proceeds.

Our Selling Shareholders shall bear all expenses in relation to our Offer for Sale, the aggregate of which is estimated to be RM0.28 million.

4.8 Objectives of our IPO

The objectives of our IPO are as follows:

(i) To provide opportunity for the Malaysian Public, our Eligible Persons to participate in our equity;

(ii) To enable our Group to raise funds for the purposes outlined in Section 4.7 of this Prospectus;

(iii) To enable us to access the equity capital market for future fund-raising activities and to provide us the financial flexibility to pursue future growth opportunities as and when they arise; and

(iv) To gain recognition through our listing status which will enhance our Group's reputation in marketing our solutions and supporting our efforts to attract and retain skilled talents within the industry.

4.9 Underwriting Commission, Brokerage and Placement Fees

4.9.1 Underwriting commission

Our Underwriter has agreed to underwrite 28,350,000 Issue Shares, which are available for Application by the Malaysian Public, and 28,350,000 Issue Shares made available to our Eligible Persons as set out in Section 4.3.1 of this Prospectus. We will pay our Underwriter an underwriting commission at the rate of 2.50% of the total value of the underwritten Shares based on our IPO Price.

4.9.2 Brokerage fee

We will pay the brokerage rate of 1.00% on our IPO Price in respect of all successful Applications bearing the stamp of either Malacca Securities, the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

4.9.3 Placement fee

Our Placement Agent have agreed to place out 62,300,000 Issue Shares and 47,344,500 Offer Shares to be issued/offered to selected investors as set out in Section 4.3.1 of this Prospectus.

We will pay our Placement Agent a placement fee of up to 2.50% of the value of Issue Shares to be placed out to selected investors at our IPO Price.

The placement fee of up to 2.50% of the value of Offer Shares placed out by our Placement Agent will be borne entirely by our Selling Shareholders.

4.10 Salient Terms of the Underwriting Agreement

Our Company had on 8 April 2026 entered into the Underwriting Agreement with the Underwriter, whereby the Underwriter had agreed to underwrite 56,700,000 Issue Shares, which will be made available for Application by the Malaysian Public via balloting and the Eligible Persons ("**Underwritten Shares**"), upon the terms and subject to the conditions therein contained. Details of the underwriting commission are further set out in Section 4.9.1 of this Prospectus.

The salient terms of the Underwriting Agreement are as follows:

In consideration of the underwriting commission payable to the Underwriter as stated in Clause 11.1 (Underwriter's Commission Payable) and relying upon each of the representations, warranties as well as covenants and undertakings by the Company as set out in the Underwriting Agreement and subject to the fulfillment of the conditions precedent set out below and the Underwriter shall be entitled at its absolute discretion to determine (including fixing and / or varying) the issuance date (including all delayed issuance dates, if any) of the Prospectus which shall be a date not later than 2 months from the date of the Underwriting Agreement, and at the request of the Company, the Underwriter has agreed to subscribe and / or procure subscribers for the Underwritten Shares not taken up or duly applied for by 5.00 p.m. on the application closing date for the Issue Shares, upon the terms and subject to the conditions contained in the Underwriting Agreement.

Conditions precedent

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

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

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

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

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

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

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

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

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

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

Termination or force majeure

(ii) Notwithstanding anything contained in the Underwriting Agreement, the Underwriter may by notice in writing to the Company given at any time before the date of Listing, terminate, cancel and withdraw its commitment to underwrite the Underwritten Shares if:

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

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

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

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

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

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

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

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

    (i) on or after the date of the Underwriting Agreement; and

    (ii) prior to the allotment of the Issue Shares,

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

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

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

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

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

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

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

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

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

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

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

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

5.1 Promoters and Substantial Shareholders

5.1.1 Shareholdings

The details of our Promoters and substantial shareholders as well as their respective shareholdings in our Company before and after our IPO are as follows:

		After the Share Split but before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
Name	Nationality	No. of Shares	[(1)]%	No. of Shares	[(1)]%	No. of Shares	[(2)]%	No. of Shares	[(2)]%
Promoters and substantial shareholders									
Young Yoong Chang	Malaysian	197,120,000	44.00	-	-	187,197,500	33.02	-	-
Lee Choon Weng	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Quah Soo Keat	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-

Notes:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

Save for our Promoters and substantial shareholders above, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, our Promoters and substantial shareholders have the same voting rights as the other shareholders of our Company and there is no arrangement of which may, at a subsequent date, result in a change in control of our Company.

5.1.2 Profiles

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

(i) Young Yoong Chang

Promoter, Specified Shareholder, substantial shareholder as well as Managing Director and Chief Executive Officer

Young Yoong Chang, a Malaysian aged 54, is our Promoter, Specified Shareholder and substantial shareholder, and serves as our Managing Director and Chief Executive Officer. He has served as a director of MTS and SMIND since June 2003 and August 2015 respectively, and was appointed as the Managing Director of our Group in May 2025. As Managing Director, he is primarily responsible for setting the overall strategic business direction, overseeing daily operations as well as building stronger relationships with clients, Principals and their Distributors of our Group.

He graduated with an Engineering Diploma in Electronic Engineering from the Federal Institute of Technology Malaysia in October 1994, completing the programme on a full-time basis. In October 2024, he obtained a Master of Business Administration from the University of Sunderland, having pursued the programme on a part-time basis.

In March 1995, he began his career as a Customer Representative II at Computer System Advisers (M) Berhad (currently known as DXC Technology Malaysia Sdn Bhd), a company previously listed on the Main Board of Bursa Securities. In this role, he provided maintenance and troubleshooting support for network operating systems and enterprise software, and managed customers' LAN, server, storage and printer infrastructures. During his tenure at Computer System Advisers (M) Berhad, he resolved critical support cases and becoming the company's go-to specialist for unresolved tickets. He diagnosed and remedied network operating system issues not covered in official documentation or vendor manuals, earning direct commendations from clients for delivering effective solutions that led to significant reductions in downtime until he left in November 1999.

In November 1999, he joined MCSB Systems (M) Berhad, a company previously listed on the Second Board of Bursa Securities as a Senior Systems & Network Specialist, he initially carried forward his core duties in network and software support while also handling client pre-sale and post-sale engagements. Recognising his expertise, the company soon elevated him to lead project teams where he was responsible for the design and implementation of networking solutions using Novell NetWare and Microsoft Active Directory. In one standout engagement, he architected a segmented network infrastructure that enabled multiple virtual LANs to operate from a single master network—functionality not available in standard vendor platforms. This innovation delivered enhanced security, scalability and operational efficiency, earning accolades from both clients and senior management. He continued his tenure with MCSB Systems (M) Berhad until he left in May 2003.

In June 2003, he co-founded MTS together with Lee Choon Weng where he was primarily responsible for setting the company's overall strategic direction, overseeing its daily operations as well as driving growth through new business development and opportunities. During the formative years of MTS, he focused on expanding core offerings of MTS in infrastructure support and managed services while cultivating key partnerships with global IT Principals. His role encompassed operational leadership, client engagement, financial oversight, and project delivery execution across enterprise accounts. Under his leadership, MTS grew from a modest IT support provider into a recognised multi-segment IT solutions company serving public and private sector clients, including GLCs as well as large enterprises and corporations in the utilities, telecommunications and financial services industries. He has been a director of MTS since June 2003.

In January 2010, he was appointed as a director of ITNT Solutions Sdn Bhd, where he was responsible for managing the company's day-to-day operations, securing projects and overseeing project delivery execution. The company has been dissolved on 10 October 2025.

In September 2015, he, together with Lee Choon Weng and Quah Soo Keat, acquired and subscribed shares in SMIND as part of our Group's expansion into knowledge process outsourcing services, particularly in providing project management support for the implementation of IT solutions. Over time, SMIND expanded its capabilities into enterprise cybersecurity and technical support services, to undertake projects and/or contracts involving larger project and/or contract value in support of the customers' digital transformation initiatives, which include providing on-site maintenance services, system support and IT helpdesk support to troubleshoot technical issues for customers' IT infrastructure. He contributed his leadership role in SMIND by overseeing the company's strategy, operations, financial performance, regulatory compliance and growth. He led the transformation of SMIND into a key solutions provider, aligning its business direction with our Group's long-term expansion plans and ensuring sustainability through disciplined management and Principal and their Distributor collaboration. Further details on the history of SMIND are illustrated in Section 7.2 of this Prospectus.

As our Group's Managing Director, he is responsible for the overall business direction, corporate development, strategic partnerships, and leadership of our Group. His vision has led our Group's evolution from a project-driven business to a solutions-based provider with capabilities across IT infrastructure and cybersecurity solutions implementation, managed services and leasing. We will continue to leverage his 30 years' experience in the IT industry to charter our Group's success, supported by our Group's relationships with Principals and their Distributors, diversified clientele across industries and multi-spectrum service models.

Further details of his involvement in other business activities outside our Group are set out in Section 5.2.3(i) of this Prospectus.

(ii) Lee Choon Weng

Promoter, Specified Shareholder, substantial shareholder, Executive Director and Head of Sales

Lee Choon Weng, a Malaysian aged 53, is our Promoter, Specified Shareholder and substantial shareholder, and serves as our Executive Director and Head of Sales. He has served as a Director of MTS and SMIND since June 2003 and August 2015 respectively. He was appointed as our Head of Sales in May 2025, and was subsequently redesignated as our Executive Director and Head of Sales in August 2025. He has been instrumental in shaping our Group's technical delivery capabilities, leveraging his hands-on experience in IT infrastructure and networking solutions integration, implementation of cybersecurity systems, and IT service-level support. In his current role, he is primarily responsible for managing technical project execution, providing pre-sales and post-sales technical advisory as well as guiding the implementation team across IT infrastructure, networking and cybersecurity solutions deployment. His cross-functional understanding of both commercial delivery and systems architecture supports our Group's ability to fulfil complex and large-scale projects.

In June 1995, he graduated with a Diploma in Electronic Engineering from the Federal Institute of Technology Malaysia, completing the programme on a full-time basis. In March 2004, he graduated with a Bachelor of Science (Honours) in Computer Systems Engineering (Networking) from The Nottingham Trent University, completing the programme on a part-time basis.

In May 1995 before he was officially graduated with a Diploma in Electronic Engineering from the Federal Institute of Technology Malaysia, he began his career with Computer System Advisers (M) Berhad (currently known as DXC Technology Sdn Bhd), a company previously listed on Main Board of Bursa Securities, as a Customer Service Representative II, where he was responsible for providing post-sales technical support, hardware and software evaluation and testing, server upgrades as well as field level maintenance and system support until he left in August 1997.

In August 1997, he joined Smith Zain Securities Sdn Bhd as an Analyst Programmer where he was responsible for managing the IT system and network infrastructure of the company's Kuala Lumpur office, including servers, workstations, and network connectivity. He provided full support for both end-user environments and backend infrastructure, including email migration and Windows NT4 upgrades, ensuring stable connectivity between the Kuala Lumpur and Penang offices until he left in December 2002 due to the closure of the company's operations in Malaysia.

After December 2002, he transitioned into entrepreneurship and began laying the groundwork to establish MTS with Young Yoong Chang. In June 2003, he co-founded MTS with Young Yoong Chang, where he applied his technical background to lead the implementation and design of Microsoft-based solutions, infrastructure upgrades and end user deployment projects. Under his leadership, MTS expanded its clientele from small medium enterprise ("**SME**") customers to large corporations in the utilities, telecommunications, and financial services sectors. His responsibilities included solution architecture, execution of IT rollout plans, and managing project delivery teams in both hardware and software domains. He has been a director of MTS since June 2003.

In September 2015, he, together with Young Yoong Chang and Quah Soo Keat, acquired and subscribed shares in SMIND as part of our Group's expansion into knowledge process outsourcing services, particularly in providing project management support for the implementation of IT solutions. He took on a technical advisory role focused on solution deployment, pre-sales engineering, and escalation support in SMIND. He works closely with our Group's account managers and technical teams to troubleshoot implementation issues, recommend suitable IT infrastructure and networking technologies for client environments as well as guide clients' enterprise-level migrations involving cloud infrastructure and cybersecurity components. His ability to translate client requirements into workable technical strategies has been key in supporting our Group's role as a trusted partner to clients and Principals. Further details on the history of SMIND are illustrated in Section 7.2 of this Prospectus.

In April 2020, he was appointed as a director of ITNT Solutions Sdn Bhd. The company has been dissolved on 10 October 2025.

Further details of his involvement in other business activities outside our Group are set out in Section 5.2.3(ii) of this Prospectus.

(iii) Quah Soo Keat

Promoter, Specified Shareholder, substantial shareholder and Head of Business Development

Quah Soo Keat, a Malaysian aged 50, is our Promoter, Specified Shareholder, substantial shareholder and Head of Business Development. He has served as a director of SMIND since August 2015 and was appointed as our Head of Business Development in May 2025. As Head of Business Development, he is primarily responsible for developing and managing relationships with both Principals and their Distributors, overseeing the evaluation and onboarding of new Principals and technology offerings as well as negotiating commercial terms to secure and expand our Group's solution portfolio.

He graduated with a Diploma in Computer Studies from Informatics College, Malaysia in December 1995, completing the programme on a full-time basis. He then pursued a Higher Diploma in Computer Systems at the Asia Pacific Institute of Information Technology (APIIT) and completed his studies in March 1998 on a part-time basis. After the completion of his higher diploma studies, he continued to study part-time for his Bachelor of Science in Computing from Staffordshire University which was awarded in August 2011. In October 2024, he obtained a Master of Business Administration from the University of Sunderland, having undertaken the programme part time as well.

In February 1996, he began his career in Hong Leong Finance Berhad, a subsidiary of Hong Leong Bank Berhad (a company currently listed on the Main Market of Bursa Securities), as an IT Operations Executive. In this role, he was responsible for handling banking operations until he left in December 1996.

In December 1996, he joined Nortek Computer Sdn Bhd as a Systems Support Engineer where he provided technical support and troubleshooting services for clients' systems and networks on hardware and software-related issues until he left in November 1997.

In December 1997, he joined Computer System Advisers (M) Berhad (currently known as DXC Technology Malaysia Sdn Bhd), a company previously listed on the Main Board of Bursa Securities as a Customer Service Representative II. He was responsible for providing onsite IT technical support for clients, perform IT hardware and software troubleshooting, manage small scale deployment projects as well as develop and manage customer relationship with key accounts such as clients from financial services industry until he left in November 2002. His role extended to high-level IT support, managing IT hardware refresh cycles and ensure IT service continuity for financial institutions.

In December 2002, he joined Asterix Systems Sdn Bhd as an IT Manager where he was responsible for building and leading IT technical support team, managing key clients' contracts and managed key IT infrastructure projects for nationwide technology refreshes for clients from the financial services and government sectors. His responsibilities encompassed set up and enhancement of IT infrastructure facilities, overseeing deployment logistics as well as ensuring service delivery for critical IT systems including biometric scanners and banking software until he left in November 2004.

In December 2004, he joined Wywy Office Solutions Sdn Bhd as the Head of Field Operations. In this role, he managed customer service operations, including the setup and operation of a nationwide call centre. He oversaw IT support, hardware maintenance, project delivery, inventory and team development. His responsibilities included managing the IT support ecosystem under managed services arrangements, including service level compliance and delivery coordination. He also mentored both technical and operations teams and provided hands-on technical support and hardware maintenance and repair for client systems until he left in December 2007.

In December 2007, he joined Acacia Sdn Bhd as the Head of Field Operations. He was responsible for overseeing the company's national IT support operations, optimise IT hardware turnaround time and reduce operating costs by streamlining outsourcing arrangements, while maintaining service consistency across the expanded client base of the company until he left in June 2008.

In July 2008, he joined ITNT Solutions Sdn Bhd as a Business Development Manager. In July 2009, he acquired ITNT Solutions Sdn Bhd and was appointed as a director to pursue opportunities particularly in project outsourcing and call center support for financial institutions through partnerships with multinational Principals and technology providers. He was responsible for managing the company's day-to-day operations and played a pivotal role in securing delivery contracts via partnership. He was instrumental in establishing ITNT Solutions Sdn Bhd as a delivery partner of choice for IT hardware maintenance, software sales and support services and ad-hoc IT projects involving Microsoft solutions. He was actively involved in strategic deal structuring, partnership development with global Principals and their Distributors as well as client relationship management with financial institutions. The company has been dissolved on 10 October 2025.

In December 2009, he became a shareholder of MTS through transfer of shares from Young Yoong Chang and Lee Choon Weng.

In September 2015, he subscribed for shares in SMIND subsequent to the acquisition of SMIND by Young Yoong Chang and Lee Choon Weng, as part of our Group's expansion into knowledge process outsourcing services, particularly in providing project management support for the implementation of IT solutions. Over time, SMIND expanded its capabilities into enterprise cybersecurity and technical support services, to undertake projects and/or contracts involving larger project and/or contract value in support of the customers' digital transformation initiatives, which include providing on-site maintenance services, system support and IT helpdesk support to troubleshoot technical issues for customers' IT infrastructure. Presently, he is responsible of managing and liaising with Principal and their Distributor as well as overseeing the evaluation and onboarding of new Principals for SMIND and formulating market strategies considering the information and trends identified by the Principals in alignment with our Group's overall objectives. Further details on the history of SMIND are illustrated in Section 7.2 of this Prospectus.

Further details of his involvement in other business activities outside our Group are set out in Section 5.3.3(i) of this Prospectus.

5.1.3 Changes in shareholdings

The changes in our Promoters and substantial shareholders' shareholdings since our incorporation on 3 September 2019 are as follows:

		As at 21 November 2019				As at 31 December 2025			
		Direct		Indirect		Direct		Indirect	
Name	**Nationality**	**No. of Shares**	**[1]%**	**No. of Shares**	**[1]%**	**No. of Shares**	**[3]%**	**No. of Shares**	**[3]%**
Promoters and substantial shareholders									
Young Yoong Chang	Malaysian	[2]1	100.00	-	-	6,160,000	44.00	-	-
Lee Choon Weng	Malaysian	-	-	-	-	3,080,000	22.00	-	-
Quah Soo Keat	Malaysian	-	-	-	-	3,080,000	22.00	-	-

		After the Share Split but before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
Name	**Nationality**	**No. of Shares**	**[4]%**	**No. of Shares**	**[4]%**	**No. of Shares**	**[5]%**	**No. of Shares**	**[5]%**
Promoters and substantial shareholders									
Young Yoong Chang	Malaysian	197,120,000	44.00	-	-	187,197,500	33.02	-	-
Lee Choon Weng	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Quah Soo Keat	Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-

Notes:

(1) Based on our issued share capital of 1 Share as at 21 November 2019.

(2) Yap Kian Mun transferred his entire shareholding to Young Yoong Chang on 21 November 2019. Thereafter, there were no changes in the shareholdings of our Group until the Acquisitions and internal restructuring ("**Internal Reorganisation**") which were completed on 19 July 2024 and 26 August 2024 respectively. Further details on our Group's Internal Reorganisation are set out in Section 6.2.1 of this Prospectus.

(3) Based on our issued share capital of 14,000,000 Shares as at 31 December 2025 after the Internal Reorganisation but before our IPO.

(4) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(5) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

5.1.4 Remuneration and benefits of our Promoters and substantial shareholders

Save for the following, 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:

(a) aggregate remuneration and benefits paid and proposed to be paid for services rendered to our Group in all capacities as set out in Sections 5.2.4 and 5.3.4 of this Prospectus; and

(b) dividends paid or to be paid to our Promoters and substantial shareholders as detailed below:

	Dividends paid			Dividends to be paid
Name	FYE 2024 RM'000	FYE 2025 RM'000	1 January 2026 and up to the LPD RM'000	As at the date of this Prospectus RM'000
Promoter and substantial shareholders				
Young Yoong Chang	510	660	-	-
Lee Choon Weng	510	330	-	-
Quah Soo Keat	480	330	-	-

5.2 Directors

5.2.1 Shareholdings

The direct and indirect shareholdings of our Directors in our Company before and after our IPO are as follows:

		After the Share Split but before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
Directors	**Designation/ Nationality**	**No. of Shares**	**(1)%**	**No. of Shares**	**(1)%**	**No. of Shares**	**(2)%**	**No. of Shares**	**(2)%**
Teh Lay Ling	Independent Non-Executive Chairperson/ Malaysian	-	-	-	-	(3)150,000	0.03	-	-
Young Yoong Chang	Managing Director/ Malaysian	197,120,000	44.00	-	-	187,197,500	33.02	-	-
Lee Choon Weng	Executive Director/ Malaysian	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Lee Yuet Li	Independent Non-Executive Director/ Malaysian	-	-	-	-	(3)150,000	0.03	-	-
Tan Choon Heong	Independent Non-Executive Director/ Malaysian	-	-	-	-	(3)150,000	0.03	-	-
Tan Eng Gooi	Independent Non-Executive Director/ Malaysian	-	-	-	-	(3)150,000	0.03	-	-

Notes:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

(3) Assuming all Independent Non-Executive Directors will fully subscribe to their entitlement under the Pink Form Allocations.

5.2.2 Profiles

The profiles of our Directors, Young Yoong Chang and Lee Choon Weng who are also our Promoters and substantial shareholders are disclosed in Section 5.1.2 of this Prospectus.

The profiles of our other Directors are as follows:

(i) Teh Lay Ling

Independent Non-Executive Chairperson

Teh Lay Ling, a Malaysian aged 50, is our Independent Non-Executive Chairperson. She was appointed to our Board on 18 August 2025.

She graduated with a Bachelor of Science in Banking and Finance (Honours) from the University of London (External Programme) in August 2000, pursuing the programme on a full-time basis.

In November 2000, she began her career at KLCS Asset Management Sdn Bhd as an Investment Analyst, where she was responsible for conducting fundamental equity research to support portfolio management decisions across the company's investment mandates. Her scope of work included undertaking equity research and analysing listed companies' financial performance, performing sectoral benchmarking and generating investment ideas for fund managers. She also monitored macroeconomic developments and capital market trends to keep abreast of capital market developments. She served in this position until February 2003.

In February 2003, she joined SBB Mutual Berhad as a trainer, where she was responsible for providing training to unit trust consultants until her departure in December 2003.

In January 2004, she joined TA Unit Trust Management Berhad (currently known as TA Investment Management Berhad, a subsidiary of TA Enterprise Berhad which was previously listed on the Main Market of Bursa Securities) as a Research Analyst and subsequently promoted to Senior Research Analyst and transferred to TA Asset Management Sdn Bhd, where she was responsible for performing equity research across various sectors. In February 2006, she was promoted to Assistant Manager and transferred to TA Unit Trust Management Berhad, where she was responsible for performing equity and co-managed unit trust funds and high net worth clients until she left in September 2006.

In October 2006, she joined Hong Leong Assurance Berhad (a subsidiary of Hong Leong Financial Group Berhad, which is currently listed on the Main Market of Bursa Securities), as a Manager, Equity Investment. During her tenure in Hong Leong Assurance Berhad, she was responsible for managing investment-linked funds and conducting equity research across various sectors until she left in October 2007.

In November 2007, she joined Phillip Capital Management Sdn Bhd as a Research and Investment Strategist, where she led the equity research team and the formation of the investment advisory unit until she left in November 2008.

In December 2008, she joined RHB Investment Management Sdn Bhd (currently known as RHB Asset Management Sdn Bhd, a subsidiary of RHB Bank Berhad, which is currently listed on the Main Market of Bursa Securities), as a Senior Manager, Product Development and Strategy. Her role focused on identifying strategic growth opportunities and formulating strategies to achieve strategic business goals until her departure in July 2010.

In August 2010, she joined OCBC Bank (Malaysia) Berhad (a subsidiary of Oversea-Chinese Banking Corporation Limited, which is a company listed on the Mainboard of the Singapore Exchange Limited) as an Assistant Vice President 4 in the Consumer Financial Services - Wealth Management Department, Head Office. She established a research unit within the department, providing investment advisory to relationship managers and clients, and led nationwide market outlook and strategy roadshows to support wealth management product distribution until she left in August 2011.

In August 2011, she joined Sunway REIT Management Sdn Bhd (the management company of Sunway REIT, a subsidiary of Sunway Berhad which is currently listed on the Main Market of Bursa Securities) as Manager, Investor Relations, where she was responsible for developing a comprehensive investor relations programme for Sunway REIT Management Sdn Bhd, focusing on investor engagement and broadening the investors base. In addition, she was also involved in corporate finance exercises, including equity fundraising. She served this role until February 2014.

In February 2014, she joined Westports Malaysia Sdn Bhd (a subsidiary of Westports Holdings Berhad which is currently listed on the Main Market of Bursa Securities) as an Investor Relations Officer. During her tenure in Westports Malaysia Sdn Bhd, she played a key role in developing investor relations programme for the company following its initial public offering. Her responsibilities encompassed expansion of research coverage, investors engagement and preparation of statutory reporting until she left in July 2014.

In July 2014, she joined RHB Bank Berhad (a company listed on the Main Market of Bursa Securities) as an Assistant Vice President, where she led investor relations functions and developed investor engagement strategies until she left in December 2014.

In January 2015, she resumed her tenure with Sunway REIT Management Sdn Bhd as a Senior Manager, Investor Relations. She played a key role in executing investor relations and communication strategies, corporate finance and equity fundraising exercises. She was instrumental in establishing Sunway REIT's sustainability unit. In August 2020, she was promoted to Head of Investor Relations, Chairman's Office at Sunway Berhad, a position she holds to date. In this role, she leads the investor relations function across the group's listed entities including Sunway Berhad, Sunway Construction Group Berhad and Sunway REIT.

(ii) Lee Yuet Li

Independent Non-Executive Director

Lee Yuet Li, a Malaysian aged 59, is our Independent Non-Executive Director. She was appointed to our Board on 18 August 2025.

She completed the Association of Chartered Certified Accountants (ACCA) qualification in June 1991. She was qualified as a Chartered Accountant of the Malaysian Institute of Accountants (MIA) and a Fellow of the ACCA in December 1994 and October 1999 respectively. She brings with her over 3 decades of extensive experience in corporate finance, mergers and acquisitions, strategic planning, and investor relations across both the financial services and corporate sectors.

In January 1991, she began her career at Ernst & Young as an Audit Trainee and was later promoted to Audit Senior in January 1994. During her tenure at Ernst & Young, she led audit teams and engagements for clients across multiple industries. Her role involved audit planning, risk assessments and finalisation of audit reports for clients, along with providing consultancy on financial reporting issues until she left in April 1995.

In May 1995, she joined Affin Merchant Bank Berhad (currently known as Affin Hwang Investment Bank Berhad, which is a subsidiary of Affin Bank Berhad currently listed on the Main Market of Bursa Securities) as an Assistant Manager in the Corporate Finance and Advisory division. Her core responsibilities included managing a wide range of corporate finance transactions such as initial public offerings, rights issues, mergers and acquisitions as well as corporate restructuring exercises. She liaised extensively with clients, legal advisers and regulators, gaining hands-on experience in end-to-end deal execution in capital markets. She left the bank in October 2000.

In November 2000, she joined DRB-HICOM Berhad (a company currently listed on the Main Market of Bursa Securities), taking on the role of Senior Manager, Corporate Finance Advisory. During her tenure at DRB-HICOM Berhad, she focused on infrastructure-related merger and acquisition deals as well as debt and equity fundraising, including liaising with regulators and investment banks to drive large-scale corporate initiatives until she left in September 2007.

In September 2007, she joined MISC Berhad (a company currently listed on the Main Market of Bursa Securities and a subsidiary of Petroliam Nasional Berhad (PETRONAS)) as a Senior Manager with dual capacity in corporate finance and strategic planning departments. She was subsequently promoted to General Manager and thereafter promoted to Head of Special Projects, Mergers and Acquisitions. In MISC Berhad, she collaborated with internal business units, external advisers and senior management closely to ensure alignment of the company's long-term growth objectives. Over her 10-year tenure at MISC Berhad, she was involved in various strategic initiatives including group-level capital structure and fundraising, mergers and acquisitions, restructuring of asset ownership across the group as well as the formulation of corporate strategies to support business transformation. Notably, she also contributed to the internal evaluation and coordination workstreams in connection with PETRONAS' proposed privatisation and delisting of MISC Berhad in 2013, a highly strategic corporate exercise that involved multi-stakeholder engagement and was executed under tight regulatory timelines and internal deadlines. She left MISC Berhad in February 2017 and took a career break.

In January 2018, she joined Tropicana Corporation Berhad (a company currently listed on the Main Market of Bursa Securities) as an Executive Director of Corporate Finance and Investor Relations. In this role, she was part of the group's senior leadership team and was responsible for overseeing the corporate finance and investor relations functions. Her responsibilities involved engaging with investment analysts and shareholders, managing disclosures to Bursa Securities and supporting the group's capital market and fundraising initiatives. She served in this capacity for approximately 6 months before departing in early July 2018 to take a career sabbatical to accompany her spouse travelling abroad.

During her career sabbatical between 2018 and 2023, she remained actively involved in corporate leadership initiatives. She was selected as part of Cohort 2 of the 30% Club Malaysia, an initiative championed by the Securities Commission Malaysia to prepare women for board directorship roles. She also participated in mentorship programmes under LeadWomen and the Institute of Corporate Directors Malaysia (ICDM), where she received board-readiness training in areas such as governance, board dynamics, chairing meetings, and conflict resolution.

In May 2023 and May 2025, she was appointed as the Independent Non-Executive Director of Chuan Huat Resources Berhad (a company currently listed on the Main Market of Bursa Securities) and Pineapple Resources Berhad (a company currently listed on the ACE Market of Bursa Securities), respectively. To date, she continues to hold independent directorships in Chuan Huat Resources Berhad and Pineapple Resources Berhad.

Further details of her involvement in other business activities outside our Group are set out in Section 5.2.3(iii) of this Prospectus.

(iii) Tan Choon Heong

Independent Non-Executive Director

Tan Choon Heong, a Malaysian aged 49 is our Independent Non-Executive Director. He was appointed to our Board on 18 August 2025.

He graduated with a Bachelor of Laws (Honours) from Thames Valley University (currently known as University of West London), which he completed in November 1998 on a full-time basis. He subsequently obtained his Certificate of Legal Practice in September 2000 and was admitted as an Advocate and Solicitor of the High Court of Malaya in October 2001.

Following his admission to the Malaysian Bar, he began his legal career as a legal associate and gained several years of practical experience across multiple law firms, where he was involved in a combination of litigation and conveyancing matters, including banking and hire purchase disputes, contractual claims, tenancy and land-related matters, as well as real estate transactions.

In April 2005, he joined Foo & Tan as Partner, where he shifted his focus to corporate and commercial litigation. His responsibilities included representing clients in shareholder disputes, oppression suits, boardroom conflicts as well as matters involving breach of fiduciary duties. He left Foo & Tan in December 2008.

He then joined Lim Soh & Goonting as Partner in January 2009, continuing his work in corporate and commercial litigation, including complex shareholder and director disputes, injunctive relief applications as well as enforcement of commercial agreements. He left Lim Soh & Goonting in February 2014.

In March 2014, he joined Eric Tan (formerly known as Ong Kok Bin & Co) as Managing Partner. His current areas of practice include insolvency litigation, acting for liquidators, receivers and managers as well as advising creditors and distressed companies in judicial management, schemes of arrangement and voluntary liquidation matters. To date, he continues to practise at Eric Tan (formerly known as Ong Kok Bin & Co).

He is a Member of the Insolvency Practitioners Association of Malaysia (IPAM) and the Malaysia Carbon Market Association, reflecting his ongoing engagement in insolvency and restructuring frameworks as well as the broader corporate sustainability agenda.

Further details of his involvement in other business activities outside our Group are set out in Section 5.2.3(iv) of this Prospectus.

(iv) Tan Eng Gooi

Independent Non-Executive Director

Tan Eng Gooi, a Malaysian aged 38 is our Independent Non-Executive Director. He was appointed to our Board on 18 August 2025.

He graduated with a Bachelor of Economics from the University of Queensland in December 2010, which he completed on a full-time basis.

In July 2011, he began his career in Kenanga Investment Bank Berhad (a company currently listed on the Main Market of Bursa Securities) as a Corporate Finance Associate. During his tenure in Kenanga Investment Bank Berhad, he was involved in advising clients on listing requirements, corporate proposals, regulatory compliance and due diligence processes and other transactions. He also assisted in drafting IPO prospectuses and liaising with regulatory authorities including Bursa Securities and the Securities Commission Malaysia until he left in July 2013.

In July 2013, he joined RHB Investment Bank Berhad (a subsidiary of RHB Bank Berhad which is currently listed on the Main Market of Bursa Securities), as a Senior Executive in the Corporate Finance division. His responsibilities included assisting the team in advising clients on regulatory compliance, conducting due diligence, structuring corporate exercises such as initial public offering of a special purpose acquisition company ("**SPAC**"), fund raising and acquisitions, preparing pitch decks and presentation materials for prospective clients until he left in March 2016.

In March 2016, he joined Red Sena Berhad (a SPAC previously listed on the Main Market of Bursa Securities) as a Corporate Finance Manager. He was responsible for identifying and evaluating potential acquisition targets in the food and beverage industry, conducting business and financial analysis, preparing valuation and financial models, supporting the management team in the negotiation process with potential targets and contributing to strategic deliberations with international consulting firms and industry advisers until he left in June 2018.

In June 2018, he joined PUC (Malaysia) Sdn Bhd (a subsidiary of PUC Berhad which is currently listed on the ACE Market of Bursa Securities) as a Senior Manager of Corporate Finance. In this role, he was involved in the execution of corporate exercises including equity fundraisings and acquisitions of the company. His responsibilities also included the preparation and review of the company's public disclosure to Bursa Securities, circulars to shareholders and internal proposals. In October 2022, he was promoted to the Head of Corporate Development, where he led and oversaw the execution of corporate exercises. His responsibilities included preparing working drafts of transaction documents, compiling inputs from relevant business units and assisting in the day-to-day implementation of assigned corporate initiatives until he left in January 2023.

In January 2023, he joined Honsin Apparel Sdn Bhd (a subsidiary of Techbase Industries Berhad (formerly known as Prolexus Berhad) which is a currently listed on the Main Market of Bursa Securities) as the Head of Corporate Finance, a position he holds to date. He is responsible for leading and managing a wide range of corporate finance exercises including equity fundraising as well as acquisitions and disposals. His role also involved reviewing the company's public disclosures and submissions to Bursa Securities, preparing board materials as well as ensuring alignment between corporate initiatives and regulatory compliance.

5.2.3 Principal directorships and business activities of our Directors outside our Group for the past 5 years

Save as disclosed below, as at the LPD, none of our Directors (i.e. Teh Lay Ling and Tan Eng Gooi) have any principal business activities performed outside our Group (including principal directorships) in the past 5 years preceding LPD:

(i) Young Yoong Chang

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest held as at the LPD	
					Direct (%)	**Indirect (%)**
Past involvement						
ITNT Solutions Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	12 January 2010	-[(1)]	-	-
Uniserv	Sales of computer hardware and software products, installation and field services for IT products and solutions and the related services and kitchen automation robotics solutions POS system	Director and Shareholder	12 January 2010	30 May 2024	-	-
TRG East Malaysia Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	20 May 2011	16 July 2024	-	-
MCS Systems Sdn Bhd	Sales and provision of Information and Communication Technology (ICT) products, system security, services and solutions	Director	15 April 2022	7 October 2022	-	-

Note:

(1) ITNT Solutions Sdn Bhd was dissolved on 10 October 2025 and hence Young Yoong Chang was no longer a director and shareholder of the said company.

(ii) Lee Choon Weng

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
Past involvement						
ITNT Solutions Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	1 April 2020	-[(1)]	-	-
TRG East Malaysia Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	20 May 2011	16 July 2024	-	-
Uniserv	Sales of computer hardware and software products, installation and field services for IT products and solutions and the related services and kitchen automation robotics solutions POS system	Director and Shareholder	2 February 2012	30 May 2024	-	-

Note:

(1) ITNT Solutions Sdn Bhd was dissolved on 10 October 2025 and hence Lee Choon Weng was no longer a director and shareholder of the said company.

(iii) Lee Yuet Li

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
Present involvement						
Chuan Huat Resources Berhad[(1)]	Investment holding, through its subsidiaries, is principally involved in the trading of steel and building materials, manufacturing/steel service center, trading of computer products, sales of food and beverages as well as restaurant operator	Independent Non-Executive Director	2 May 2023	-	-	-
Pineapple Resources Berhad[(1)]	Investment holding, through its subsidiaries, is principally involved in the retail and trading of IT related products, sales of food and beverages as well as restaurant operator	Independent Non-Executive Director	2 May 2025	-	-	-
Past involvement						
Nil	-	-	-	-	-	-

Note:

(1) Chuan Huat Resources Berhad is a public listed company listed on the Main Market of Bursa Securities. Its subsidiary, Pineapple Resources Berhad is also a public listed company listed on the ACE Market of Bursa Securities.

(iv) Tan Choon Heong

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest held as at the LPD Direct (%)	Equity interest held as at the LPD Indirect (%)
Present involvement						
Versatile Paradigm Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate – residential buildings	Director and shareholder	10 October 2012	-	10.00	-
VWIN Consultancy Sdn Bhd	Provision of business management consultancy services; activities of holding companies	Director and shareholder	27 November 2024	-	100.00	-
Beverly Heights Homeowners Berhad	To control, manage and maintain the residential estate within Beverly Heights together with the facilities and services asset out in the deed of mutual covenants entered into between each and every owners of the lots within Beverly Heights	Director	2 December 2024	-	-	-
GXY Cultin S&A Sdn Bhd	Provision of other business support service activities and management consultancy	Director	17 March 2025	-	-	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest held as at the LPD Direct (%)	Equity interest held as at the LPD Indirect (%)
Past involvement						
TCH Assets Sdn Bhd	Real estate activities with own or leased property	Director and shareholder	9 June 2021	-[1]	-	-

Note:

(1) TCH Assets Sdn Bhd was dissolved on 22 June 2023 and hence Tan Choon Heong was no longer a director of the said company.

The involvement of our Directors as disclosed above excludes shares held by them as minority shareholders (less than 5.00% shareholding) in public listed companies in which they do not hold any directorship. These shares are only held for trading and personal investment purposes.

The involvement of our Independent Non-Executive Directors in other directorships or businesses outside our Group will not affect their contribution to our Group as they do not act in any executive capacity and are not involved in the day-to-day operations of our Group.

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5.2.4 Directors' remunerations and material benefits-in-kind

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our Directors for services rendered to our Group in all capacities for the FYE 2025 and FYE 2026 are as follows:

(i) FYE 2025

Name	Fees	Salary	Bonus	Allowances	[(1)]Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Teh Lay Ling	23	-	-	1	-	-	24
Young Yoong Chang	-	384	-	-	53	6	443
Lee Choon Weng	-	312	-	13	45	2	372
Lee Yuet Li	23	-	-	1	-	-	24
Tan Choon Heong	18	-	-	1	-	-	19
Tan Eng Gooi	18	-	-	1	-	-	19

Note:

(1) Includes employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund.

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

(ii) Proposed for the FYE 2026

Name	Fees	Salary	Bonus	Allowances	(1)Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Teh Lay Ling	60	-	-	5	-	-	65
Young Yoong Chang	-	456	-	-	62	22	540
Lee Choon Weng	-	324	-	-	46	7	377
Lee Yuet Li	60	-	-	5	-	-	65
Tan Choon Heong	48	-	-	5	-	-	53
Tan Eng Gooi	48	-	-	5	-	-	53

Note:

(1) Includes employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund.

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

5.3 Key Senior Management

5.3.1 Shareholdings

The direct and indirect shareholdings of our Key Senior Management in our Company before and after our IPO are as follows:

		After the Share Split but before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
Key Senior Management	**Designation**	**No. of Shares**	**(1)%**	**No. of Shares**	**(1)%**	**No. of Shares**	**(2)%**	**No. of Shares**	**(2)%**
Young Yoong Chang	Managing Director and Chief Executive Officer	197,120,000	44.00	-	-	187,197,500	33.02	-	-
Lee Choon Weng	Executive Director and Head of Sales	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Wong Mei Ling	Chief Operating Officer	5,600,000	1.25	-	-	(3)5,750,000	1.01	-	-
Quah Soo Keat	Head of Business Development	98,560,000	22.00	-	-	79,849,000	14.08	-	-
Hue Boon Fatt	Chief Financial Officer	-	-	-	-	(3)250,000	0.04	-	-
Kam Sheau Fen	Head of Treasury	5,600,000	1.25	-	-	(3)5,750,000	1.01	-	-
Choong Choi Hoong	Head of Human Resource and Admin	-	-	-	-	(3)100,000	0.02	-	-

Notes:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(2) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.

(3) Assuming the Key Senior Management will fully subscribe for their entitlement under the Pink Form Allocations.

5.3.2 Profile

The profiles for our Group's Key Senior Management, Young Yoong Chang, Lee Choon Weng and Quah Soo Keat who are also our Promoters and substantial shareholders is disclosed in Section 5.1.2 of this Prospectus.

The profiles of our Group's Key Senior Management are as follows:

(i) Wong Mei Ling

Chief Operating Officer

Wong Mei Ling, a Malaysian aged 50 is our Chief Operating Officer. She joined SMIND in May 2017 as a Service Delivery Senior Manager. In May 2025, she was redesignated as our Chief Operating Officer of our Group. As our Chief Operating Officer, she is primarily responsible for managing and overseeing projects from initiation to completion, leading teams, managing client relationships with the GLCs, enterprises and large corporations. She also plays a key role in driving continuous service improvements, ensuring SLA performance and service quality are effectively managed in alignment with industry-recognised frameworks such as ITIL and ISO best practices.

She graduated with a Diploma in Marketing from Systematic College in December 1999, completing the programme on a full-time basis. In October 2024, she obtained a Master of Business Administration from the University of Sunderland, having pursued the Masters on a part-time basis.

In April 2000, she began her career as a Call Center Agent at Getronics Solutions Sdn Bhd, where she was responsible for handling escalated technical issues and delivering break/fix support services to Dell's customers. In this role, she implemented effective problem-solving strategies by coordinating the dispatch of engineers to customers' sites to resolve IT hardware-related problems under time-sensitive conditions. She consistently maintained high levels of customer satisfaction by providing clear communication, timely resolutions and a customer-focused of service delivery. In addition, she coordinated technical teams to ensure the successful implementation, deployment and configuration of custom-bid systems tailored to clients' requirements until she left in March 2003.

In April 2003, she joined Kwan Creation Sdn Bhd as a personal assistant to the director of the company where she was responsible for managing the day-to-day operations including finance and administrative tasks until she left in November 2003.

In December 2003, she joined EIS Services (M) Sdn Bhd (previously known as Enterprise Integrated Solution Sdn Bhd) as an Operation Manager where she was responsible for overseeing the company's day-to-day operations, managing a team of IT specialists and ensuring all project and service delivery timelines are met. She also monitored performance metrics and ensured all project and service deliveries adhered internal standards and SLAs. During her tenure as an Operation Manager, she effectively managed the technical support services for the nationwide point-of-sales systems of a multi-national convenience store chain operating across Malaysia. She also successfully facilitated a seamless transition of technical support services from incumbent service providers for 2 licensed financial institutions in Malaysia, ensuring uninterrupted service delivery and maintaining high standards throughout the handover process. In March 2013, she was promoted to Project Manager where she was primarily responsible for overseeing the entire lifecycle of projects, including planning and executing projects based on scope of works and ensuring timely completion of projects and project costs within budget. Her role also involved maintaining project documentation, tracking process against milestones, and managing client relationships throughout the project lifecycle. During her tenure as a Project Manager, she played a pivotal role in a major core banking project for a licensed financial institution in Malaysia, leading and coordinating the migration to a new core banking system designed to increase capacity, improve service levels as well as homogenise operating systems across the entire region. She demonstrated exceptional project coordination skills, whereby she mobilised and managed a team of 200 engineers deployed at all branches nationwide to provide technical support during the critical 3 days continuous migration. In addition, she successfully led and coordinated a team for the deployment of network switches for the IT infrastructure of a multi-national convenience store chain operating across Malaysia. This project was completed within a tight deadline of 6 weeks, strategically ahead of the GST implementation deadline to ensure seamless connectivity and uninterrupted business operations during the transition period. The successful completion of this project had resulted in the award of a new 5-year maintenance support contract, reflecting the client's confidence in the team's performance and ability. In April 2016, she was promoted to Assistant General Manager where she was responsible for managing the company's day-to-day operations, with a focus on maximising productivity, profitability and supporting business growth until she left in May 2017.

(ii) Hue Boon Fatt

Chief Financial Officer

Hue Boon Fatt, a Malaysian aged 41, is our Chief Financial Officer. He joined SMIND in October 2024 as a Senior Finance Manager. In May 2025, he was redesignated as our Chief Financial Officer of our Group. As our Chief Financial Officer, he is primarily responsible for our Group's overall financial and statutory reporting, regulatory compliance, corporate budgeting and forecasting as well as overseeing corporate exercises including our IPO. He ensures that our Group meets the reporting and disclosure requirements of stakeholders and regulators.

He graduated from Tunku Abdul Rahman College with a Diploma in Business Studies (Accounting) in June 2006 through a full-time programme. In May 2008, he obtained a Degree in Commerce (Financial Accounting), having pursued the programme on a full-time basis. He was admitted as a Member of Association of Chartered Certified Accountants (ACCA) and a Chartered Accountant of the Malaysian Institute of Accountants (MIA) since September 2011 and December 2012, respectively. In April 2016, he became a Fellow of the ACCA, having attained professional experience and adherence to the ACCA's professional development requirements.

In July 2008, he began his career in BDO Binder (currently known as BDO PLT) as an Audit Associate where he was responsible for assisting in the planning and execution of financial and statutory audits, performing risk assessments and ensuring compliance with accounting and financial reporting standards for clients across various industries. His role included performing audit testing, preparing working papers, analysing financial statements, and ensuring compliance with the relevant financial reporting standards and regulatory requirements. Subsequently, he was promoted to Senior Associate III in July 2009 and Senior Associate II in July 2010. As a Senior Associate, he led audit engagements from planning through to final reporting, supervised and reviewed the work of junior auditors, liaised directly with clients' accounting and/or finance teams and audit committees as well as ensured timely completion of audit deliverables until he left in July 2011.

In July 2011, he joined Grolier (Malaysia) Sdn Bhd, formerly a subsidiary of Scholastic Corporation (a company listed on the Nasdaq of the United States of America), as an Assistant Finance Manager under the group's regional office in Asia. In this role, he was responsible of budgeting, forecasting, monthly closing and financial reporting functions for the Asia region, covering operations of Malaysia. In January 2014, he was promoted to Finance Manager for the finance department of the Asia region. Before he left in May 2015, he worked closely with the Regional Finance Controller and led a team with two account executives, contributing to the preparation of consolidated financial statements and supporting strategic financial planning at the regional level. His responsibilities also included cost variance analysis, financial performance monitoring and compliance with corporate reporting standards set by the parent company at the United States of America.

In May 2015, he joined Star Media Group Berhad (a company listed on the Main Market of Bursa Securities) as a Manager, Finance, Human Resource & Admin for the LiTV Group (a sub-group of Star Media Group Berhad), a lifestyle channel business unit under the group. In this role, he was responsible for overseeing the finance operations, including monthly closing, cash flow management, and statutory reporting as well as supervising the human resource and administration functions of the business unit. In September 2017, he was transferred to SMG Business Services Sdn Bhd, a subsidiary of Star Media Group Berhad as a Finance Manager, SMG Entertainment. In this capacity, he was responsible of overseeing the finance operations and reporting for the over the top (OTT) platform business unit namely dimsum.my including preparation of management reports, budgeting and forecasting, revenue recognition as well as cost center control until its cessation in September 2021. While in the midst of the cessation of dimsum.my, he was tasked to oversee the radio business unit namely "Suria" and "988" until he left in March 2022. Across both roles, he led teams of finance executives and accountants, and reported to the group's chief financial officer, playing a key role in financial governance and business unit performance management in a diversified business environment.

In March 2022, he joined QR Retail Automation (Asia) Sdn Bhd (a subsidiary of Silverlake Axis Ltd, which was previously listed on the Mainboard of the Singapore Exchange Limited) as a Senior Finance Manager. He held the position of Senior Finance Manager and was responsible for overseeing the finance operations, management reporting as well as budgeting and forecasting functions. His role also included preparation of financial statements, analysis of business performance, and ensuring compliance with group-level reporting timelines and policies. He reported directly to the group's chief financial officer and led a team comprising an accountant, a senior finance executive and another account assistant. During his tenure, he supported the company's financial planning and internal reporting requirements while managing multi-entity consolidation within the QR Group structure until he left in September 2024.

(iii) Kam Sheau Fen

Head of Treasury

Kam Sheau Fen, a Malaysian aged 48, is our Head of Treasury. In May 2025, she was redesignated to Head of Treasury of our Group. As our Head of Treasury, she is primarily responsible for overseeing the treasury and procurement functions, which include managing accounts receivable, performing credit assessments, monitoring collection and payment cycles, and coordinating procurement-related payments and ordering with Principal's Distributors for our Group. She plays a critical role in cash flow monitoring, supplier relationship management, and operational alignment between finance and sales teams to ensure timely fulfilment and working capital efficiency. Her responsibilities are operational in nature and distinct from those of the Chief Financial Officer, who oversees corporate-level functions such as financial reporting, capital management, and strategic planning.

She graduated from Stamford College with a Diploma in Accounting and was awarded a Diploma in Cost Accounting from London Chamber of Commerce and Industry in September 1998, completing the programme on a full-time basis. In October 2024, she obtained a Master of Business Administration from the University of Sunderland, having pursued the Masters on a part-time basis.

In July 1999, she began her career in Sim & Teo as an Audit and Account Clerk, where she was responsible for writing up the full sets of accounts and supporting external audit processes. Her responsibilities included maintaining general ledger entries, reconciling bank statements and assisting in audit fieldwork such as preparing schedules, vouching documents as well as verifying supporting records until she left in August 2000 to explore better career opportunities.

In February 2001, she joined Energizer Malaysia Sdn Bhd as an Accounts Assistant, where she supported the finance team in preparing management reports on product margins, mid-month cost estimate and quarterly forecasts. She was also responsible for managing the accounting for incentives and rebates, preparing reports on advertisement and promotion expenditures and supporting month-end closing activities until she left in April 2003.

In April 2003, she joined Great Eastern Life Field Force and Financial Advisors' Association Malaysia (1980) as an Accounts Executive, where she was responsible for preparing monthly management reports, cash flow statements, payroll processing and financial statements for 19 branches nationwide. She also supported the annual audits and annual budgeting processes until she left in March 2005.

In March 2005, she joined Patimas Computer Services Sdn Bhd as an Accounts Executive. She was responsible for managing the finance functions and accounts of 3 subsidiaries, including financial reporting, cash flow monitoring, invoice processing, payment execution, tax preparation and liaising with internal and external stakeholders such as suppliers, customers, and auditors until she left in November 2007.

In November 2007, she joined MTS as an Accounts Executive, where her portfolio expanded to include human resources, sales procurement and call center support. In January 2009, she was promoted to Assistant Manager where she was responsible for overseeing the company's day-to-day operations spanning finance, human resources, administration, sales procurement, logistics and call center coordination. In March 2011, she was transferred to TRG Universal Sdn Bhd, a company previously owned by our Promoters and substantial shareholders, as a Manager, Shared Service Center. In this role, she led and managed end-to-end support processes in the company's finance, human resource, administration and sales procurement functions until she left in May 2014 to take time off from her professional career to pursue personal enrichment and travel.

In August 2015, she rejoined MTS as a Finance Manager, where she resumed her oversight of the finance and sales procurement functions of the company and subsequently redesignated as Head of Treasury. Over time, her role evolved to focus on treasury and operational finance, and she continues to play a key role in ensuring financial discipline and operational support across our Group.

(iv) Choong Choi Hoong

Head of Human Resource and Admin

Choong Choi Hoong, a Malaysian aged 45 is our Head of Human Resource and Admin. She joined SMIND in November 2024 as a Senior HR and Admin Manager. In May 2025, she was redesignated as our Group Head of Human Resource and Admin, where she was primarily responsible for leading and managing all human resources and administration functions of our Group. Her responsibilities include, amongst others, overseeing talent acquisitions, employee relations, payroll administration, training and development, as well as formulating and implementing human resource strategies and policies.

She graduated from University Putra Malaysia with a Bachelor of Science in Human Resource Development in May 2005, completing the programme on a full-time basis. In July 2010, she obtained a Master of Human Resource Development, having pursued the programme on a part-time basis.

In June 2005, she began her career in Hexagon Tower Sdn Bhd (a subsidiary of Hexagon Holdings Berhad, which was previously listed on the Main Market of Bursa Securities) as a Human Resources Executive where she was responsible for staff recruitment and training until she left in July 2007 to take a short career break.

In January 2008, she joined UCSI Education Sdn Bhd (a subsidiary of UCSI Group Holdings Sdn Bhd) as a Human Resource Executive, where she was responsible for the entire recruitment process of all positions and carried out a number of effective orientation activities for new hires. In July 2010, she was promoted to Senior Executive – Group Human Resource Office where she continued performing similar duties with a focus on higher-level roles until she left in May 2011.

In June 2011, she joined Bo Le Associates Sdn Bhd as a Senior Talent Acquisition Officer where she was responsible for the end-to-end recruitment process of internal positions across the company's operations. Her role included job requisition alignment with hiring managers, candidate screening, interview coordination, offer management, and onboarding. She also contributed to the development and execution of orientation programmes aimed at improving new hire assimilation and retention until she left in December 2011 and took a short career break.

In May 2012, she joined EFLAG Technology Services Sdn Bhd as a Human Resource Manager, where she was entrusted with human resource operations for the Malaysia and Indonesia offices. She was also responsible for overseeing the documentation and processing within the human resource department which includes, amongst others, human resource compliance across both jurisdictions, payrolls, staff trainings, recruitments and resignations. She played a central role in regional human resource coordination until the eventual closure of the Malaysia office. She left in February 2013 due to the company's intention of restructuring.

After a short career break, she joined Sooi Keong Trading Sdn Bhd in August 2013 as a Human Resource Manager, where she managed the full spectrum of human resource operations and supported staffing needs for both the front-line and back-end operations of the group. This included recruitment for retail and operations staff, payroll processing, employee records maintenance, and general human resource administration across multiple business units—including the company's restaurant chain and retail distribution arms until she left in June 2017.

In June 2017, she joined Penerbitan Pelangi Sdn Bhd (a subsidiary of Pelangi Publishing Group Berhad, which was previously listed on the Main Market of Bursa Securities) as a Human Resources and Admin Manager, where she was responsible for ensuring compliances with the processes in relation to standard operating procedures, as well as digitalising the company's human resource and administrative functions. In January 2023, her designation was rebranded to Talent and Culture Manager where she supported the transformation of conventional human resource workflows into an integrated digital human resource management system via the company's proprietary internal portal including system configuration, user training, and change management efforts to facilitate seamless adoption by the human resource teams. She left Penerbitan Pelangi Sdn Bhd in November 2024.

Further details of her involvement in other business activities outside our Group are set out in Section 5.3.3(ii) of this Prospectus.

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5.3.3 Principal directorships and business activities of our Key Senior Management outside our Group for the past 5 years

Save as disclosed below, and except for Young Yoong Chang and Lee Choon Weng as disclosed in Section 5.2.3 of this Prospectus, none of our Key Senior Management (i.e. Wong Mei Ling, Hue Boon Fatt and Kam Sheau Fen) have, as at the LPD, undertaken any principal business activities outside our Group (including principal directorships) in the past 5 years preceding LPD:

(i) Quah Soo Keat

					Equity interest held as at the LPD	
Company	**Principal activities**	**Involvement in business**	**Date of appointment**	**Date of resignation**	**Direct (%)**	**Indirect (%)**
Past involvement						
ITNT Solutions Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	22 July 2009	-(1)	-	-
TRG East Malaysia Sdn Bhd	Installation and field services for IT products and solutions and related services	Director and Shareholder	20 May 2011	16 July 2024	-	-
Uniserv	Sales of computer hardware and software products, installation and field services for IT products and solutions and the related services and kitchen automation robotics solutions POS system	Director and Shareholder	2 February 2012	11 February 2022	-	-
Core Planet Sdn Bhd	IT and telecommunication services	Director and Shareholder	8 May 2012	5 June 2025	-	-

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

Notes:

(1) ITNT Solutions Sdn Bhd was dissolved on 10 October 2025 and hence Quah Soo Keat was no longer a director and shareholder of the said company.

(ii) Choong Choi Hoong

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest as at the LPD	
					Direct (%)	Indirect (%)
Past involvement						
CX Hardware Supply Trading	Wholesale of lighting equipment, other construction materials, hardware, plumbing and heating equipment and supplier	Sole proprietor	3 December 2024	28 June 2025[(1)]	-	-

Note:

(1) CX Hardware Supply Trading was previously registered under a separate registration number and has expired on 16 October 2023.

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5.3.4 Key Senior Management's remunerations and material benefits-in-kind

Save for Young Yoong Chang and Lee Choon Weng as disclosed in Section 5.2.4 of this Prospectus, the details of the remuneration and material benefits in-kind paid and proposed to be paid to our Key Senior Management for services rendered to our Group in all capacities for the FYE 2025 and FYE 2026 are as follows:

(i) FYE 2025

Name	[(1)]Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Wong Mei Ling	151-200	-	151-200
Quah Soo Keat	351-400	-	351-400
Hue Boon Fatt	201-250	-	201-250
Kam Sheau Fen	101-150	-	101-150
Choong Choi Hoong	101-150	-	101-150

Note:

(1) The remuneration (in bands of RM50,000) paid includes salaries, bonus, allowances and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund.

(ii) Proposed for the FYE 2026

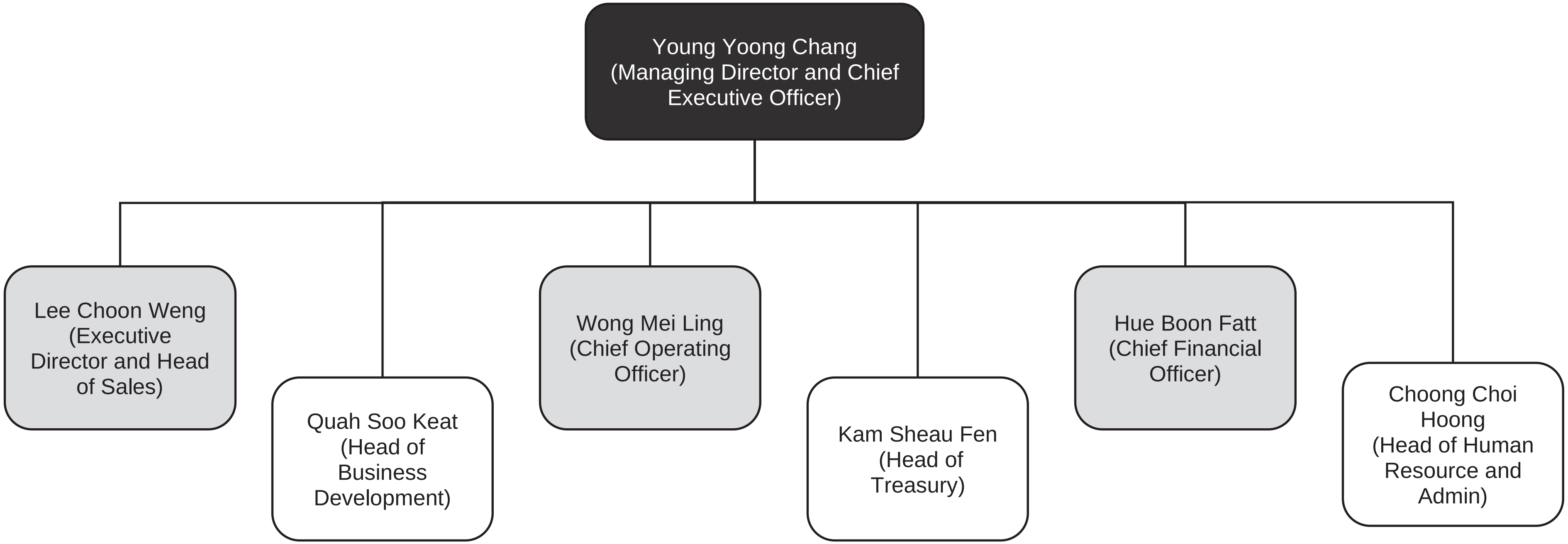
Name	[(1)]Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Wong Mei Ling	151-200	-	151-200
Quah Soo Keat	351-400	-	351-400
Hue Boon Fatt	201-250	-	201-250
Kam Sheau Fen	151-200	-	151-200
Choong Choi Hoong	101-150	-	101-150

Note:

(1) The remuneration (in bands of RM50,000) to be paid includes salaries, bonus, allowances and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund.

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

5.4 Management Reporting Structure



5.5 Board Practices

Our Board takes note of the recommendations under the MCCG which came into effect on 28 April 2021, which include amongst others, that the board should comprise at least 30.00% female members. As at the date of this Prospectus, our Board comprises 2 females out of 6 members, which represents 33.33% of our Board. With that, our Board believes that our current Board composition provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Group effectively.

Our Board has adopted a charter which sets out, amongst others, the following principal responsibilities of our Board for the effective discharge of its functions:

(i) to provide leadership and oversee the overall conduct of our Group's businesses to ensure that the businesses are being properly managed within the aspects of ESG and economy and necessary resources are in place for our Group to meet its objectives;

(ii) to review and adopt strategic plans for our Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;

(iii) to review and adopt corporate governance best practices in relation to business risk management, legal and compliance management and internal control systems for compliance with applicable laws, regulations, rules, directives and guidelines, and controls in areas of significant financial and business risks;

(iv) to ensure that our Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the MCCG;

(v) to review and approve the annual business plans, financial statements and annual reports;

(vi) to monitor the relationship between our Group and the Management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for our Group; and

(vii) to appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board committees and deliberate on the recommendations thereon.

Recognising the importance of an effective and dynamic Board, our Board is further guided by the following areas of responsibility:

(i) review and approve the annual corporate plan for our Group, which includes the overall corporate strategy, sustainability strategy, business development and marketing plan, human resources plan, financial plan, budget, regulatory plan and risk management plan;

(ii) review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances;

(iii) oversee the conduct of our Group's businesses to evaluate whether the businesses are being properly managed;

(iv) ensure that our Group has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate responsibility;

(v) identify principal risks and ensure the implementation of appropriate systems to manage these risks;

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

(vi) approve the nomination, selection, succession policies, and remuneration packages for our Board members, Board Committee members, Nominee Directors on the functional Boards of our subsidiaries and the Principal Officers, and the annual manpower budget for our Group, including managing succession planning, appointing, training, fixing the compensation of, and where appropriate replacing senior management or key management personnel;

(vii) approve the appointment, resignation or removal of Company Secretaries;

(viii) develop and implement an "investor relations programme" or "shareholder communications policy" for our Group, where necessary;

(ix) review the adequacy and integrity of our Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the securities laws, Act and ACE LR);

(x) review and approve the financial statements encompassing annual audited accounts and quarterly reports, dividend policy, credit facilities from financial institutions and guarantees;

(xi) review and approve the Audit Committee Report and Statement of Risk Management and Internal Control for the Annual Report;

(xii) prepare a Corporate Governance Overview Statement in compliance with the MCCG for the Annual Report;

(xiii) review and approve investment policies and guidelines for our Group's surplus funds, asset allocation policy and policy on exposure limits on investment with banking institutions;

(xiv) review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any other matters following the Authority Limits Document;

(xv) approve the appointment of external auditors and fix their related audit fees; and

(xvi) initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for Directors to attend courses, seminars and participate in development programs as our Board judges appropriate.

Our Board is also mindful of the importance of building a sustainable business and, therefore, takes into consideration the ESG impact when developing the corporate strategy of our Group. Our Board also ensures that our Group participates and undertakes activities related to corporate social responsibility.

5.5.1 Board

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

Name	Designation	Date of appointment	Date of expiration of the current term of office	No. of years in office
Teh Lay Ling	Independent Non-Executive Chairperson	18 August 2025	Subject to retirement at the AGM in 2026[(1)]	Less than 1 year
Young Yoong Chang	Managing Director and Chief Executive Officer	18 November 2019	Subject to retirement at the AGM in 2026[(1)]	6 years and 5 months
Lee Choon Weng	Executive Director and Head of Sales	11 August 2025	Subject to retirement at the AGM in 2026[(1)]	Less than 1 year
Lee Yuet Li	Independent Non-Executive Director	18 August 2025	Subject to retirement at the AGM in 2026[(1)]	Less than 1 year
Tan Choon Heong	Independent Non-Executive Director	18 August 2025	Subject to retirement at the AGM in 2026[(1)]	Less than 1 year
Tan Eng Gooi	Independent Non-Executive Director	18 August 2025	Subject to retirement at the AGM in 2026[(1)]	Less than 1 year

Note:

(1) Retirement pursuant to Clause 106(1) of our Constitution, which provides that an election of Directors shall take place each year at the AGM of our Company. All the Directors shall retire from office at the first AGM of our Company and shall be eligible for re-election. Subsequent to the first AGM, 1/3 of the 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 Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

5.5.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established on 25 August 2025 and its members are appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Lee Yuet Li	Chairperson	Independent Non-Executive Director
Tan Choon Heong	Member	Independent Non-Executive Director
Tan Eng Gooi	Member	Independent Non-Executive Director

The main functions of our Audit and Risk Management Committee include:

(i) Financial Reporting

To review and approve the quarterly and annual financial statements of our Group for recommendation to our Board, focusing particularly on:

(a) any changes in or implementation of major accounting policies and practices;

(b) adoption of new and/or revised accounting standards;

(c) significant matters highlighted, including financial reporting issues, significant judgments made by Management, significant and unusual events or transactions, and how these matters are addressed;

(d) significant adjustments arising from the audit;

(e) major judgemental areas;

(f) whether significant contingent liabilities and commitments have been properly disclosed;

(g) compliance with accounting standards and other regulatory or legal requirements; and

(h) going concern assumption.

(ii) Risk Management and Internal Control

(a) to consider the effectiveness of the risk management and internal control framework adopted within our Group and to be satisfied that the methodology employed allows identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner that will allow our Group to mitigate losses and maximise opportunities;

(b) to assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;

(c) to ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored;

(d) to cause reviews to be made of the extent of compliance with established internal policies, standards, plans and procedures;

(e) to ensure infrastructure, resources and systems are in place for risk management, i.e. ensure that the staff responsible for implementing risk management systems perform those duties independently of the risk originating activities of our Company and Group (where applicable) and assess the mitigating actions put in place to manage these risks to ensure that the risks are effectively managed in accordance with our Group's risk management policies and strategies;

(f) review periodic risk management and business exposures reports from the respective business units of our Company and Group (where applicable) on risk exposures, risk portfolio compositions and risk management activities;

(g) to review and recommend risk management framework, strategies, policies and risk tolerance/appetite to our Board for approval;

(h) to ensure that an appropriate risk reporting structure is established to facilitate reporting of risk to Management and our Board;

(i) to obtain assurance that proper plans for control have been developed prior to the commencement of major areas of change within our Group;

(j) to recommend to our Board steps to improve the system of internal control derived from the findings of the internal and external auditors and from the consultations of our Audit and Risk Management Committee; and

(k) to report to our Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of our Board.

(iii) Internal Audit Function

(a) to review the effectiveness of the internal audit function, including the ability, competency and qualification of the internal audit team and/or outsourced internal auditors (if any) to perform its duties;

(b) to review the adequacy of the scope, functions, competency and resources and that it has the necessary authority to carry out its work;

(c) to review and approve the internal audit plan and the internal audit report and, where necessary, ensure that appropriate actions are taken on the recommendations made by the internal audit function;

(d) to receive and review on a regular basis the reports, findings and recommendations of the internal audit team and/or outsourced internal auditors and to ensure that appropriate actions have been taken to implement the audit recommendations;

(e) to ensure the internal audit team and/or outsourced internal auditors have full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties;

(f) to review any matters concerning the employment or appointment (and re-appointment) of the in-house and/or the outsourced internal auditors (as the case may be) and the reasons for resignation or termination of either party;

(g) to request and review any special audit which our Audit and Risk Management Committee deems necessary;

(h) to consider the major findings of internal investigations and Management's response; and

(i) to oversee and appraise the quality of the audit conducted by the internal auditors. The internal auditor must report directly to our Audit and Risk Management Committee.

(iv) External Audit

(a) to review the engagement, compensation, performance, qualifications and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;

(b) to discuss with the external auditors before the audit commences, their audit plan, the nature and scope of their audit and their co-ordination with component auditors where more than one (1) audit firm is involved in the audit of our Group's financial statements;

(c) to assess the suitability, objectivity and independence of the external auditors on an annual basis based on the policies and procedures that have been established and the annual performance evaluation of the external auditors;

(d) in assessing or determining the suitability and independence of the external auditors, our Audit and Risk Management Committee shall take into consideration the following:

- the external auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;

- the nature and extent of the non-audit services provided by the external auditor and the appropriateness of the level of fees paid for such services relative to the audit fee; and

- the criteria for appointment and re-appointment of the external auditors such as the assessment of the competency independence, audit quality and resource capacity of the external auditor in relation to the audit. The assessment should also consider the information presented in the Annual Transparency Report of the audit firm. If the Annual Transparency Report is not available, our Audit and Risk Management Committee may engage the audit firm on matters typically covered in an Annual Transparency Report, including the audit firm's governance and leadership structure as well as measures undertaken by the firm to uphold audit quality and manage risks as well as corporate liabilities risks.

(e) to review any matters concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;

(f) to review the external auditors' management letter and Management's response to their improvement suggestions;

(g) to review the significant use of the external auditors in performing non-audit services within our Group, considering both the types of services rendered and the fees, such that their position as auditors is not deemed to be compromised;

(h) to review the external auditors' findings arising from audits, particularly any comments and responses in audit recommendations as well as the assistance given by the employees of our Group in order to be satisfied that appropriate action is being taken;

(i) to review with the external auditors for the Statement on Risk Management and Internal Control of our Group as prescribed in the ACE LR for inclusion in the Annual Report; and

(j) to conduct an annual evaluation of the performance of the external auditors and undertaking follow-up measures, where required.

(v) Related Party Transactions/Conflict of Interest Situations

(a) to review any related party transactions (including recurrent related party transactions) and conflict of interest situations (including any potential conflict of interest) that may arise within our Group (including any transaction, procedure or course of conduct that raises questions of management integrity) and report the same to our Board; and

(b) to review any related party transaction entered into by our Company or our Group and to determine if such transactions are undertaken on an arm's length basis and normal commercial terms, on terms not more favourable to the related parties than those generally available to the public, and to ensure that our Directors report such transaction annually to the shareholders in the annual report.

(vi) Audit and Risk Management Report

To review the annual Audit and Risk Management report and recommend to our Board for approval for inclusion in the Annual Report and to review our Board's statements on compliance with the MCCG for inclusion in the Annual Report.

(vii) Sustainability Reports

(a) overseeing the management of principal business risks and material economics, environmental and social risks and opportunities;

(b) ensuring resources and processes are in place to enable the organisation to achieve its sustainability commitments and targets; and

(c) reviewing disclosure statements relating to the management of sustainability matters of our Group in the Annual Reports.

(viii) Other Matters

(a) to have the resources which are required to perform its duties, including assigning a competent person or function to be responsible for all anti-corruption and anti-bribery compliance matters;

(b) to ensure the internal and external trainings in relation to anti-corruption and anti-bribery are developed for Directors, senior management and all employees;

(c) to report to our Board summarising the work performed in fulfilling our Audit and Risk Management Committee's primary responsibilities;

(d) to carry out other functions as may be agreed from time to time by our Audit and Risk Management Committee and our Board;

(e) to conduct periodic review of the involvements of our Chief Executive Officer/Executive Director and other Executive Directors in the companies outside of our Group, in which they have executive functions to ensure that it does not affect their role and responsibilities within our Group;

(f) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by our Board and to protect the values of transparency, integrity, impartiality and accountability where our Group conduct our business and affairs; and

(g) to verify the allocation of Employees' Share Option Scheme ("**ESOS**") is in compliance with the criteria as stipulated in the ESOS by-laws of our Company, if any.

5.5.3 Remuneration Committee

Our Remuneration Committee was established on 25 August 2025 and its members are appointed by our Board. Our Remuneration Committee comprises the following members:

Name	Designation	Directorship
Tan Choon Heong	Chairman	Independent Non-Executive Director
Lee Yuet Li	Member	Independent Non-Executive Director
Tan Eng Gooi	Member	Independent Non-Executive Director

The main functions of our Remuneration Committee include:

(a) to recommend a remuneration framework for the Chief Executive Officer, Executive Directors, and key senior management of our Group for our Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of caliber, and yet not excessive. The framework should cover all aspects of remuneration, including the Director's fee, salaries, allowance, bonuses, incentives and benefits and take into account the complexity of our Group's business and the individual's responsibilities.

The Directors' fees and any benefits payable to them shall be subject to annual shareholders' approval at a general meeting;

(b) to review and recommend specific remuneration packages for the Chief Executive Officer, Executive Directors and key senior management including bonuses, incentives, benefits-in-kind, severance payments, any grant of entitlement under share scheme (where applicable) based on merit, qualification and competence taking into consideration the operating results, individual performance and comparable market statistics. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not depend on short-term performance to avoid incentives for excessive risk-taking. The remuneration should also be aligned with the business strategy and long-term objectives of our Group, and our Group's performance in managing material sustainability risks and opportunities should be taken into consideration. As for Non-Executive Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of our Board;

(c) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Chief Executive Officer, Executive Directors and key senior management;

(d) to review the history of and proposals for the remuneration package of each of our Board committees;

(e) to have frequent communication with Nomination Committee to align remuneration policies and procedures to succession planning and ensure risk outcomes are adequately considered in the design of remuneration policies and procedures;

(f) to recommend to our Board the directors' fees and/or allowances of Non-Executive Directors; and

(g) to perform any other functions as defined by our Board.

5.5.4 Nomination Committee

Our Nomination Committee was established on 25 August 2025 and its members are appointed by our Board. Our Nomination Committee comprises the following members:

Name	Designation	Directorship
Tan Eng Gooi	Chairman	Independent Non-Executive Director
Lee Yuet Li	Member	Independent Non-Executive Director
Tan Choon Heong	Member	Independent Non-Executive Director

The main functions of our Nomination Committee include:

(i) to assist our Board in ensuring that our Board is of an effective composition, mix of skills, independence, diversity, size and commitment to discharge its responsibilities and duties adequately;

(ii) to ensure appropriate selection criteria and processes and to identify and recommend to our Board, candidates for directorships of our Company and members of the relevant board committees. In identifying candidates for appointment of directors, our Nomination Committee should not rely solely on the recommendations from existing Directors, Management or major shareholders and independent sources are utilised to identify suitable and qualified candidates;

(iii) in determining the process for the identification of suitable candidates, our Nomination Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on a prescribed set of objective criteria and merit comprising but not limited to the following:

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

  (b) professionalism and qualifications;

  (c) integrity;

  (d) existing number of directorships held in listed and non-listed companies;

  (e) confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and

(f) in the case of candidates being considered for the position of independent director, such potential candidates should have the ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the ACE LR and be able to bring independent and objective judgment to our Board.

Where required, the members of our Nomination Committee would meet up with potential candidates for the position of director to conduct an assessment of their suitability;

(Note: Our Group practices non-discrimination in any form, whether based on age, gender, ethnicity, or religion, throughout the organisation, and this includes the selection of directors).

(iv) to assist our Board in assessing and evaluating circumstances where a Director's involvement outside our Group may give rise to a potential conflict of interest with our Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to inform our Audit and Risk Management Committee of the same. After deliberation with the Audit and Risk Management Committee, to recommend to our Board the necessary actions to be taken in circumstances where there is a conflict of interest;

(v) to evaluate the performance and effectiveness of our Board and the relevant Board committees annually;

(vi) to ensure that every Director, including the executive Directors, shall be subject to retirement at least once every three years. A retiring director shall be eligible for re-election;

(vii) to review the tenure of each Director and perform annual re-election of Directors with consideration of satisfactory evaluation on their performance and contribution;

(viii) to recommend to our Board the re-election of Directors by shareholders. In instances where an Independent Non-Executive Director is to be retained beyond nine (9) years, our Nomination Committee shall conduct an assessment of the Independent Non-Executive Director(s) and recommend to our Board whether they shall remain independent or be re-designated as a Non-Independent Non-Executive Director;

(ix) to assess the independence of the Independent Non-Executive Directors annually. This activity shall be disclosed in our annual report and in any notice of a general meeting for the appointment and re-appointment of Independent Non-Executive Directors;

(x) to ensure no active politician shall be appointed to our Board and Board Committees;

(xi) to assess the skill gaps and training needs of each Director, review the fulfilment of such training and disclose such details in the annual report as appropriate;

(xii) to assess the effectiveness of our Board as a whole annually, our Board committees and contribution of each individual Director to determine whether such Directors or Board committees and its members (as the case may be) have carried out their duties in accordance with our Board Charter and their respective terms of reference. All assessments and evaluations carried out by our Nomination Committee in the discharge of its functions should be properly documented; and

(xiii) to ensure an appropriate framework and succession planning for Board and Management succession, including the future chairperson, executive Directors and chief executive officer.

5.6 Service Agreements

As at the LPD, none of our Directors and/or Key Senior Management have any existing or proposed service agreement with our Group which provides for benefits upon termination of employment.

5.7 Declarations by Each Promoters, Directors and Key Senior Management

None of our Promoters, Directors and Key Senior Management is or was involved in any of the following events, whether within or outside Malaysia:

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

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

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

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

(v) 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 in the last 10 years;

(vi) 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;

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

(viii) any unsatisfied judgment against such person.

5.8 Relationships and/or Associations

As at the LPD there are no family relationships or associations between our Promoters, substantial shareholders, Directors and Key Senior Management.

5.9 Succession Plan

We recognise the importance of succession planning for business continuity and sustainability. As such, we have initiated the following steps to groom our staff as well as attract new personnel:

(i) identifying existing employees who display potential, good performance, leadership behaviour, technical competency, cultural alignment and interest to assume more responsibilities. This involves evaluating employees based on their performance and results delivery, leadership behaviours and decision-making capability, technical and functional expertise, amongst others. These employees will be prioritised for future leadership roles should a suitable opportunity arise;

(ii) developing career development programmes aimed at grooming potential successors to prepare them for future leadership roles. In order to so, a competency gap analysis is performed to map the current capabilities of the potential successors against role-specific requirements. Based on this competency gap analysis, career development programmes that are tailored to the potential successors are developed to close competency gaps and accelerate their readiness to take on these roles. These programmes may include leadership training, mentoring and coaching, cross-functional assignments, rotational job programmes, external certifications, and/or exposure to strategic projects; and

(iii) if the need arises, such as in the case where we are unable to identify a suitable internal successor, we will recruit qualified and competent personnel. By enhancing our corporate profile as a listed corporation on the ACE Market, we expect to be able to attract more qualified personnel to play an active role in the growth and success of our Group.

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6. INFORMATION ON OUR GROUP

6.1 Our Company

Our Company was incorporated in Malaysia on 3 September 2019 under the Act as a private limited company under the name of Joycloud Sdn Bhd. On 24 October 2023, it underwent a change in name to MM Computer Systems Sdn Bhd. Our Company was converted to a public limited company and assumed the name of MM Computer Systems Berhad on 14 August 2025.

Our Company is an investment holding company. Through our Subsidiaries, our Group is principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software.

As at the LPD, our issued share capital is RM14,000,000 comprising 448,000,000 Shares. The movements in our issued share capital since our date of incorporation are set out below:

			Cumulative issued share capital	
Date of allotment	**No. of Shares allotted**	**Consideration/Nature of transaction**	**RM**	**No. of Shares**
3 September 2019	1	Cash/allotment	1	1
19 July 2024	13,999,999	(1)Otherwise than cash/allotment	14,000,000	14,000,000
16 March 2026	434,000,000	Share Split	14,000,000	448,000,000

Note:

(1) Pursuant to the Acquisitions as set out in Section 6.2.1 of this Prospectus.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the above allotments. As at the LPD, we are not involved in any winding-up, receivership or similar proceedings.

Upon completion of our IPO and after the intended utilisation of proceeds raised from our Public Issue, our enlarged issued share capital will increase to RM38.74 million comprising 567,000,000 Shares.

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6.2 Pre-IPO Exercise

6.2.1 Internal Reorganisation

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

(i) Acquisition of MTS

On 19 July 2024, our Company entered into a conditional share sale agreement with Young Yoong Chang, Lee Choon Weng and Quah Soo Keat to acquire 100.00% equity interest in MTS comprising 5,193,000 ordinary shares from Young Yoong Chang, Lee Choon Weng and Quah Soo Keat for a total purchase consideration of RM9,260,000 which was fully satisfied by the issuance of 9,260,000 new Shares to the following vendors at an issue price of RM1.00 per Share.

	Shareholdings in MTS			
Vendors	**No. of shares**	**% of share capital**	**Purchase consideration (RM)**	**No. of new Shares**
Young Yoong Chang	1,765,620	34.00	3,148,400	3,148,400
Lee Choon Weng	1,765,620	34.00	3,148,400	3,148,400
Quah Soo Keat	1,661,760	32.00	2,963,200	2,963,200
Total	**5,193,000**	**100.00**	**9,260,000**	**9,260,000**

The purchase consideration for the Acquisition of MTS of RM9,260,000 was arrived at and based on a "willing-buyer willing-seller" basis after taking into consideration the unaudited net assets of MTS as at 31 December 2023 of RM9,263,138.26.

The Acquisition of MTS was completed on 19 July 2024.

(ii) Acquisition of SMIND

On 19 July 2024, our Company entered into a conditional share sale agreement with Young Yoong Chang, Lee Choon Weng and Quah Soo Keat to acquire 100.00% equity interest in SMIND comprising 100,000 ordinary shares from Young Yoong Chang, Lee Choon Weng and Quah Soo Keat the vendors for a total purchase consideration of RM4,739,999 which was fully satisfied by the issuance of 4,739,999 new Shares to the following vendors at an issue price of RM1.00 per Share.

	Shareholdings in SMIND			
Vendors	**No. of shares**	**% of share capital**	**Purchase consideration (RM)**	**No. of new Shares**
Young Yoong Chang	34,000	34.00	1,611,599	1,611,599
Lee Choon Weng	34,000	34.00	1,611,600	1,611,600
Quah Soo Keat	32,000	32.00	1,516,800	1,516,800
Total	**100,000**	**100.00**	**4,739,999**	**4,739,999**

The purchase consideration for the Acquisition of SMIND of RM4,739,999 was arrived at and based on a "willing-buyer willing-seller" basis after taking into consideration the unaudited net assets of SMIND as at 30 April 2023 of RM4,760,216.12.

The Acquisition of SMIND was completed on 19 July 2024.

(iii) Internal Restructuring of MMCS

On 19 July 2024, Young Yoong Chang entered into a conditional share sale agreement to acquire 16.00% of the equity interest in MMCS comprising 2,240,000 ordinary shares in MMCS held by Lee Choon Weng (1,260,000 ordinary shares) and Quah Soo Keat (980,000 ordinary shares) for a purchase consideration of RM2,240,000 at RM1.00 per Share which was fully satisfied in cash. This acquisition was completed on 21 August 2024.

The purchase consideration of RM2,240,000 was arrived at and based on a "willing-buyer willing-seller" basis after taking into consideration the following:

(a) the unaudited net assets of MTS as at 31 December 2023 of RM9,263,138.26 and the unaudited net assets of SMIND as at 30 April 2023 of RM4,760,216.12; and

(b) the purchase consideration of RM9,260,000 and RM4,739,999 paid for the Acquisitions of MTS and SMIND respectively by our Company based on the share sale agreements dated 19 July 2024.

On 19 July 2024, Koh Hong Chin, Tai Huat Hing, Ong Seng Beng, Soo Shih Ling, Kam Sheau Fen, Wong Mei Ling and Chin Hong Wai (collectively, known as the "**Purchasers**") entered into a conditional share sale agreement to acquire 12.00% in aggregate of the equity interest in MMCS comprising 1,680,000 ordinary shares in MMCS held by Young Yoong Chang (840,000 ordinary shares), Lee Choon Weng (420,000 ordinary shares) and Quah Soo Keat (420,000 ordinary shares) for an aggregate purchase consideration of RM2,400,000 at approximately RM1.4286 per Share which was fully satisfied in cash. This acquisition was completed on 26 August 2024. The aggregate purchase consideration of RM2,400,000 was arrived at and based on a "willing-buyer willing-seller" basis.

The shareholdings of our Group after the Internal Restructuring are as follows:

	After the Acquisitions		**Upon completion of the Internal Restructuring of MMCS**	
Name	**No. of shares**	**% of share capital**	**No. of shares**	**% of share capital**
Young Yoong Chang	4,760,000	34.00	6,160,000	44.00
Lee Choon Weng	4,760,000	34.00	3,080,000	22.00
Quah Soo Keat	4,480,000	32.00	3,080,000	22.00
Koh Hong Chin(1)	-	-	455,000	3.25
Tai Huat Hing(2)	-	-	280,000	2.00
Ong Seng Beng(2)	-	-	210,000	1.50
Soo Shih Ling(2)	-	-	210,000	1.50
Kam Sheau Fen(3)	-	-	175,000	1.25
Wong Mei Ling(3)	-	-	175,000	1.25
Chin Hong Wai(4)	-	-	175,000	1.25
Total	**14,000,000**	**100.00**	**14,000,000**	**100.00**

Notes:

(1) Koh Hong Chin is a shareholder of Uniserv as at the LPD and was a project director of our Group until 30 June 2025.

(2) As at the LPD, Tai Huat Hing, Ong Seng Beng and Soo Shih Ling are solely shareholders of our Group without any other capacity in our Group.

(3) As at the LPD, Kam Sheau Fen and Wong Mei Ling are our Key Senior Management, serving as Head of Treasury and Chief Operating Officer, respectively.

(4) As at the LPD, Chin Hong Wai is a Senior System Engineer of our Group and he has been employed by our Group since March 2008.

6.2.2 Share Split

On 16 March 2026, our Company has undertaken a Share Split which entails a subdivision of every 1 existing Share into 32 Subdivided Shares.

The purpose of the Share Split is to enlarge the share capital base of our Company and to enhance the liquidity of our Shares at the point of our Listing.

Upon the completion of the Share Split, we have 448,000,000 Shares in issue and the shareholdings of our shareholders before and after the Share Split are as follows:

	Before the Share Split		After the Share Split	
Name	**No. of shares**	**% of share capital**	**No. of shares**	**% of share capital**
Young Yoong Chang	6,160,000	44.00	197,120,000	44.00
Lee Choon Weng	3,080,000	22.00	98,560,000	22.00
Quah Soo Keat	3,080,000	22.00	98,560,000	22.00
Koh Hong Chin	455,000	3.25	14,560,000	3.25
Tai Huat Hing	280,000	2.00	8,960,000	2.00
Ong Seng Beng	210,000	1.50	6,720,000	1.50
Soo Shih Ling	210,000	1.50	6,720,000	1.50
Kam Sheau Fen	175,000	1.25	5,600,000	1.25
Wong Mei Ling	175,000	1.25	5,600,000	1.25
Chin Hong Wai	175,000	1.25	5,600,000	1.25
Total	**14,000,000**	**100.00**	**448,000,000**	**100.00**

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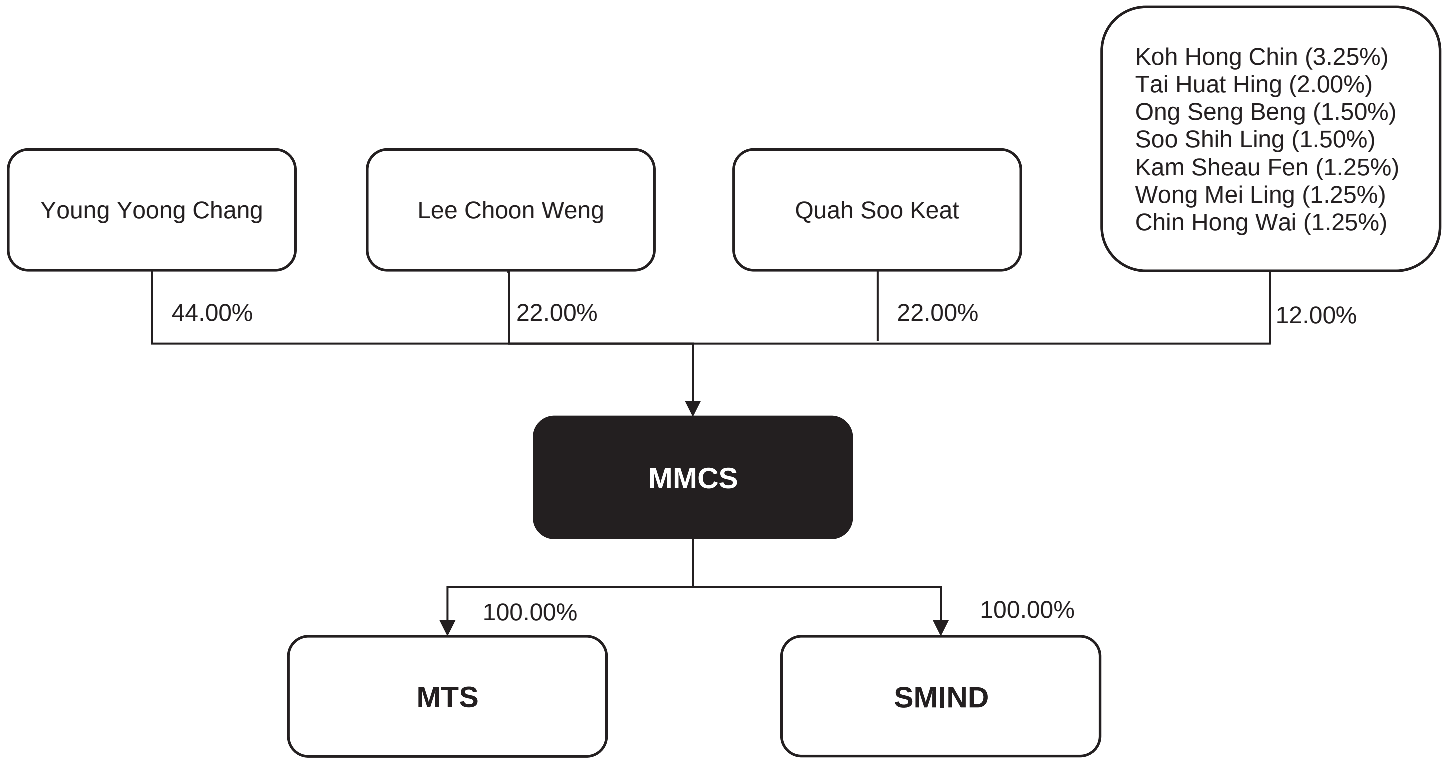
6.3 Our Group

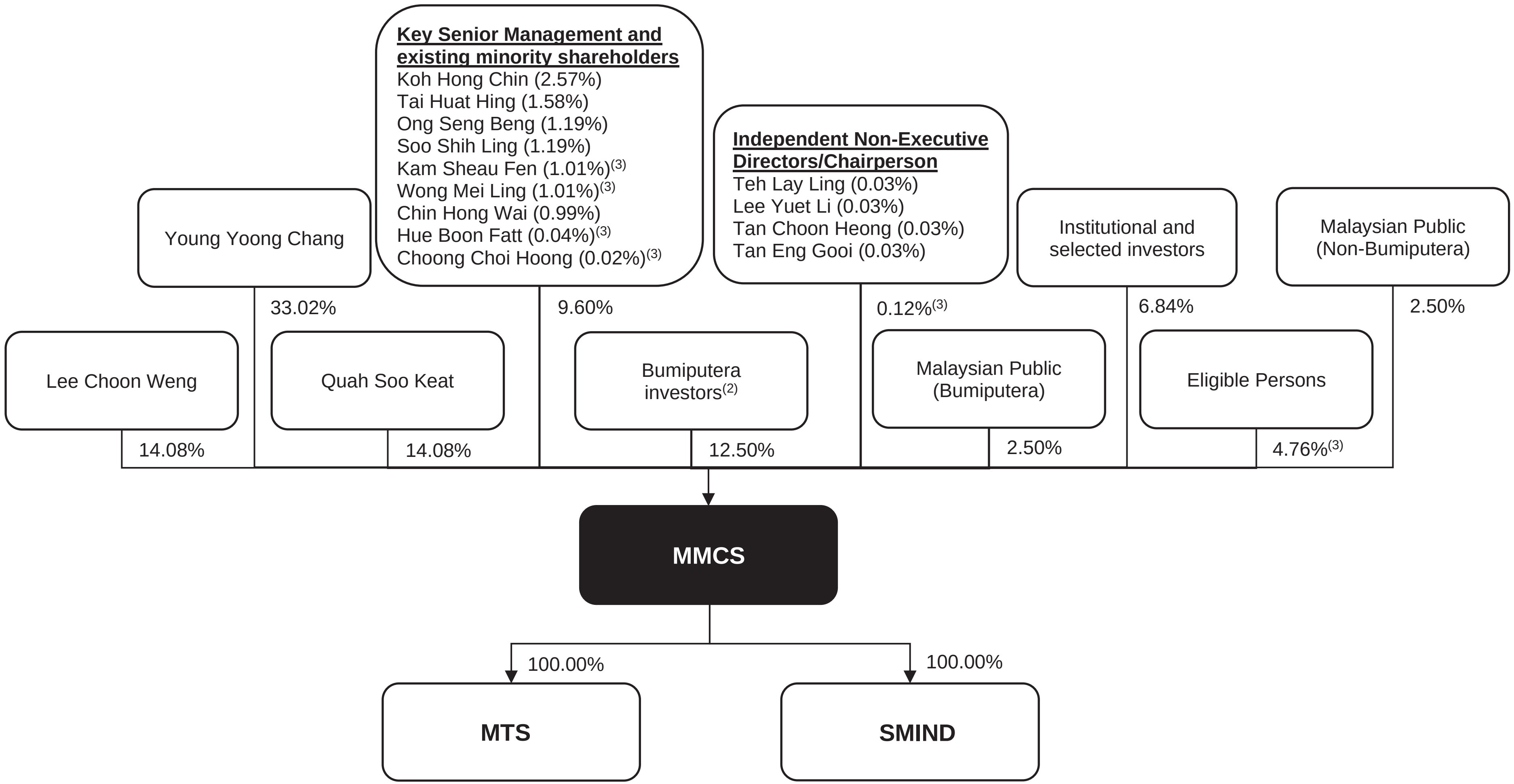
(i) An overview of our Group structure before our IPO[1] is as follows:



Note:

(1) Based on our issued share capital of 448,000,000 Shares after the Share Split but before our IPO.

(ii) An overview of our Group structure after our IPO[1] is as follows:



Notes:
(1) Based on our enlarged issued share capital of 567,000,000 Shares after our IPO.
(2) Bumiputera investors approved by the MITI.
(3) Assuming full subscription of the 28,350,000 Issue Shares under the Pink Form Allocations.

6.4 Our Subsidiaries

The details of our Subsidiaries are set out below:

Name	Date/Place of incorporation	Principal place of business	Issued share capital (RM)	Effective equity interest (%)	Principal activities
Our Subsidiaries					
MTS	19 June 2003/ Malaysia	Malaysia	5,193,000	100.00	Provision of IT solutions including IT infrastructure and networking solutions, cybersecurity solutions, IT outsourcing services, and sale and leasing of IT hardware and software
SMIND	23 June 2015/ Malaysia	Malaysia	100,000	100.00	Provision of IT and knowledge process outsourcing services as well as the implementation, maintenance and technical services related to the aforementioned services

6.4.1 MTS

(i) Background and history

MTS was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 19 June 2003, as a private limited company under its present name.

(ii) Principal place of business

MTS' principal place of business is C-3-1, C-3-2 & C-3-3, Jalil Link 2, No. 5, Jalan Jalil Perkasa 1, Bukit Jalil, 57000 Kuala Lumpur.

(iii) Principal activities and products/services

MTS is principally involved in the provision of IT solutions including IT infrastructure and networking solutions, cybersecurity solutions, IT outsourcing services, and sale and leasing of IT hardware and software.

(iv) Share capital

As at the LPD, the issued share capital of MTS is RM5,193,000 comprising 5,193,000 ordinary shares.

Date of allotment	No. of Shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
19 June 2003	100	Cash/allotment	100	100
4 August 2003	99,900	Otherwise than cash/allotment	100,000	100,000
11 August 2011	400,000	Cash/allotment	500,000	500,000
31 December 2016	500,000	Otherwise than cash/allotment	1,000,000	1,000,000
15 August 2022	1,000,000	Otherwise than cash/allotment	2,000,000	2,000,000
17 August 2022	268,000	Cash/allotment	2,268,000	2,268,000
15 May 2023	2,268,000	Otherwise than cash/allotment	4,536,000	4,536,000
17 May 2023	657,000	Cash/allotment	5,193,000	5,193,000

(v) Shareholder

MTS is our wholly-owned subsidiary.

(vi) Subsidiary or associated company

MTS does not have any subsidiary or associated company.

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6.4.2 SMIND

(i) Background and history

SMIND was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 23 June 2015, as a private limited company under the name of Tunas Merdeka Sdn Bhd. It changed its name to SMIND Sdn Bhd on 10 September 2015.

(ii) Principal place of business

SMIND's principal place of business is at Unit A-G-01 CoPlace 2, 2260, Jalan Usahawan 1, Cyber 6, 63000 Cyberjaya.

(iii) Principal activities and products/services

SMIND is principally involved in the provision of IT and knowledge process outsourcing services as well as the implementation, maintenance and technical services related to the aforementioned services.

(iv) Share capital

As at the LPD, the issued share capital of SMIND is RM100,000 comprising 100,000 ordinary shares.

Date of allotment	No. of shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
23 June 2015	2	Cash/allotment	2	2
15 September 2015	998	Cash/allotment	1,000	1,000
26 May 2017	99,000	Cash/allotment	100,000	100,000

(v) Shareholder

SMIND is our wholly-owned subsidiary.

(vi) Subsidiary or associated company

SMIND does not have any subsidiary or associated company.

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6.5 Material Machinery and Equipment

Our Group does not have any material machinery and equipment as at the LPD.

6.6 Material Capital Expenditures and Divestitures

6.6.1 Material capital expenditures

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

Capital expenditures	FYE 2022	FYE 2023	FYE 2024	FYE 2025	1 January 2026 and up to the LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
PPE comprising:					
Leasing hardware	-	-	-	(1)2,624	-
Motor vehicles	-	488	-	-	-
Office building	-	-	-	(2)7,889	-
Computer and software	-	-	-	475	-

Notes:

(1) We incurred higher amount of investment in purchasing leasing hardware primarily due to the leasing contracts we secured from our customers.

(2) Represents the cost to acquire Bukit Jalil Property. Please refer to Section 7.23.1 of this Prospectus on the details of the property.

6.6.2 Material capital divestitures

During the Financial Years Under Review and up to the LPD, there were no material capital divestitures made by our Group.

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7. BUSINESS OVERVIEW

7.1 Overview

We are an IT solutions provider based in Malaysia. We are principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software.

Our Group's business model is summarised in the diagram below:

Principal activity	IT solutions provider			
Business segments	 Design, implementation and configuration of IT solutions	 Provision of IT outsourcing services	 Sales of IT hardware and software	 Leasing of IT hardware and software
Products/ services	• IT infrastructure and networking solutions • Cybersecurity solutions	• Maintenance services • Technical support services	• IT hardware • IT software	
Revenue models	• One-off project-based fee • Subscription fee	• One-off service fee • Recurring contract fee	• Outright sale	• Leasing fee
Customer segments	• GLCs • Enterprises and corporations • Resellers			
Geographical markets	Malaysia [(1)]International markets comprising Australia, Indonesia, Taiwan and Singapore			

Note:

(1) During the Financial Years Under Review, the revenue generated from the international markets contributed for approximately 0.71%, 0.36%, 0.49% and 0.78% of our Group's revenue, respectively. Although we generated revenue from customers based in Singapore, Australia and Taiwan, we provided design, implementation and configuration of IT solutions, and IT outsourcing services for their office(s) and end customers based in Malaysia. We also provided design, implementation and configuration of IT solutions to customers in Singapore and Indonesia.

Generally, IT solutions providers can only purchase IT hardware and software used in their solutions through Principal's appointed Distributor(s) for the region or country or directly from Principals. Our Group generally procures our IT hardware and software from the Principal's Distributor(s). Nevertheless, we have received various recognitions from these Principals, including Gold Partner from Dell Technologies Inc., Elite Partner from Trend Micro Inc., Silver Solution Provider from Hewlett Packard Enterprise Co., Gold Partner from Sangfor Technologies Inc., Gold Partner from Ruijie Networks Co., Ltd., Silver Partner from International Business Machines Corporation ("**IBM**") and Silver Value-Added Reseller from Veeam Software Group GmbH. This allows us to negotiate better pricing arrangements directly with Principals, particularly for projects with higher sales volume or value. Once a revised pricing arrangement is agreed upon, the Principals will notify their Distributor(s) to sell the products to us at the negotiated rates. In addition, we may receive incentives or rebates from the Principals, and/or their Distributors based on our Group's purchase volume from the Principals and/or Distributors.

Apart from being recognised as Elite Partner from Trend Micro Inc., we are also appointed as a certified support and service provider by Trend Micro Australia Pty Ltd in 2015 to provide technical support services to Trend Micro Australia Pty Ltd's customers (which include Resellers and end-users) in Malaysia and Brunei, on a non-exclusive basis. As at the LPD, save for Trend Micro Australia Pty Ltd, we are not appointed as a certified support and service provider for other Principals whether on an exclusive or non-exclusive basis.

We are not tied down to any IT brand and are able to customise IT solutions using numerous brands according to our customers' preference, business needs and budget.

We may either be directly engaged by GLCs, enterprises and corporations, who are end-users of the IT solutions, or directly engaged by Resellers. In respect of being engaged by Resellers, we are engaged to provide IT solutions and IT outsourcing services as well as IT hardware and software on their behalf to the end-user, and we support the Resellers in fulfilling their customer requirements. For the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, 55.67%, 77.16%, 77.82% and 71.65% of our Group's revenues were generated from GLCs, enterprises and corporations, while the remaining 44.33%, 22.84%, 22.18% and 28.35% were generated from Resellers, respectively.

7.2 History and Key Milestones

Our Company was incorporated in Malaysia under the CA 1965 on 3 September 2019 as a private limited company under the name of Joycloud Sdn Bhd. On 24 October 2023, our Company underwent a change of name to MM Computer Systems Sdn Bhd. Our Company was converted to a public limited company on 14 August 2025 and assumed our present name.

Our Company is principally involved in investment holding and through our Subsidiaries, we are principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software.

Our Group's history dates back to 2003 when MTS was founded by Young Yoong Chang and Lee Choon Weng. MTS commenced operations in the same year from a rented shoplot in Endah Parade, Kuala Lumpur, and secured its first sale of IT hardware and software to an enterprise/corporation where it sold servers to the said customer.

In 2004, MTS began offering IT outsourcing services when it secured its first maintenance services project to provide IT hardware support and maintenance for an enterprise/corporation. MTS also secured its first project from a Reseller in the same year when it secured its first technical support services project, whereby it was engaged to dismantle and relocate 50 servers. MTS also secured its first cybersecurity solutions project to implement advanced threat protection for an enterprise/corporation in the same year. Also in 2004, MTS implemented and configured its first IT infrastructure and networking solution for an enterprise/corporation, which involved implementing a system and networking infrastructure solution.

In 2010, MTS secured its first sale from a GLC when it sold IT hardware to the said customer for their 7 branches across East and West Malaysia.

MTS moved to our previous headquarters at Sungai Besi Property in 2011. In the following year, MTS secured its first large maintenance service contract from an enterprise/corporation. The said maintenance contract was over a period of 3 years, where it provided IT hardware support and maintenance services, disaster recovery facilities and IT infrastructure solution hosting.

MTS secured our first international customer in 2013 when it was engaged for a 1-year period to provide maintenance services for an enterprise/corporation based in Australia. MTS was engaged to provide IT hardware support and maintenance as well as IT infrastructure solution hosting services for the said customer's printers, desktops, servers and network infrastructure at their office in Malaysia.

MTS was appointed as a certified support and service provider by Trend Micro Australia Pty Ltd in 2015 to provide technical support services to Trend Micro Australia Pty Ltd's customers (which include Resellers and end-users) in Malaysia and Brunei, on a non-exclusive basis, since 1 July 2015. This extended our IT outsourcing services segment to include the provision of technical support services for Trend Micro Australia Pty Ltd's customers.

Also in 2015, Young Yoong Chang, Lee Choon Weng and Quah Soo Keat acquired and subscribed shares in SMIND. SMIND was thus set up with the intention to provide knowledge process outsourcing services which involve project management support for the implementation of IT solutions, as an extension to MTS' existing IT outsourcing service offering. As Young Yoong Chang, Lee Choon Weng and Quah Soo Keat were focused on building MTS' existing business at the time, Chai Yuan Jye, who is Young Yoong Chang's spouse, and Lee Hooi Kiang, who is Lee Choon Weng's relative, as well as Wan Intan Jamilah Binti Mohd Yusop, a non-related party, were identified to spearhead this expansion. SMIND thus underwent a shareholder restructuring where Young Yoong Chang, Lee Choon Weng and Quah Soo Keat transferred their shareholdings to Chai Yuan Jye, Lee Hooi Kiang and Wan Intan Jamilah Binti Mohd Yusop in 2016. SMIND initially operated out of our previous headquarters at Sungai Besi Property, and moved to its present office at Cyberjaya Property in 2020.

SMIND was awarded a Malaysia Digital Status (formerly known as MSC Malaysia Status) by MDEC in 2016. In the same year, SMIND secured its first technical support services project involving knowledge process outsourcing for project management of IT solution implementation to a Reseller. This project involved the preparation of a project execution plan which details the project schedule, deliverables, job roles, resource allocation, required IT hardware and software, risk management and mitigation plans, and other administrative procedures of the project, as well as overseeing and managing the implementation and configuration of IT solutions. This allowed SMIND to benefit from a 70% income tax exemption with effect from 30 December 2016 as a Malaysia Digital Status company.

In the meantime, MTS continued to grow its business and secured its first long-term technical support service contract when it secured a 2-year contract to provide IT helpdesk support for an enterprise/corporation in 2016. MTS was engaged to assign helpdesk staff and resident engineers to provide IT helpdesk support across Malaysia and Singapore. In 2017, MTS began providing maintenance services for their branches nationwide, and this contract has been renewed until March 2026. MTS also began leasing IT hardware and software when it secured a contract to lease notebooks to an enterprise/corporation in 2018.

In 2019, Young Yoong Chang acquired 34.00% equity interests in SMIND from Chai Yuan Jye while Quah Soo Keat acquired 32.00% equity interests in SMIND from Wan Intan Jamilah Binti Mohd Yusop at a total purchase consideration of RM66,000.00. Both Chai Yuan Jye and Wan Intan Jamilah Binti Mohd Yusop divested their equity interests in SMIND due to their own personal reasons. With Young Yoong Chang and Quah Soo Keat being actively involved in growing SMIND, SMIND grew its capabilities in design and training for cybersecurity solutions, while MTS continues to focus on the implementation and configuration of IT solutions and design of IT infrastructure and networking solutions. MTS secured its first project to design, implement and configure cybersecurity solutions for an enterprise/corporation in 2021. This project entailed the design of a cybersecurity solution which encompassed an endpoint protection platform and intrusion prevention system, in order to secure endpoint devices from cyber threats.

SMIND was also upgraded from Tier 3 to Tier 1 under the Malaysia Digital Status with effect from 30 December 2021, enhancing its income tax exemption from 70% to 100% on qualifying activities, with approval for a second 5-year exemption period until 29 December 2026.

In 2024, Lee Choon Weng acquired 34.00% equity interest in SMIND from Lee Hooi Kiang for a purchase consideration of RM1.00, who divested her equity interests in SMIND due to personal reasons. Also in 2024, SMIND extended the services offered under the IT outsourcing services segment to include monitoring of cyber threats. The project involved assigning a resident engineer to be based at the customer's premises to monitor cyber threats using cybersecurity solutions that have been installed in the customers' IT infrastructure for a 2-year contract period. In the same year, our Company completed the Acquisition of MTS and the Acquisition of SMIND which resulted in MTS and SMIND becoming our wholly-owned Subsidiaries, forming our Group.

In 2025, our Group expanded our services offered under the IT infrastructure and networking solutions segment to include cloud solutions when we secured our first cloud solutions project from an enterprise/corporation, whereby we were engaged to provide a private cloud solution under a 3-year contract. MTS also relocated to our current headquarters in Bukit Jalil property in the same year in November 2025.

MTS obtained a Cyber Security Service Provider Licence from the NACSA in March 2026, thus allowing our Group to extend our existing solution offering to include managed security operation centre monitoring services, as part of our future plan elaborated in Section 7.13(i) of this Prospectus.

Throughout the years, we have obtained registrations and accreditations. In 2018, MTS was registered as a supplier with the MOF as part of the requirements for projects by GLCs. This allowed MTS to secure more projects from GLCs. MTS was subsequently registered as a Grade 7 contractor with CIDB in 2020. With this registration, it can take on IT infrastructure and networking, and cybersecurity solutions at buildings under construction. Prior to that, our IT solution projects were confined to within completed buildings.

In addition, MTS obtained the ISO 9001:2015 accreditation in 2023 as a testament to our commitment to providing quality IT solutions and services. The ISO 9001:2015 certification denotes that our Group complies with the Quality Management System requirements for the design, implementation, maintenance and support of any IT related hardware, software and solutions.

Our Group has also obtained various awards and recognitions from our Principals throughout the years, as set out in Section 7.1 and Section 7.5 of this Prospectus.

The table below sets out the key events and milestones in the history and development of our business operations:

Year	Key Events and Milestones
2003	• Incorporation of MTS • MTS commenced operations and secured first sale of IT hardware and software to an enterprise and corporation customer
2004	• MTS secured first IT outsourcing service project to provide maintenance services to an enterprise and corporation customer • MTS secured first project from a Reseller and first IT outsourcing service project to provide technical support services • MTS secured first project to implement and configure cybersecurity solutions for an enterprise and corporation customer • MTS secured first project to implement and configure IT infrastructure and networking solutions for an enterprise and corporation customer
2010	• MTS secured first sale from a GLC customer
2011	• MTS relocated to Sungai Besi Property

Year	Key Events and Milestones
2012	• MTS secured first large maintenance service contract from an enterprise and corporation customer
2013	• MTS secured first international sale from an enterprise/corporation based in Australia for the provision of IT outsourcing services
2015	• MTS was appointed as a certified support and service provider by Trend Micro Australia Pty Ltd • Acquisition of SMIND by Young Yoong Chang, Lee Choon Weng and Quah Soo Keat
2016	• SMIND(1) was awarded a Malaysia Digital Status (formerly known as MSC Malaysia Status) by MDEC • SMIND secured first technical support services project involving knowledge process outsourcing for project management of IT solution implementation • SMIND commenced benefiting from a 70% income tax exemption with effect from 30 December 2016 granted by the MITI (formerly known as Ministry of International Trade and Industry)(2) • MTS secured its first long-term technical support service contract
2018	• MTS registered as supplier with the MOF • MTS began to lease IT hardware and software
2020	• MTS was registered as Grade 7 contractor with CIDB • SMIND set up office in Cyberjaya Property
2021	• The first project in design, implementation and configuration for cybersecurity solutions was secured • SMIND's income tax exemption was transitioned under the Income Tax (Exemption) (No. 10) Order 2018 with effect from 1 July 2021 up to 29 December 2021, allowing SMIND to continue enjoying tax exemption for its Malaysia Digital Status qualifying activities • SMIND was upgraded from Tier 3 to Tier 1 under the Malaysia Digital Status with effect from 30 December 2021, enhancing its income tax exemption from 70% to 100% on qualifying activities, with approval for a second 5-year exemption period until 29 December 2026
2023	• MTS received the ISO 9001:2015 accreditation
2024	• SMIND extended services offered under IT outsourcing service segment to include monitoring of cyber threats • Our Company completed the Acquisition of MTS and the Acquisition of SMIND which resulted in MTS and SMIND becoming our wholly-owned Subsidiaries
2025	• MTS expanded service offering under IT infrastructure and networking solutions segment to include cloud solutions • MTS relocated to Bukit Jalil Property
2026	• MTS obtained a Cyber Security Service Provider Licence from the NACSA, thus allowing us to provide managed security operation centre monitoring services

Notes:

(1) In February 2016, SMIND underwent an internal restructuring on the shareholdings of SMIND as mentioned in the history and key milestone above before its application for Malaysia Digital Status (formerly known as MSC Malaysia Status).

As MTS is not awarded with the Malaysia Digital Status, it does not benefit from the income tax exemption granted by the MITI.

7.3 Principal Business Activities, Products and Services and Revenue Models

Our principal activities are as detailed below:

(i) Design, implementation and configuration of IT solutions

Among the IT solutions which we offer to our customers include:

(a) IT infrastructure and networking solutions

We are able to design, implement and configure IT infrastructure and networking solutions for our customers, based on their business needs, requirements and budget. These solutions are critical in digitalising and supporting our customers' business and operational processes. In doing so, we assess and evaluate our customers' business environment to consult and recommend suitable IT infrastructure designs.

Once the design of our IT solution is approved by the customer, we procure the IT hardware and software components from our Resellers and/or Principal's Distributors. We are able to source a wide range of IT hardware and software from reputable brands as we are not restricted to any IT brand. This allows us to tailor the IT solution to the business needs and budget of customers. We will then implement and configure the IT hardware and software to form the IT infrastructure and networking solutions.

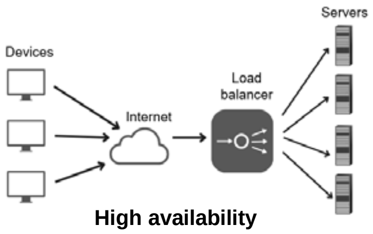
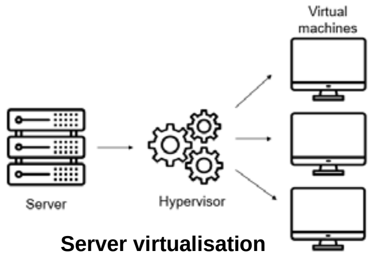
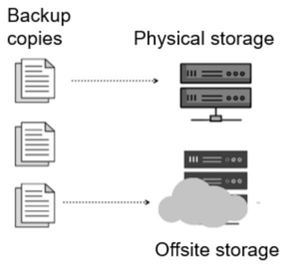
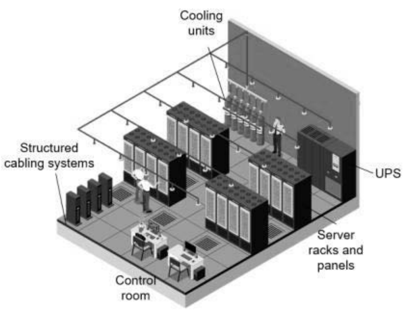
We charge a one-off project-based fee for the design, implementation and configuration of our IT infrastructure and networking solutions. A typical IT infrastructure and networking solution project generally takes from 3 months to 1 year from design to implementation. As part of the IT infrastructure and networking solutions, we generally provide maintenance services as elaborated in Section 7.3(ii) of this Prospectus in accordance with the project specifications, for 1 year to 3 years from the implementation of the solutions. Should the customer extend our maintenance services beyond this initial tenure, we will charge for the provision of maintenance services, as elaborated in Section 7.3(ii) of this Prospectus, typically on a quarterly basis.

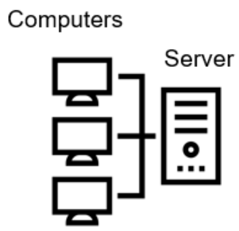
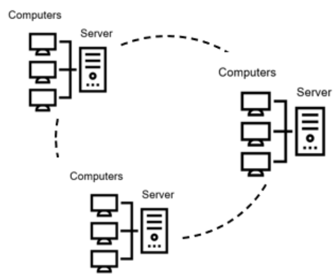
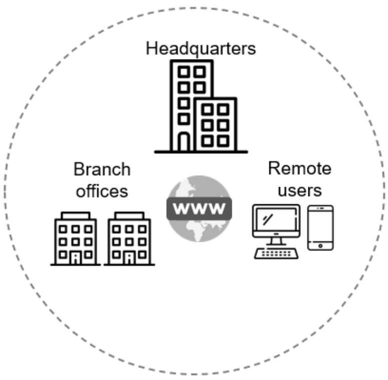
Our Group uses IT hardware and software of reputable brands by Principals such as Amazon Web Services, Inc., Dell Technologies Inc., Hewlett Packard Enterprise Co., Huawei Investment & Holding Co. Ltd., IBM, Lenovo Group Limited and Sangfor Technologies Inc. in our IT infrastructure and networking solutions.

Among the IT infrastructure and networking solutions which we are able to provide include:

IT infrastructure and networking solutions	Description
System and networking infrastructure	System and networking infrastructure refers to components which support the operation and management of IT systems and networks. This includes network equipment (such as switches and routers), servers and storage devices (such as tape storage and backup discs). Types of system infrastructure solutions include:

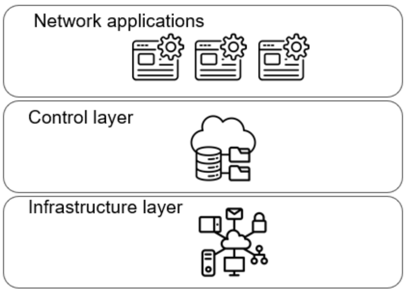
7. BUSINESS OVERVIEW *(cont'd)*

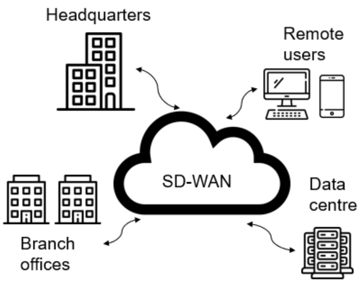
IT infrastructure and networking solutions	Description
 **High availability**	• **high availability** refers to a system that is designed to avoid loss of service by reducing or managing failures and minimising planned downtime. This is achieved through various means including increasing the number of equipment (such as servers/storage devices) operating simultaneously as well as deploying a load balancer to distribute network traffic among multiple servers to improve performance speed and efficiency;
 **Server virtualisation**  **Backup and archiving solutions**	• **server virtualisation** to partition a physical server into multiple isolated virtual servers. This allows for various operating system environments to run on a single server. In addition, it enables sharing of servers across different business applications or business divisions. A hypervisor is virtualisation software which creates and runs virtual machines by allocating and sharing the host server's resources such as memory, storage and processing power; and • **backup and archiving solutions** in order to record, store and retain digital data. This also supports disaster recovery, such as natural disasters of cyber-attacks and IT hardware failure.
Data centre solutions 	Data centre solutions refer to solutions that support the setup, operation, management and optimisation of data centres. Larger enterprises may set up enterprise data centres, which can be located at their office premises or other designated locations which they operate to support the said enterprise. Among the data centre solutions which we are capable of designing and implementing include: • Designing and installation of structured cabling systems which forms the backbone of the network infrastructure; • Installation of racks and panels for servers to house the system infrastructure; • Installation of UPS to ensure there is no disruption in power supply; and • Implementation of supporting tools and solutions to manage the data centre such as humidity and temperature control solutions, power consumption monitoring tools, and other data centre monitoring tools and cooling systems.

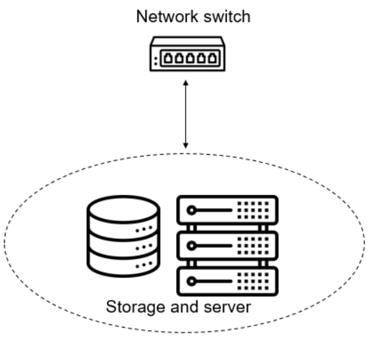
IT infrastructure and networking solutions	Description
Network infrastructure  **LAN**  **WAN**  **VPN**	We offer wired and wireless network infrastructure, including: • **LAN** which is a private network infrastructure which connects a group of devices within one physical location, such as a building or office. It is mainly set up to share computer resources such as printers and storage devices. Multiple LANs can be interconnected to form a WAN; • **WAN** which is a network infrastructure which connects devices across a wide geographic area. The network infrastructure will be integrated with telecommunication circuits provided by telecommunication companies; • **VPN** which establishes a protected network connection across a public network, enabling users to send and receive data across public networks as if their computing devices were directly connected to the private network. Applications running across a VPN may therefore benefit from the functionality, security, and management of the private network; and • **Infrastructure monitoring and compliance system** which tracks, analyses and manages infrastructure systems on a real-time basis, and assesses the performance of each device present in the network to minimise downtime.

7. BUSINESS OVERVIEW *(cont'd)*

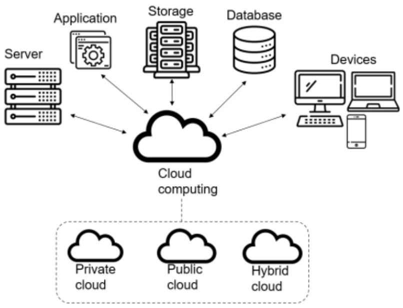
<table>
<tr><th>IT infrastructure and networking solutions</th><th>Description</th></tr>
<tr><td>Software-defined infrastructure</td><td>Software-defined infrastructure utilises IT software instead of physical IT hardware to automate, manage and configure an infrastructure. With software-defined infrastructure, customers can acquire generic/off-the-shelf IT hardware. As the IT hardware is widely available and interchangeable, it is less costly and minimal human intervention is required on the customers' part, to perform configuration, backup and recovery of components of the infrastructure from different vendors.

The types of software-defined infrastructure solutions we offer include:</td></tr>
<tr><td>

Software-defined networking</td><td>• Software-defined networking which is a system that automates, manages and programmes a LAN and/or storage infrastructure located in a single location through software interfaces. It comprises network applications (typical applications to manage networking such as intrusion detection, load balancing and firewalls), control layer (IT software to manage policies and traffic flows through the network) and infrastructure layer (physical network devices such as switches and routers to forward network traffic to their destinations);</td></tr>
<tr><td>

Software-defined WAN ("SD-WAN")</td><td>• SD-WAN which is a virtual WAN architecture that allows enterprises to leverage on WAN connectivity to securely connect users to applications. It uses a centralised control function to securely and intelligently direct traffic across the WAN. This increases business productivity and reduces operational IT costs. SD-WAN differs from WAN as it uses IT software to manage and optimise network traffic, as opposed to IT hardware-based routers and manual configuration; and</td></tr>
<tr><td>

Hyperconverged infrastructure</td><td>• Hyperconverged infrastructure which is a unified system that combines all elements of a traditional data centre, including storage, computing and network management. It uses IT software to manage and control the infrastructure and virtualisation, whereby it pools the IT hardware resources and dynamically allocates them to applications as needed.</td></tr>
</table>

<table>
<tr><th>IT infrastructure and networking solutions</th><th>Description</th></tr>
<tr><td>Cloud solutions

</td><td>We are able to provide cloud solutions on a subscription or on-demand basis. Among the advantages of implementing cloud solutions are:

• Lower initial investment without the need to invest on physical infrastructure and it is paid for on a subscription basis;
• Scalability as the solution may be scaled up or down in line with business growth;
• Advanced security as cloud service providers typically implement security measures such as encryption and firewalls; and
• Accessibility as resources can be accessed from anywhere with an internet connection.

After consulting with our customers, we will propose a suitable cloud solution based on their needs and requirements. Following this, we will help them to migrate their existing IT software applications and data from an on-premises infrastructure to cloud-based infrastructure hosted by a third-party vendor or service provider. We currently utilise Amazon Web Services, Inc as the service provider for our cloud solutions.

We offer private and public cloud solutions to our customers, as described below:

• Private cloud refers to a cloud environment dedicated to a single organisation, whereby the infrastructure may either be located on-premise or hosted by a third-party provider. This solution is suited to customers who handle confidential information, financial data or intellectual property as they have full control over the resources, and are isolated from external parties; and

• Public cloud refers to a cloud environment which is hosted by a third-party provider, whereby resources are shared with other users and accessed through the internet.

We also offer consultation and migration services for hybrid cloud solutions. Hybrid cloud refers to a combination of private and public clouds that creates an integrated environment which allows more flexibility, scalability and cost efficiency. It allows the organisation to take advantage of the benefits offered by both private and public clouds.

We charge a one-off project-based fee for our consultation and migration service, as well as a subscription fee charged on a periodic basis based on their usage.</td></tr>
</table>

(b) Cybersecurity solutions

A cybersecurity solution combines technologies and measures to protect an organisation's data, networks and systems against cyber-attacks. As digital transformation has made organisations more dependent on digital systems for their daily business activities, it is essential for organisations to include a comprehensive cybersecurity solution to protect their business-critical data and applications.

Further, cyber-attacks and threats are evolving as cybercriminals utilise increasingly sophisticated tactics and scams to gain access. Due to the varied entry points for accessing an organisation's network, a comprehensive cybersecurity solution must encompass a range of technologies to protect IT infrastructure solutions from cyber-attacks.

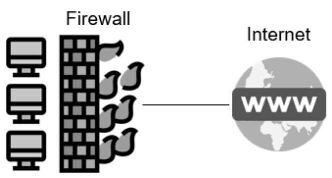
We assess our customers' IT infrastructure and industry requirements in order to recommend suitable cybersecurity solutions. In addition, we offer IT security consulting such as IT security assessment, IT security blueprint and SOC services, if required, during the tender process for cybersecurity solution projects. We also work with third-parties to provide SOC consulting and penetration tests to customers.

We then implement and configure the IT hardware and software used to form the cybersecurity solutions. Depending on the customer's industry requirements and business needs, we may implement multi-layered security involving multiple cybersecurity solutions, particularly for industries such as financial services.

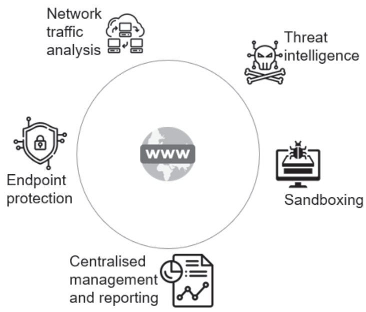
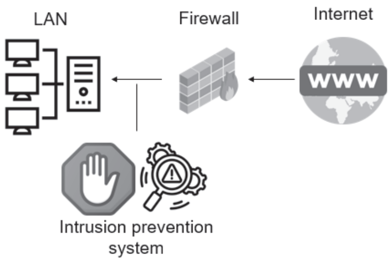
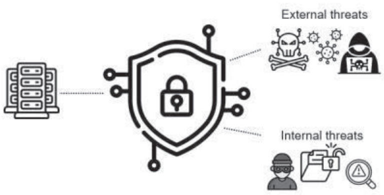
We use cybersecurity hardware and software of reputable brands by Principals such as Check Point Software Technologies Ltd., Fortinet, Inc., Imperva, Inc., Palo Alto Networks, Inc., Sangfor Technologies Inc., Trellix Corporation and Trend Micro, Inc. in their cybersecurity solutions.

We charge a one-off project-based fee for our cybersecurity solutions, which typically take 1 week to 1 year from design to implementation. As part of the cybersecurity solutions, we generally provide maintenance services as elaborated in Section 7.3(ii) of this Prospectus in accordance with the project specifications, for 1 year to 3 years from the implementation of the solutions. Should the customer extend our maintenance services beyond this initial tenure, we will charge for the provision of maintenance services, as elaborated in Section 7.3(ii) of this Prospectus, typically on a quarterly basis.

Among the cybersecurity solutions which we provide include:

Cybersecurity solution	Description
Firewall  	A firewall filters incoming and outgoing network traffic. Based on configured security rules, it will block or allow traffic, thereby creating a barrier against unauthorised access or activities.

7. BUSINESS OVERVIEW *(cont'd)*

Cybersecurity solution	Description
Advanced threat protection  	Advanced threat protection refers to a combination of security measures to protect against advanced cyber threats. As the cyber threat landscape continues to evolve and become more sophisticated, it is important for organisations to have a panoramic visibility of threats across the network, the ability to detect stealthy access which typically evades discovery, as well as comprehensive response capabilities.
Intrusion prevention system  	A system that has the ability to automatically respond to cyber threats by preventing, blocking and/or removing the threat.
Endpoint protection platform 	An endpoint protection platform encompasses multiple endpoint security technologies to protect the endpoint devices in a network (e.g. laptops, desktops, smartphones and servers). An endpoint protection platform includes features such as protection against malware, malicious files and IT software vulnerabilities, as well as identification of suspicious activity and subsequent remediation.
Email protection 	Email protection refers to measures taken to prevent cyber-attacks through email, such as malicious links, malware attachments, phishing, spam and identity impersonation. Email protection measures include scanning incoming and outgoing emails, data encryption, blocking malicious content and filtering spam.
Data centre protection  	Data centre protection refers to the application of security controls (including physical measures such as barriers, location and surveillance; as well as technical measures such as network, data and application security) to protect a data centre against internal and external threats. As a data centre houses applications and data which are business-critical, it is crucial for organisations to ensure their data centre is secured against cyber-attacks. Thus, measures must be taken to prevent unauthorised access, protect against cyber threats, maintaining business continuity and monitoring suspicious activity.

Cybersecurity solution	Description
Website protection 	Website protection refers to the methods to secure websites against cyber threats such as data theft, DoS attacks, SQL injection, bots and malware. Website protection includes implementing measures such as SSL certificates for encryption, access control and applying patches.
Cloud protection 	Cloud protection refers to employing strategies to safeguard cloud computing solutions against data breaches, IT software vulnerabilities, DoS attacks, data loss and malicious insider threats, amongst others. These strategies include stringent access control, data encryption, secure application interfaces, continuous monitoring of activity and user training.
Network protection 	Network protection intends to protect a network from data breaches, cyber threats, connections to suspicious sites, misuse and unauthorised access. They include a combination of tools such as firewalls, sandboxing, data loss prevention and user authentication.
Privileged access management 	Privileged access management refers to accounts which have higher privileges and permission to access sensitive data. Privileged access management aims to prevent identity theft and unauthorised access.

(ii) Provision of IT outsourcing services

We are involved in the provision of IT outsourcing services, whereby we perform maintenance as well as technical support services for our customers. This allows our customers to focus on their core business functions instead of managing the complexities of an IT infrastructure solution. Among the services we offer are:

(a) Maintenance services

We offer comprehensive maintenance services wherein we provide the maintenance services, including:

- Disaster recovery facilities – restoration of business-critical data in the case of disasters such as natural disasters and cyber-attacks;
- Data backup – performing regular data backups;
- IT hardware support and maintenance – replacement of IT hardware in the event of hardware failure. If required, we will also loan IT hardware to our customers while repairs are being performed or when waiting for replacements;
- IT infrastructure solution hosting – providing third-party hosting of IT resources such as servers, storage and networking; and
- IT software updates – performing IT software installation and updates as required by our customers.

Our services are on a contract or project basis, whereby we charge a recurring fee. For maintenance services on a contract or project basis, the tenure ranges from 1 year to 5 years. As at the LPD, we have a total of 30 active and/or secured maintenance service contracts or projects.

We have 31 resident engineers who are assigned to customers based in Klang Valley as at the LPD. We also have a network of third-party service providers based throughout Malaysia, whom we leverage on to provide technical support services based outside of Klang Valley. These third-party service providers are third-party IT solution providers that offer maintenance services, and may include Resellers. As at the LPD, one of our third-party service providers is also a Reseller.

While carrying out our maintenance services, there may be instances where the IT hardware may need to be replaced. In some cases where the cost of replacement of IT hardware is not included as part of the contract, any IT hardware replacements will be charged as an outright sale of IT hardware and software.

(b) Technical support services

We provide resident engineers which are based at our customer's premises to provide:

- on-site maintenance services;
- knowledge process outsourcing for project management, whereby we assign resident engineers to perform tasks functions such as the preparation of a project execution plan which details the project schedule, deliverables, job roles, resource allocation, required IT hardware and software, risk management and mitigation plans, and/or other administrative procedures of the project, as well as overseeing and managing third-party solution providers in the implementation and configuration of IT solutions;
- IT helpdesk support to troubleshoot technical issues;
- technology integration and system support; and
- monitor customers' IT infrastructure that is equipped with cybersecurity solutions, and alert customers of cyber threats.

As at the LPD, we have 31 resident engineers who are assigned to 2 customers who are based in Klang Valley. We also have a network of third-party service providers based throughout Malaysia, whom we leverage on to provide technical support services based outside of Klang Valley.

We also have a business service centre which acts as a call centre to provide 24-hour support to our customers, which is available in Bahasa Malaysia and English. Our business service centre is based in Cyberjaya Property and as at the LPD, we have 6 helpdesk support personnel tasked to operate the business service centre.

For any issues which cannot be resolved remotely, we offer on-site technical support to our customers. We will assign our technical staff to physically attend at our customer's location to resolve any issues. We may also engage third-party service providers if the need arises, such as when there is a high volume of technical issues which need to be resolved.

In addition, we provide support for a range of IT hardware and software, including server and storage devices, network devices, firewalls, desktops, laptops, printers, scanners and peripherals. We also offer management and configuration services for IT software, as well as IT infrastructure and networking solutions.

For customers who have signed a contract with us for technical support, there will be an SLA which defines the minimum level of service in terms of severity, initial response time, targeted resolution time and penalties. Based on the SLA, the targeted initial response time ranges from 15 minutes to 30 minutes for remote responses via telephone. If the issue cannot be resolved via telephone, a technical personnel is dispatched to the customer's premises, whereby the targeted onsite response time ranges from 2 hours to the next business day. On the other hand, the targeted resolution time ranges from 4 hours to 5 working days, depending on severity. All issues are logged on our ticketing system to ensure timely diagnosis and resolution.

As at the LPD, MTS has been appointed as a certified support and service partner by Trend Micro Australia Pty Ltd to provide technical support services to Trend Micro Australia Pty Ltd's customers based in Malaysia and Brunei.

Revenue generated from our appointment as a certified support and service provider for Trend Micro Australia Pty Ltd accounted for 0.71%, 0.36%, 0.26% and 0.23% of our Group's revenue in the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. As such, our Group is not materially dependent on the appointment by Trend Micro Australia Pty Ltd as a certified support and service provider.

(iii) Sales of IT hardware and software

Our Group is also engaged in sales of IT hardware and software. This does not only earn income but also complements our other service offerings, in order to provide convenience to our customers in dealing with a single service provider. Among the types of IT hardware we sell include server and storage devices, network devices, firewalls, desktops, laptops, printers, scanners and peripherals. The product warranty for IT hardware is provided by our Principals and is typically for a period of 1 year to 3 years.

We also sell IT software and licences such as IT operating systems, IT application software (i.e. database management, cloud services, security, productivity and networking software), as well as IT back-up software. IT software can be bundled together with IT hardware or sold on its own.

We earn income from the sales of IT hardware and software.

(iv) Leasing of IT hardware and software

We lease IT hardware and software, which is typically done on a contract basis for a tenure of between 3 months and 5 years. Leasing allows customers to obtain IT hardware or software without having to incur upfront capital expenditure, thereby freeing up their resources for other business needs. Leasing also allows customers to access the latest technology and have the flexibility to upgrade as needed instead of having to manage the disposal of obsolete IT hardware and software. In addition, leasing services include services such as data erasure using specialised tools and techniques to ensure compliance with the Personal Data Protection Act 2010.

Among the types of IT hardware we offer for leasing are desktops, laptops, servers and network equipment. These IT hardware may be configured with IT software required by customers such as IT operating systems, IT application software (i.e. productivity, database management, security, cloud services and networking software).

We will charge customers a leasing fee on a periodic basis. We offer our customers 2 models:

- Lease-to-use:

  For lease-to-use model, the customer is given the option at the end of the contract or project to:

  - renew the lease, whereby the customer will continue to use the existing IT hardware and software with continued technical support services from our Group at a revised monthly leasing fee; or

  - purchase, whereby the IT hardware will be sold to the customer at fair market value.

- Lease-to-own

  For lease-to-own model, the customer owns the IT hardware at the end of the contract period.

As at the LPD, we have a total of 6 active and/or secured leasing contracts or projects, of which 3 are on a lease-to-use model and 3 are on a lease-to-own model.

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7.3.1 Our revenue segments

Revenue by business segment

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Design, implementation and configuration of IT solutions	28,150	36.86	23,533	41.40	38,281	51.93	49,192	49.85
- *IT infrastructure and networking solutions*	*22,857*	*29.93*	*16,238*	*28.57*	*30,318*	*41.13*	*32,830*	*33.27*
- *Cybersecurity solutions*	*5,293*	*6.93*	*7,295*	*12.83*	*7,963*	*10.80*	*16,362*	*16.58*
Provision of IT outsourcing services	13,132	17.19	19,692	34.65	23,059	31.28	30,783	31.19
- *Maintenance services*	*9,442*	*12.36*	*15,924*	*28.02*	*18,062*	*24.50*	*25,919*	*26.26*
- *Technical support services*	*3,690*	*4.83*	*3,768*	*6.63*	*4,997*	*6.78*	*4,864*	*4.93*
Sales of IT hardware and software	34,930	45.73	13,457	23.68	11,955	16.22	17,365	17.60
Leasing of IT hardware and software	166	0.22	156	0.27	417	0.57	1,342	1.36
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Revenue by geographical location(1)

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Malaysia	75,835	99.29	56,636	99.64	73,351	99.51	97,916	99.22
Australia	543	0.71	202	0.36	189	0.26	460	0.47
Indonesia	-	-	-	-	143	0.19	48	0.05
Taiwan	-	-	-	-	29	0.04	-	-
Singapore	-	-	-	-	-	-	258	0.26
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Note:

(1) Our Group's revenue by geographical location is based on the domicile of customers.

Revenue by customer type

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
GLCs	32,863	43.03	29,052	51.11	39,435	53.50	49,102	49.76
Enterprises and corporations	9,656	12.64	14,806	26.05	17,926	24.32	21,603	21.89
Resellers(1)(2)	33,859	44.33	12,980	22.84	16,351	22.18	27,977	28.35
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Notes:

(1) Our Group's revenue contribution from the Resellers in the FYE 2022 was derived from design, implementation and configuration of IT solutions, IT outsourcing services as well as sales of IT hardware and software. Whereas our Group's revenue contribution from the Resellers in the FYE 2023, FYE 2024 and FYE 2025 was derived from the same services and/or solutions, including the leasing of IT hardware and software. In these engagements or arrangements, the Resellers who are our customers are entities that engage our Group as their service provider to provide the abovementioned IT solutions, IT outsourcing services as well as IT hardware and software on their behalf, and we support the Resellers in fulfilling their customer requirements. The Resellers contract directly with us in these engagements or arrangements which allow the Resellers to leverage our technical expertise, procurement capabilities and vendor relationships to meet project deliverables for their customers.

(2) On the other hand, some of the Resellers from whom our Group procured IT hardware and software as well as IT outsourcing services are our Group's suppliers during the Financial Years Under Review. These engagements or arrangements arise due to the fact that certain Resellers are authorised Distributors or resellers of the Principals and they carry specific IT brands or product lines from which we source IT hardware and software as well as IT outsourcing services. Such engagements or arrangements are necessary for our Group to procure the required IT hardware and software as well as IT outsourcing services to meet our customers' projects' requirements.

Accordingly, the Resellers referred to as our customers and the Resellers referred to as our suppliers represent distinct roles in our Group's value chain, the former being revenue-generating relationships and the latter being procurement relationships.

7.4 Principal Place of Business

The details of the headquarters and operating facilities of our Group are as follows:

Locations	Description	Main functions	Approximate built-up area (sq ft)
Owned			
Bukit Jalil Property	4-storey shoplot at Bukit Jalil	Headquarters(1)	6,889
Rented			
Cyberjaya Property	1 unit on the ground floor, situated within the SME Technopreneur Centre 2 Cyberjaya	Office(2)	1,861

Notes:

(1) Our Group relocated our headquarters to the Bukit Jalil Property since November 2025.

Prior to relocating to the Bukit Jalil Property, our Group's headquarters was located at the Sungai Besi Property. The tenancy agreement for the Sungai Besi Property was terminated in January 2026. As at the LPD, MTS is in the midst of obtaining the partially refund deposits paid, comprising one (1) month's rental amounting to RM12,000 and a utilities deposit of RM12,000 from the landlord which will be expected to be paid by end of second quarter of 2026.

(2) SMIND renewed its tenancy agreement with its landlord for the Cyberjaya Property for a further term of 2 years, commencing from 20 August 2024 and expiring on 19 August 2026. Upon the completion of the sale and purchase transaction of the Bukit Jalil Property, which serve as our Group's headquarters, our Group also plans to renew the existing tenancy agreement for the Cyberjaya Property, subject to the terms of renewal to be agreed between our Group and the Cyberjaya Property's landlord. This is to ensure sufficient workspace to accommodate all existing and additional employees, as the Bukit Jalil Property, while serving as our Group's new headquarters, does not have the capacity to house the entire workforce. The continued use of the Cyberjaya Property as a supplementary office location will enable our Group to maintain adequate workspace capacity for our Group's ongoing business operations.

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7.5 Competitive Strengths

We believe our success and potential for future growth are attributable to the competitive strengths set out below:

(i) We have the expertise and experience to design, implement and configure IT solutions

Since we began our operations in 2003, we have established a track record of 23 years in providing our customers with a wide range of IT solutions, comprising complementary products and services. Over the years, we have served GLCs, enterprises and corporations, as well as Resellers. As at the LPD, we have 91 personnel in the technical department, comprising resident engineers, helpdesk support personnel as well as IT infrastructure, networking and cybersecurity solutions personnel. Thus, we are able to provide customised solutions which cater to our customers' specific business needs and requirements across a diverse range of industries.

As a testament to our commitment to providing quality IT solutions and services, we received ISO 9001:2015 accreditation for the design, implementation, maintenance and support of any IT related hardware, software and solutions. This is to provide assurance to our customers who are dependent on high performance IT infrastructure solutions for their daily business operations, such as the financial services and insurance industries. It is vital for these customers to have reliable and secure access to their business-critical data and applications as well as high service availability and business continuity, which is crucial in upholding their industry reputation.

Our proven track record and established industry reputation will be vital to our Group's growth and contribute to our future development.

(ii) We can meet the selection and quality requirements of GLCs

We provide IT solutions to customers from various customer types including GLCs. The number of GLCs our Group has served increased from 3 in FYE 2022 to 15 in FYE 2025, with revenue contribution from these customers growing from 43.03% in FYE 2022 to 49.76% in FYE 2025.

GLCs typically subject their vendors to a due-diligence process prior to including them in their approved vendor list. GLCs typically also conduct periodic re-assessments or re-evaluations to ensure that their vendors' quality standards have been maintained. Some of the requirements of the GLCs' due-diligence process include the following:

- Product quality and operating standards;
- Technical capabilities, track record and experience;
- Type of solutions offered and pricing;
- Financial capability; and/or
- Business conduct.

Further, we are able to retain these customers whereby out of a total of 15 GLCs as at the end of FYE 2025, 7 are repeat customers whom have engaged us for more than 1 project during the Financial Years Under Review. Our ability to secure and retain these existing customers as recurring customers is a testament to our service quality and capability in meeting their project requirements.

We are also registered as a supplier with the MOF, which is a requirement prior to supplying goods or services to GLCs. This enables us to tender for and be awarded projects by GLCs.

(iii) We offer a wide and complementary range of IT solutions and services

We currently offer design, implementation and configuration of IT solutions including IT infrastructure and networking solutions, and cybersecurity solutions. To complement our IT solutions, we also provide IT outsourcing services as well as sales and leasing of IT hardware and software.

Our wide and complementary range of IT solutions and services allows us to cross-sell to customers. For instance, a customer who has engaged us to implement a network infrastructure solution may also engage us to provide software-defined infrastructure for them. Subsequently, we may cross-sell relevant cybersecurity solutions to protect their network solution. Besides this, we can provide technical support services as part of our after-sales support, which also helps us maintain a good business relationship with them. In addition, we are able to enjoy recurring income from our customer base.

We believe that our ability to provide a wide and complementary range of IT solutions and services sets us apart from industry players who focus on a specific or small range of IT solutions. This is because of the added convenience as our customer only needs to work with a single service provider to implement or manage their IT solutions.

(iv) We have established a strong network of Principals and their Distributors

Over the years, we have established good business relationships with many reputable Principals and their Distributors. We have received numerous recognitions from some of these Principals, including Gold Partner from Dell Technologies Inc., Elite Partner from Trend Micro Inc., Silver Solution Provider from Hewlett Packard Enterprise Co., Gold Partner from Sangfor Technologies Inc., Gold Partner from Ruijie Networks Co., Ltd., Silver Partner from IBM and Silver Value-Added Reseller from Veeam Software Group GmbH. These recognitions are an acknowledgement of our sales achievement and number of personnel certified by them. These recognitions also grant us privileges such as the ability to obtain better pricing arrangements, negotiate terms with these Principals directly, which then enables us to offer more competitive pricing to our customers.

We have also received awards from Principals, as detailed below:

Awards	**Awarding Party**	**Year Awarded**
Partner of the Year 2025	Trend Micro Inc.	2026
Partner Awards 2025 – Top Year on Year Growth	Veeam Software Group GmbH	2026
Rising Star – Consistent Growth Partner FY2025	Dell Technologies Inc.	2025
Partner Excellence Award 2024-2025	Trend Micro Inc.	2025
Service Partner of the Year 2024	Trend Micro Inc.	2025
Partner of the Year 2024	Trend Micro Inc.	2025
Service Partner of the Year 2023	Trend Micro Inc.	2024
2022 Storage Growth Partner	International Business Machines Corporation	2023

Our business relationships with our major suppliers span up to 20 years, as detailed in Section 7.18 of this Prospectus. As a result, we are able to source and place orders easily with them.

We believe that our strong network of Principals and their Distributors will continue contributing to our business development and growth.

(v) We have a strong portfolio of customers with longstanding business relationships

We place emphasis on providing quality IT solutions and services in order to maintain our industry reputation and ensure customer satisfaction. As we source our IT hardware and software from multiple Principals' Distributors, we are not tied down to any IT brand and are able to customise IT solutions using numerous brands according to our customers' preference, business needs and budget. Besides using reputable brands, we also implement stringent QA/QC measures to ensure that we are able to deliver quality solutions which meet our customers' demands and requirements. For further details of our QA/QC measures, please refer to Section 7.7 of this Prospectus.

We believe that besides providing quality IT solutions, our commitment to customer support has contributed to our ability to build and maintain long-term relationships with our major customers. Thus, we have been able to secure repeat orders from some of our major customers resulting in some of these relationships spanning up to 9 years as at FYE 2025 (as set out in Section 7.17 of this Prospectus).

Our success in securing and retaining our customers is a testament to the quality of the IT solutions we have implemented, as well as our maintenance and technical support services.

(vi) We have a dedicated and experienced Key Senior Management, as well as a strong technical team

Our dedicated and experienced Key Senior Management have an average of 25 years' working experience in their respective fields, and their capabilities and expertise have been integral to the growth and future development of our Group.

As at the LPD, we have recruited and trained 91 personnel in the technical department. Apart from receiving on-the-job training, we also send our personnel for relevant training courses to develop their professional skills. As at the LPD, our employees have attained certifications from Principals such as Amazon Web Services Inc., Cisco Systems Inc., Dell Technologies Inc., Hewlett Packard Enterprise Co., Huawei Investment & Holding Co. Ltd., Microsoft Corporation, Sangfor Technologies Inc., Sophos Limited, TP-Link Global Inc., Trend Micro Inc., Veeam Software Group GmbH, VMware LLC and xFusion Digital Technologies Co., Ltd.

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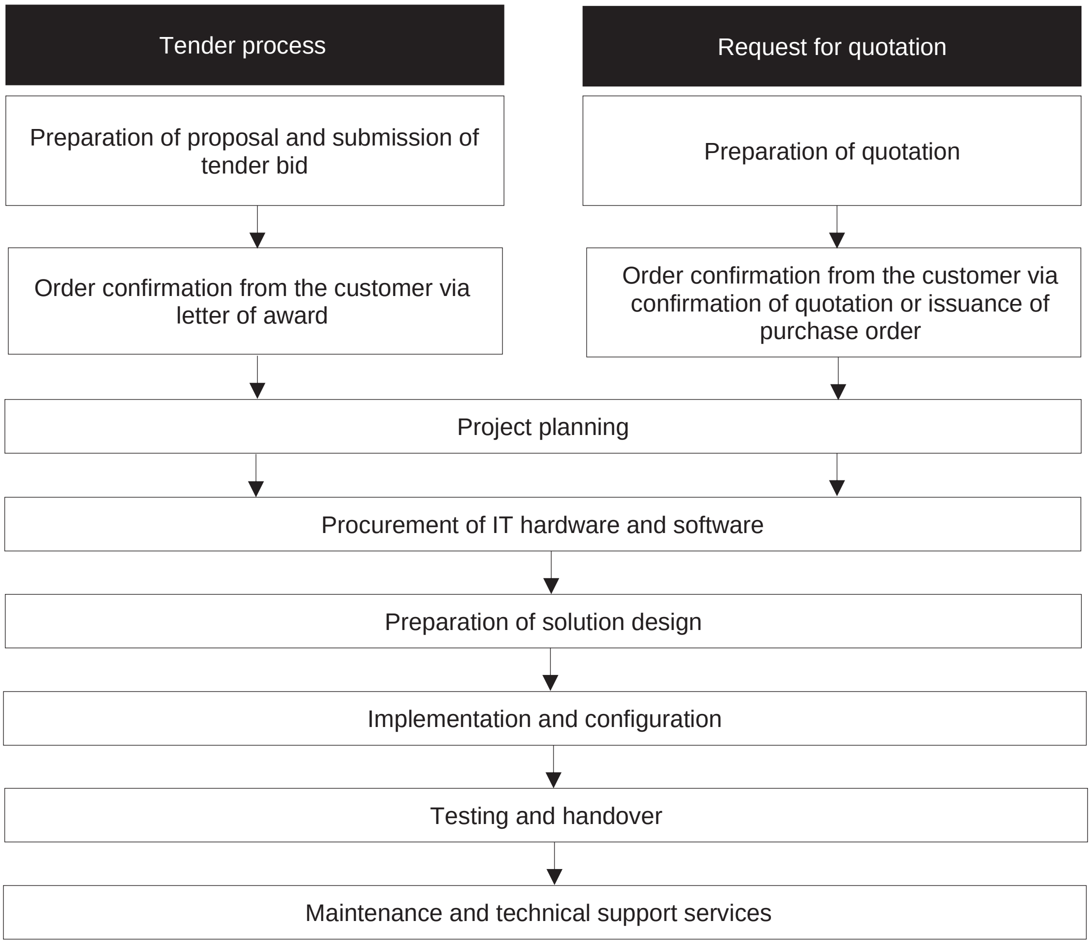
7.6 Operational Process Flow

Our operational processes are as described below:

7.6.1 Design, implementation and configuration of IT solutions



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(i) Tender process

(a) Preparation of proposal and submission of tender bid

Some of our customers, typically GLCs, require us to participate in a tendering process before securing a project. For GLCs, we are registered as a supplier with the MOF, as part of their prerequisite for submitting tender applications. In addition, we are required to qualify as a panel supplier for certain customers by complying to the criterion set out by them.

The potential customer will generally provide relevant information to us, such as the type of solution and IT hardware specifications required, their existing IT and network infrastructure and/or timeline, in order for us to prepare our tender bid. If required, we may offer to perform IT security consulting for cybersecurity solutions such as IT security assessment, IT security blueprint and SOC services to enhance our tender bid. For some of these IT security consulting such as SOC services, we may engage third-parties to carry out the services.

Our tender bid will highlight our relevant experience, strengths, capabilities and proposed costing to complete the project. Some of the customers may also require us to prepare a letter of authority from Principal(s) to authorise us to sell and provide support for their IT hardware and software.

(b) Order confirmation from the customer via letter of award

If we are successful in winning the tender bid, the customer will formally appoint us by issuing a letter of award which outlines details of the project such as the scope of work, contract sum and contract period. We will sign and return the letter of award as a formal acceptance.

Subsequently, our sales personnel will inform our procurement personnel, who will then record the sales order in our accounting system. The information is then shared with the technical department to commence the project.

We may be required by the customer to provide a performance bond by way of bank guarantee or other forms as part of our contractual obligations for performance assurance. In some cases, a retention sum, which typically ranges from 5 to 10% of the project fee, will be retained by the customer. Depending on the terms of the contract, this retention sum is typically released upon final acceptance and satisfactory completion of the project or after the end of the warranty or support period.

(ii) Request for quotation

(a) Preparation of quotation

We may also obtain new business through requests for quotation, such as in cases where we receive referrals from Principals and their Distributors or existing customers, cross-sell to existing customers or receive enquiries from potential customers through events and seminars, social media platforms and our corporate website. The potential customer will typically provide relevant information to us, such as the type of solution and IT hardware specifications required, their existing IT and network infrastructure and/or timeline, in order for us to prepare our quotation.

In some cases, our pre-sales or technical personnel may be required to perform an evaluation on the customer's existing IT environment to understand their business needs and determine the IT hardware specifications required.

Based on the information provided, our sales personnel will then prepare a proposal, which will highlight our costing, payment milestones and terms for the project.

(b) Order confirmation from the customer via confirmation of quotation or issuance of purchase order

If the customer accepts our quotation, they will typically either confirm the quotation or issue a purchase order. Following this, our sales personnel will inform our procurement personnel, who will then record the sales order in our accounting system. The information is then shared with the technical department to commence the project.

(iii) Project planning

During the project planning stage, we will form a project team which typically consists of a project manager and personnel from the technical department.

The project team will prepare a project execution plan which details the scope of work, schedule, deliverables, job roles, resource allocation, required IT hardware and software, risk management and mitigation plans, and other administrative procedures of the project. The project team is in constant contact with the customer to clarify any unclear aspects, in order to ensure the customer's requirements are met.

(iv) Procurement of IT hardware and software

The IT hardware and software required for the solution will be procured by the procurement personnel. We source our IT hardware and software from our network of Principals and their Distributors. We only select reputable brands as part of our commitment to provide reliable and quality IT solutions, as these Principals generally ensure their products are of high quality to maintain their market reputation and provide warranties for any defects relating to their IT hardware and software. Generally, Principals provide a warranty period of 1 year to 3 years for their IT hardware.

Once the IT hardware arrives at our headquarters or customers' premises, we conduct physical inspections on the IT hardware to ensure that there are no physical damages and they match the specifications and quantity ordered. Meanwhile, IT software licensing is delivered virtually with the relevant activation keys or pre-configured in the IT hardware.

We may also perform a burn-in test by running the IT hardware for an extended period to assess its load capacity and detect any potential defects, in order to ensure its durability and stability.

Depending on the project specifications, we may need to engage third-party subcontractors to provide ancillary works such as cabling works or electrical works.

(v) Preparation of solution design

The project team will then assess the customer's IT environment, requirements and business needs to consult and recommend suitable IT infrastructure and cybersecurity solution designs for the customer.

For IT infrastructure and networking solutions, this involves preparing an IT or network infrastructure diagram, which may vary depending on the customer's existing IT infrastructure layout, physical layout of the premises, location of branches, customers' day-to-day operations and/or bandwidth requirements. The IT or network infrastructure diagram will typically include the placement of objects, such as servers, storage devices (including tape storage and backup discs) and network equipment (including switches and routers) within the organisation. We will also determine the migration or upgrading approach from the existing IT and network infrastructure to the new or upgraded IT and network infrastructure.

For cybersecurity solutions, this involves detailing the location for the solutions to be installed within the network infrastructure to optimally intercept traffic, malicious content, unauthorised access and/or other cyber threats based on our assessment of the points of entry of traffic and traffic flow. We will then lay out the steps required to be undertaken for each event to configure the cybersecurity solutions.

For complex projects, we may perform pilot migration testing, which is trial run of the solution for a specified number of branches and will typically last 1 week. This is to ensure that any issues can be identified and resolved before full deployment.

(vi) Implementation and configuration

The project team will execute the implementation and configuration of the IT hardware and software according to the solution design. This may include integration with the customer's existing systems. We may also work with Principals to configure specific products.

The duration of the implementation and configuration process typically ranges from 1 day to 180 days, depending on the complexity of the solution design.

If required, we may also work with third-parties to conduct penetration tests on the cybersecurity solutions.

During the Financial Years Under Review, all projects are implemented and configured by our technical personnel based in Malaysia. Projects for customers based in Singapore, Australia and Taiwan were for their office(s) and end customers based in Malaysia and were thus undertaken by our in-house technical personnel. Meanwhile, projects for customers based in Singapore and Indonesia were remotely implemented and configured by our technical personnel based in Malaysia.

(vii) Testing and handover

After implementation and configuration, our project team will perform a UAT which is witnessed by the customer. The UAT involves testing out different functions, procedures, performance and scenarios to ensure that the IT solution will function as intended in real-world scenarios. During the UAT, we will ensure that the performance and functions of the IT solution meets the contractual requirements. This includes rectifying any issues or bugs that occur to the customer's satisfaction.

Upon satisfactory completion of the UAT, the customer will sign off on the UAT report and project handover document, signifying the completion of the project. The IT solution will then be officially handed over to the customer and ready to go live.

Where required, we may provide training to the customers' personnel to ensure that they are able to use the IT solution. Some of these training sessions may be conducted by a third-party certified training centre for the said IT solution.

Our customers are charged and our revenue is recognised based on delivery milestones stated in the contract or quotation or purchase order. We may require advance payment from the customer to cover project planning and initial deployment costs for high-value or customised projects of existing customers, which involves design of IT solutions, or for new customers. The upfront payment can amount to 50% of the project fee and will be invoiced to the customer upon order confirmation. The final delivery milestone is typically upon signing of the UAT report by the customer.

(viii) Maintenance and technical support services

We provide maintenance services for a minimum of 1 year from the time our IT solutions are implemented, where our resident engineers provide maintenance services as elaborated in Section 7.3(ii) of this Prospectus in accordance with project specifications. Hardware under warranty will be replaced by the relevant Principal.

In addition, we may be engaged on a contract or project basis to provide maintenance and technical support services under our provision of IT outsourcing services segment, as detailed in Section 7.6.2 of this Prospectus.

We utilise a ticketing system to log incidents such as problems or requests raised by customer. The ticketing system also functions to track, prioritise, assign and monitor progress until the request is resolved.

7.6.2 Provision of IT outsourcing services

We carry out the following processes for customers that have engaged us to provide IT outsourcing services, namely maintenance and technical support services.

We offer maintenance and technical support services throughout the tenure of the contract. This is performed via a ticketing system, whereby the customer contacts our 24-hour hotline to describe the issue they are having. We use our own ticketing system to carry out maintenance and technical support services, save for IT helpdesk support where we use our customers' ticketing system. The typical process of handling each incident is as described below:

Submission and logging of a ticket

↓

Assignment of the ticket

↓

Diagnosis and resolution of the incident

↓

Collection of payment

(a) Submission and logging of a ticket

Once we receive a customer's incident report, our helpdesk support personnel or resident engineers will log the incident in the ticketing system and include details such as urgency and screenshots of the incident. Once submitted, a unique ticket number will be automatically generated, which the customer can use for follow-up. Our helpdesk support personnel or resident engineers will then utilise the system to assign a priority level to the incident based on its urgency and severity.

(b) Assignment of the ticket

Our helpdesk support personnel or resident engineers will manually assign the ticket to the appropriate team, depending on its category.

(c) Diagnosis and resolution of the incident

Our helpdesk support personnel or resident engineers will investigate the issue and attempt to resolve it remotely. If the issue cannot be resolved remotely, a technical personnel will be dispatched to the customer's premises to investigate and resolve the issue. Once the issue has been resolved, the ticket is marked closed.

Throughout the process, our helpdesk support personnel or resident engineers will keep track of and monitor the progress of each incident until it is resolved, while providing timely updates to the customer. We will also prepare an incidence report periodically to the customer. Our initial response time is determined according to the priority levels as set out in the SLA of the contract.

(d) Collection of payment

We generally bill our customer on a monthly or quarterly basis. For new customers, we may request an initial upfront payment to cover onboarding costs. Meanwhile, our revenue is recognised over time throughout the contract tenure.

During the Financial Years Under Review, IT outsourcing services are either carried out by our in-house technical personnel and/or third-party service providers based in Malaysia. As IT outsourcing services for customers based in Australia and Taiwan were for their end customers based in Malaysia, these services were also carried out by our in-house technical personnel and/or third-party service providers based in Malaysia.

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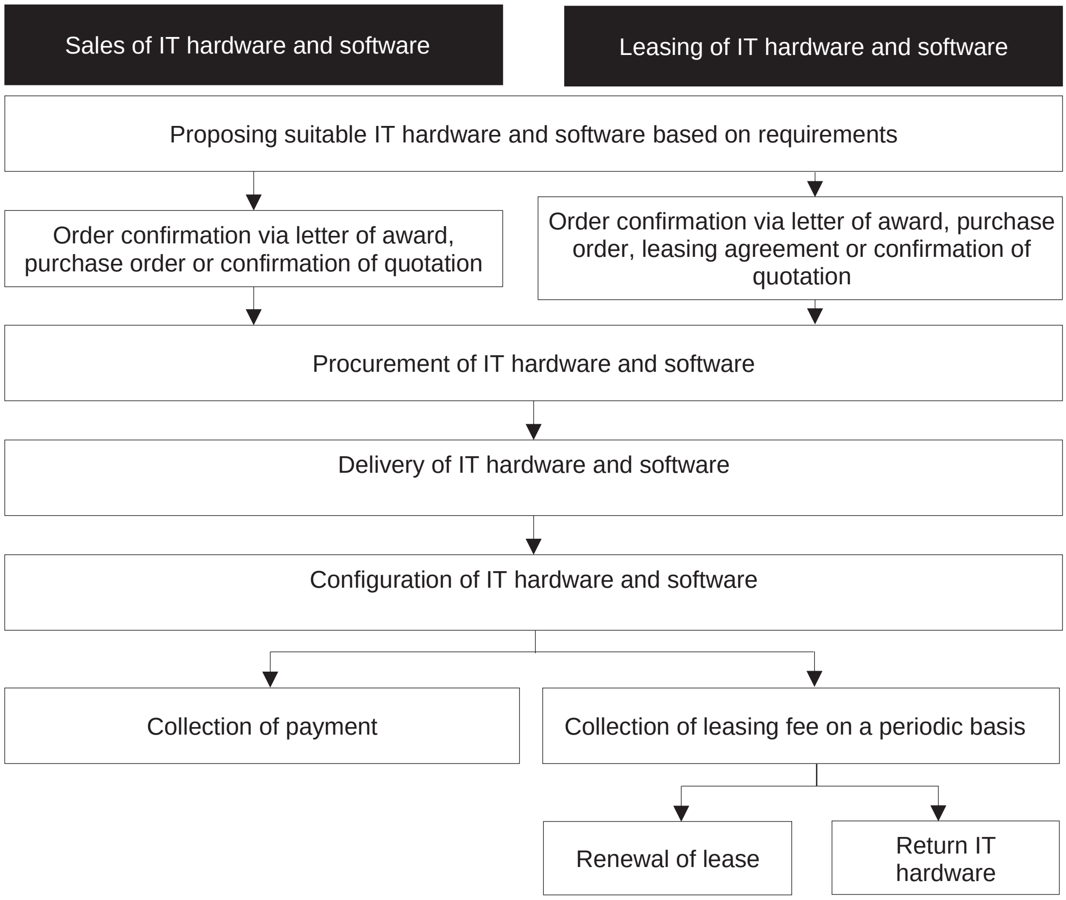
7.6.3 Sales and leasing of IT hardware and software



(i) Sales of IT hardware and software

(a) Proposing suitable IT hardware and software based on requirements

Once we receive a purchase request from a prospective customer, we will propose suitable IT hardware and software based on their requirements.

(b) Order confirmation via letter of award, leasing agreement, purchase order or confirmation of quotation

Once the order is confirmed, the customer will issue a letter of award, leasing agreement or purchase order or confirm our quotation.

(c) Procurement of IT hardware and software

Prior to procurement, we require full or partial upfront payment, especially for high-value or customised orders, or new customers. For clarification purposes, high-value or customised orders are typically tailored to meet the specific requirements of customers which may not be readily resold to other customers. Hence, we generally require upfront payment from customers, either in full or in part, for high-value or customised orders to mitigate the risk of customers not fulfilling their purchase commitments. After receiving payment, we will then begin procuring the IT hardware and software from our suppliers.

(d) Delivery of IT hardware and software

We may either deliver the IT hardware directly to the customers' premises or to our own premises first before delivering to customers' premises. Upon receiving the IT hardware, we will conduct a burn-in test if required by the customer.

(e) Configuration of IT hardware and software

We will then configure the IT hardware with the software, which typically takes 1 day to 3 months.

(f) Collection of payment

We will collect the remaining payment within the agreed credit terms once the customer has accepted delivery of the IT hardware and software. The Principals typically provide a warranty for the IT hardware for a period of 1 year to 3 years from the date of delivery.

Meanwhile, revenue for the sales of IT hardware and software is recognised upon delivery of the IT hardware and software to the customer. This is typically when we have issued the delivery order and the customer has acknowledged and accepted the delivery.

(ii) Leasing of IT hardware and software

(a) Proposing suitable IT hardware and software based on requirements

Once we receive a leasing request from a prospective customer, we will prepare a proposal detailing suitable IT hardware and software based on their requirements, as well as details such as leasing fee, tenure and terms of payment.

(b) Order confirmation via letter of award, purchase order, leasing agreement or confirmation of quotation

Once the order is confirmed, the customer will issue a letter of award or purchase order or leasing agreement or confirm our quotation.

(c) Procurement of IT hardware and software

We will then begin procuring the IT hardware and software from our suppliers. We may also procure refurbished IT hardware to lease to our customers who are on a smaller budget.

(d) Delivery of IT hardware and software

The IT hardware may be delivered directly to the customers' premises or to our own premises first before being delivered to customers' premises.

(e) Configuration of IT hardware and software

We will subsequently configure the IT hardware with the software, which typically takes 1 day to 3 months.

(f) Collection of leasing fee

Our leasing fee is invoiced to customers periodically throughout the lease tenure. Advance payment is typically required for the first billing cycle. Meanwhile, revenue is recognised on a straight-line basis over the lease tenure. At the end of the lease tenure, the customer is given the option of renewing the lease or returning the IT hardware if they choose to not renew the lease.

If the customer chooses to return the IT hardware, we will make arrangements to collect and send them back to our premises. Upon receipt, we will assess the condition of the IT hardware to identify damages or missing components. If repairs or replacements are required, we will charge our customer accordingly. We will then perform data erasure using specialised tools and techniques to ensure compliance with the Personal Data Protection Act 2010, before disposing the IT hardware.

7.7 QA/QC

We acknowledge the importance of providing quality IT solutions and services to our customers. As such, we have established the following QA/QC procedures which are implemented at specific stages of our operational processes:

(i) Design, implementation and configuration of IT solutions

Process flow stage	QC procedure
Procurement of IT hardware and software	• Our technical personnel will conduct physical inspections on the newly procured IT hardware to ensure there is no physical damage and match the specifications and quantity ordered. • We may perform a burn-in test by running the IT hardware for an extended period to assess its load capacity and detect any potential defects, in order to ensure its durability and stability.
Implementation and configuration	• For complex projects involving multiple branches, we will implement and configure the IT solution in 1 or a specified number of branches, and test the IT solution for 1 week before rolling out to other branches. • We have checklists detailing the steps to be performed during the implementation process to ensure that the technical personnel have implemented all steps.
Testing and handover	• Our project team will perform a UAT to test out different functions, procedures, performance and scenarios to ensure that the IT solution will function as intended in real-world scenarios and according to our contractual requirements. • Upon satisfactory completion of the UAT, the customer will sign off on the UAT report and project handover document. The IT solution will then be officially handed over to the customer.

We also offer after-sales services where we provide technical support to customers who have purchased our solutions.

(ii) Provision of IT outsourcing services

After the provision of IT outsourcing services, our customer will sign off on a customer service report. We conduct customer satisfaction surveys annually by providing feedback forms to customers to rate our services and provide suggestions for improvement.

Major customers will have a dedicated service personnel to oversee and keep track of maintenance contracts or warranty periods, and ensure that there are sufficient spare parts for the said contract.

The initial response time for our team to begin troubleshooting is as per the SLA of the contract, which is usually within 2 hours up to the next business day after the customer's call, depending on urgency and severity.

(iii) Sales and leasing of IT hardware and software

We ensure that the IT hardware and software we provide are sourced from reputable brands through our network of Principals and their Distributors. These Principals generally provide warranties for their products and maintain stringent quality standards to maintain their market reputation.

In addition, upon receipt of IT hardware from our suppliers, we perform a visual inspection to ensure that there is no physical damage and that the specifications and quantity match the order placed.

7.8 Technology Used and to be Used

We use the following technological tools to facilitate our operations:

Technology	Description
Ticketing system	We use a ticketing system to perform ticketing for our maintenance and technical support services. In addition, the ticketing system is also used for inventory management of spare parts. It also allows for extraction and customisation of service reports.
Remote desktop	We utilise Microsoft Teams and TeamViewer to remotely access our customers' systems, in order to perform troubleshooting and/or to resolve our customers' issues.

We intend to develop and implement a new ticketing system which will allow for digitalisation and seamless integration of data across all departments. This system will integrate human resources, finance, sales, procurement and inventory control functions. Details of our future ticketing system are described in Section 7.13(ii) of this Prospectus.

7.9 Research and Development Activities

During the Financial Years Under Review and up to the LPD, we have not undertaken any research and development activities as they are not relevant to our business.

7.10 Types, Sources and Availability of Supplies

The key supplies for our business include IT hardware, IT software, as well as third-party services.

Our Group generally procures IT hardware and software from the Principal's Distributor(s) and these supplies are generally readily available.

We also engage third-party service providers to perform installation and maintenance works for the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as the sales of IT hardware and software segments.

The breakdown of our key supplies is as follows:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
Purchases	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
IT hardware(1)	42,692	65.05	12,291	29.03	21,381	38.13	21,352	27.89
IT software(2)	5,971	9.10	10,331	24.40	8,551	15.25	20,744	27.09
Third-party services(3)	16,406	25.00	19,465	45.98	25,914	46.21	34,234	44.71
Others(4)	559	0.85	250	0.59	233	0.41	237	0.31
Total purchases	**65,628**	**100.00**	**42,337**	**100.00**	**56,079**	**100.00**	**76,567**	**100.00**

Notes:

(1) Includes the purchases of IT hardware such as server and storage devices, network devices, firewalls, desktops, laptops, printers, scanners and peripherals.

(2) Includes the purchases of IT software and licenses such as IT operating systems, IT application software (i.e. database management, cloud services, security, productivity and networking software), as well as IT back-up software.

(3) Includes costs of engaging third-party service providers to perform installation and maintenance works for the design, implementation and configuration of IT solutions and provision of IT outsourcing services and the sales of IT hardware and software segments, as well as the purchase of extended warranty.

(4) Includes insurance premiums, transportation charges, courier and freight charges, repair expenses, commissions and custom duties.

7.11 Operational Capacities and Output

Due to the nature of our business, our operational capacities and utilisation rates are not quantifiable.

7.12 Sales, Marketing and Business Development Activities

We secure our sales using the following approaches:

(i) Tenders

Some of our customers, namely GLCs as well as larger enterprises and corporations, generally require us to participate in a tendering process before awarding a project. Thus, we are registered as a supplier with the MOF as part of the requirements to submit tender applications for projects by GLCs. In some cases, we may also be subject to due-diligence checks to qualify as a panel supplier.

For each tender, we will review the project specifications and timeline to determine if we have sufficient resources and relevant experience to complete the project. If we decide to participate in the tender, we will prepare and submit our tender application outlining our capabilities to fulfil the project's requirements and pricing.

(ii) Referrals from Principals and their Distributors, and existing customers

With a track record of 23 years as an IT solution provider in Malaysia, we have established a wide network of Principals and their Distributors. These Principals and their Distributors may occasionally refer new customers to us, who are typically end-users seeking to procure IT solutions such as IT infrastructure and networking solutions, and cybersecurity solutions. As Principals and their Distributors typically do not implement and configure IT solutions, they will pass these leads to us.

In addition, we have also secured new orders through referrals from our existing customers. We will continue to place emphasis on providing quality customer service, as we believe this is vital in cultivating and strengthening our business relationship with our customers and potentially securing future referrals.

For the Financial Years Under Review, we secured 60 new customers through referrals from Principals and their Distributors, as well as 42 new customers through referrals from existing customers. We did not pay any referral fees to the Principals and their Distributors, and existing customers, for referring new customers to us.

(iii) Cross-selling to existing customers

As we offer a wide and complementary range of IT solutions as detailed in Section 7.3 of this Prospectus, we are able to leverage our existing customer base for cross-selling activities. Through this approach, we recommend additional products or services to complement our customers' existing IT solutions. This offers benefit to our customers as they would only need to liaise with a single service provider, reducing costs and inconvenience of engaging multiple service providers.

As a result of our cross-selling activities and introducing comprehensive IT solutions to our customers, we have also secured new orders from our existing customers.

(iv) Events and seminars

We participate in and co-organise events and seminars to meet potential customers as well as keep abreast with the latest products and trends. The events and seminars we have participated and/or co-organised in during the Financial Years Under Review and up to the LPD include the following:

Year	Event	Organiser	Location
2026	Sales Kickoff Asia Pacific 2026	Check Point Software Technologies Ltd.	Bangkok, Thailand
2025	Dell Technologies South Asia Partner Summit 2025	Dell Technologies Inc.	Da Nang, Vietnam
2025	Dell Technologies World 2025	Dell Technologies Inc.	Las Vegas, the United States
2025	HPE Tech Jam 2025	Hewlett Packard Enterprise Co.	Bangkok, Thailand
2025	2025 xFusion Future Champions Training Camp	xFusion International Pte Ltd	Zheng Zhou, China
2025	Huawei Malaysia Partner Summit 2025	Huawei Investment & Holding Co. Ltd	Kuala Lumpur, Malaysia
2024	Dell Technologies World 2024	Dell Technologies Inc.	Las Vegas, the United States
2024	Dell Technologies South Asia Partner Summit 2024	Dell Technologies Inc.	Bangkok, Thailand
2024	Huawei Connect 2024	Huawei Investment & Holding Co. Ltd	Shanghai, China
2024	Huawei Enterprise Partner Summit 2024	Huawei Investment & Holding Co. Ltd	Kuala Lumpur, Malaysia
2023	Sangfor Partner Summit 2023	Sangfor Technologies Inc.	Bali, Indonesia
2023	Dell Technologies South Asia Partner Summit 2023	Dell Technologies Inc.	Hanoi, Vietnam
2023	Deploying Data Storage, Compute and Cyber Security Solutions with Micro Technology Solution	MTS and IBM Malaysia Sdn Bhd	Selangor, Malaysia

(v) Social media marketing

We utilise social media to build our corporate profile and promote our IT solutions and services. We maintain profiles on LinkedIn, Facebook and Instagram, where we post content about our IT solutions, industry trends as well as upcoming events. We leverage on these social media platforms to attract and interact with our customers.

(vi) Corporate website

We also have corporate websites at https://mmcs.com.my/, https://www.mtsm.com.my/ and https://smind.com.my/. Our websites contain information about our IT solutions and services, as well as our qualifications and experience.

7.13 Business Strategies and Future Plans

(i) We intend to grow our existing business segments

Our Group is presently an IT solutions provider that is principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software.

As at the LPD, we have 105 ongoing projects and/or contracts with a total unrecognised revenue of RM80.83 million. We have also submitted 7 tenders spanning across design, implementation and configuration of IT solutions, as well as the sales of IT hardware and software with a total estimated tender sum of RM127.13 million, which are currently pending evaluation from the potential contract awarders as at the LPD.

Out of the total unrecognised revenue for our ongoing projects and/or contracts, RM40.40 million is attributable to 48 ongoing projects and/or contracts in relation to the design, implementation and configuration of IT solutions. Our Group continues to actively pursue new opportunities in this segment. As at the LPD, our Group had submitted 6 tenders related to similar services, with an estimated aggregate tender sum of RM96.08 million.

Moving forward, we intend to grow these existing business segments. In particular, we intend to actively pursue projects and/or contracts involving larger project and/or contract value as well as extend our solution offering in line with the latest technological trends.

In particular, as at the LPD, we, through MTS, have obtained the Cyber Security Service Provider Licence from the NACSA in March 2026, which will allow us to extend our solution offering to include managed security operation centre monitoring services. With this certification, we are able to provide managed security operation centre monitoring services which will encompass continuous monitoring of systems and networks to identify and detect common cyber threats, reviewing of security alerts to determine if they are legitimate threats, as well as performing measures to respond to cybersecurity incidents such as blocking suspicious Internet Protocol addresses, disabling compromised user accounts or isolating affected endpoints.

This strategic focus is expected to contribute positively to our Group's financial performance, reinforce our Group's brand reputation and enhance our Group's credibility in Malaysia's IT solutions industry.

Thus, we intend to expand our existing business segments through the following manner:

(a) Recruitment of new personnel

We intend to recruit up to 17 additional personnel across our sales and marketing and technical departments to strengthen our Group's delivery capacity, client management, and technical capabilities. In particular, we intend to hire up to 14 new technical personnel and up to 3 new sales and marketing personnel on a permanent basis within 24 months from receipt of proceeds raised from the Public Issue. The additional personnel will not only facilitate our extension of solution offering to include managed security operation centre monitoring services, but also our intention to actively pursue projects and/or contracts involving larger project and/or contract value as well as further extend our solution offering in line with the latest technological trends.

The cost of the recruitment of additional personnel, comprising primarily salaries, employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund over a period of 2 years, is estimated to amount to RM2.87 million. This cost will be funded via our proceeds raised from the Public Issue.

The recruitment of these personnel to be identified will enable our Group to increase our bid capacity for high-value tenders by demonstrating adequate technical and managerial resources, a common requirement in the procurement processes of GLCs as well as large enterprises and corporations. It will also ensure our Group's operational readiness to execute multiple projects involving larger project and/or contract value simultaneously and extend our solution offering in line with latest technological trends, while strengthening both pre-sales and after-sales engagement to secure repeat business and enhance customer satisfaction. In addition, the expansion of our Group's team will help reduce delivery risks by allowing for a more balanced distribution of workloads among specialised roles, thereby supporting timely and high-quality project delivery.

(b) Training of existing and new personnel

In addition to workforce expansion, we will invest in skill enhancement initiatives to ensure that our technical personnel remain competitive and proficient in delivering IT solutions, and are kept abreast with latest technological trends. This includes enrolling personnel in Principal's authorised certifications/trainings and globally recognised certifications as well as internationally recognised qualifications aimed at strengthening our Group's project management capabilities.

As illustrated in Section 4.7(ii) of this Prospectus, we intend to allocate RM230,000 from proceeds raised from the Public Issue for the training and certification programmes, covering the 3 capability areas of IT infrastructure and networking solutions, cybersecurity solutions (which includes managed security operation centre monitoring services) as well as project management competencies. These allocations reflect our Group's commitment to strategically invest in the skills and credentials required to support our business growth objectives, strengthen our technical and project management capabilities, and maintain a competitive edge in delivering projects and/or contracts involving larger project and/or contract value as well as extend our solution offering in line with latest technological trends.

By combining advanced technical, cybersecurity, and project management certifications, we aim to equip our workforce with the capabilities necessary to design, implement, and manage complex, mission-critical IT solution projects in alignment with industry-recognised frameworks. This integrated skills development approach will strengthen our Group's governance and delivery frameworks, enhance operational efficiency as well as improve solution quality, thereby enabling our Group to meet the demand of both public and private sector customers. These initiatives will also position our Group competitively to secure and deliver projects and/or contracts involving larger project and/or contract value as well as extend our solution offering, in line with our strategic focus on growth within the IT solutions industry and latest technological trends.

As our Group targets projects and/or contracts involving larger project and/or contract value and intends to extend our solution offering in line with latest technological trends, particularly for the design, implementation and configuration of IT solutions segment, the scale and scope of our engagements require significantly higher amount of upfront investment. This includes the fulfilment of tender requirements, procurement of IT hardware and software as well as mobilisation of technical expertise. To support our Group's growth and ensure timely delivery of future projects, we have earmarked RM16.93 million from the proceeds from our Public Issue for the procurement of IT hardware and software, which includes servers and storage, IT back-up software, IT software and licenses (e.g. IT operating systems, IT application software), as well as networking equipment such as firewalls, switches and routers. This allocation is intended to enhance our Group's capacity to participate in tenders and execute awarded contracts efficiently.

We also believe that the Listing will enhance our industry reputation and corporate profile. This will bode well for us in terms of obtaining better credit facilities from banks, which would allow us to participate in tenders for projects and/or contracts involving larger project and/or contract value.

(ii) We intend to develop our own integrated ticketing system

We currently utilise a ticketing system to perform ticketing for our maintenance and technical support services, inventory management for spare parts, and extraction and customisation of service reports. This software requires manual handling of tasks and involves a large amount of paperwork for our employees.

To improve operational efficiency and facilitate faster processing, we intend to develop a new paperless system which will allow for digitalisation and seamless integration of data across all departments. Information will be shared across the organisation, promoting faster and more efficient communication.

Further, this system will allow for better management of our customers' IT software subscription renewals, which are currently performed manually. The system will automatically notify our personnel when a subscription is almost due for renewal, allowing them to send a reminder to the customer in a timely manner.

The current system involves manual tasks for ticketing, including assigning tickets to the respective technical personnel and closing the ticket after the issue is resolved. The new system will be designed to allow for assignment of tickets to relevant personnel at appropriate level of seniority and update the status of the incident via a mobile application which can be done remotely through the technical personnel's mobile device.

This system will also integrate human resources, finance, sales and procurement functions, allowing us to integrate and unify data and workflows across different departments. We will engage a suitable third-party software developer to develop this system based on our requirements. We intend to allocate RM620,000 to develop this integrated ticketing system, which will be funded via internally generated funds. The development cost encompasses software development costs as well as purchase of IT hardware and software.

We intend to progressively implement the new integrated ticketing system beginning second quarter of 2026, over a span of 18 months. The new integrated ticketing system is expected to be fully implemented by end of 2027.

7.14 Prospects of Our Group

According to the IMR report, the total IT infrastructure and networking solutions industry in Malaysia is forecast to grow by a further CAGR of 18.5% between 2026 and 2028. In particular, the cloud services industry in Malaysia is forecast to grow by 20.0% between 2026 and 2028. Meanwhile, the cybersecurity solutions industry and the IT outsourcing services industry in Malaysia are forecast to grow by a further CAGR of 15.9% and 5.7%, respectively, between 2026 and 2028. The IT hardware and software industry size is forecast to grow by a CAGR of 4.8% between 2026 and 2028.

This is expected to be largely driven by:

(i) The rapid pace of technological evolution;

(ii) Government initiatives to encourage digitalisation;

(iii) Rising sophistication of cybersecurity threats and Government initiatives which will create demand for cybersecurity solutions; and

(iv) Growing number of companies and businesses which indicates an increase in demand for IT solutions.

(Source: IMR report)

Thus, our Board is of the view that we will continue to enjoy favourable prospects in the long term, providing IT solutions in Malaysia on the back of our historical track record, competitive strengths (as detailed in Section 7.5 of this Prospectus) and the growing IT solution industry in Malaysia.

Against this backdrop, we seek a listing on the ACE Market to facilitate our future growth and strengthen our position as an IT solutions provider in Malaysia.

(Source: Our Management)

7.15 Seasonality

We do not experience any fluctuations due to seasonality or cyclicality in our business.

7.16 Interruptions to Business and Impact of COVID-19 on Our Business Operations

Our Group has not experienced any interruption in our business and operations which had a significant effect on our business and operations during the past 12 months preceding the LPD.

During the MCO and lockdowns implemented throughout 2020 and 2021, all Government and private premises were required to temporarily cease operations except for those involved in essential services. While our offices were not allowed to operate during this period, our business operations were not materially affected as our employees continued to work from home remotely. Deliveries of IT solutions were handled by third-party logistics providers, and in circumstances where on-site services were necessary, we obtained the necessary approvals to travel to customers' premises.

Although certain customers of our Group were categorised under essential service sectors and continued operating throughout this period, our Group as a whole was required to adhere to the standard operating procedures issued by the authorities, such as obtaining MITI approval for travelling and work in our premises, wearing face masks, performing swab tests, scanning the MySejahtera mobile application and observing physical distancing. We did not experience any material delays in the course of providing our services during this period.

Malaysia has entered into the "Transition to Endemic" phase since 1 April 2022, and "Endemic" phase since 1 May 2022. Since then, all restrictions limiting business operating hours and number of employees in a workplace have been uplifted. Our Group does not expect that it will face any material operational disruptions moving forward as a result of the COVID-19 pandemic.

7.17 Major Customers

Our Group's top 5 customers for the Financial Years Under Review are as follows:

FYE 2022

Customer	Customer segment	Main types of products sold / services provided	Revenue contribution		Length of business relationship(1)
			RM'000	%	
Customer A	GLC	Design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales of IT hardware and software	16,909	22.14	1 year
3F Resources Sdn Bhd	Reseller	Sales of IT hardware and software, as well as provision of IT outsourcing services	16,850	22.06	<1 year
Koperasi Angkatan Tentera Malaysia Berhad	GLC	Design, implementation and configuration of IT solutions, as well as sales of IT hardware and software	15,748	20.62	6 years
Empire Scope Sdn Bhd	Reseller	Sales of IT hardware and software	14,077	18.43	<1 year
Customer B	Enterprise/ corporation	Provision of IT outsourcing services, sales of IT hardware and software, as well as design, implementation and configuration of IT solutions	2,593	3.39	6 years
		Sub-total	**66,177**	**86.64**	
		Total revenue	**76,378**	**100.00**	

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FYE 2023

Customer	Customer segment	Main types of products sold / services provided	Revenue contribution RM'000	%	Length of business relationship[1]
Customer A	GLC	Design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales of IT hardware and software	18,493	32.54	2 years
Koperasi Angkatan Tentera Malaysia Berhad	GLC	Design, implementation and configuration of IT solutions, as well as sales of IT hardware and software	9,107	16.02	7 years
Uniserv[2]	Enterprise/ corporation	Provision of IT outsourcing services, sales of IT hardware and software, as well as design, implementation and configuration of IT solutions	5,396	9.49	5 years
Empire Scope Sdn Bhd	Reseller	Sales of IT hardware and software	3,268	5.75	1 year
Customer B	Enterprise/ corporation	Provision of IT outsourcing services, sales of IT hardware and software, as well as design, implementation and configuration of IT solutions	2,888	5.08	7 years
		Sub-total	**39,152**	**68.88**	
		Total revenue	**56,838**	**100.00**	

FYE 2024

Customer	Customer segment	Main types of products sold / services provided	Revenue contribution RM'000	%	Length of business relationship[1]
Customer A	GLC	Design, implementation and configuration of IT solutions and provision of IT outsourcing services	27,181	36.87	3 years
Koperasi Angkatan Tentera Malaysia Berhad	GLC	Design, implementation and configuration of IT solutions and sales of IT hardware and software	8,933	12.12	8 years
Customer B	Enterprise/ corporation	Provision of IT outsourcing services and sales of IT hardware and software	4,330	5.87	8 years
T-Sini Sdn Bhd	Enterprise/ corporation	Sales of IT hardware and software as well as provision of maintenance services	3,970	5.39	6 years
Inspilogix Sdn Bhd	Reseller	Sales of IT hardware and software	2,926	3.97	<1 year
		Sub-total	**47,340**	**64.22**	
		Total revenue	**73,712**	**100.00**	

FYE 2025

Customer	Customer segment	Main types of products sold / services provided	Revenue contribution		Length of business relationship[(1)]
			RM'000	%	
Customer A	GLC	Design, implementation and configuration of IT solutions, provision of IT outsourcing services and sales of IT hardware and software	26,471	26.83	4 years
Koperasi Angkatan Tentera Malaysia Berhad	GLC	Design, implementation and configuration of IT solutions and sales of IT hardware and software	13,492	13.67	9 years
Customer C	Reseller	Design, implementation and configuration of IT solutions	8,469	8.58	1 year
ACS Engineering & Services Sdn Bhd	Reseller	Sales of IT hardware and software and design, implementation and configuration of IT solutions	5,419	5.49	1 year
Customer B	Enterprise/ corporation	Provision of IT outsourcing services and design, implementation and configuration of IT solutions	4,210	4.27	9 years
		Sub-total	**58,061**	**58.84**	
		Total revenue	**98,682**	**100.00**	

Notes:

(1) Length of relationship as at the respective Financial Years Under Review.

(2) Uniserv is formerly a related party of our Group and has ceased to be a related party after Young Yoong Chang, Lee Choon Weng and Quah Soo Keat disposed their entire equity interest in Uniserv to a third party in the FYE 2024. Quah Soo Keat resigned from his position as a director of Uniserv on 11 February 2022, Young Yoong Chang and Lee Choon Weng resigned from their position as directors of Uniserv on 30 May 2024. Please refer to Note (6) of Section 10.1 in this Prospectus for further details.

During the Financial Years Under Review, our Group's top 5 customers generally contribute a large percentage to our Group's revenue. Our top 5 customers for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 contributed to the majority of our revenue, representing 86.64%, 68.88%, 64.22% and 58.84% of our total revenue. Customer A and Koperasi Angkatan Tentera Malaysia Berhad were consistently our top 5 customers during the Financial Years Under Review and contributed to more than 10.00% of our revenue each year, collectively contributing 42.76%, 48.56%, 48.99% and 40.50% in the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.

3F Resources Sdn Bhd and Empire Scope Sdn Bhd contributed to more than 10.00% of our Group's revenue in FYE 2022, but not in the subsequent years.

Thus, we are dependent on these major customers by virtue of their revenue contribution to our Group for the Financial Years Under Review. Details of these major customers are as follows:

Major customer	**Description**
Customer A	Customer A has been our customer since 2021. The company is principally involved in generation, transmission, distribution and sales of electricity.
Koperasi Angkatan Tentera Malaysia Berhad	Koperasi Angkatan Tentera Malaysia Berhad has been our customer since 2016. The company is principally involved in providing financial services.

Customer A and Koperasi Angkatan Tentera Malaysia Berhad were consistently our top 5 customers during the Financial Years Under Review and contributed to more than 10.00% of our revenue each year as we continued to secure subsequent projects for upgrade and expansion activities relating to IT infrastructure and networking and cybersecurity solutions, as well as new and extension of existing IT outsourcing service contracts. This is because our Group strives to maintain long-term business relationships with all of our major customers, including Customer A and Koperasi Angkatan Tentera Malaysia Berhad, by providing quality solutions and services that meet our customers' needs and requirements, as well as professional IT services post-completion. These are key factors that may have led to our customers engaging us for their future upgrade and expansion activities. Further, as companies in the utilities and financial services industry require high-performance network infrastructures to support mission-critical applications, they generally prefer to continue engaging IT solution providers that have a track record of providing reliable solutions to the utilities and financial services industries. Our Group has built a track record of serving customers across various industries, including the utilities and financial services industry, having secured and retained customers in these industries.

Notwithstanding the above, we also have a diversified customer base, with 137 customers in FYE 2022, 158 customers in FYE 2023, 174 customers in FYE 2024, 194 customers in FYE 2025 and 87 customers as at the LPD, excluding Customer A and Koperasi Angkatan Tentera Malaysia Berhad. Our diversified customer base indicates that we are able to secure projects and/or contracts from other customers aside from our major customers. We expect that we will be able to increase contribution from other customers and reduce dependency on these major customers in light of our expansion plan to grow our existing IT infrastructure and networking and cybersecurity solution segments as elaborated in Section 7.13 of this Prospectus.

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7.18 Major Suppliers

Our Group's top 5 suppliers for the Financial Years Under Review are as follows:

FYE 2022

Supplier	Main types of products / services purchased	Purchases		Length of business relationship[(1)]
		RM'000	%	
SNS Network (M) Sdn Bhd	Desktops, laptops and printers	27,992	42.65	4 years
VSTECS Berhad's ("**VSTECS**") group of companies[(2)]	Desktops, laptops and printers, servers and storage devices, networking and security devices and IT infrastructure and cybersecurity solution software	15,029	22.90	13 years
First Solution Sdn Bhd	Server and storage devices, and IT application software	6,911	10.53	11 years
Ingram Micro Malaysia Sdn Bhd	Server and storage devices, networking and security devices and application software	1,895	2.89	16 years
T-Sini Sdn Bhd	IT application software	1,030	1.57	11 years
	Sub-total	**52,857**	**80.54**	
	Total purchases	**65,628**	**100.00**	

FYE 2023

Supplier	Main types of products / services purchased	Purchases		Length of business relationship[(1)]
		RM'000	%	
VSTECS group of companies[(2)]	Desktops, laptops and printers, servers and storage devices, networking and security devices as well as IT infrastructure and cybersecurity software	25,258	59.66	14 years
SNS Network (M) Sdn Bhd	Desktops, laptops and printers	3,058	7.22	5 years
First Solution Sdn Bhd	Server and storage devices, and IT application software	2,885	6.81	12 years
Ingram Micro Malaysia Sdn Bhd	Server and storage devices, networking and security devices and IT application software	1,815	4.29	17 years
T-Sini Sdn Bhd	IT application software	1,159	2.74	12 years
	Sub-total	**34,175**	**80.72**	
	Total purchases	**42,337**	**100.00**	

FYE 2024

Supplier	Main types of products / services purchased	Purchases		Length of business relationship[(1)]
		RM'000	**%**	
VSTECS group of companies[(2)]	Desktops, laptops and printers, servers and storage devices, networking and security devices as well as IT infrastructure and cybersecurity software	36,939	65.87	15 years
Ingram Micro Malaysia Sdn Bhd	Server and storage devices, networking and security devices and IT application software	4,019	7.17	18 years
Techdata Systems Sdn Bhd	Networking equipment and software	3,061	5.46	20 years
Glocomp Systems (M) Sdn Bhd	Security devices and software	2,322	4.14	13 years
First Solution Sdn Bhd	Server and storage devices, and IT application software	976	1.74	13 years
	Sub-total	**47,317**	**84.38**	
	Total purchases	**56,079**	**100.00**	

FYE 2025

Supplier	Main types of products / services purchased	Purchases		Length of business relationship[(1)]
		RM'000	**%**	
VSTECS group of companies[(2)]	Desktops, laptops and printers, servers and storage devices, networking and security devices as well as IT infrastructure and cybersecurity software	47,250	61.71	16 years
Ingram Micro Malaysia Sdn Bhd	Server and storage devices, networking and security devices and IT application software	6,083	7.94	19 years
First Solution Sdn Bhd	Server and storage devices, and IT application software	4,226	5.52	14 years
Fortesys Solution Sdn Bhd	Cybersecurity software, and networking and security devices	2,531	3.31	12 years
Supplier A	Cybersecurity software	2,104	2.75	1 year
	Sub-total	**62,193**	**81.23**	
	Total purchases	**76,567**	**100.00**	

Notes:

(1) Length of relationship as at the respective Financial Years Under Review.

(2) For the Financial Years Under Review, our Group purchases IT hardware and software licensing from VSTECS group of companies, including VSTECS Astar Sdn Bhd, VSTECS Pericomp Sdn Bhd and VSTECS Ku Sdn Bhd. Our Group's total purchases from VSTECS group of companies comprised the following:

Supplier	**FYE 2022**		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
VSTECS Astar Sdn Bhd	12,001	18.29	16,148	38.14	22,635	40.36	25,955	33.90
VSTECS Pericomp Sdn Bhd	2,020	3.08	9,095	21.48	14,270	25.45	21,268	27.78
VSTECS Ku Sdn Bhd	1,008	1.54	15	0.04	34	0.06	27	0.03
Total purchases from VSTECS group of companies	**15,029**	**22.90**	**25,258**	**59.66**	**36,939**	**65.87**	**47,250**	**61.71**
Total purchases	**65,628**	**100.00**	**42,337**	**100.00**	**56,079**	**100.00**	**76,567**	**100.00**

During the Financial Years Under Review, VSTECS group of companies contributed more than 10.00% to our purchases. Details of VSTECS group of companies are as follows:

Major supplier	**Description**
VSTECS group of companies	VSTECS Astar Sdn Bhd, VSTECS Pericomp Sdn Bhd and VSTECS Ku Sdn Bhd are subsidiaries of VSTECS Berhad, and are principally involved in the marketing of microcomputers, peripherals, IT software and the provision of computer maintenance services. The companies supplied IT hardware such as desktops, laptops and printers, servers and storage devices, networking and security devices and IT software such as IT infrastructure and cybersecurity solution software during the Financial Years Under Review.

Further, SNS Network (M) Sdn Bhd and First Solution Sdn Bhd had also contributed more than 10.00% to our Group's total purchases in FYE 2022. However, their respective contributions to our Group's purchases are less than 10.00% for the FYE 2023, FYE 2024 and FYE 2025. Hence, our Group is not dependent on SNS Network (M) Sdn Bhd and First Solution Sdn Bhd.

By virtue of VSTECS group of companies' contribution to our Group's total purchases, our Group is dependent on VSTECS group of companies. However, our Group is able to procure the supply of IT hardware and software as they are readily available in the market and can be obtained from other Distributors or sourced directly from the Principals, save for certain products whereby VSTECS group of companies is the sole distributor. We are also not tied down to any IT brand and are able to source for similar products and/or services from other suppliers in the market should they cease selling to us. The percentage of purchases from VSTECS group of companies is high because we chose to purchase IT hardware and software from the length of relationship and credit terms provided by the suppliers.

We procure from 173, 156, 154 and 167 suppliers for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. Our wide supplier base indicates that we are able to procure from other suppliers apart from the abovementioned major suppliers.

7.19 Employees

As at the LPD, we have a total workforce of 132 employees, out of which 70 are contractual employees and 62 are permanent employees. The number of employees in our Group according to department are as follows:

	Number of employees					
	As at 31 December 2024		As at 31 December 2025		As at the LPD	
Categories	**Local**	**Foreign**	**Local**	**Foreign**	**Local**	**Foreign**
Directors and Key Senior Management	7	-	7	-	7	-
Sales and marketing	12	-	12	-	12	-
Shared service centre[(1)]	17	-	21	-	22	-
Technical	101	3	92	3	88	3
- *Resident engineers*	*53*	*2*	*38*	*2*	*29[(2)]*	*2*
- *Helpdesk support*	*6*	-	*7*	-	*6*	-
- *IT infrastructure, networking and cybersecurity solutions*	*42*	*1*	*47*	*1*	*53*	*1*
Total	**137**	**3**	**132**	**3**	**129**	**3**

Notes:

(1) Shared service centre comprises finance, logistics, human resources and administration, sales, and procurement. The sales activities undertaken by the shared service centre involves supporting transactions for the sales of IT hardware and software segment which include providing quotations to customers for IT hardware or software. This differs from the sales activities undertaken by the sales and marketing department which involves undertaking sales, marketing and business development activities elaborated in Section 7.12 of this Prospectus.

(2) The number of resident engineers declined as at the LPD as these resident engineers were hired on a contractual basis for a project. As at the LPD, we did not renew their contract after the project completed.

The number of permanent and contractual employees according to department are as follows:

	Number of employees					
	As at 31 December 2024		As at 31 December 2025		As at the LPD	
Categories	**Permanent**	**Contractual**	**Permanent**	**Contractual**	**Permanent**	**Contractual**
Directors and Key Senior Management	7	-	7	-	7	-
Sales and marketing	6	6	10	2	8	4
Shared service centre[(1)]	13	4	13	8	16	6
Technical	27	77	30	65	31	60
- *Resident engineers*	*8*	*47*	*8*	*32*	*7*	*24*
- *Helpdesk support*	*5*	*1*	*4*	*3*	*2*	*4*
- *IT infrastructure, networking and cybersecurity solutions*	*14*	*29*	*18*	*30*	*22*	*32*
Total	**53**	**87**	**60**	**75**	**62**	**70**

As at the LPD, a majority of our contractual employees (60 employees) are resident engineers, helpdesk support and IT infrastructure, networking and cybersecurity solution personnel from the technical department while the remaining 10 contractual employees are sales and marketing, and shared service centre personnel. We generally hire contractual employees in our technical department according to project duration and resource needs. These contractual employees may be converted to permanent status based on their performance.

As at the LPD, none of our employees belong to any labour union. During the Financial Years Under Review and up to the LPD, there has been no industrial disputes pertaining to our employees.

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7.20 Intellectual Property

7.20.1 Trademarks

Save for the trademarks and trademarks applications as disclosed below, our Group does not hold and has no other pending applications for registration of trademarks, patents or other intellectual property rights as at the LPD:

No.	Trademark	Registered owner	Governing/ Issuing authority	Application number/ Status/ Validity period/ Submission date	Description
1.	mmcs®	MMCS	MyIPO	**Application number:** TM2025011210 **Status:** Registered **Submission date:** 10 April 2025 **Validity period:** 10 April 2025 / 10 April 2035	**Class:** 42 **Description** Class 42: Advisory and consultancy services relating to computer software; calibration of computer software; computer programming and computer software design; computer software and hardware design services; computer software and hardware testing services; computer software as a service provided on an outsourcing basis; computer software consultancy and development; computer software customization services; computer software design and development for others; computer software design and writing services; computer software design, maintenance, rental and updating; computer software engineering; computer software integration services; computer software maintenance services; computer software performance testing; computer software technical support services; computer software upgrading services; consultancy relating to the selection, implementation and use of computer software; design and development of computer software for others; design and development of computer software for the collection, transmission and analysis of big data; design, development, maintenance and updating of computer software for word processing, data processing and process control; diagnosis of computer software problems; hosting computer software applications for others; installation and customization of computer software applications; maintenance of computer software relating to computer security and prevention of computer risks; upgrading of computer software.

No.	Trademark	Registered owner	Governing/ Issuing authority	Application number/ Status/ Validity period/ Submission date	Description
2.	MTS™	MTS	MyIPO	**Application number:** TM2025010628 **Status:** Provisional refusal (objected)(1) **Submission date:** 8 April 2025 **Validity period:** Not applicable	**Class:** 42 **Description** The description is as per item 1 above.
3.	smind®	SMIND	MyIPO	**Application number:** TM2025013568 **Status:** Registered **Submission date:** 29 April 2025 **Validity period:** 29 April 2025 / 29 April 2035	**Class:** 42 **Description** The description is as per item 1 above.

7. BUSINESS OVERVIEW *(cont'd)*

Note:

(1) The application has been provisionally refused on the ground that it does not comply with Section 24(2)(b) of the Trademarks Act 2019, as the MTS trademark is substantially similar to an earlier registered trademark and is sought to be registered in respect of goods and/or services that are identical or similar to those covered by the earlier registration. Our Group has submitted the appeal against the objection on 22 September 2025 and is currently awaiting a response from the MyIPO which typically takes approximately 2 to 3 years from the date of submission.

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7.21 Relevant Laws, Regulations, Rules or Requirements

The following is an overview of the major laws, regulations, rules or requirements governing the conduct of our Group's business and environmental issue which may materially affect our business operations, which is not intended to be exhaustive description of all laws and regulations to which our business is subject to:

(i) Local Government Act 1976 ("LGA 1976"), Licensing of Trades, Businesses and Industries (Federal Territory of Kuala Lumpur) By-Laws 2016 ("KL Bylaws"), and Licensing of Trades, Business and Industries (Sepang Municipal Council) By-Laws 2007 ("MPS Bylaws")

The LGA 1976 empowers every local authority to grant licence or permit for any trade, occupation or premise through by-laws. Every licence or permit granted shall be subject to such conditions and restrictions as the local authority may think fit and shall be revocable by the local authority at any time without assigning any reason therefor.

Section 107(6) of LGA 1976 states that a person who fails to exhibit or produce his licence on the licensed premises shall be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding 6 months or to both.

KL Bylaws and MPS Bylaws provide that no person shall use any place or premises within the area of DBKL and MPS for any trade, business or industry activity without a license issued by DBKL and MPS for which fees have been prescribed in the schedule under the KL Bylaws and MPS Bylaws, respectively.

A contravention of the LGA 1976, KL Bylaws and MPS Bylaws would result in an offence, which upon conviction, result in fine not exceeding RM2,000 or to imprisonment for a term not exceeding 1 year or to both, and in the case of a continuing offence, to a fine not exceeding RM200 for each day during which the offence is continued after conviction.

Due to an oversight, MTS previously operated at Sungai Besi Property prior to obtaining the business premise and advertisement licences between October 2011 until March 2019 and failed to renew the business premise and advertisement licence between August 2023 until March 2024. SMIND had also operated at Sungai Besi Property and Cyberjaya Property from December 2016 until March 2019 and from August 2020 until January 2022, without the business premise and advertisement licenses, respectively.

Our Group has since rectified the above non-compliances, with valid business premise and advertisement licences for MTS at Sungai Besi Property and SMIND at Cyberjaya Property up to 14 March 2026 and 31 December 2025, respectively. As at the LPD, there were no penalties or regulatory actions imposed in relation to these matters. To prevent reoccurrence of these non-compliances, our Group has designated its Human Resource and Admin Department to oversee and handle matters pertaining to our Group's business premise and advertisement licences including its renewal as well as implemented an electronic monitoring system to maintain and track the renewal dates for all licences held by our Group.

As at the LPD, our Group has valid business premise and advertisement licences issued by DBKL and MPS for all its operating premises, further details of which are as set out in Section 7.22 of this Prospectus. During the Financial Years Under Review and up to the LPD, there is no non-compliance incident in relation to these laws and regulations except as disclosed above.

(ii) Lembaga Pembangunan Industries Pembinaan Malaysia Act 1994 ("CIDB Act")

The CIDB Act regulates the establishment of the CIDB and provides for its function relating to the construction industry and for all matters connected therewith.

Section 25(1) of the CIDB Act prescribes that 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 CIDB Act.

Section 29 of the CIDB Act provides that any person who contravenes Section 25(1) of the CIDB Act shall be guilty of an offence and shall, on conviction, be liable to a fine of not less than RM10,000 but not more than RM100,000.

Pursuant to Regulation 8 of the Registration of Contractors (Construction Industry) Regulations 1995, every registered contractor shall be capable of carrying out construction works according to the grade of registration specified in the Certificate of Registration and such grade of registration determines the value of construction works which a registered contractor is capable of carrying out.

Further, pursuant to Section 33(1) of the CIDB Act, a person shall not be involved or engaged or undertake to be involved or engaged as a construction personnel unless he is registered with the CIDB and holds a valid certificate of registration issued by the CIDB, popularly known as "CIDB Green Card". Section 33(1) of the CIDB Act shall not apply to any construction personnel who has a professional qualification and is registered under any written law. Section 33(4) of CIDB Act stipulates that a person who contravenes Section 33(1) of CIDB Act shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM5,000.

As at the LPD, our Group is in compliance with the requirements of the CIDB Act and further details of its CIDB registrations are disclosed in Section 7.22 of this Prospectus.

(iii) Income Tax Act 1967 ("ITA 1967")

The ITA 1967 governs the imposition of income tax in Malaysia. Pursuant to Section 83(2) of the ITA 1967, an employer is required to notify the Inland Revenue Board of Malaysia ("**IRB**") in the prescribed Form CP22 (Notification Form by Employer for New Employee) not later than thirty (30) days after the commencement of employment of any employee who is or is likely to be chargeable to tax in respect of income in respect of gains or profits from the employment. With effect from 1 September 2024, such notifications must be submitted electronically via the e-CP22 facility through the MyTax portal, as manual submissions are no longer permitted.

Section 120 of the ITA 1967 provides that any employer who, without reasonable excuse, fails to comply with Section 83(2) of the ITA 1967 shall be guilty of an offence and shall, on conviction, be liable to a fine of not less than RM200 and not more than RM20,000 or to imprisonment for a term not exceeding 6 months, or to both.

During the Financial Years Under Review and up to the LPD, our Group did not submit Form CP22 or e-CP22, as the case may be, in a timely manner for 73 employees within 30 days of the commencement of employment of the affected employees. This non-compliance, which arose from an inadvertent oversight, was subsequently regularised when MTS voluntarily submitted the late CP22 notifications for 49 and 24 affected employees on 27 August 2025 and SMIND on 26 August 2025 and 12 September 2025, respectively before any audit or official enquiry was initiated by the IRB.

On 15 October 2025, MTS received a compound of RM200 which was duly settled on 23 October 2025. However, as at the LPD, SMIND has not received any penalty or compound from the IRB in respect of this matter.

To mitigate the risk of recurrence, our Group has designated the Head of Human Resource and Admin to oversee CP22 compliance. Our Group has implemented the necessary measures to strengthen the internal controls by enhancing its documented payroll onboarding procedures with effect from 1 August 2025 to incorporate CP22 requirements, and updated its internal work flow processes that clearly define the roles and responsibilities within the Human Resource and Admin department to ensure clear separation of duty of preparation and review process within the department for a timely submission via the MyTax portal and copies of submission are required to be retained.

Based on the confirmation by our Group's tax agent, the likelihood of further penalties being imposed for such late notifications is low. In the event additional penalties are imposed, the maximum potential fine of up to RM40,000 collectively for MTS and SMIND is not expected to have any material adverse impact on our Group's business operations and/or financial condition. During the Financial Years Under Review and up to the LPD, there is no non-compliance incident in relation to the ITA 1967 except as disclosed above.

(iv) Occupational Safety and Health Act 1994 ("OSHA 1994") and Occupational Safety and Health (Amendment) Act 2022 ("Amended OSHA")

The OSHA 1994, enforced by the Department of Occupational Safety and Health, Malaysia ("**DOSH**"), provides the framework for securing the safety, health and welfare of persons at work and protecting others against risks to safety and health arising from workplace activities.

Pursuant to Section 15 of the OSHA 1994, it shall be the duty of every employer to ensure, so far as is practicable, the safety, health and welfare to work of all his employees. It shall also be the duty of every employer to prepare and as often as may be appropriate revise a written statement of his general policy with respect to the safety and health at work of his employees. Failure to carry out the aforementioned duties shall constitute an offence and the employer shall upon conviction, be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 2 years, or to both.

Section 30 of the OSHA 1994 also requires every employer to establish a safety and health committee at our place of work if there are 40 or more persons employed at the place of work or the Director General of the DOSH directs the establishment of such a committee at the place of work. Failure to do so shall constitute an offence and the employer shall, upon conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding 1 year or to both.

Pursuant to Section 29A(1) of the OSHA 1994 to be read together with the Amended OSHA, which came into effect on 1 June 2024, an employer whose place of work is not prescribed to require a safety and health officer shall appoint one of its employees to act as an occupational safety and health coordinator ("**OSHC**") if there are 5 or more employees employed at its place of work. An employer who fails to do so commits an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 6 months, or to both.

Since 1 June 2024, our Group was not in compliance with Section 29A(1) of the OSHA 1994 as it did not appoint an OSHC for its places of work despite employing more than 5 employees. This was due to a lack of awareness regarding the enforcement of the Amended OSHA, which came into effect in June 2024.

Upon becoming aware of this obligation in November 2024, our Group took steps to regularise the non-compliance by arranging for 2 employees, namely Mohd Azmi Bin Mohd Zain and Liew Xiong Han, to attend the requisite training and subsequently be registered as OSHCs for the Bukit Jalil Property and Cyberjaya Property, respectively. As at the LPD, Mohd Azmi Bin Mohd Zain and Liew Xiong Han have completed the training to be certified as OSHC and have been certified as OSHC on 12 December 2025 and 17 October 2025 respectively.

To prevent recurrence, our Group has incorporated monitoring of the Health, Safety and Environment checklist into its compliance processes.

As at the LPD, no penalties, fines or regulatory actions have been imposed on our Group in relation to this matter. During the Financial Years Under Review and up to the LPD, there is no non-compliance incident in relation to OSHA 1994 except as disclosed above.

(v) Environmental Quality Act 1974 ("EQA 1974")

The EQA 1974 and the regulations made thereunder govern the emission, discharge or deposit of environmentally hazardous substances, pollutants or wastes or the emission of noise into any area, segment or element of the environment.

Section 23(1) of the EQA 1974 provides that no person shall, unless licensed, emit or cause or permit to be emitted any noise greater in volume, intensity or quality in contravention of the acceptable conditions. Any person who contravenes this provision shall be guilty of an offence and shall on conviction, be liable to a fine not less than RM10,000 and not exceeding RM250,000 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM1,000 for every day that the offence is continued.

Furthermore, Section 25(1) of the EQA 1974 also states that no person shall, unless licensed, emit, discharge or deposit any environmentally hazardous substances, pollutants or wastes into any inland waters in contravention of the acceptable conditions. Any person who contravenes this provision commits an offence and shall, on conviction, be punished with imprisonment for a term not exceeding 5 years and shall also be liable to a fine of not less than RM50,000 and not exceeding RM10,000,000.

Pursuant to Section 24(1) of the EQA 1974, no person shall, unless licensed, pollute or cause or permit to be polluted any soil or surface of any land in contravention of the acceptable conditions. Any person who contravenes this provision commits an offence and shall, on conviction, be liable to a fine of not less than RM50,000 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 requiring him to cease the act specified therein has been served on him.

Section 41 of the EQA 1974 also provides that every omission or neglect to comply with, and every act done or attempted to be done contrary to, the provisions of the EQA 1974 or any regulations made thereunder or any breach of the conditions and restrictions subject to, or upon which, any licence is issued under the EQA 1974 or any regulations made thereunder shall be an offence against the EQA 1974 and in respect of any such offence for which no penalty is expressly provided the offender shall be liable to a fine not less than RM5,000 and not exceeding RM250,000 or to imprisonment for a period not exceeding 2 years or to both.

As at the LPD, our Group is in compliance with the relevant provisions of EQA 1974. During the Financial Years Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned EQA 1974.

(vi) Cyber Security Act 2024 ("CSA 2024") and Cyber Security (Licensing of Cyber Security Service Provider) Regulations 2024 ("CSR 2024")

The CSA 2024 enhances the national cyber security by providing, amongst others, the regulation of cyber security service providers through licensing and other related matters in Malaysia.

Pursuant to Section 27(1) of the CSA 2024, no person shall provide any cyber security service or advertise, or in any way hold himself out as a provider of a cyber security service, unless he holds a licence to provide a cyber security service issued under the CSA 2024. Any person who contravenes this provision commits an offence and shall, on conviction, be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 10 years or to both.

The CSR 2024 shall apply to cyber security service relating to managed security operation centre monitoring service and penetration testing service. Pursuant to Regulation 4 of the CSR 2024, a managed security operation centre monitoring service is a service for (i) monitoring the level of cyber security of a computer or computer system of another person by acquiring, identifying or scanning information that is stored in, processed by or transmitted through, the computer or computer system for the purpose of identifying or detecting cyber security threats to the computer or computer system; or (ii) determining the measures necessary to respond to or recover from any cyber security incident and to prevent such cyber security incident from occurring in the future.

Further, pursuant to Regulation 8 of the CSR 2024, a person who, in connection with any application made under the CSR 2024, makes a statement that is false or misleading knowing it to be false or misleading or wilfully omits to state any matter or thing without which the application is misleading commits an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 2 years or to both.

As at the LPD, MTS has obtained a valid licence issued by NACSA to provide managed security operation centre monitoring services. During the Financial Years Under Review and up to the LPD, there were no non-compliance incident in relation to these laws and regulations.

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7.22 Material Licenses, Permits and Approvals

Save as disclosed below, there are no other major licenses, permits and approvals which our Group is materially dependent on for our business or profitability as at the LPD:

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
1.	MMCS	DBKL	Business premise and advertisement license for MMCS in respect of its operation at Bukit Jalil Property. Validity period: 19 November 2025 to 18 November 2026 Registration no.: DBKL.JPPP/01540/11/2025/KM01	(i) The mayor of Kuala Lumpur has the right to impose additional conditions as a business control measure from time to time as well as to take action based on laws and acts used with external departments/agencies related to business activities; and	Noted and complied
				(ii) Renew the license every year 60 days before expiry of the license without notice from the mayor of Kuala Lumpur.	Noted and complied
2.	MTS	DBKL	Business premise and advertisement license for MTS in respect of its operation at Bukit Jalil Property. Validity period: 16 October 2025 to 15 October 2026(1) Registration no.: DBKL.JPPP/01662/10/2025/KM01	(i) The mayor of Kuala Lumpur has the right to impose additional conditions as a business control measure from time to time as well as to take action based on laws and acts used with external departments/agencies related to business activities; and	Noted and complied
				(ii) Renew the license every year 60 days before expiry of the license without notice from the mayor of Kuala Lumpur.	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
3.	MTS	DBKL	Business premise license for MTS in respect of its warehousing and storage of goods at Endah Parade Property. Validity period: 8 April 2026 to 7 April 2027 Registration no.: DBKL.JPPP/00961/04/2026/KM01	(i) The mayor of Kuala Lumpur has the right to impose additional conditions as a business control measure from time to time as well as to take action based on laws and acts used with external departments/agencies related to business activities; and	Noted and complied
				(ii) Renew the license every year 60 days before expiry of the license without notice from the mayor of Kuala Lumpur.	Noted and complied
4.	SMIND	MPS	Business premise and advertisement license for SMIND in respect of its operation at Cyberjaya Property. Validity period: 1 January 2026 to 31 December 2026 Registration no.: 331201029896 / 2025001902	(i) This license must be displayed; and	Noted and complied
				(ii) Renewal must be made no later than 31st December of each year. The MPS reserves the right to take enforcement action against failure to renew this business license.	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
5.	MTS	CIDB	Contractor Registration Certificate issued to MTS as contractor in respect of: (i) Grade 7, Category B (Building), Specialisation B04 (Building construction work) (ii) Grade 7, Category CE (Civil Engineering), Specialisation CE21 (Civil engineering construction) (iii) Grade 7, Category ME (Mechanical & Electrical Engineering), Specialisation M15 (Various mechanical equipment) Validity period: 31 August 2025 to 10 October 2026[(2)] Registration no.: 0120200928 – WP056647	(i) This certificate is non-transferable;	Noted and complied
				(ii) CIDB reserves the right to review the registration grade of the registered contractor from time to time;	Noted and complied
				(iii) The Group shall adhere to the provisions of the Lembaga Pembangunan Industries Pembinaan Malaysia Act 1994, regulations, restrictions and guidelines issued by the CIDB from time to time;	Noted and complied
				(iv) The Group shall submit the renewal application 60 days before the expiry of the registration certificate;	Noted and complied
				(v) All employees of the Group at the construction site must have a valid construction personnel card;	Noted and complied
				(vi) The contractor shall comply with the provisions of the LPIP Act, the regulations made thereunder, and any term, condition or restriction imposed by CIDB from time to time;	Noted and complied
				(vii) The contractor shall not participate in any tender or execute any construction works after the expiration of this certificate unless it is renewed;	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				(viii) The contractor shall not undertake any construction projects which exceed the value of construction works specified under the registration grade and shall not execute any type of construction work outside of its registered category(ies);	Noted and complied
				(ix) The contractor shall submit information regarding any new construction works or contract(s) within 14 days of the award or prior to commencement of works, whichever the earlier;	Noted and complied
				(x) The contractor shall submit any information required by CIDB from time to time;	Noted and complied
				(xi) The contractor shall display the certificate of registration issued by CIDB or a certified true copy of the same by CIDB at the place of business;	Noted and complied
				(xii) The contractor shall display its registration number on the signboard at each construction site;	Noted and complied
				(xiii) The contractor shall apply for a renewal of registration within 60 days before the expiry date specified in this certificate;	Noted and complied
				(xiv) The contractor shall comply with all the requirements in the Contractor's Code of Ethics;	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				(xv) The contractor shall employ skilled construction workers and site supervisors who are accredited and certified by CIDB; and	Noted and complied
				(xvi) All employees at the site must have a valid construction personnel identification.	Noted and complied
6.	MTS	CIDB	Government Procurement Certificate issued to MTS as contractor in respect of:	(i) This certificate will be issued based on the information provided by the applicant/company;	Noted and complied
			(i) Grade 7, Category B (Building) (ii) Grade 7, Category CE (Civil Engineering) (iii) Grade 7, Category ME (Mechanical & Electrical Engineering)	(ii) This certificate cannot be used as a certification for initiating/undertaking the execution of construction works. This certificate may only be used for participation in obtaining projects from government or any government-related agency;	Noted and complied
			Validity period: 4 September 2025 to 10 October 2026[(2)] Registration no.: 0120200928-WP056647	(iii) This certificate will become invalid automatically when the validity period of the Local Contractor Registration Certificate is ended or suspended/cancelled according to Rule 15 of Contractor Registration Guidelines 1995;	Noted and complied
				(iv) This certificate shall be shown together with the Local Contractor Registration Certificate during the participation in tendering projects from government or any government-related agency;	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				(v) This certificate shall be renewed together with the Local Contractor Registration Certificate which is issued by the CIDB;	Noted and complied
				(vi) The company/certificate holder shall not lend, lease, transfer ownership, permit or engage in any act that allows this certificate to be used by any person not named herein for the purpose of obtaining government procurement. The contractor shall not participate in any tender or carry out any construction work after the expiry of this certificate until it is renewed;	Noted and complied
				(vii) Only the company's officers named in this certificate are allowed to sign the company's contract and collect tender documents also attend site's visit, quotation and tender. The company is also not allowed to delegate other officers for the matters stated above;	Noted and complied
				(viii) The company/certificate holder must ensure that all conditions are set for obtaining this certificate must be complied throughout the validity period of this certificate;	Noted and complied
				(ix) Any change in information must be reported to the CIDB within 30 days from the date of change; and	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				(x) The company/certificate holder shall comply with all directives and regulations issued by the government through the Treasury Instructions and CIDB Circular Letters issued from time to time.	Noted and complied
7.	MTS	MOF	Certificate of company registration[3] as a supplier / service provider issued to MTS in the sector, field and subfield under the specific sector codes[4]. Certificate No.: K10352885663726624 Registration reference No.: 357-0002286129 Validity Period: 23 January 2024 to 4 February 2027	1. <u>General Conditions</u>	
				1.1. Approval is granted based on the information provided by the company.	Noted and complied
				1.2. Any change to the details of the company shall be updated online at www.eperolehan.gov.my within 21 days from the effective date of change, failing which the company shall be penalised as per paragraph 1.5 below.	Noted and complied
				1.3. The company shall submit any information required by MOF within the prescribed period, failing which the company shall be penalised as per paragraph 1.5 below.	Noted and complied
				1.4. The company must ensure that the registered sector in the certificate shall not overlap with the sectors approved for other companies which has the same shareholders, members of board of directors, management and staff or companies that are operating from the same premises.	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				1.5. MOF has the right to conduct an inspection or audit at any time without prior notification. Failure to comply with the conditions of registration and/or sector code may result in the registration of the company being suspended/cancelled and the company, its shareholders and directors may be subject to disciplinary proceedings or blacklisted without any notice being given if it is determined that the information provided is false.	Noted and complied
				1.6. A company that is newly registered is not allowed to make any changes to its shareholders or directors within a period of 6 months from the date of registration.	Noted and complied
				1.7. Failure of the company to renew its registration after 1 year from the expiry of its registration may result in the company's registration with the MOF being cancelled and automatically removed from the ePerolehan System. In such circumstances, the company is required to make a new application.	Noted and complied
				2. Suspension/ Cancellation of Registration	
				2.1. Company registration will be suspended/cancelled in the event the company commits the following offences.	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				(a) The company/ shareholders/ partners/ directors/ other management personnel has committed a crime and is found guilty in a court of law in Malaysia or outside Malaysia or is subject to any civil liability. (b) The company withdraws an offer before the tender is being considered or rejects an offer that has been made. (c) The company fails to perform its contractual obligations entered into with the government. (d) The company is found to have amended the certificate with the intention to deceive or for whatsoever reasons. (e) The company allows the certificate to be misused by any individual/companies. (f) The company is found to have involved in price fixing with other companies when entering into a government tender or granted any sub-contract without obtaining prior valid consent from the relevant government agencies.	

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				3. Renewal	
				3.1. The company is required to submit the renewal application 3 months prior to the expiry of the registration.	Noted and complied
				3.2. Any application received after the expiry of the registration is considered to be a new registration.	Noted and complied
				4. Right of the Government	
				4.1. The certificate issued virtually is the Government's rights. The Government reserves the right to withdraw registration/ suspend/ cancel if the company is subjected to disciplinary actions in accordance with 1PP/PK8 (Treasury Circular Government Procurement 8).	Noted and complied
				5. Participation in Government Procurement	
				5.1. With the issuance of the virtual certificate, the certificate need not be shown at the time of collection of the government procurement documents (direct purchase, tender and other procurement methods) except for Government agencies without internet access.	Noted and complied
				5.2. The company shall ensure that the registration with MOF remains valid for the duration of the contract.	Noted and complied

No.	Company	Approving authority/ issuer	Description of licenses / certificates/ approval	Major conditions	Compliance status
				6. Reminder regarding corruption offences	
				6.1. Any action or attempt to bribe by way of offering, giving or receiving any form of bribery from anyone involved with government procurement is an offence under the Malaysian Anti-Corruption Commission Act 2009.	Noted and complied
8.	MTS	NACSA	License for Cyber Security Service Provider issued to MTS for managed security operation centre monitoring service Validity period: 11 March 2026 to 10 March 2027 Registration no.: 20326-01	The renewal of this license must be made at least 30 days before the expiry date of the license.	Noted

Notes:

(1) Our Group intends to submit the application for the renewal of the business premise and advertisement license for MTS at Bukit Jalil Property in August 2026 which is not less than 60 days before the expiry of the said license in accordance with the KL Bylaws.

MTS relocated its business operations to the Bukit Jalil Property on 19 November 2025 and has terminated the tenancy agreement for the Sungai Besi Property in January 2026. As such, our Group does not intend to renew the business premise and advertisement license for MTS for its operation at Sungai Besi Property.

(2) Our Group intends to submit the application for the renewal of the Contractor Registration Certificate and Government Procurement Certificate issued by CIDB in respect of MTS in August 2026 which is not less than 60 days before the expiry of the said licenses, in accordance with the condition in its respective licenses.

(3) The material eligibility criteria and/or requirements required for the registration with the MOF are as specified in the website of MOF, which includes but not limited to the following:

(a) being registered with the Companies Commission of Malaysia;

(b) have valid operational facilities for its business operation;

(c) have a paid-up/accumulated/equity capital of at least RM2,500 except for special field codes and consulting firms of at least RM50,000;

7. BUSINESS OVERVIEW *(cont'd)*

(d) all equity/shareholders of the company must have at least five (5) years of working experience after obtaining a first degree in the field he applied for; and

(e) have an active MOF account in the company's name.

(4) Certificate of company registration as a supplier / service provider issued to MTS in the sector, field and subfield under the following sector codes:

Field Code	Description
010201	Publication and broadcasting/ paper/ paper
010501	Publication and broadcasting/ photography and film/ camera and accessories
020101	Furniture, office equipment, interior and domestic decor/ furniture, fittings and accessories/ furniture, laboratory furniture and fittings made of wood/ rattan/ fabric/ metal/ plastic
020601	Furniture, office equipment, interior and domestic decor/ office supplies and stationery/ stationery (excluding forms and all types of paper
020701	Furniture, office equipment, interior and domestic decor/ textiles/ textiles
020801	Furniture, office equipment, interior and domestic decor/ clothing and apparel/ clothing
020802	Furniture, office equipment, interior and domestic decor/ clothing and apparel/ clothing accessories
130101	Engineering equipment and production machinery/ machines, workshop equipment and production machinery/ workshop machines and equipment
130202	Engineering equipment and production machinery/ electric power generators and generator equipment/ spare parts and batteries/ specialised machines and equipment
140101	Electrical and electronic engineering equipment/ power generation and distribution machinery and equipment with accessories/ motors and transformers/ spare parts
210101	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ hardware (low-end technology)
210102	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ hardware (high-end technology)
210103	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ computer software, operating system, database, off-the-shelf packages including maintenance
210104	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ software/ system development/ customization and maintenance
210105	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ telecommunication/ networking – supply of products, infrastructure, services including maintenance
210106	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ data management – provision of services including disaster recovery
210107	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ ICT security and firewall, encryption, PKI, anti-virus
210108	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ multimedia – products, services and maintenance

Field Code	Description
210109	ICT (information communication technology)/ computer equipment and accessories, hardware and components/ hardware and software leasing/ renting
210201	ICT (information communication technology)/ telecommunication equipment and accessories/ communication devices
210202	ICT (information communication technology)/ telecommunication equipment and accessories/ communication systems/ telecommunications
210203	ICT (information communication technology)/ telecommunication equipment and accessories/ connectivity and telecommunication accessories
221502	Services/ Leasing and Management/ Office Machines and Equipment
140203	Electrical and electronic engineering equipment / power plant station equipment and generator equipment / spare parts and batteries / energy storage devices and accessories
120502	Defence and security / detection, monitoring and protection / monitoring and detection equipment
220402	Services / maintenance / repair of security equipment / security control equipment
120401	Defence and security / security and enforcement equipment / safety, protection and control equipment
050101	Hospital equipment, medical equipment, medicines and pharmaceuticals / hospital equipment, medical materials and medical supplies / hospital equipment and medical supplies.
050102	Hospital equipment, medical equipment, medicines and pharmaceuticals / hospital equipment, medical materials and medical supplies / equipment / medical supplies.
020302	Furniture, office equipment, interior and domestic decorations / electrical and electronic appliances / electronic devices and accessories

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7.23 Material Properties

7.23.1 Properties owned by our Group

A summary of the material properties owned by our Group as at the LPD are as follows:

No.	Title details/ Property address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Floor/Built-up area (sq ft)	Date of acquisition/ Date of issuance of CCC	Express conditions / Restrictions in interest / Material Encumbrances	Net book value / Fair value as at 31 December 2025 (RM)
1.	**Title Details:** Geran 42988/M5/4/347, No. Petak 347 dalam Tingkat No. 4 Bangunan No. M5, Lot No. 55817, Pekan Kinrara, District of Petaling, State of Selangor. **Property address:** 7E-03-06, Blok E, Akasia Apartment, Jalan Wawasan 2/3, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan.	**Description:** One unit of residential apartment within 10-storey of residential apartment building **Existing use:** Currently vacant, pending new tenancy(1) **Tenure:** Freehold **Category of land use:** Building	MTS	829	**Date of acquisition:** 2 December 2013 **Date of CCC:** 9 June 1999	**Express conditions:** Apartment for residential use **Restrictions in interest:** N/A **Material Encumbrances:** N/A	266,437

No.	Title details/ Property address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Floor/Built-up area (sq ft)	Date of acquisition/ Date of issuance of CCC	Express conditions / Restrictions in interest / Material Encumbrances	Net book value / Fair value as at 31 December 2025 (RM)
2.	**Title Details:** Pajakan Negeri 45223/M1/2/625, Lot 11637, No. Bangunan M1, No. Tingkat 2, No. Petak 625, Mukim Ampang, District of Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur **Property address:** B-G-046, 1Shamelin Shopping Mall, Jalan 4/91, Taman Shamelin Perkasa, 56100 Wilayah Persekutuan Kuala Lumpur	**Description:** One unit of retail lot at a seven-storey shopping mall, details as follows: Lot No.: G053A Lot Area: 126.15 sq ft Level No.: G floor **Existing use:** Currently vacant **Tenure:** Leasehold, expiring on 30 December 2107 with 82 years remaining(2) **Category of land use:** Building	MTS	129	**Date of acquisition:** 3 December 2007 **Date of CCC:** 8 September 2011	**Express conditions:** Commercial **Restrictions in interest:** This land cannot be transferred, leased, charged or mortgaged without the approval of the Jawatankuasa Kerja Tanah Wilayah Persekutuan Kuala Lumpur. **Material Encumbrances:** N/A	131,002

7. BUSINESS OVERVIEW *(cont'd)*

No.	Title details/ Property address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Floor/Built-up area (sq ft)	Date of acquisition/ Date of issuance of CCC	Express conditions / Restrictions in interest / Material Encumbrances	Net book value / Fair value as at 31 December 2025 (RM)
3.	**Title Details:** Geran No. 47480/M1B/1/225 No. Lot 36469 No. Bangunan M1B, No. Tingkat 1, No. Petak 225, Petak Aksesori A740, A 750, Mukim Petaling, District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur **Property address:** C-3-G, C-3-1, C-3-2 & C-3-3, Jalil Link 2, No. 5, Jalan Jalil Perkasa 1, Bukit Jalil, 57000 Kuala Lumpur	**Description:** 4-storey shoplot at Bukit Jalil **Existing Use:** Headquarters of our Group(3) **Tenure:** Freehold **Category of land use:** Building	MTS	**Ground Floor:** 1,540 **First Floor:** 1,808 **Second Floor:** 1,808 **Third Floor:** 1,733	**Date of Purchase:** 12 December 2024 **Date of CCC:** 9 November 2017	**Express conditions:** Shop/Office **Restrictions in interest:** This land cannot be transferred, leased or mortgaged unless approved by the Kuala Lumpur Federal Territory Land Works Committee. **Material Encumbrances:** Private caveat with Registration No. PDB15366/2025 lodged by RHB Islamic Bank Berhad(4)	7,862,592

Notes:

(1) The residential apartment has remained vacant since 1 June 2024, pending a new tenancy. Our Group intends to either enter into a tenancy agreement with a new tenant who is a non-related party, or to dispose the property, subject to prevailing market conditions and valuation.

(2) Our Group acquired the Shamelin Property for investment purposes. However, the Shamelin Property has remained vacant since its acquisition in 2007. Further, our Group did not receive any interest to acquire the Shamelin Property from us. Notwithstanding, we have received occasional interest to rent the Shamelin Property which did not materialise as we were unable to come to an agreement with the prospective tenants. Our Group intends to dispose of the Shamelin Property in the future.

7. BUSINESS OVERVIEW *(cont'd)*

(3) The acquisition of the Bukit Jalil Property has been completed on 21 October 2025 and subsequently, we have relocated our headquarters to the first to third floors of the Bukit Jalil Property. Pursuant to a tenancy agreement dated 1 November 2025, MTS has rented out the entire ground floor of Bukit Jalil Property to a third party for commercial use.

(4) The title for Bukit Jalil Property has been transferred by the vendor to MTS and the Bukit Jalil Property is charged to RHB Islamic Bank as security to the banking facilities granted to MTS.

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7.23.2 Properties Rented by our Group

A summary of the material properties rented by our Group as at the LPD are as follows:

No.	Property Address	Landlord/ Tenant	Description/ Existing use	Date of issuance of CCC	Floor/ Built-up area (sq ft)	Period of tenancy/ Rental per annum
1.	Unit A-G-01 CoPlace 2, 2260 Jalan Usahawan 1, Cyber 6, 63000, Cyberjaya, Selangor	**Landlord:** Cyberview Sdn Bhd **Tenant:** SMIND	**Description:** 1 unit on the ground floor, situated within the SME Technopreneur Centre 2 Cyberjaya **Existing use:** SMIND's office	**Date of CCC:** 29 November 2007	1,861	**Period of tenancy:** 2 years commencing from 20 August 2024 until 19 August 2026 **Rental per annum:** RM64,539
2.	3A-046A, Bandar Baru Sri Petaling, Jalan 1/149E, Taman Sri Endah, 57000 Kuala Lumpur.	**Landlord:** Wong Yan Fatt **Tenant:** MTS	**Description:** 1 unit of shoplot at an 8-storey shopping complex **Existing use:** Office cum store for IT computers, computer equipment and supplies and related products	**Date of CCC:** 2 October 2002	431	**Period of tenancy:** 2 years commencing from 1 February 2026 until 31 January 2028 **Rental per annum:** RM16,800

7.24 ESG Practices and Initiatives

We recognise the importance of integrating ESG practices and initiatives into our business operations, in line with our commitment towards responsible growth. As such, we have developed internal policies, namely our Sustainability Policy, to guide and monitor our sustainability efforts.

7.24.1 Environmental

Our Group is committed to achieving environmental sustainability through the incorporation of sustainable practices in our business operations. The practices that we have implemented or intend to implement include the following:

(i) We promote a paperless work environment by encouraging the use of digital workflows and reducing reliance on printed materials. Where feasible, we utilise digital tools to minimise paper consumption;

(ii) We have commenced the collection of consumption data on electricity, water and greenhouse gas emissions. This data will support the formulation and implementation of initiatives to effectively reduce and manage electricity and water consumption, as well as emissions.

At our headquarters and office, we optimise energy usage through the adoption of energy-efficient systems and responsible consumption practices. These include setting temperature set points for air-conditioning systems, scheduling timers to switch off air-conditioning during non-peak hours, replacing fluorescent lighting with energy-efficient light-emitting diode (LED) lighting, and using energy-efficient servers and switches; and

(iii) We encourage responsible waste management by recycling materials where possible and ensuring proper disposal of non-recyclable waste. For example, we recycle carton boxes from incoming deliveries and sell them to local recycling facilities.

7.24.2 Social

Our Group recognises the value of our employees as key assets, and we are committed to maintaining a workplace that promotes inclusivity, respect and development. Among the practices we have implemented or intend to implement include the following:

(i) We are committed to providing a safe working environment for all employees. In this regard, we have put in place an Occupational Health and Safety (OHS) policy tailored to our business operations. The policy outlines procedures, responsibilities and preventive measures to ensure a safe and healthy workplace. We conduct safety briefings led by team members with relevant safety certifications to ensure adherence to proper protocols;

(ii) We provide equal opportunity to all employees, regardless of race, ethnicity, religion, age, gender or background. We are committed to maintaining a workplace that is free from discrimination and harassment;

(iii) We support the personal and professional development of our employees through continuous training and development programmes. During the Financial Years Under Review, some of the training programmes attended by our employees include:

(a) **Technical-related training:** Microsoft 365 Fundamentals (MS-900); ITIL 4 Foundation; AWS Cloud Practitioner Essentials; Architecting on AWS; VMware vSphere: Install, Configure, Manage; Trend Micro TippingPoint Security Solutions 1.0 Training for Certified Professionals; Trend Micro Deep Security 20 Training for Certified Professionals; Trend Micro Apex One Training for Certified Professionals; Microsoft Azure Administrator; Designing Microsoft Azure Infrastructure Solutions; Red Hat System Administration I; CT-SECURITY+: CompTIA Security+; PRINCE2 7 Foundation in Project Management; AWS Certified Solutions Architect – Associate; Project Management Professional Certification Programme; Microsoft Project Basics from Zero and Advanced; Trend Vision One Cloud Email and Collaboration Protection Professional; Veeam Technical Sales Professional Cloud Service Provider;

(b) **Quality and compliance-related training:** ISO 9001:2015 Awareness Training; ISO 9001:2015 Internal Quality Auditor Training; TAXPOD Masterclass 2.0; E-invoicing Training; and

(c) **Leadership-related training:** Developing Your Leadership Potential: Stop Doing, Start Leading; Dale Carnegie Course: Essence of Leadership.

In addition, we conduct annual performance reviews for all employees to identify individual development needs and assess career progression opportunities. We believe this supports our employees' professional development and enhances their performance and productivity;

(iv) We are committed to fostering a positive and inclusive workplace culture. As such, we conduct annual employee satisfaction surveys to gather feedback on areas for improvement. We also organise social events including company annual dinners and festive gatherings to foster employee interaction and strengthen team relationships; and

(v) We promote employee wellness and work-life balance by encouraging certain sports activities amongst employees. In addition, employees are provided hospitalisation, outpatient, medical check-up and dental benefits.

In addition to the above, our Group supports the community through donations and sponsorships for charitable causes. For the Financial Years Under Review and up the LPD, we have donated over RM80,000 to various causes including youth sports, religious associations and school fundraising.

7.24.3 Governance

Our Group is committed to conducting our business ethically and maintaining strong governance practices in line with applicable regulatory requirements and industry standards. In this regard, we have established the following policies and guidelines:

(i) We have adopted an anti-bribery and anti-corruption policy and have put in place policies and procedures to ensure compliance with the Malaysian Anti-Corruption Commission Act 2009 and its amendments;

(ii) We have established a whistleblowing policy and procedures that enable employees and stakeholders to report suspected misconduct, unethical behaviour, or breaches of company policy through a confidential channel;

(iii) We ensure that all personal and business information is handled securely and in accordance with the Personal Data Protection Act 2010;

(iv) We regularly review and update our internal cybersecurity protocols, and conduct employee awareness sessions to strengthen data protection practices; and

(v) We have established a structured supplier management process to uphold transparency, accountability, and consistency in our procurement activities. This process includes supplier pre-qualification, evaluation, and contract compliance checks. We also review supplier performance regularly to ensure adherence to contractual obligations and to address any performance issues promptly.

We also plan to gradually incorporate ESG considerations into our procurement process. This may include assessing suppliers' practices in relation to environmental compliance, fair labour standards, and ethical conduct. By doing so, we aim to support responsible sourcing and align our supply chain with our Group's ESG objectives.

7.25 Dependency on Patents, Licenses, Contracts, Agreements or Other Arrangements

Save as disclosed in Section 7.22 above, as at the LPD, we are not materially dependent on any patents, licenses, contracts, agreements or other arrangements that could materially affect our business operations.

7.26 Material plans to construct, expand or improve our facilities

As at the LPD, we have no material plan to construct, expand or improve our facilities.

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PROVIDENCE STRATEGIC PARTNERS SDN BHD
(1238910-A)
P-6-5, Pacific Towers, Jalan 13/6,
46200 Petaling Jaya, Selangor, Malaysia.
T: +603 7625 1769

Date: 17 April 2026

The Board of Directors
MM COMPUTER SYSTEMS BERHAD
C-3-1, C-3-2 & C-3-3, Jalil Link 2,
No. 5, Jalan Jalil Perkasa 1, Bukit Jalil,
57000 Kuala Lumpur.

Dear Sirs,

Independent Market Research ("IMR") Report on the Information Technology ("IT") Solutions Industry in conjunction with the listing of MM COMPUTER SYSTEMS BERHAD on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing")

PROVIDENCE STRATEGIC PARTNERS SDN BHD ("**PROVIDENCE**") has prepared this IMR report on the IT Solutions Industry for inclusion in the Prospectus of MM COMPUTER SYSTEMS BERHAD.

PROVIDENCE has taken prudent measures to ensure reporting accuracy and completeness by adopting an independent and objective view of these industries within the confines of secondary statistics, primary research and evolving industry dynamics. We believe that this IMR report presents a balanced view of the industry within the limitations of, among others, secondary statistics and primary research, and does not purport to be exhaustive.

For and on behalf of PROVIDENCE:

MELISSA LIM

EXECUTIVE DIRECTOR

About PROVIDENCE STRATEGIC PARTNERS SDN BHD:

PROVIDENCE is an independent research and consulting firm based in Petaling Jaya, Selangor, Malaysia. Since our inception in 2017, PROVIDENCE has been involved in the preparation of independent market research reports for capital market exercises. Our reports aim to provide an independent assessment of industry dynamics, encompassing aspects such as industry performance, demand and supply conditions and competitive landscape.

About MELISSA LIM:

Melissa Lim is the Executive Director of PROVIDENCE. She has more than 15 years of experience in market research for capital market exercises. Melissa Lim holds a Bachelor of Commerce (Double major in Marketing and Management) from Murdoch University, Australia.

MM Computer Systems Berhad and its subsidiaries (collectively referred to as "**MMCS Group**" or "**the Group**") is an IT solution provider based in Malaysia that is principally involved in the provision of IT solutions, comprising design, implementation and configuration of IT infrastructure and networking solutions, and cybersecurity solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software. The Group primarily serves customers based in Malaysia, with 99.2% to 99.6% of its revenues generated from Malaysia for the financial years ended ("**FYE**") 31 December 2022 to FYE 31 December 2025. As such, this IMR report focuses on the IT solutions industry in Malaysia, which is the industry which the Group operates in.

1 THE IT SOLUTIONS INDUSTRY IN MALAYSIA

INTRODUCTION

IT solutions refer to a collection of IT hardware, IT software, IT services, as well as cloud solutions and services. IT solutions have become increasingly important as a growing number of enterprises, corporations, Government-linked corporations ("**GLCs**") and Government agencies digitalise and automate their operational processes. These IT solutions are essential for them to carry out their day-to-day business operations, as well as perform transactions with customers and suppliers.

There are various types of IT solutions, including:

- IT infrastructure and networking solutions, which facilitate and support the management and usage of digital data. These solutions comprise on-premises and cloud storage systems that enable storage and backup of digital data; as well as network infrastructure that allows for wired and wireless network interconnectivity;
- Cybersecurity solutions, which prevent cyber threats and attacks to the IT infrastructures. This includes a variety of solutions aimed at preventing and defending the network and endpoints (such as computers and mobile devices) against cyber threats and attacks; and
- IT outsourcing services, which include maintenance services and technical support services. These services involve performing IT hardware maintenance services, software updates as well as resolving technical issues faced by enterprises, corporations, GLCs and Government agencies when using their IT solutions.

Apart from the above, IT hardware and IT software can also be:

- Sold on an outright basis, where IT hardware or IT software are distributed or retailed to enterprises, corporations, GLCs and Government agencies; or
- Rented or leased, where IT hardware or IT software are rented or leased to enterprises, corporations, GLCs and Government agencies who will pay a monthly or annual fee for the continuous use of the IT hardware or IT software.

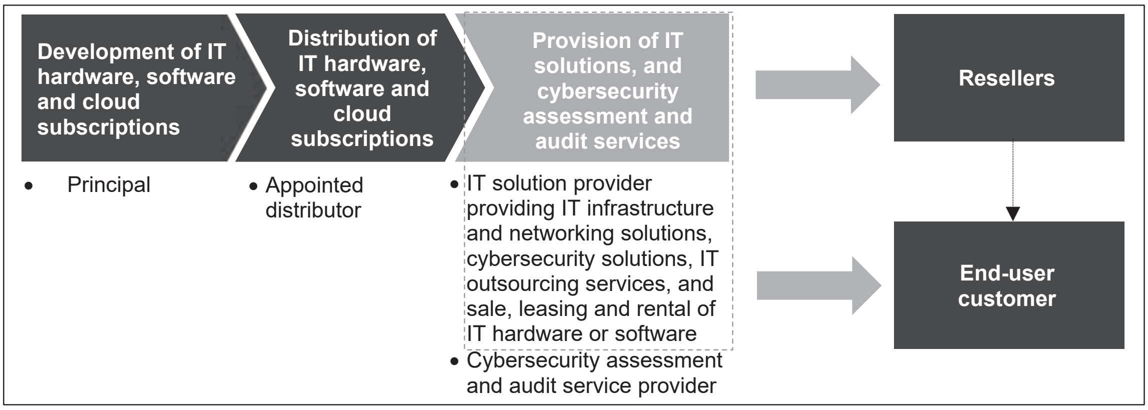
The IT solutions industry value chain comprises companies that are involved in:

(i) **Development of IT hardware and software, and cloud subscriptions** – companies which design and develop the IT hardware (such as servers, network equipment, desktops and laptops), software required to enable functionality (such as productivity, database management, security, cloud services and networking software), and cloud subscriptions. These companies are typically established multinational companies, and are referred to as "Principals";

(ii) **Distribution of IT hardware, software and cloud subscriptions** – companies which market and sell IT hardware, software and cloud subscriptions on behalf of Principals; and

(iii) **Provision of IT solutions and cybersecurity assessment and audit services** – companies which provide consultation services to enterprises, corporations, GLCs and Government agencies on the design of IT solutions tailored to their organisational needs and/or propose suitable IT solutions, as well as implement and configure various IT hardware and/or software to form a complete solution. Some of these companies are also involved in IT outsourcing services. This also includes companies which sell, lease and/or rent out IT hardware and software. It also includes companies which assess and audit the security of the IT infrastructure to determine whether the cybersecurity solutions implemented are sufficient to protect the IT infrastructure.

IT solutions industry value chain



Notes:

(i) Denotes the segment in which MMCS Group presently operates.
(ii) This list is not exhaustive.

Source: PROVIDENCE

MMCS Group is principally involved in the provision of IT solutions, comprising design, implementation and configuration of IT infrastructure and networking solutions, and cybersecurity solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software.

INDUSTRY PERFORMANCE, SIZE AND GROWTH

The performance of the IT solutions industry in Malaysia can be measured by the following:

(i) IT infrastructure and networking solutions

The industry size for IT infrastructure and networking solutions in Malaysia can be depicted by the sales of IT infrastructure and networking hardware, software and services in the country. The total IT infrastructure and networking solutions industry in Malaysia grew at a compound annual growth rate ("**CAGR**") of approximately 17.3% between 2019 and 2025. Moving forward, the IT infrastructure and networking solutions industry in Malaysia is forecast to grow by a further CAGR of 18.5% between 2026 and 2028.

In particular, the cloud services industry in Malaysia, as indicated by the expenditure on public, private and hybrid cloud infrastructure, grew at a CAGR of approximately 23.9% between 2019 and 2025. Moving forward, the cloud services industry in Malaysia is forecast to grow by 20.0% between 2026 and 2028.

(ii) Cybersecurity solutions

The industry size for cybersecurity solutions in Malaysia can be depicted by the sales of cybersecurity hardware, software and services in the country. The cybersecurity solutions industry size in Malaysia grew at a CAGR of 16.7% between 2019 and 2025. Moving forward, the total cybersecurity solutions industry size in Malaysia is forecast to grow by a further CAGR of 15.9% between 2026 and 2028.

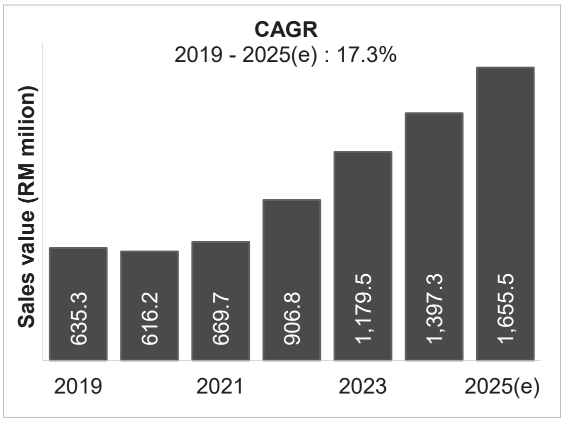
(iii) IT outsourcing services

The industry size for IT outsourcing services, as indicated by revenue from provision of information and communications technology ("**ICT**") services, grew at a CAGR of 5.5% between 2019 and 2025. The industry is forecast to grow at a CAGR of 5.7% between 2026 and 2028.

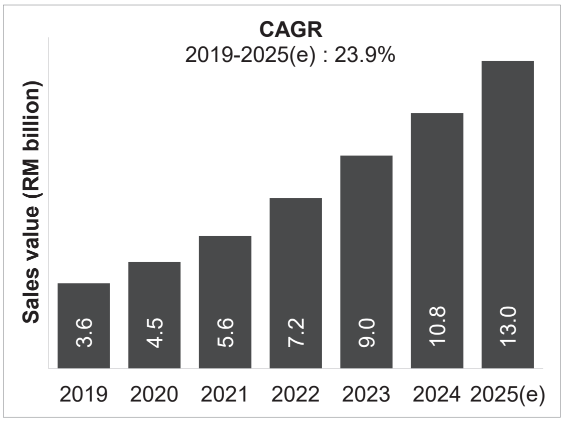
(iv) IT hardware and software products

The IT hardware and software industry size grew, in terms of industry revenue, at a CAGR of 4.5% between 2019 and 2025. The IT hardware and software industry in Malaysia is forecast to grow by a CAGR of 4.8% between 2026 and 2028.

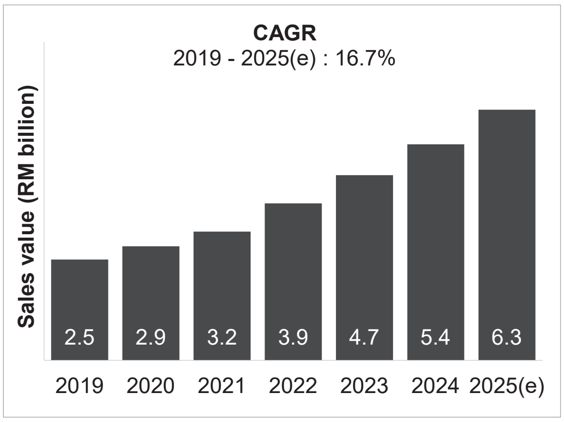
IT infrastructure and networking solutions industry size in Malaysia



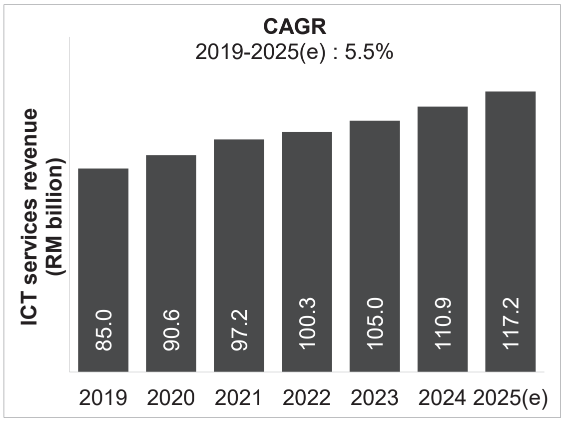
Cloud services industry in Malaysia



Cybersecurity solutions industry size in Malaysia

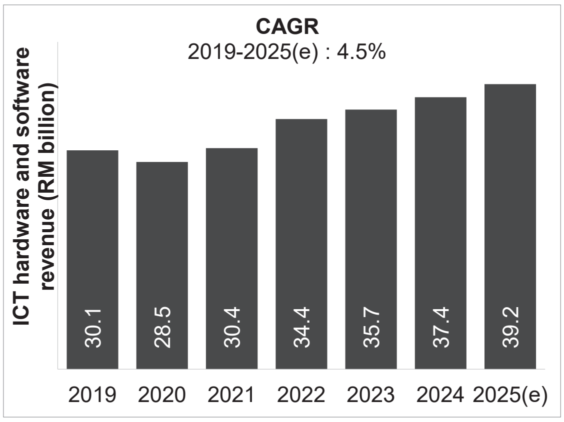


IT outsourcing services industry in Malaysia



PROVIDENCE

IT hardware and software industry in Malaysia



Note:

(i) (e) – Estimate

Source: International Data Corporation, Department of Statistics Malaysia, DataCube Research, PROVIDENCE analysis

KEY GROWTH DRIVERS

The rapid pace of technological evolution would drive demand for IT solutions

The IT solutions industry has been evolving in light of the proliferation and introduction of technologies such as artificial intelligence ("**AI**"), big data, cloud computing, Internet of Things ("**IoT**") as well as mobile and social computing. Another notable development is the introduction of neural processing unit ("**NPUs**"), which are specialised IT hardware components designed to carry out AI-related tasks efficiently. In recent times, NPUs have begun to replace central processing units ("**CPUs**") as the main processors in personal computers. As compared to CPUs, NPUs enable faster processing of AI-related tasks while consuming less energy, thereby contributing to longer battery life, faster execution and enhanced user experience.

To stay competitive, enterprises, corporations, GLCs and Government agencies are utilising these technologies as part of their business operations in the wake of globalisation and to improve efficiency. The use of these technologies has also led to increasing amount of data. Digital data is valuable and crucial to organisations as it facilitates their day-to-day business operations, enables customer and supplier transactions, allows for collaboration from different locations, as well as enables data analysis, which leads to the need to protect the data.

The ongoing adoption of these technologies aligns with the New Industrial Master Plan 2030 ("**NIMP 2030**"), which plans to establish 3,000 smart factories by 2030 to accelerate the integration of digital solutions across Malaysia's manufacturing sector. In addition, the Government of Malaysia intends to accelerate the adoption of big data through the National Big Data Analytics Framework, which would spur demand for big data, catalyse the adoption of big data in the public sector and boost the growth of the big data industry in Malaysia. Further, the National Fiberisation and Connectivity Plan 2019-2023 has provided the infrastructure needed to support these technologies. Additionally, the enforcement of the Cyber Security Act 2024 mandates that National Critical Information Infrastructure (NCII) sectors undergo regular audits and risk assessments to protect their digital assets.

The ongoing advancement of these technologies, coupled with the emergence of new technologies, have created an ongoing need for enterprises, corporations, GLCs and Government agencies to adopt or enhance their IT solutions. These adoptions and upgrades are driven by the need to enhance operational efficiency, improve decision-making, and maintain competitiveness.

Government initiatives to encourage digitalisation would boost the IT solutions industry

Digital Economy refers to the increasing adoption and utilisation of IT solutions in carrying out day-to-day operational tasks in businesses in order to improve efficiency and facilitate globalisation.

The transformative impact of the Digital Economy can be observed throughout various economic sectors including the banking sector (where cash-based transactions have shifted to online-based transactions), manufacturing sector (where manual operations can now be automated or remotely controlled) and retail sector (where stores are not limited to physical outlets but also electronic commerce platforms). The Digital Economy is expected to expand in Malaysia and as such, IT solutions will become increasingly essential in carrying out daily operational tasks. In Malaysia, the contribution of the Digital Economy to the country's gross domestic product (GDP) has grown from 19.2% in 2019 to an estimated 23.4% in 2024.[1]

In February 2021, the Government of Malaysia launched Malaysia Digital Economy Blueprint ("**MyDIGITAL**"), a national initiative which aims to transform Malaysia into a digitally-driven, high income nation and a regional leader in digital economy. MyDIGITAL maps out the strategies which will be undertaken in 3 phases (2021-2022, 2023-2025 and 2026-2030) to achieve its targeted outcomes. The key thrusts in MyDIGITAL pertaining to the IT solutions industry are:

(i) Build enabling digital infrastructure – providing access to extensive and high-quality digital infrastructure (such as broadband, data centres and cable landing stations) to better enable people, businesses and the Government of Malaysia to participate in the digital economy; and

(ii) Build trusted, secure and ethical digital environment – creating a conducive environment for businesses and society to reap the benefits of digital services without compromising safety, data security, privacy, reliability and ethical standards.

In May 2024, Google LLC announced an USD2.0 billion (RM9.1 billion[2]) investment in Malaysia, which include the development of its first data centre and a Google Cloud region in the country. Subsequently, in August 2024, Amazon Web Services Inc announced its plan to invest USD6.2 billion (RM28.3 billion[2]) in Malaysia through 2038. In October 2024, Oracle Corporation announced an investment of USD6.5 billion (RM29.7 billion[2]) investment to establish its first public cloud region in Malaysia. In May 2025, Microsoft Corp also announced the general availability of its first cloud region in Malaysia, named Microsoft West, an AI-ready hyperscale cloud infrastructure, which is part of its USD2.2 billion (RM9.4 billion[2]) investment in the country. These investments reflect Malaysia's growing appeal as a regional hub for cloud services.

In September 2023, the Government of Malaysia, through the Ministry of Investment, Trade and Industry (MITI), also launched the NIMP 2030, with the goal of driving technology adoption across the manufacturing sector. The initiative encourages manufacturers to integrate advanced technologies such as AI, IoT, and cloud computing to automate operations and facilitate data-driven decision-making as an effort to enhance Malaysia's industrial competitiveness and create a high-value, digitally-driven economy.

In addition, the Malaysia Digital Economy Corporation ("**MDEC**") launched the DE Rantau initiative in October 2022, which aims to facilitate the entry of foreign and local digital professionals to support the local tech ecosystem. In August 2024, the Government of Malaysia through Inland Revenue Board of Malaysia (IRBM) and MDEC implemented the National e-Invoicing Initiative which aims to digitalise tax administration, improve compliance, and support Malaysia's digital economy while driving adoption of technology. Under this initiative, businesses are required to adopt digital invoicing through a phased implementation based on their annual turnover.

Under Budget 2026, the Government of Malaysia has, amongst others:

- Allocated RM53.0 million for the Malaysia Digital Acceleration Grant, which will catalyse the growth and adoption of emerging technologies such as blockchain, AI and quantum computing;
- Allocated RM18.1 million for the Malaysian National AI Office ("**NAIO**"). NAIO aims to accelerate AI adoption and position Malaysia as a regional leader in AI;
- Allocated RM2.0 billion to invest in establishing a sovereign AI cloud to protect national data while enabling innovation and large-scale AI applications; and

[1] Source: Department of Statistics, Malaysia. Latest publicly available data is as at 2024.
[2] Exchange rate from USD to RM was converted based on average annual exchange rates extracted from published information from Bank Negara Malaysia at:
2024: USD 1 = RM4.5718
2025: USD 1 = RM4.2815

- Announced a 50.0% tax deduction for micro-, small-, and medium-sized enterprises (MSMEs) undertaking AI and cybersecurity training courses accredited by the MyMahir National AI Council for Industry (NAICI), TalentCorp, and MyDIGITAL to support workforce readiness.

These initiatives will empower more local businesses to embrace digitalisation, thus driving productivity and strengthening national competitiveness.

In addition, the Ministry of Digital launched the National Cloud Computing Policy ("**NCCP**") as an effort to accelerate Malaysia's digital transition through fostering a secure and sustainable cloud ecosystem. The NCCP focuses on a "Cloud-First" strategy which aims to modernise public service delivery as well as drive private sector innovation. The policy is expected to contribute up to RM10.5 billion to Malaysia's GDP by 2028.

Further, under the Thirteenth Malaysia Plan (2026-2030), the Government of Malaysia underscored its aim to strengthen the country's position as a digital innovation hub in Southeast Asia. Several measures will be undertaken, including AI adoption across key sectors such as manufacturing, agriculture and healthcare to enhance productivity and competitiveness through technologies such as predictive analytics and robotics; as well as digitalising public services by introducing MyDigital ID (a national identity management and transaction signing platform) and offering 95.0% of federal public services online.

The Digital Economy is expected to expand in Malaysia and as such, IT solutions will become increasingly essential in carrying out daily operational tasks, thus benefiting IT solution providers.

Rising sophistication of cybersecurity threats and Government initiatives will create demand for cybersecurity solutions

From 2019 to 2025, the number of reported cybersecurity incidents in Malaysia hovered between 5,917 incidents to 10,512 incidents.[3] Furthermore, with the increasing number of devices, appliances and even vehicles which can be connected to the internet, this has increased the risk of exposure to cyber-attacks.

Malaysia has experienced several notable cybersecurity incidents in recent years. For example, in 2022, the personal information of 22.5 million Malaysians was leaked, allegedly stolen from the National Registration Department. In the same year, there was a data breach involving a major local payment gateway service provider which led to a breach in card details used in online transactions. In October 2022, an online second-hand goods selling platform experienced a breach of its database, causing 2.6 million users' data to be compromised. In December 2024, a data breach involving the Malaysian Identity Card (MyKad) details of 17.0 million Malaysians was leaked and offered for sale online. In March 2025, Kuala Lumpur International Airport (KLIA) suffered disruptions to its airport systems due to a ransomware attack. Furthermore, in January 2026, Bank Negara Malaysia (BNM) fined Bank Rakyat RM1.0 million for failing to maintain cybersecurity standards following unauthorised access to its infrastructure in late 2024.

In response to the growing cybersecurity challenges, the Government of Malaysia has introduced several measures to strengthen national cybersecurity. In June 2025, the Government of Malaysia announced its plan to establish a nationwide 24-hour response network aimed at enhancing cybercrime response capabilities. Further, under Budget 2026, the Government of Malaysia has allocated RM30.0 million to strengthen cybersecurity within the country. This allocation is expected to drive demand for cybersecurity solutions to protect individuals, businesses, and national infrastructure.

These developments are expected to create awareness of the need for cybersecurity measures and accelerate the adoption of cybersecurity solutions among organisations. This, in turn, could support the growth of IT solutions industry in Malaysia, as cybersecurity solutions is one of the service offerings.

[3] Source: Malaysia Computer Emergency Response Team

Growing number of companies and businesses indicates an increase in demand for IT solutions

Malaysia has seen a steady growth of newly registered companies at an average increase of 3.5% annually between 2019 and 2025. According to latest available data from the Companies Commission of Malaysia, total companies in Malaysia grew from 1.3 million in 2019 to 1.7 million in 2025. In 2024, 25,496 companies were dissolved in Malaysia, which translated to 1.5% of the number of registered companies in the year.[4] This indicates that there is a low percentage of companies that are dissolved of companies that are registered in Malaysia.

The steady growth trend of companies in Malaysia is expected to continue in light of the nation's developing economy over the long-term. The growing number of companies registered each year provides opportunities for demand for IT solutions in Malaysia, either through subscriptions or purchases of new solutions or upgrade their current solutions.

SUPPLY FACTORS

Availability of IT hardware and software, and cloud subscriptions

IT hardware and software, and cloud subscriptions are critical components of IT solutions, and are typically purchased from Principals and their distributors. IT hardware and software as well as cloud subscriptions are basic components needed for IT solution provider to design, implement, configure and maintain IT solutions. Thus, IT solution providers are dependent on their network of Principals and distributors, and their ability to obtain a reliable supply of IT hardware and software as well as cloud subscriptions required for implementing their IT solutions.

Availability of human resources

The availability of qualified and experienced talent is important to provide IT solutions. As such, it is essential that an IT solution provider is able to hire, train and retain talented, experienced and qualified employees. Generally, there is no shortage of skilled resources in the IT sector. According to the Department of Statistics Malaysia, the number of persons employed in the IT sector increased from approximately 236,000 in 2019 to approximately 285,000 in 2025, at a CAGR of 3.2%. The rise in the number of persons employed in the IT sector indicates that there are sufficient skilled resources to take on IT jobs that are available in the country.

RISKS AND CHALLENGES

Competition from other industry players

The IT solutions industry in Malaysia is fragmented, with numerous IT solution providers that are capable of providing similar solutions, competing on the basis of price and solution design in terms of layout design of the infrastructure, quantity, and/or specifications, among others. Thus, the industry is highly competitive, and industry players have to leverage on their existing strengths and advantages in order to remain competitive and gain larger market share. Further, industry players also compete in terms of recruiting and retaining skilled and trained technical employee, particularly personnel with suitable experience and appropriate skill set. As such, it is a challenge to retain trained technical employees as they may be recruited by other industry players, and it may be difficult to identify and recruit suitable replacement(s) in a timely manner.

Lack of awareness on the need for cybersecurity solutions

Generally, there is a lack of awareness amongst organisations on the importance of cybersecurity solutions. As the effects of cybersecurity solutions are not immediately visible, organisations may view cybersecurity

[4] Source: Companies Commission of Malaysia Annual Report 2024.

solutions as an unnecessary additional business cost and may choose to redirect their resources to other areas which are deemed more profitable to their business operations. There are also organisations which continue to operate with legacy cybersecurity solutions, that have not been updated to keep up with increasingly sophisticated cyber threats and attacks.

Supply disruptions of IT hardware

Semiconductors are an integral component in the manufacturing of IT hardware, which is used in the facilitation and implementation of IT solutions. Thus, any shortage of semiconductors will have an adverse impact on the manufacturing of IT hardware. There was a global shortage in semiconductors due to disruptions in fabrication activities of foundries contributed by the COVID-19 lockdowns, as well as the Russia-Ukraine war in 2022 which exacerbated the shortage in microchips globally. This is because Russia and Ukraine are key suppliers of palladium and neon, which are raw materials used in semiconductor manufacturing. While foundries have stocked up on these materials, the prolonged war affected the supply of semiconductors globally. Apart from the above, the imposition of tariff barriers between the United States and China to restrict companies from trading has also disrupted the supply of semiconductors.

There also has been a global shortage in memory chips since late 2025, primarily caused by the rapid surge in demand for AI infrastructure which requires large volumes of memory chips to support its workloads. The rapid surge in demand for AI infrastructure resulted in memory chip manufacturers shifting their production focus to cater to artificial intelligence memory chips, causing a shortage in memory chips used in other IT hardware. This shortage has disrupted the supply of IT hardware, resulting in higher prices of IT hardware and longer procurement lead times for IT hardware.

Economic, social and political risks

IT solution providers are also subject to economic, social and political conditions affecting the markets they operate in. In particular, the on-going 2026 Iran war, which has resulted in a blockade being placed on the Strait of Hormuz, a major shipping channel for oil, has led to an oil supply crisis and a significant rise in global oil prices. The significant increase in oil prices could adversely impact the economy which could lead to cutbacks by companies on IT solution projects which may result in potential delays and/or cancellation of IT solution projects. A rise in global oil prices could also increase freight costs which would increase the cost to purchase IT hardware. Should IT solution providers pass on these costs to customers, the higher prices of IT solutions may result in delays and/or cancellations of IT solution projects. Conversely, if IT solution providers are unable to pass on these costs to customers, this could adversely impact the profit margins of IT solution providers. Meanwhile, the delay in delivery of IT hardware could also result in a delay in implementation of IT solution projects.

COMPETITIVE OVERVIEW

PROVIDENCE has identified the following industry players, including the Group, on the basis that:

(i) They are involved in the provision of IT solutions, particularly in the design, implementation and configuration of IT solutions, as well as provision of IT outsourcing services;
(ii) They are based in Malaysia; and
(iii) They have a revenue of RM20.0 million and above and a PAT of RM1.0 million and above, based on their latest audited FYE.

These industry players are[a]:

Company name	Latest audited FYE	Revenue (RM '000)	Gross profit ("GP") (RM '000)	Profit/Loss After Tax ("PAT/ LAT") (RM '000)	GP margin [b] (%)	PAT margin [c] (%)
Bridgenet Solutions Sdn Bhd [d]	31 December 2024	136,781	20,606	2,867	15.1	2.1

Company name	Latest audited FYE	Revenue (RM '000)	Gross profit ("GP") (RM '000)	Profit/Loss After Tax ("PAT/ LAT") (RM '000)	GP margin [(b)] (%)	PAT margin [(c)] (%)
CLL Systems Sdn Bhd	31 December 2024	127,102	30,372	11,436	23.9	9.0
Cloudpoint Technology Berhad[(e)]	31 December 2024	145,002	37,719	20,596	26.0	14.2
CogDev Malaysia Sdn Bhd	31 March 2025	280,917	N/A[(f)]	14,356	N/A[(f)]	5.1
CommVerge Solutions (M) Sdn Bhd	31 December 2024	46,762	11,277	2,417	24.1	5.2
CTC Global Sdn Bhd	31 March 2025	917,964	97,824	37,739	10.7	4.1
DXC Technology Malaysia Sdn Bhd	31 March 2025	281,929	N/A[(f)]	29,677	N/A[(f)]	10.5
Heitech Padu Berhad[(e)]	31 December 2024	336,971	N/A[(f)]	7,058	N/A[(f)]	2.1
Hitachi Sunway Information Systems Sdn Bhd	31 March 2025	209,245	81,065	6,160	38.7	2.9
Infoline Tec Group Berhad[(e)]	31 March 2025[(g)]	114,522	51,310	14,255	44.8	12.4
Integrated Global Solutions Sdn Bhd	31 December 2024	108,511	21,349	8,178	19.7	7.5
JOS (Malaysia) Sdn Bhd	31 December 2024	181,339	27,170	3,172	15.0	1.7
MMCS Group	**31 December 2025**	**98,682**	**21,001**	**10,121**	**21.3**	**10.3**
NEC Corporation of Malaysia Sdn Bhd	31 March 2025	143,441	62,676	24,287	43.7	16.9
Noventiq Solutions International Sdn Bhd	31 December 2024	282,395	21,032	4,741	7.4	1.7
Sarawak Information Systems Sdn Bhd	31 December 2024	351,788	86,348	121,959	24.5	34.7
SRKK AI Berhad	31 December 2024	94,540	20,739	5,008	21.9	5.3

Notes:
(a) The list above is based on publicly available information and is not exhaustive. It may not include companies whose financial information have been private exempted and cannot be viewed by the public.
(b) GP margin was computed based on GP and revenue of the company.
(c) PAT margin was computed based on PAT and revenue of the company.
(d) Bridgenet Solutions Sdn Bhd has been acquired by Celcom Axiata Berhad in 2021, and is now part of CelcomDigi Berhad.
(e) Public listed company on the Bursa Malaysia Stock Exchange.
(f) N/A - Not publicly available as the audited financial statement or annual report does not disclose GP.
(g) Financial period is from 1 January 2024 to 31 March 2025.

Source: Various company websites and prospectus, Companies Commission of Malaysia, PROVIDENCE

PROVIDENCE

MARKET SHARE

MMCS Group's market share according to the types of IT solutions offered in 2024 are as follows:

Type of IT solutions	Industry size in 2024 (RM billion)	MMCS Group's segmental revenue in FYE 31 December 2024 (RM million)	Market share (%)
IT infrastructure and networking, and cloud services industry	12.2	30.3	0.2
Cybersecurity solutions industry	5.4	8.0	0.1
IT outsourcing services industry	110.9	23.1	0.02
IT hardware and software products industry	37.4	12.4	0.03

Source: MMCS Group, International Data Corporation, Department of Statistics Malaysia, DataCube Research, PROVIDENCE analysis

MMCS Group's market share according to the types of IT solutions offered in 2025 are as follows:

Type of IT solutions	Industry size in 2025 (RM billion)*	MMCS Group's segmental revenue in FYE 31 December 2025 (RM million)	Market share (%)
IT infrastructure and networking, and cloud services industry	14.7	32.8	0.2
Cybersecurity solutions industry	6.3	16.4	0.3
IT outsourcing services industry	111.7	30.8	0.03
IT hardware and software products industry	39.2	18.7	0.05

Note:
(i) *Estimate

Source: MMCS Group, International Data Corporation, Department of Statistics Malaysia, DataCube Research, PROVIDENCE analysis

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9. RISK FACTORS

YOU SHOULD EVALUATE AND CONSIDER CAREFULLY, ALONG WITH OTHER MATTERS IN THIS PROSPECTUS, THE FOLLOWING RISK FACTORS WHICH MAY IN THE FUTURE HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS OPERATIONS, FINANCIAL POSITION AND PERFORMANCE, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

9.1 Risks Relating to Our Business and Operations

9.1.1 We depend on our ability to secure new projects and customers which poses a risk of losing existing customers and/or secure sales from new customers

Our future financial performance and profitability are dependent on our ability to secure new projects and customers. Our projects related to the implementation and configuration of IT solutions are typically secured on a project basis, while provision of IT outsourcing services are typically offered on either a contract or project basis for a tenure ranging from 1 year to 3 years. As for sales and leasing of IT hardware and software, we secure them on a transaction and contract basis for a tenure ranging from 3 months to 5 years, respectively.

The absence of long-term contracts poses a risk of losing our existing customers as there is no obligation for them to continue engaging us. In particular, we are dependent on some of our major customers, namely Customer A and Koperasi Angkatan Tentera Malaysia Berhad. Collectively, they contributed 42.76%, 48.56%, 48.99% and 40.50% to our revenue in the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. While we do not have long-term contracts with these major customers, we have maintained a trusted working relationship spanning up to 9 years with them as at FYE 2025. However, there is no assurance that we will be able to maintain the business relationship and continue to secure new projects with them.

Our revenue may vary from period to period due to the number and scale of projects that we are able to secure. These may be affected by factors such as economic downturns, industry-specific slowdowns and customer’s financial constraints, amongst others. While we actively identify and reach out to new customers, we may not be able to secure new projects of similar size and volume.

If we were to lose any of our customers, particularly our major customers, and are unable to secure sales from new customers or additional sales from existing customers in a timely manner, our business and financial performance may be adversely affected.

9.1.2 We are dependent on VSTECS group of companies and there is no guarantee that we will be able to find other suitable suppliers that can provide similar or more favourable prices, credit terms, credit limit and customer service

Our Group mainly sources the IT hardware and software required for our IT solutions from Principals’ Distributors, with whom we have established long-term working relationships with. Our Group is not reliant on these Principals’ Distributors as the IT hardware and software sourced from them are readily available in the market and can be obtained from other Distributors or sourced directly from the Principals, save for certain products whereby VSTECS group of companies is the sole distributor.

However, our Group has consistently purchased from VSTECS group of companies during the Financial Years Under Review. They have made up 22.90%, 59.66%, 65.87% and 61.71% of our purchases during FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively. As at the LPD, our business relationship with the VSTECS group of companies spans over 16 years, due to their favourable credit terms and credit limit granted to us, high level of customer service and ability to deliver products in a timely manner.

Although there are other available suppliers that can provide us IT hardware and software and we are not tied down to any IT brand, and cloud subscriptions of similar brands and types, there is no guarantee that we will be able to find a suitable supplier that can provide us with similar or more favorable prices, credit terms and credit limit in a timely manner. There is also no guarantee that the supplier will have the same level of customer service or will be able to fulfill our orders in a timely manner.

Failure to source a suitable replacement could have a material and adverse impact to our Group's business operations, financial performance and future growth. In addition, should the new supplier fail to deliver IT hardware, software and/or cloud subscriptions in a timely manner, this may lead to a delay in completing our projects, which may affect our market reputation, and this could adversely impact our operation and consequently our financial performance.

9.1.3 Our IT outsourcing services may be affected by system failures or security breaches which could lead to data leakage and/or materially impact our ability to carry out IT outsourcing services

In the course of providing IT outsourcing services, we may be provided access to our customers' confidential information. It is against our Group's code of conduct to extract any information from our customers' servers and our employees have been trained to adhere to our guidelines on maintaining compliance with regards to data privacy and security while third-party service providers have been briefed accordingly. However, we face the risk of data leakage occurring due to employee and/or third-party service provider's negligence, mishandling or other accidental actions. For the Financial Years Under Review and up to the LPD, there was no data leakage by employees and/or third-party service providers.

Further, we rely on software systems, internet connection and public cloud infrastructure for the provision of IT outsourcing services. As such, should there be any system failures caused by events that may be beyond our control, such as power failures, internet downtime and equipment failure, this may materially impact our ability to carry out our IT outsourcing services.

9.1.4 We are exposed to unexpected delays or interruptions that are beyond our control in carrying out the design, implementation and configuration of IT solutions which could impact our project progress and ability to complete projects in time

The design, implementation and configuration of IT solutions, including IT infrastructure and networking solutions and cybersecurity solutions, are subject to unexpected delays or interruptions caused by factors beyond our control. These may include delays from the customer's end such as unavailability of persons-in-charge at the customers' sites to facilitate the implementation of the project, or unexpected difficulties in accessing our customers' infrastructure due to sudden breakdowns or unscheduled system maintenance. Any other unexpected events such as accidents and natural disasters may also restrain our employees' movements where our technical personnel are unable to travel to our customer's premises.

We may also experience delays in obtaining approvals from our customers, typically due to factors such as funding allocation, provision of system access, completion of paperwork or internal approval required from other departments such as legal or compliance.

Such unexpected delays and interruptions could impact our project progress and ability to complete our project in time, which may subsequently affect our timing for revenue recognition and collection of payment from our customers, thus affecting our financial performance.

Our Group may also be imposed with liquidated ascertained damages ("**LAD**") which varies across projects in the event of delays attributable to the contractor for certain projects undertaken by our Group. Notwithstanding the presence of LAD provisions in some of our projects, our Group has not incurred any LAD during the Financial Years Under Review and up to the LPD.

9.1.5 We rely on our Key Senior Management for the continued success of our Group, and the loss of our Key Senior Management could result in an adverse effect on our Group's operations

Our success and future growth is heavily dependent upon the continued service and efforts of our Key Senior Management, namely Young Yoong Chang, Lee Choon Weng, Wong Mei Ling, Quah Soo Keat, Hue Boon Fatt, Kam Sheau Fen and Choong Choi Hoong. Their extensive knowledge and experience in our business and industry have been instrumental in the strategic direction, leadership, business planning and development, and management of our Group's operations thus far, and will be vital for our future growth strategies.

As such, the loss of any of our Key Senior Management without suitable or timely replacements may result in an adverse effect on our Group's operations, and may eventually affect our ability to maintain and/or improve our business or financial performances.

9.1.6 We may not be able to successfully implement our business strategies and future plans to grow our business which could limit our growth prospects

We intend to expand our operations in accordance with our business strategies and future plans set out in Section 7.13 of this Prospectus. Whilst we believe that the business expansion strategies will be beneficial to the performance of our Group, the expected benefits may not materialise immediately or at all or may take a longer time to be realised and/or could reduce our profitability in the short term.

There is also no assurance that we will be able to recruit or attract a sufficient number of skilled employees required to support our business strategies and future plans. In addition, the implementation of our business strategies and future plans may also be influenced by various factors beyond our control, such as changes in economic conditions as well as the social and political environment in Malaysia which may affect the commercial viability of such strategies and plans.

As such, we are not able to assure that we will be successful in executing our business strategies, nor can we be assured that we will be able to anticipate all the business and operational risks arising from our business strategies. Any failure or inefficiencies in managing our business growth may lead to a material adverse effect on our business operations and financial performance.

9.1.7 Inadequacy of insurance coverage may cause significant loss and damage to us

We are exposed to the risk of losses or liabilities arising from unforeseen events that may occur during our business operations. As at the LPD, we have currently taken out insurance policies for burglary, fire, electronic equipment, office buildings and contents, as well as public liability, amongst others. Subject to customer requests, we may also take workmen compensation and all risks insurance policies on a project basis.

Our insurance may not be adequate to cover the losses, damages or liabilities that may arise in the course of our business operations. Any losses, damages or liabilities in excess of our insured limits or in areas for which we are not fully insured may adversely affect our Group's business, financial performance or results of operation.

During the Financial Years Under Review and up to the LPD, we have made an insurance claim pertaining to water damage at our Cyberjaya Property which led to the short circuit of 3 servers. We received the settlement of RM18,965.95 in November 2025.

9.1.8 Our business could suffer if we are not able to renew our certifications and accreditations as our ability to secure projects may be adversely impacted

We are a Grade 7 contractor registered with the CIDB which allows us to tender and undertake contracts for projects with no tender limit. This broadens the range of projects we are able to tender for as there is no limitation to the contract value. We are also registered as a supplier with the MOF, which is a requirement prior to supplying goods or services to GLCs. This enables us to tender for and be awarded projects by GLCs. In addition, we received ISO 9001:2015 accreditation for the design, implementation, maintenance and support of any IT related hardware, software and solutions. This is a testament to our commitment to providing quality IT solutions and services.

Although we have not faced any difficulties in renewing these certifications and accreditations, there is no assurance that we will be able to continuously comply to their requirements, or if they will be suspended or revoked. Should we lose any of these certifications or accreditations, this may lead to us not being able to secure projects from certain customer types and our financial performance may be adversely impacted.

9.1.9 Our financial performance may be impacted by a change or loss of the Malaysia Digital Status as we will no longer be entitled to the income tax exemption granted by the MITI

SMIND is a Tier 1 Malaysia Digital Status company which entitles SMIND to incentives and privileges, including income tax exemption. This tax exemption applies to SMIND's statutory income derived from present principal activities. SMIND's current tax incentive period under the Malaysia Digital Status expires on 29 December 2026, and we will no longer be able to renew this status as we have reached the limit of 10 years.

MDEC is the body responsible for monitoring all Malaysia Digital Status companies in Malaysia and has the right to revoke our Malaysia Digital Status at any time at its discretion. As at the LPD, we have not breached any of the conditions of the Malaysia Digital Status. However, there is no assurance that the conditions for entitlement for the Malaysia Digital Status will not be changed or modified in any way in the future, and that we will be able to comply with such changes. This may also result in revocation of our Malaysia Digital Status.

Upon expiry of our Malaysia Digital Status, we will cease to be entitled to the benefits associated with the Malaysia Digital Status, which will have an adverse effect on our business, operating results and financial conditions.

An illustration of the impact of income tax exemption to our Group's PAT for the Financial Years Under Review is as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PAT				
With Tier 1 Malaysia Digital Status	2,758	3,594	8,686	10,121
Without Tier 1 Malaysia Digital Status	2,494	3,363	7,987	9,364
PAT reduction	**%**	**%**	**%**	**%**
Without Tier 1 Malaysia Digital Status	(9.57)	(6.43)	(8.05)	(7.48)

9.1.10 We may be impacted by the quality of services provided by third-party service providers as this may adversely impact our reputation, relationship with our customers and financial performance

For the Financial Years Under Review, outsourcing costs which comprise costs of engaging third-party service providers constituted 24.39% to 40.23% of our Group's cost of sales. We mainly engage these third-party service providers to provide maintenance services and technical support services for customers based outside of Klang Valley. We work with these third-party service providers to leverage on their resources and to promptly respond to customers based outside of Klang Valley. For information, the Group does not enter into long-term contracts or formal service level agreements with third-party service providers. Engagements are generally on a project-by-project or job-based basis, depending on the nature and location of the services required.

In this regard, there is a risk associated with the quality of work performed by our third-party service providers and timeline in which their works are completed. Although our in-house personnel review deliverables and conduct verification upon completion of service by these third-party service providers and have the capability to carry out these processes, in the event the third-party service providers are unable to respond within the specified timeline and/or rectify any shortfall in quality of work, we will have to despatch our in-house personnel to the customers' locations outside of Klang Valley.

As a result, this could incur additional costs and time and this may adversely impact our financial performance. Further, there are no formal back-to-back contractual arrangements with these third-party service providers hence, if their performance is not up to the expectations of our customers, our reputation may also be adversely affected and our relationship with our customers may be impacted.

We have not experienced any delays in completing our services that have materially and adversely impacted our financial performance or received complaints from our customers relating to the work completed by our third-party service providers for the Financial Years Under Review as well as up to LPD. Nevertheless, there is no assurance that we will not experience any claims or complaints from our customers relating to unsatisfactory, late or non-performance of our third-party service providers in the future.

9.2 Risks Relating to Our Industry

9.2.1 We face competition from other industry players which could affect our business and financial performance

We operate in a highly competitive industry and face competition from other industry players with similar service offerings. The competitive landscape of the IT solution industry is highly fragmented with numerous industry players. These existing and prospective competitors comprise both private and public listed companies providing IT solutions.

We generally compete with other industry players in terms of industry reputation, brands, pricing and service quality. Whilst we strive to remain competitive, there can be no assurance that any change in the competitive environment would not have any material and adverse impact on our business and financial performance.

9.2.2 We are dependent on the availability of technical personnel as it will affect our ability to operate and compete

Our Group's success depends, to a large extent, on our ability to attract and retain qualified Technical personnel with the right technical expertise and experience. To this end, we actively recruit new talent and strive to retain our existing employees.

As at the LPD, 60 out of 91 technical personnel are contractual employees as we recruit on a project basis. Thus, our ability to operate and compete could be adversely affected if we are unable to attract, train, motivate and retain qualified individuals as permanent and/or contractual employees. Inability to attract and retain sufficient qualified individuals as permanent and/or contractual employees could also lead to us not being able to fulfil our project obligations, which could lead to a failure to renew contracts or projects, or secure additional contracts or projects from existing customers.

We could also lose our technical personnel to our competitors. If we are unable to find suitable and timely replacement(s), this may impact our business operations and financial performance.

We have put into place succession planning measures to ensure the long-term success and growth of our business such as developing career development programmes aimed at grooming potential successors to prepare them for future leadership roles.

However, there is no assurance that we will be able to attract or retain technical personnel with the necessary skills and experience. Failure to do so, this could temporarily disrupt our business operations and financial performance.

9.2.3 We are exposed to the risk of supply disruption of IT hardware resulting from global shortages of semiconductors which could lead to delays in receiving IT hardware supplies

Semiconductors are an integral component in the manufacturing of IT hardware which we require to provide our IT solutions.

In 2020, there was a global shortage in semiconductors as fabrication activities and logistics were disrupted when foundries could not operate due to the COVID-19 pandemic. In addition, there was skyrocketing demand from consumers as a result of lockdown measures and imposition of tariff barriers to restrict companies in both the United States and China from trading.

Further, the Russia-Ukraine war which began in February 2022 also exacerbates the shortage in microchips globally. Both Russia and Ukraine are key suppliers of palladium and neon, which are raw materials used in semiconductor manufacturing. While foundries have stocked up on these materials, a prolonged war could affect the supply of semiconductors globally which would consequently have an adverse impact on the manufacturing of IT hardware.

Since late 2025, there has been a global shortage in memory chips primarily caused by the rapid surge in demand for artificial intelligence infrastructure, which requires large volumes of memory chips to support its workloads. As a result, memory chip manufacturers have shifted their production focus to cater to artificial intelligence memory chips, causing a shortage in memory chips used in other IT hardware. This shortage has disrupted the supply of IT hardware, resulting in higher prices of IT hardware and longer procurement lead times for IT hardware. Consequently, this may adversely impact our Group's project timelines, causing a delay in recognition of our Group's revenue recognition for the financial year, which could adversely impact our Group's financial performance. In addition, should we be unable to pass on the cost of these IT hardware to our customers, our Group's profit margins may also be adversely affected. Further, the rise in prices of IT hardware may also lead to lower demand for IT solutions, which could adversely impact our Group's business and financial performance.

In the past, our Group had not experienced delays in receiving IT hardware supplies that have materially affected our financial performance. However, there can be no assurance that any future disruption in the supply of IT hardware will not have a negative impact on our Group's financial performance.

9.2.4 We are subject to economic, social, political and regulatory and pandemic risks which could affect the demand for IT solutions

Our business is subject to risks associated with conducting business in Malaysia because we mainly provide our IT solutions to customers in Malaysia and purchase IT hardware and software from local Principal's Distributors. We also derive a small percentage of our revenue from other countries. In the Financial Years Under Review, our revenue generated from international markets accounted for approximately 0.71%, 0.36%, 0.49% and 0.78% respectively.

Thus, we are susceptible to any changes in the political, social, economic, and regulatory conditions in Malaysia and other countries. These events could include, but are not limited to, changes in political leaderships, occurrence of civil war or disorder, changes in import tariffs and related duties, as well as modification to the conditions governing licences, registrations and permits to conduct business. Similarly, any global or regional economic downturn would also affect overall business conditions, consumer confidence and sentiments, as well as investments, which would subsequently affect the demand for our IT solutions.

In particular, the on-going 2026 Iran war has resulted in a blockade being placed on the Strait of Hormuz, a major shipping channel for oil, which has led to an oil supply crisis and a significant rise in global oil prices. The oil supply crisis and significant increase in oil prices could result in higher freight rates which would consequently result in higher costs in purchasing IT hardware, and delays in delivery of IT hardware. If we were to pass on the increase in costs of purchasing IT hardware to our customers (comprising GLCs, enterprises and corporations), this would increase the rates charged for IT solution projects which may lead to these GLCs, enterprises and corporations delaying and/or cancelling IT solution projects. Conversely, if we are unable to fully pass on the increase in costs of purchasing IT hardware to our customers, this could adversely impact our profit margins. Meanwhile, the delay in delivery of IT hardware could also result in a delay in implementation of IT solution projects. In addition, the businesses of GLCs, enterprises and corporations may also be adversely impacted, resulting in cutbacks in expenses in relation to IT solution projects which in turn would also result in potential delays and/or cancellation of IT solution projects. Any delays or cancellations of our Group's IT solution projects could impact our Group's revenue recognition for the financial year, thus adversely impacting our Group's financial performance.

We are also exposed to the risk of local epidemics or pandemics where we may face business interruptions including, among others, temporary suspension of our business operations. While we did not experience any interruptions to our business during the COVID-19 pandemic as our customers are in essential service sectors, there is no assurance that this will be the case should there be future outbreaks or pandemics of a similar nature to COVID-19.

There can be no assurance that any adverse political, social, economic, and regulatory developments, or outbreaks of diseases in the future, which are beyond our control, will not materially affect our business operations and financial performance.

9.3 Risks Relating to Investment in Our Shares

9.3.1 There is no prior market for our Shares

Prior to our IPO, there has been no public market for our Shares. Accordingly, there is no assurance that an active market for our Shares will develop upon our Listing, or if developed, that such a market will be sustainable. There is also no assurance as to the liquidity of any market that may develop for our Shares, the ability of holders to sell our Shares or the selling prices at which holders would be able to sell our Shares.

We and our Promoters have no obligation to make our Shares marketable. Our IPO Price was determined after taking into consideration various factors, and these factors could cause our Share price to fluctuate, which may adversely affect the market price of our Shares.

There can be no assurance that our IPO Price will correspond to the price at which our Shares will trade on the ACE Market upon our Listing and that the market price of our Shares will not decline below our IPO Price.

9.3.2 Capital market risks and share price volatility

The performance of the capital market is very much dependent on external factors such as the performance of the regional and global stock markets and the inflow or outflow of foreign funds. Sentiment is also largely driven by internal factors such as the 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 in the capital market, thus adding risks to the market price of our listed Shares. Nevertheless, the profitability of our Group is not dependent on the performance of the capital market, as the business activities of our Group have no direct correlation with the performance of securities listed in the capital market.

Our Shares could trade at prices lower than our IPO Price depending on various factors, including current economic, financial and fiscal conditions in Malaysia, our operations and financial results and the price volatility in the markets for securities in similar or related industries in Malaysia or emerging markets. There is no assurance that any market for our Shares will not be disrupted by price volatility or other factors, which may have a material adverse effect on the market price of our Shares.

In addition, the market price of our Shares may be highly volatile. It could fluctuate significantly and rapidly in response to, amongst others, the following factors, some of which are beyond our control:

(i) variation in our results and operations;

(ii) success or failure of our management team in implementing business and growth strategies;

(iii) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;

(iv) changes in conditions affecting the industry, the general economic conditions or stock market sentiments or other events and factors;

(v) additions or departures of our Key Senior Management team;

(vi) fluctuations in stock market prices and volumes; or

(vii) involvement in litigation.

In addition, many of the risks described herein could materially and adversely affect the market price of our Shares. Furthermore, if the trading volume of our Shares is low, price fluctuation may be exacerbated. Accordingly, there can be no assurance that our Shares will not trade lower than our IPO Price.

9.3.3 The sale or the possible sale of a substantial number of Shares in the public market following our IPO could adversely affect the price of our Shares

Following the completion of our IPO and Listing, approximately 38.70% of our enlarged issued share capital will be publicly held by investors participating in our IPO, while approximately 61.18% of our enlarged issued share capital, will be held by our Promoters.

Our Promoters may dispose of some or all of their Shares after their respective moratorium period, pursuant to their investment objectives. If our Promoters and substantial shareholders sell or are perceived as intending to sell a substantial amount of our Shares, the market price of our Shares could be adversely affected.

9.3.4 Delay in or cancellation of our Listing

The possible occurrences of certain events, including the following, may cause a delay in or termination of our Listing:

(i) our Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations under such agreement;

(ii) inability to meet the public shareholding spread requirements under the ACE LR of having at least 25.00% of our enlarged issued share capital must be held by a minimum of 200 public shareholders holding not less than 100 Shares each at the point of our Listing; or

(iii) the revocation of the approvals from relevant authorities for our Listing for whatever reason.

Where prior to the issuance and allotment of our IPO Shares:

(i) if the SC issues a stop order pursuant to Section 245(1) of the CMSA, the Applications shall be deemed to have been withdrawn and cancelled, and our Company or such other person who received the monies shall forthwith repay without interest 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 10.00% per annum or at such other rate as may be specified by the SC from the expiration of that period pursuant to Section 245(7)(a) of the CMSA; or

(ii) if our Listing is aborted, investors will not receive any of our IPO Shares, and all monies paid in respect to 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:

(i) if 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 forthwith be repaid without interest, 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 10.00% per annum or at such other rate as may be specified by the SC from the expiration of that period pursuant to Section 245(7)(b) of the CMSA; or

(ii) if our Listing is aborted other than pursuant to a stop order by the SC under Section 245(1) of the CMSA, a return of monies to our shareholders could only be achieved by way of cancellation of share capital as provided under the Act and its related rules to the extent that our IPO Shares form part of our share capital. Such cancellation can be implemented by the sanction of our shareholders by special resolution in a general meeting and supported by either (aa) consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances, or (bb) a solvency statement from our Directors.

9.3.5 Payment of dividends

Our ability to declare and pay dividends to our shareholders is dependent on, amongst others, our future financial performance, distributable reserves and cash flows. This, in turn, is dependent on our operating results, capital requirements and our ability to implement our future plans, demand for and selling prices of our products, general economic conditions, and other factors specific to our industry, many of which are beyond our control. As such, there is no assurance that we will be able to pay dividends to our shareholders.

We are a holding company and conduct substantially all of our operations through our Subsidiaries. Accordingly, dividends and other distributions received from our Subsidiaries are our principal source of income. The receipt of dividends from our Subsidiaries may also be affected by the passage of new laws, adoption of new regulations and other events outside our control, and our Subsidiaries may not continue to meet the applicable legal and regulatory requirements for the payment of dividends in the future. In addition, changes in accounting standards may also affect the ability of our Subsidiaries and, consequently, our ability to pay dividends.

Further, our payment of dividends may adversely affect our ability to fund unexpected capital expenditure as well as our ability to make interest and principal repayments on any borrowings that we may have outstanding at the time. As a result, we may be required to borrow additional money or raise capital by issuing equity securities, which may not be on favourable terms or available at all. Further, if we incur new borrowings subsequent to our Listing, we may be subject to additional covenants restricting our ability to pay dividends.

Our Board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. However, dividend payments will depend on our ability to pay dividends and could not be guaranteed, and our Board may decide, at its sole and absolute discretion, at any time and for any reason, not to pay dividends. If we do not pay dividends or pay dividends at levels lower than that anticipated by investors, the market price of our Shares may be negatively affected, and the value of any investment in our Shares may be reduced.

Further details of our dividend policy are set out in Section 12.13 of this Prospectus.

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9.4 Other Risks

9.4.1 Our future fund-raising exercise may result in dilution of shareholdings

Our capital requirements are dependent on, amongst others, our business, the availability of our resources for attracting, maintaining and enlarging our customer base and the need to maintain and expand our product offering. Thus, we may need additional capital expenditure for future expansions and/or investments. An issue of new Shares or other securities to raise funds will dilute shareholders' equity interest and may, in case of a rights issue, require additional investment by shareholders.

9.4.2 Forward-looking/prospective statements in this Prospectus may not be achievable

Certain statements in this Prospectus are based on historical data which may not be reflective of future results and others are forward-looking in nature that are based on assumptions and subject to uncertainties and contingencies which may or may not be achievable. Whether such statements would ultimately prove to be accurate depends upon a variety of factors that may affect our businesses and operations, and such forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, plans, performances and achievements, expressed or implied, by such prospective statements. Although we believe that the expectations reflected in such future statements are reasonable at this time, there can be no assurance that such prospective statements or expectations will prove to be correct in the future. Any deviation from the expectations may have a material adverse effect on our business and financial performance.

The above is not an exhaustive list of challenges we are currently facing or that may develop in the future. Additional risks whether known or unknown, may in the future have a material adverse effect on us and/or our Shares.

9.4.3 Our Promoters will be able to exert significant influence over our Company

Upon completion of our IPO, our Promoters will collectively hold an aggregate of 346,895,500 Shares, representing approximately 61.18% of our enlarged issued Shares. As a result, these shareholders, acting together, have voting control over our Company and are expected to have significant influence on the outcome of certain matters, unless they are required to abstain from voting by law and/or by the relevant authorities.

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10. RELATED PARTY TRANSACTIONS

Pursuant to the ACE LR, a "**related party transaction**" is a transaction entered into by a listed corporation or its subsidiaries, which involves the interest, direct or indirect, of a related party. A "**related party**" is defined as:

(i) a director, having the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the listed corporation, its subsidiary or holding company, or a chief executive of the listed corporation, its subsidiary or holding company; or

(ii) a major shareholder and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed corporation or its subsidiaries or holding company and has or had an interest or interests in 1 or more voting shares in a corporation and the nominal amount of that share on the aggregate of the nominal amounts of those shares is:

  (a) 10.00% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or

  (b) 5.00% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation; or

(iii) a person connected with such director or major shareholder.

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10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.1 Related Party Transactions

Save as disclosed below, our Directors (save for Young Yoong Chang and Lee Choon Weng) have confirmed that there are no other material related party transactions that we had entered into with related parties in respect of the FYE 2022, FYE 2023, FYE 2024, FYE 2025 and up to LPD:

			Value of transactions				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**FYE 2022**	**FYE 2023**	**FYE 2024**	**FYE 2025**	**1 January 2026 up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
MMCS and Young Yoong Chang, Lee Choon Weng and Quah Soo Keat	Interested Directors and/ or major shareholders Young Yoong Chang(1) Lee Choon Weng(2) Quah Soo Keat(3)	Acquisition of MTS(4)	-	-	9,260 (Being 45.69% of our Group's NA)	-	-
MMCS and Young Yoong Chang, Lee Choon Weng and Quah Soo Keat	Interested Directors and/ or major shareholders Young Yoong Chang(1) Lee Choon Weng(2) Quah Soo Keat(3)	Acquisition of SMIND(5)	-	-	4,740 (Being 23.39% of our Group's NA)	-	-
MTS and Uniserv	Interested Directors and/or major shareholders Young Yoong Chang(1)(6) Lee Choon Weng(2)(6) Quah Soo Keat(3)(6)	(i) Purchase of IT maintenance and support service products, as well as cyber recovery solutions from Uniserv(7)	205 (Being 0.30% of our Group's cost of sales)	43 (Being 0.09% of our Group's cost of sales)	-	-	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FYE 2025	1 January 2026 up to LPD
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
		(ii) Provision of IT outsourcing services, sales of IT hardware and software, as well as design, implementation and configuration of IT solutions to Uniserv[(7)]	57 (Being 0.07% of our Group's revenue)	4,601 (Being 8.09% of our Group's revenue)	-	-	-
		(iii) Rental income for the office space charged by MTS to Uniserv[(8)]	49 (Being 35.25% of our Group's other income)	52 (Being 13.23% of our Group's other income)	-	-	-
		(iv) Provision of accounting and payroll administration services to Uniserv[(9)]	-	78 (Being 19.85% of our Group's other income)	-	-	-
MTS and TRG East Malaysia Sdn Bhd ("**TRG East**")	Interested Directors and/or major shareholders Young Yoong Chang[(1)(10)] Lee Choon Weng[(2)(10)] Quah Soo Keat[(3)(10)]	Purchase of technical support services from TRG East[(11)]	143 (Being 0.21% of our Group's cost of sales)	102 (Being 0.21% of our Group's cost of sales)	-	-	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				
			FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**	**1 January 2026 up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
MTS and Ultra Devsoft Solution	Interested Director and major shareholder Lee Choon Weng[2] Interested person connected with Director and major shareholder Lee Choon Tong[12]	Purchase of IT solutions from Ultra Devsoft Solution[13]	23 (Being 0.03% of our Group's cost of sales)	9 (Being 0.02% of our Group's cost of sales)	31 (Being 0.05% of our Group's cost of sales)	-	-
MTS and Dizon Electrical Services	Interested Director and major shareholder Lee Choon Weng[2] Interested person connected with Director and major shareholder Chong Chun Kok[14]	Purchase of IT infrastructure and network equipment as well as related installation services from Dizon Electrical Services[15]	22 (Being 0.03% of our Group's cost of sales)	-	-	-	-
MTS and Young Yoong Chang	Interested Director and major shareholder Young Yoong Chang[1]	Provision of web domain renewal and web hosting services to Young Yoong Chang[16]	[17] (Being less than 0.01% of our Group's revenue)	[17] (Being less than 0.01% of our Group's revenue)	[17] (Being less than 0.01% of our Group's revenue)	-	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				
			FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**	**1 January 2026 up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
SMIND and Uniserv	Interested Directors and major shareholders Young Yoong Chang(1) Lee Choon Weng(2) Quah Soo Keat(3)	Provision of IT outsourcing services as well as design, implementation and configuration of IT solutions to Uniserv(18)	989 (Being 1.29% of our Group's revenue)	906 (Being 1.59% of our Group's revenue)	-	-	-

Notes:

(1) Young Yoong Chang is our Promoter, major shareholder as well as Managing Director and Chief Executive Officer.

(2) Lee Choon Weng is our Promoter, major shareholder as well as Executive Director and Head of Sales.

(3) Quah Soo Keat is our Promoter, major shareholder and Head of Business Development.

(4) The purchase consideration for the Acquisition of MTS of RM9.26 million was arrived at based on a "willing-buyer willing-seller" basis after taking into consideration the unaudited NA of MTS as at 31 December 2023 of RM9.26 million.

(5) The purchase consideration for the Acquisition of SMIND of RM4.74 million was arrived at based on a "willing-buyer willing-seller" basis after taking into consideration the unaudited NA of SMIND as at 30 April 2023 of RM4.76 million.

(6) Young Yoong Chang, Lee Choon Weng and Quah Soo Keat were directors and major shareholders of Uniserv at the time of these transactions. They individually held 23.75% equity interest in Uniserv respectively, with the balance 23.75% and 5.00% equity interest held by Wong Kai Choong and Koh Hong Chin respectively. They disposed of their entire equity interests in Uniserv to a non-related party, namely Koh Hong Chin, on 30 May 2024. Quah Soo Keat resigned from his position as a director of Uniserv on 11 February 2022, Young Yoong Chang and Lee Choon Weng resigned from their position as directors of Uniserv on 30 May 2024. For clarification, Uniserv business operations is similar to MMCS as it is principally involved in the sales of computer hardware and software products, installation and field services for information technology products and solutions and the related services as well as kitchen automation robotics solutions point of sales system. All of the above transactions with Uniserv occurred prior to the disposal of the aforesaid equity interests, when the MMCS Group was privately held by Young Yoong Chang, Lee Choon Weng and Quah Soo Keat. As such, there were no public shareholders at the time whose interests required safeguards under the ACE LR. Following the disposals, Uniserv no longer constitutes a related party of our Group, and therefore any continuing or future transactions with Uniserv will not be deemed as related party transactions pursuant to the ACE LR.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

(7) MTS had procured IT maintenance and support service products as well as cyber recovery solutions from Uniserv for MTS' customers. These transactions were conducted in the ordinary course of business of MTS to support its delivery of IT projects to customers. The purchase prices of these products and services were determined on a project-by-project basis, taking into account the prevailing commercial considerations, specific technical specifications required and the scope of work to be undertaken. Notwithstanding, there are no comparative transactions and hence, the aforementioned transaction was not transacted based on an arm's length basis. MTS has ceased all transactions with Uniserv since FYE 2024, and such transactions will no longer subsist following our Listing.

MTS had also undertaken provision of IT outsourcing services, sales of IT hardware and software as well as design, implementation and configuration of IT solutions to Uniserv's customers. In addition, MTS had also provided domain renewal and hosting services for Uniserv's own internal use. These transactions were conducted in the ordinary course of business of MTS, whereby MTS, as an IT solutions provider in its own right, undertook the provision of IT outsourcing services, sales of IT hardware and software as well as design, implementation and configuration of IT solutions to Uniserv in order to fulfil Uniserv's project deliverables and generate revenue. The pricing was negotiated on a project-by-project basis having regard to prevailing market practices, the nature of the solutions required as well as the technical scope of each engagement. Notwithstanding, there are no comparative transactions and hence, the aforementioned transaction was not transacted based on an arm's length basis. MTS has ceased all transactions with Uniserv since FYE 2024, and such transactions will no longer subsist following our Listing.

(8) For the FYE 2022 and FYE 2023, MTS shared its rented office premises which located at the postal addresses of Sungai Besi Property and No. 7-1, Jalan Tasik Utama 4, Medan Niaga Tasik Damai, Sungai Besi, 57000 Kuala Lumpur with Uniserv in accordance with a cost-sharing arrangement. This arrangement was conducted on an arm's length basis, whereby the tenancy agreements were entered between MTS and non-related parties, and rental costs in the aforementioned tenancy agreements were allocated proportionally based on the approximate built-up area occupied by Uniserv at each respective premises. MTS has ceased this transaction with Uniserv since FYE 2024, and such transaction will no longer subsist following our Listing.

The rental rate pursuant to the tenancy agreement entered between MTS and landlord of Sungai Besi Property, who is a non-related party, were comparable to the prevailing market rental rates for similar properties within the vicinity. The rental charged to Uniserv of RM36,085 for the FYE 2022 and RM37,868 for the FYE 2023, being 30% of the total rental of RM120,285 for the FYE 2022 and RM126,225 for the FYE 2023 paid to the landlord of Sungai Besi Property, is proportionate to the 1,668 sq ft occupied by Uniserv, being approximately 30% of the total built-up area of Sungai Besi Property.

The rental rate pursuant to the tenancy agreement entered between MTS and landlord of No. 7-1, Jalan Tasik Utama 4, Medan Niaga Tasik Damai, Sungai Besi, 57000 Kuala Lumpur, who is a non-related party, were comparable to the prevailing market rental rates for similar properties within the vicinity. The rental charged to Uniserv of RM12,880 for the FYE 2022 and RM14,280 for the FYE 2023, being 70% of the total rental of RM18,400 for the FYE 2022 and RM20,400 for the FYE 2023 paid to the landlord of the aforementioned property, is proportionate to the 1,120 sq ft occupied by Uniserv, being approximately 70% of the total built-up area of the aforementioned property.

(9) In the FYE 2023, Uniserv outsourced its accounting and payroll administration function to MTS for a period of 12 months due to lack of resources. The monthly service fees charged by MTS were determined based on the prevailing market salary rates of an account executive as well as a human resource and admin executive. The transaction was considered to be transacted at arm's length basis and based on terms and conditions which were not unfavourable to our Group. MTS has ceased this transaction with Uniserv since FYE 2024, and such transaction will no longer subsist following our Listing.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

(10) Young Yoong Chang, Lee Choon Weng and Quah Soo Keat were directors and major shareholders of TRG East at the time of these transactions. They individually held 27.20%, 27.20% and 25.60% equity interest in TRG East respectively, with the balance 20.00% equity interest held by Chang Khang Chiat. They disposed of their entire equity interests in TRG East to a non-related party, namely Koh Hong Chin, on 6 June 2024, and resigned from their position as directors of TRG East on 16 July 2024. All of the above transactions with TRG East occurred prior to the disposal of the aforesaid equity interests, when the MMCS Group was privately held by Young Yoong Chang, Lee Choon Weng and Quah Soo Keat. As such, there were no public shareholders at the time whose interests required safeguards under the ACE LR. Following the disposals, TRG East no longer constitutes a related party of our Group, and therefore any continuing or future transactions with TRG East will not be deemed as related party transactions pursuant to the ACE LR.

(11) MTS engaged TRG East to procure technical support services for its projects in East Malaysia to ensure timely deployment and operational continuity in the region. The engagement was made based on operational requirements and the ability of TRG East's to support MTS with project execution in geographically remote areas. The service fees charged by TRG East were comparable to those of similar services provided by unrelated third-party suppliers. As such, these transactions were considered to be transacted at arm's length basis and based on terms and conditions which were not unfavourable to our Group. MTS has ceased all transactions with TRG East since FYE 2024, and such transactions will no longer subsist following our Listing.

(12) Lee Choon Tong is the brother of Lee Choon Weng. Lee Choon Tong who is the sole proprietor of Ultra Devsoft Solution, is deemed as a person connected to Lee Choon Weng, our Promoter, major shareholder as well as Executive Director and Head of Sales.

(13) MTS purchased IT solutions encompassing the upgrading of a web-based storage platform, troubleshooting and resolution of database and application issues, system recovery services and maintenance services from Ultra Devsoft Solution. The service fees charged by Ultra Devsoft Solution were comparable to those of similar services provided by unrelated third-party suppliers. As such, these transactions were considered to be transacted at arm's length basis and based on terms and conditions which were not unfavourable to our Group. MTS has ceased all transactions with Ultra Devsoft Solution from 1 January 2025 up to the LPD, and such transactions will no longer subsist following our Listing.

(14) Chong Chun Kok is the spouse of Lee Choon Weng's sister. Chong Chun Kok who is the sole proprietor of Dizon Electrical Services, is deemed as a person connected to Lee Choon Weng, our Promoter, major shareholder as well as Executive Director and Head of Sales.

(15) MTS engaged Dizon Electrical Services for the purchase of IT infrastructure and networking equipment, which included amongst others, structured cabling for network points and server upgrades, wall mount rack staging, switch sockets outlets, access points, patch cords, as well as the installation of the aforementioned IT infrastructure and networking equipment, including high-level backbone cabling works. The purchase prices of these products and services were determined on a project-by-project basis, taking into account the prevailing commercial considerations, specific technical specifications required and the scope of work to be undertaken. Notwithstanding, there are no comparative transactions and hence, the aforementioned transaction was not transacted based on an arm's length basis. MTS has ceased all transactions with Dizon Electrical Services since FYE 2023, and such transactions will no longer subsist following our Listing.

(16) MTS had provided web domain renewal and web hosting services to Young Yoong Chang. The selling price for these services was lower than the prevailing market rate, and accordingly these transactions were not carried out on an arm's length basis. The pricing was determined on a discretionary basis, taking into consideration the minimal scale of the services involved and the non-core nature of such activities to our Group. The transactions were not material to our Group's overall financial performance. MTS has ceased all transactions with Young Yoong Chang from 1 January 2025 and up to the LPD, and such transactions will no longer subsist following our Listing.

(17) Less than RM1,000.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

(18) SMIND had rendered IT outsourcing services as well as provided the design, implementation and configuration of IT solutions to Uniserv's customers. These transactions were undertaken in the ordinary course of business of SMIND, whereby SMIND, as an IT outsourcing provider in its own right rendering IT outsourcing services as well as providing the design, implementation and configuration of IT solutions to Uniserv in order to fulfil Uniserv's project deliverables and generate revenue. The pricing was determined on a project-by-project basis having regard to prevailing commercial considerations, the technical requirements of each engagement as well as the scope of work involved. Notwithstanding, there are no comparative transactions and hence, the aforementioned transaction was not transacted based on an arm's length basis. SMIND has ceased all transactions with Uniserv since FYE 2024, and such transactions will no longer subsist following our Listing.

Our Directors also confirm that there are no other related party transactions that have been entered by our Group that involve the interest, direct or indirect, of our Directors, major shareholders and/or persons connected to them but not yet effected up to the date of this Prospectus.

After our Listing and in accordance with the ACE LR, we may be required to seek our shareholders' approval each time we enter into material related party transactions. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into recurrent related party transactions without having to seek separate shareholders' approval each time we wish to enter into such transactions during the validity period of the mandate.

In the event that there are any proposed related party transactions that involve the interest, direct or indirect, of our Directors, the interested Directors shall disclose his interest to our Board, of the nature and extent of his interest including all matters in relation to the proposed related party transaction that he is aware or should reasonably be aware of. The interested Directors shall abstain from any Board deliberation and voting on the relevant resolution(s) in respect of such proposed related party transaction.

If any proposed related party transactions require approval of our shareholders, our Directors, major shareholders and/or persons connected with them who have any direct or indirect interest in the proposed related party transactions shall abstain from deliberation and voting on resolution(s) pertaining to the respective transactions. Under the ACE LR, related party transactions may be aggregated to determine their materiality if the transactions occurred within a 12-month period, are entered into with the same party or with parties related to one another or if the transactions involve the acquisition or disposal of securities or interests in one corporation/asset or of various parcels of land contiguous to each other.

After our Listing, our Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not to the detriment to our minority shareholders. Our Group will seek such relevant shareholders' approval where required. We will make disclosures in our annual report of the aggregate value of the recurrent related party transactions we entered into based on the nature of the transactions made, the names of the related parties involved, and their relationship with our Group during the financial year.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.2 Transactions Entered into that are Unusual in Their Nature or Conditions

Our Directors have confirmed that there are no transactions that were unusual in their nature or condition involving goods, services, tangible or intangible assets, to which our Group were a party in respect of the FYE 2022, FYE 2023, FYE 2024, FYE 2025 and up to LPD.

10.3 Outstanding Loans and/or Financial Assistance Made to or for the Benefit of, or from Related Parties

Save as disclosed below, our Directors (save for Young Yoong Chang and Lee Choon Weng) have confirmed that there are no outstanding loans and/or financial assistance made by our Group to or for the benefit of, or from any related party during the FYE 2022, FYE 2023, FYE 2024, FYE 2025 and up to LPD.

			Outstanding amount				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**As at 31 December 2022**	**As at 31 December 2023**	**As at 31 December 2024**	**As at 31 December 2025**	**As at the LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
MMCS and Young Yoong Chang	Interested Director and major shareholder Young Yoong Chang	Advances from Young Yoong Chang to MMCS for working capital purposes.(1)(3)	10	13	86	-	-
MMCS and Lee Choon Weng	Interested Director and major shareholder Lee Choon Weng	Advances from Lee Choon Weng to MMCS for working capital purposes.(1)(3)	-	-	60	-	-
MTS and Young Yoong Chang	Interested Director and major shareholder Young Yoong Chang	Advances from MTS to Young Yoong Chang for personal use.(1)(2)	341	125	-	-	-
MTS and Lee Choon Weng	Interested Director and major shareholder Lee Choon Weng	Advances from MTS to Lee Choon Weng for personal use.(1)(2)	341	125	-	-	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

			Outstanding amount				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**As at 31 December 2022 RM'000**	**As at 31 December 2023 RM'000**	**As at 31 December 2024 RM'000**	**As at 31 December 2025 RM'000**	**As at the LPD RM'000**
SMIND and Young Yoong Chang	Interested Director and major shareholder Young Yoong Chang	Advances from Young Yoong Chang to SMIND for working capital purposes.(1)(2)	1	1	-	-	-
MTS and Quah Soo Keat	Interested major shareholder Quah Soo Keat	Advances from MTS to Quah Soo Keat for personal use.(1)(4)	144	-	-	-	-

Notes:

(1) The transactions were not carried out at an arm's length basis nor on normal commercial terms in view that the transactions were interest-free.

(2) The outstanding amount have been fully repaid in FYE 2024.

(3) The outstanding amount have been fully repaid in FYE 2025.

(4) The outstanding amount have been fully repaid in FYE 2023.

The amounts owing by the Directors, namely Young Yoong Chang and Lee Choon Weng, as well as other receivables from Quah Soo Keat, arose from non-trade balances during the period when MMCS and MTS were privately held. These balances were unsecured, non-interest bearing and have been fully repaid by Young Yoong Chang, Lee Choon Weng and Quah Soo Keat prior to the LPD. Following our Listing, such arrangements will be subject to the compliance and governance safeguards under the Act and the ACE LR.

After our Listing and in accordance with the ACE LR, our Audit and Risk Management Committee will review the terms of any future loans and/or financial assistance from related parties to our Group and ensure that these transactions are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not detrimental to our minority shareholders.

Moving forward, our Company has put in place strict internal control and compliance procedures in relation to loans and financial assistance to third parties, and no loans or financial assistance will be given to any related parties by our Group unless such loans and financial assistance are permitted under law and the ACE LR and brought to the Audit and Risk Management Committee and our Board for deliberation and approval.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.4 Guarantees

10.4.1 Borrowings from financial institutions

As at the LPD, Young Yoong Chang and Lee Choon Weng being our Promoters, Directors and major shareholders as well as Quah Soo Keat being our Promoter and major shareholder have given their joint and several personal guarantees for the banking facilities extended by the following financial institutions ("**Financiers**"):

No.	Company	Guarantor	Financial Institution	Facility/Purpose	Amount guaranteed as at the LPD	Outstanding amount as at the LPD
					RM'000	**RM'000**
1.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat, MMCS and SJPP	AmBank Islamic Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)3,000 (2)2,400 (3)3,000	1,532
2.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and SJPP	AmBank Islamic Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)5,000 (2)4,000	2,873
3.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat, MMCS and SJPP	CIMB Bank Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)3,000 (2)2,700 (3)3,000	334

10. RELATED PARTY TRANSACTIONS *(cont'd)*

No.	Company	Guarantor	Financial Institution	Facility/Purpose	Amount guaranteed as at the LPD	Outstanding amount as at the LPD
					RM'000	**RM'000**
4.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and SJPP	Maybank Islamic Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)3,000 (2)2,400	335
5.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and SJPP	Maybank Islamic Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)2,333 (2)1,867	-
6.	MTS	Young Yoong Chang, Lee Choon Weng and Quah Soo Keat	RHB Islamic Bank Berhad	**Facility:** Bank guarantee **Purpose:** For issuance of security deposit, tender bonds, performance bonds and other guarantee acceptable to the bank related to the business/contract particulars	(1)1,000	71

10. RELATED PARTY TRANSACTIONS *(cont'd)*

No.	Company	Guarantor	Financial Institution	Facility/Purpose	Amount guaranteed as at the LPD	Outstanding amount as at the LPD
					RM'000	RM'000
7.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and MMCS	RHB Islamic Bank Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement as well to part finance the purchase the Bukit Jalil Property	(1)13,485 (3)13,110	7,842
8.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and SJPP	RHB Bank Berhad	**Facility:** Multi tradeline **Purpose:** For working capital purposes	(1)3,150 (2)2,520	2,000
9.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat and SJPP	RHB Islamic Bank Berhad	**Facility:** Multi trade financing **Purpose:** For working capital requirement	(1)1,700 (2)1,360	-
10.	MTS	Young Yoong Chang, Lee Choon Weng, Quah Soo Keat	United Overseas Bank (Malaysia) Berhad	**Facility:** Multi tradeline **Purpose:** For working capital purposes	(1)3,000 (2)2,400	1,000

10. RELATED PARTY TRANSACTIONS *(cont'd)*

No.	Company	Guarantor	Financial Institution	Facility/Purpose	Amount guaranteed as at the LPD	Outstanding amount as at the LPD
					RM'000	**RM'000**
11.	MTS	Young Yoong Chang	Hong Leong Bank Berhad	**Facility:** Hire Purchase **Purpose:** To finance the purchase of a motor vehicle	(4)572	156

Notes:

(1) Joint and several guarantee by individual guarantors.

(2) Government guarantee through SJPP.

(3) Corporate guarantee.

(4) Personal guarantee.

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In conjunction with the Listing, we have applied to the Financiers to obtain a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to the Financiers. Until such release and/or discharge are obtained from the respective Financiers, our Promoters, major shareholders and directors will continue to guarantee the banking facilities extended to our Group.

As at the LPD, we have received conditional approval from all the Financiers to discharge the abovementioned guarantees by substituting the same with a corporate guarantee from our Company. The Financiers who had provided the aforementioned conditional approval have imposed conditions which include, amongst others, the discharge is conditional upon the completion of the Listing and execution and perfection of a corporate guarantee by MMCS.

10.4.2 Guarantees to suppliers

Young Yoong Chang and Lee Choon Weng, being our Promoters, Directors and major shareholders have provided personal guarantees to the following suppliers of our Group to guarantee the due and punctual payment by our Group for the goods and/or services provided by such suppliers:

(i) Glocomp Systems (M) Sdn Bhd;

(ii) Ingram Micro Malaysia Sdn Bhd;

(iii) VSTECS Astar Sdn Bhd; and

(iv) VSTECS Pericomp Sdn Bhd.

In conjunction with our Listing, we have applied to our suppliers as mentioned above to obtain a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from our Company.

As at the LPD, we have received conditional approval from our suppliers as mentioned above to discharge the personal guarantees by substituting the same with a corporate guarantee from our Company. The suppliers who had provided the aforementioned conditional approval have imposed the condition that the discharge is conditional upon the completion of our Listing and execution and perfection of a corporate guarantee by MMCS.

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10.5 Monitoring and Oversight of Related Party Transactions and Conflict of Interest

10.5.1 Audit and Risk Management Committee Review

Our Audit and Risk Management Committee assesses the financial risk and matters relating to related party transactions and conflict of interest situations that may arise within our Group, including any transactions, procedures or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee maintains and periodically reviews the adequacy of the procedures and processes set by our Company to monitor related party transactions and conflict of interest. It also sets the procedures and processes to ensure that transactions are carried out in the best interest of our Company on normal commercial terms that are industry norms and not more favourable to the related party than those generally available to third parties dealing at arm's length and are not to the detriment of the interest of our Company's minority shareholders. Amongst others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee are reported to our Board for further action.

10.5.2 Our Group's policy on related party transactions and conflict of interest

It is the policy of our Group that all related party transactions and conflict of interest must be immediately and fully disclosed by our interested or conflicted Directors or substantial shareholders to the management for reporting to our Audit and Risk Management Committee. Any related party transactions must be reviewed by our Audit and Risk Management Committee to ensure that they are negotiated and agreed upon in the best interest of our Company on an arm's length basis and are based on normal commercial terms not more favourable to the related party than those generally available to third parties, and are not to the detriment of the interest of our Company's minority shareholders. In respect of our Directors' interests in companies carrying on similar business, our Directors will also be required to abstain from deliberations and voting on resolutions pertaining to matters and/or transactions where a conflict of interest may arise.

In addition, in line with the MCCG and the Corporate Governance Guide, our Directors are required to make an annual disclosure of any related party transactions and conflict of interest involving our Group. Our Audit and Risk Management Committee will then conduct an annual assessment of our Directors, encompassing an evaluation of such related party transactions and/or conflict of interest, and report to our Board after their evaluation and assessment and make the appropriate recommendations to our Board.

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11. CONFLICT OF INTEREST

11.1 Conflict of Interest

As at the LPD, none of our Directors and substantial shareholders have any interest, direct and indirect, in other businesses or corporations which are carrying on a similar or related trade as our Group or which are customers and/or suppliers of our Group.

Moving forward, our Audit and Risk Management Committee will supervise any conflict of interest or potential conflict of interest situations that may arise and review our Group's current and future related party transactions to ensure that such transactions will be carried out on an arm's length basis and on commercial terms not unfavourable to the Group.

11.2 Declarations by our Advisers

(i) Declaration by Malacca Securities

Malacca 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 our Principal Adviser, Sponsor, Underwriter and Placement Agent for our Listing.

(ii) Declaration by SCS Global

SCS Global has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as the Corporate Finance Adviser to our Group in relation to our Listing.

SCS Global's scope of work as the Corporate Finance Adviser for our Listing includes amongst others, the following:

(a) to conceptualise, plan and implement the IPO on the ACE Market considering the best interests of our Company subject to the applicable laws and regulations;

(b) to assist and support our Company in finalising the IPO structure, including the size and method of a public issue, the public issue price, the enlarged share capital and other related financial matters;

(c) to conceptualise and advise our Company's restructuring, equity and corporate structure in preparation for our Listing;

(d) to review with our Company and the Principal Adviser on the appropriate timing to launch the IPO, coordinate work plans and timelines prepared by the Principal Adviser for the due diligence working group of the IPO and monitor the timeliness in achieving our Company's objectives of our Listing;

(e) to assist our Company in compiling information and documents for our Listing;

(f) to assist our Company in reviewing the deliverables/reports prepared by the relevant professional advisers in relation to our Listing; and

(g) to support our Company in the verification of the contents of the Prospectus and applications, as well as to attend the drafting meetings, verification meetings and other meetings in relation to our Listing.

(iii) Declaration by David Lai & Tan

David Lai & Tan has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as the Solicitors to our Group in relation to our Listing.

(iv) Declaration by TGS TW PLT

TGS TW 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 the Auditors and Reporting Accountants to our Group in relation to our Listing.

(v) Declaration by PROVIDENCE

PROVIDENCE has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as the IMR to our Group in relation to our Listing.

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12. FINANCIAL INFORMATION

12.1 Historical Combined/Consolidated Financial Information

Our historical financial information throughout the Financial Years Under Review has 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.

12.1.1 Combined/consolidated statements of profit or loss and other comprehensive income

The following table sets out a summary of our combined statements of profit or loss and other comprehensive income for the FYE 2022 and FYE 2023 as well as our consolidated statements of profit or loss and other comprehensive income for the FYE 2024 and FYE 2025, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus, respectively.

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	76,378	56,838	73,712	98,682
Cost of sales	(68,427)	(47,872)	(56,695)	(77,681)
GP	**7,951**	**8,966**	**17,017**	**21,001**
Other income	139	393	145	448
Administrative expenses	(3,560)	(4,061)	(4,867)	(6,582)
Selling and distribution expenses	(611)	(610)	(1,067)	(1,332)
Net (loss)/reversal on impairment of financial assets	(100)	(59)	(202)	107
Other expenses	(461)	(32)	(106)	(117)
Profit from operations	**3,358**	**4,597**	**10,920**	**13,525**
Finance costs	(79)	(106)	(289)	(721)
PBT	**3,279**	**4,491**	**10,631**	**12,804**
Tax expenses	(521)	(897)	(1,945)	(2,683)
PAT/Total comprehensive income for the FYE	**2,758**	**3,594**	**8,686**	**10,121**
PAT attributable to owners of the Company /Total comprehensive income attributable to owners of the Company	**2,758**	**3,594**	**8,686**	**10,121**

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
EBITDA[(1)]	3,868	5,046	11,381	14,584
EBITDA margin (%)[(2)]	5.06	8.88	15.44	14.78
GP margin (%)[(3)]	10.41	15.77	23.09	21.28
PBT margin (%)[(4)]	4.29	7.90	14.42	12.98
PAT margin (%)[(5)]	3.61	6.32	11.78	10.26
Effective tax rate (%)[(6)]	15.89	19.97	18.30	20.95
Basic and Diluted EPS (sen)[(7)]	0.49	0.63	1.53	1.79

Notes:

(1) EBITDA is calculated as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PBT	3,279	4,491	10,631	12,804
Less:				
Interest income	(25)	(47)	(77)	(366)
Add:				
Finance costs	79	106	289	721
Depreciation of PPE	535	496	538	1,425
EBITDA	**3,868**	**5,046**	**11,381**	**14,584**

(2) EBITDA margin is calculated based on EBITDA divided by revenue.

(3) GP margin is calculated based on GP divided by revenue.

(4) PBT margin is calculated based on PBT divided by revenue.

(5) PAT margin is calculated based on PAT divided by revenue.

(6) Effective tax rate is calculated based on tax expenses divided by PBT.

(7) Basic and Diluted EPS are calculated based on PAT attributable to owners of the Company divided by the enlarged number of 567,000,000 Shares after our IPO. There are no potential dilutive securities in issue during the Financial Years Under Review.

12.1.2 Combined/consolidated statements of financial position

The following table sets out our combined statements of financial position as at 31 December 2022 and 31 December 2023 as well as our consolidated statements of financial position as at 31 December 2024 and 31 December 2025, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus.

	Audited			
	As at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Non-current assets				
PPE	1,243	1,552	1,398	11,574
Investment property	371	393	296	266
Other investments	198	187	226	241
Finance lease receivables	-	-	-	875
Deferred tax assets	-	-	1,808	504
Total non-current assets	**1,812**	**2,132**	**3,728**	**13,460**
Current assets				
Inventories	2,061	1,151	2,026	1,268
Trade receivables	8,398	10,185	34,722	18,416
Finance lease receivables	-	-	-	498
Contract assets	1,710	692	2,020	6,532
Other receivables	3,238	4,428	10,025	13,921
Amount due from Directors	671	235	-	-
Tax recoverable	77	145	218	1,126
Fixed deposits with licensed banks	1,750	1,786	1,142	2,035
Cash and bank balances	5,005	4,660	9,471	3,898
Total current assets	**22,910**	**23,282**	**59,624**	**47,694**
Total assets	**24,722**	**25,414**	**63,352**	**61,154**

	Audited			
	As at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
EQUITY AND LIABILITIES				
Equity				
Share capital	(1)	(1)	14,000	14,000
Invested equities	2,368	5,293	-	-
Merger reserve(2)	-	-	(8,707)	(8,707)
Retained earnings	7,717	7,786	14,972	23,593
Total equity/NA	**10,085**	**13,079**	**20,265**	**28,886**
Non-current liabilities				
Borrowings	572	387	196	6,858
Hire purchase and lease liabilities	494	530	325	101
Deferred tax liabilities	9	14	-	-
Total non-current liabilities	**1,075**	**931**	**521**	**6,959**
Current liabilities				
Borrowings	175	7,154	8,284	3,049
Hire purchase and lease liabilities	214	268	294	224
Trade payables	8,861	1,554	20,731	5,556
Contract liabilities	3,788	1,467	10,171	14,416
Other payables	524	961	1,501	2,064
Amount due to Directors	-	-	(3)146	-
Tax payable	-	-	1,439	-
Total current liabilities	**13,562**	**11,404**	**42,566**	**25,309**
Total liabilities	**14,637**	**12,335**	**43,087**	**32,268**
Total equity and liabilities	**24,722**	**25,414**	**63,352**	**61,154**
Total borrowings(4)	844	7,911	8,764	10,089
Current ratio(5)	1.69	2.04	1.40	1.88
Gearing ratio(6)	0.08	0.60	0.43	0.35

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

(1) Less than RM1,000.

(2) A negative merger reserve arose due to excess of total consideration paid for the Acquisition of MTS and the Acquisition of SMIND over the issued share capital of MTS and SMIND respectively.

(3) The amount due to directors, namely Young Yoong Chang and Lee Choon Weng, who are also our Promoters and substantial shareholders, have been settled in March 2025.

(4) Total borrowings for each FYE comprised interest-bearing bank borrowings and hire purchase liabilities.

(5) Computed based on current assets over current liabilities.

(6) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) over NA.

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12.1.3 Combined/consolidated statements of cash flows

The following table sets out our combined statements of cash flows for the FYE 2022 and FYE 2023 as well as our consolidated statements of cash flow for the FYE 2024 and FYE 2025, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus, respectively.

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Cash flows from operating activities				
PBT	3,279	4,491	10,631	12,804
Adjustments for:				
Allowance/(reversal) for expected credit losses on trade receivables	100	59	202	(107)
Bad debts written off	74	-	-	-
Depreciation of PPE	535	496	538	1,425
Dividend income from other investments	(8)	(4)	(7)	-
Fair value (gain)/loss on investment property	(24)	(22)	97	30
Fair value loss/(gain) on other investments	359	11	(18)	(15)
Gain on disposal of PPE	-	(120)	-	-
Gain on early termination of lease contracts	(5)	-	(15)	-
Interest expenses	79	106	289	721
Interest income	(25)	(47)	(77)	(366)
Interest income from finance lease receivables	-	-	-	(99)
PPE written off	-	3	-	-
Unrealised loss/(gain) on foreign exchange	15	(1)	1	7
Operating profit before working capital changes	**4,379**	**4,973**	**11,641**	**14,400**
Decrease/(Increase) in contract assets/liabilities	1,830	(1,303)	7,376	(267)
(Increase)/Decrease in inventories	(1,804)	911	(876)	759
(Increase)/Decrease in receivables	(5,637)	(3,038)	(30,337)	13,070
Increase in finance lease receivables	-	-	-	(1,373)
Increase/(Decrease) in payables	6,455	(6,870)	19,717	(14,612)
Cash generated from/(used in) operations	**5,223**	**(5,327)**	**7,521**	**11,977**
Tax paid	(725)	(959)	(2,401)	(3,855)
Tax refunded	1	(1)	-	129
Interest received	-	-	-	376
Net cash from/(used in) operating activities	**4,499**	**(6,286)**	**5,120**	**8,627**

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Cash flows from investing activities				
Acquisition of other investment	(108)	-	(787)	-
Dividend received from other investments	8	4	7	-
Interest received	25	47	77	89
(Placement)/Withdrawal of fixed deposits pledged with licensed banks	(1,195)	(35)	644	(893)
Proceeds from disposal of other investments	607	-	766	-
Proceeds from disposal of PPE	-	120	-	-
Purchase of PPE	(143)	(458)	(277)	(4,492)
Repayment from Directors	82	435	235	-
Net cash flows (used in)/from investing activities	**(724)**	**113**	**665**	**(5,296)**
Cash flows from financing activities				
Advances from/(Repayment to) Directors	-	-	146	(146)
Dividends paid	(1,268)	(1,257)	(1,500)	(1,500)
Interest paid	(79)	(106)	(289)	(721)
Net drawdown/(repayment) of trade financing	-	6,971	1,123	(5,309)
Payment of share issuance expenses	-	-	-	(552)
Proceeds from issuance of shares by a subsidiary under common control	268	657	-	-
Repayment of term loans	(171)	(176)	(184)	(375)
Repayment of hire purchase and lease liabilities	(376)	(261)	(270)	(294)
Net cash (used in)/from financing activities	**(1,626)**	**5,828**	**(974)**	**(8,897)**
Net increase/(decrease) in cash and cash equivalents	**2,149**	**(345)**	**4,811**	**(5,566)**
Cash and cash equivalents at the beginning of the financial year	2,858	5,005	4,660	9,471
Effect of exchange translation differences on cash and cash equivalents	(2)	[(1)]	[(1)]	(7)
Cash and cash equivalents at the end of the financial year	**5,005**	**4,660**	**9,471**	**3,898**

Note:

(1) Less than RM1,000.

12.2 Management's Discussion and Analysis of Results of Operations and Financial Condition

The following discussion and segmental analysis of our combined/consolidated financial statements for the Financial Years Under Review should be read with the Accountants' Report included in Section 13 of this Prospectus.

12.2.1 Overview of our business

(i) Principal activities

We are an IT solutions provider based in Malaysia, principally involved in the design, implementation and configuration of IT solutions, provision of IT outsourcing services, as well as sales and leasing of IT hardware and software. Our customer base comprises GLCs, enterprises and corporations as well as Resellers. We are principally operating in Malaysia. Whilst our principal operations are in Malaysia, we also served customers from Australia, Indonesia, Taiwan and Singapore. However, the revenue contributions from these markets were less than 1.00% during the Financial Years Under Review.

For further details, please refer to Section 7.1 of this Prospectus.

(ii) Revenue

The revenue for the Financial Years Under Review was derived from the following segments:

(a) Design, implementation and configuration of IT solutions

We offer IT solutions to our customers which include the following:

(1) IT infrastructure and networking solutions

We charge a one-off project-based fee for the design, implementation and configuration of our IT infrastructure and networking solutions. A typical IT infrastructure and networking solution project generally takes from 3 months to 1 year from design to implementation. As part of the IT infrastructure and networking solutions, we generally provide maintenance services as elaborated in Section 7.3(ii) of this Prospectus in accordance with the project specifications for 1 year to 3 years from the implementation of the solutions. Should the customer extend our maintenance services beyond this initial tenure, we will charge for the provision of maintenance services typically on a quarterly basis.

Particularly for cloud solutions, we charge a one-off project-based fee for our consultation and migration service, as well as a subscription fee typically charged on a monthly basis based on their usage.

(2) Cybersecurity solutions

We charge a one-off project-based fee for our cybersecurity solutions, which typically take 1 week to 1 year from design to implementation. As part of the cybersecurity solutions, we generally provide maintenance services as elaborated in Section 7.3(ii) of this Prospectus in accordance with the project specifications, for 1 year to 3 years from the implementation of the solutions. Should the customer extend our maintenance services beyond this initial tenure, we will charge for the provision of maintenance services, as elaborated in Section 7.3(ii) of this Prospectus, typically on a quarterly basis.

(b) Provision of IT outsourcing services

We engage in the provision of IT outsourcing services which include the following:

(1) Maintenance services

Our services are on a contract or project basis, whereby we charge a recurring contract fee typically on a quarterly basis. For maintenance services on a contract or project basis, the tenure generally ranges from 1 year to 5 years.

While carrying out our maintenance services, there may be instances where the IT hardware may need to be replaced. Should this be the case, any IT hardware replacements will be charged as an outright sale.

(2) Technical support services

We provide resident engineers which are based at our customer's premises to provide on-site maintenance services such as project management, providing IT helpdesk support to troubleshoot technical issues, technology integration and system support.

In addition, we have a business service centre which acts as a call centre to provide 24-hour support to our customers, which are available in Bahasa Malaysia and English.

We charge either a one-off service fee or recurring contract fee based on the engagement with our customers. For information, we charge a recurring contract fee to our customers, typically on a monthly basis for the provision of technical support services.

(c) Sales of IT hardware and software

We engage in the sales of IT hardware and software to complement our other service offerings, in order to provide convenience to our customers in dealing with a single service provider. We earn income from the sales of IT hardware and software.

(d) Leasing of IT hardware and software

We lease IT hardware and software, which is typically done on a contract basis for a tenure of between 3 months and 5 years.

We will charge customers a leasing fee on a periodic basis.

(iii) Cost of sales

Our cost of sales comprise hardware costs, outsourcing costs, software costs, manpower costs, depreciation costs, insurance premiums, transportation charges and other costs as detailed below:

(a) Hardware costs

Hardware costs comprise the purchases of IT hardware such as server and storage devices, network devices, firewalls, desktops, laptops, printers, scanners and peripherals.

(b) Outsourcing costs

Outsourcing costs comprise the costs of engaging third-party service providers to perform the installation and maintenance works for the design, implementation and configuration of IT solutions, provision of IT outsourcing services as well as sales of IT hardware and software. For information, certain outsourcing costs, which is deemed as advance costs, are recognised as prepayments upon payment made to these third-party service providers and are subsequently charged to profit or loss over the respective maintenance and support periods as the services are rendered.

For clarification, we may engage local third-party service providers for projects involving the sales of IT hardware and software to customers outside Klang Valley as these third-party service providers will be responsible for on-site activities such as installation, configuration and troubleshooting of IT hardware and software to ensure all the IT hardware and software delivered are fully operational upon deployment. In addition, the outsourcing costs associated with the sales of IT hardware and software also include the cost incurred for the extended warranty which is purchased from Principal's Distributors and/or third-party suppliers.

(c) Software costs

Software costs comprise the purchases of IT software and licenses such as IT operating systems, IT application software (i.e. productivity, database management, security, cloud services and networking software), as well as IT back-up software.

(d) Manpower costs

Manpower costs comprise salaries, allowances and employers' statutory contributions for our employees including resident engineers, helpdesk support personnel, as well as IT infrastructure, networking and cybersecurity solutions personnel.

(e) Depreciation costs

Depreciation costs are recognised under cost of sales for IT assets leased to our customers. The ownership of these IT assets remains with our Group throughout and beyond the lease period. The depreciation of the IT assets is computed on a straight-line basis over the estimated useful lives of the IT assets.

For clarification, the lease of IT assets to our customers for projects associated with the leasing of IT hardware and software are generally classified as operating lease because the arrangements do not transfer substantially all the risks and rewards of ownership to the customers. Accordingly, the IT assets continue to be capitalised as PPE.

For lease-to-own arrangements, as substantially all risks and rewards of ownership are transferred to our customers, the arrangements are accounted for as finance leases. Accordingly, the underlying IT assets under such arrangements are derecognised as PPE at the commencement date of the lease period and recognised as net investment in leases.

(f) Insurance premiums

Insurance premiums are part of the project-related expenses, covering risks associated with the delivery, installation and commissioning of IT solutions. The coverage typically includes protection against accidental damage, theft or third-party liabilities during the project tenure.

(g) Transportation charges

Transportation charges are borne by us for the delivery of IT hardware to customer sites within Klang Valley as part of project fulfilment.

(h) Other costs

Other costs mainly comprise, amongst others, courier and freight charges, repair expenses, commissions and custom duties.

(iv) Other income

Other income mainly comprises, amongst others, interest income, fair value gain on other investments, gain on early termination of lease contracts, rental income, discount/rebate received, dividend income from other investments, administrative income, fair value gain on investment property, gain on disposal of PPE as well as income derived from marketing event.

(v) Administrative expenses

Administrative expenses mainly comprise, amongst others, staff costs for personnel involved in our Group's management, finance, human resource and administrative functions, directors' remuneration, professional fees, depreciation of PPE, travelling expenses, entertainment expenses, training expenses, upkeep of equipment and motor vehicles, utilities, bank guarantee commission, stamping fees, insurance, medical expenses, advertisement expenses, sponsorship as well as tender expenses.

(vi) Selling and distribution expenses

Selling and distribution expenses comprise staff costs including salaries, employers' statutory contributions and commission for employees from our sales function.

(vii) Net (loss)/reversal on impairment of financial assets

Net loss on impairment of financial assets represents the impairment provisions made on trade receivables, calculated based on expected credit loss model.

Net reversal on impairment of financial assets represents the amount by which previously recognised impairment provisions on trade receivables are reduced or reversed.

(viii) Other expenses

Other expenses mainly comprise, amongst others, fair value loss on investment property, realised and unrealised loss on foreign exchange, fair value loss on other investments, PPE written off as well as bad debts written off.

(ix) Finance costs

Finance costs mainly comprise, amongst others, interest expenses on trade financing, hire purchase and lease liabilities, term loans and bank overdraft.

(x) Significant changes

On 16 March 2026, our Company has undertaken a Share Split which entails a subdivision of every 1 existing Share into 32 Subdivided Shares. The Share Split does not result in any change to our Company's share capital and accordingly, has no material effect on the financial position and results of our Group. Further details of the Share Split are set out in Section 6.2.2 of this Prospectus.

Save as disclosed above, there were no significant events subsequent to our audited consolidated financial statements for the FYE 2025 and up to the LPD, that has occurred, which may have a material effect on the financial position and results of our Group.

(xi) Exceptional and extraordinary items and audit qualifications

There were no other exceptional or extraordinary items during the Financial Years Under Review. In addition, the audited combined/consolidated financial statements of our Group for the Financial Years Under Review were not subject to any audit qualifications.

(xii) Significant factors affecting our business

Please refer to Section 9 of this Prospectus for the details of 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:

(a) We depend on our ability to secure new projects and customers which poses a risk of losing existing customers and/or secure sales from new customers;

(b) We are dependent on VSTECS group of companies and there is no guarantee that we will be able to find other suitable suppliers that can provide similar or more favourable prices, credit terms, credit limit and customer service;

(c) Our IT outsourcing services may be affected by system failures or security breaches which could lead to data leakage and/or materially impact our ability to carry out IT outsourcing services;

(d) We are exposed to unexpected delays or interruptions that are beyond our control in carrying out the design, implementation and configuration of IT solutions which could impact our project progress and ability to complete projects in time;

(e) We rely on our Key Senior Management for the continued success of our Group, and the loss of our Key Senior Management could result in an adverse effect on our Group's operations;

(f) We may not be able to successfully implement our future plans and business strategies to grow our business which could limit our growth prospects;

(g) Inadequacy of insurance coverage may cause significant loss and damage to us;

(h) Our business could suffer if we are not able to renew our certifications and accreditations as our ability to secure projects may be adversely impacted; and

(i) Our financial performance may be impacted by a change or loss of the Malaysia Digital Status as we will no longer be entitled to the income tax exemption granted by the MITI; and

(j) We may be impacted by the quality of services provided by third-party service providers as this may adversely impact our reputation, relationship with our customers and financial performance.

12.2.2 Review of our results of operations

(i) Revenue

Analysis of revenue by business segment

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Design, implementation and configuration of IT solutions	28,150	36.86	23,533	41.40	38,281	51.93	49,192	49.85
- *IT infrastructure and networking solutions*(1)	*22,857*	*29.93*	*16,238*	*28.57*	*30,318*	*41.13*	*32,830*	*33.27*
- *Cybersecurity solutions*(1)	*5,293*	*6.93*	*7,295*	*12.83*	*7,963*	*10.80*	*16,362*	*16.58*
Provision of IT outsourcing services	13,132	17.19	19,692	34.65	23,059	31.28	30,783	31.19
- *Maintenance services*(2)	*9,442*	*12.36*	*15,924*	*28.02*	*18,062*	*24.50*	*25,919*	*26.26*
- *Technical support services*	*3,690*	*4.83*	*3,768*	*6.63*	*4,997*	*6.78*	*4,864*	*4.93*
Sales of IT hardware and software	34,930	45.73	13,457	23.68	11,955	16.22	17,365	17.60
Leasing of IT hardware and software	166	0.22	156	0.27	417	0.57	1,342	1.36
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Notes:

(1) The table below depicts the breakdown of IT infrastructure and networking solutions and cybersecurity solutions by one-off project fee and recurring maintenance fees for the Financial Years Under Review. For clarification purposes, the recurring maintenance fees shown in the table below refer to the maintenance services provided to customers as part of the IT infrastructure and networking solutions and cybersecurity solutions, for a period of 1 year to 3 years after the completion of implementation works as mentioned in Section 7.3(i) of this Prospectus.

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
IT infrastructure and networking solutions	22,857	100.00	16,238	100.00	30,318	100.00	32,830	100.00
- *One-off project fee*	*17,088*	*74.76*	*8,821*	*54.32*	*19,230*	*63.43*	*18,630*	*56.75*
- *Recurring maintenance fees*	*5,769*	*25.24*	*7,417*	*45.68*	*11,088*	*36.57*	*14,200*	*43.25*
Cybersecurity solutions	5,293	100.00	7,295	100.00	7,963	100.00	16,362	100.00
- *One-off project fee*	*1,836*	*34.69*	*3,557*	*48.76*	*4,775*	*59.96*	*12,658*	*77.36*
- *Recurring maintenance fees*	*3,457*	*65.31*	*3,738*	*51.24*	*3,188*	*40.04*	*3,704*	*22.64*

(2) The maintenance services do not include the recurring maintenance fees charged as part of the IT infrastructure and networking solutions and cybersecurity solutions, for the initial tenure of 1 year to 3 years after the completion of implementation works as described in Note (1) above.

Analysis of revenue by customer type

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
GLCs	32,863	43.03	29,052	51.11	39,435	53.50	49,102	49.76
Enterprises and corporations	9,656	12.64	14,806	26.05	17,926	24.32	21,603	21.89
Resellers	33,859	44.33	12,980	22.84	16,351	22.18	27,977	28.35
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Analysis of revenue by geographical location[(1)]

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Malaysia	75,835	99.29	56,636	99.64	73,351	99.51	97,916	99.22
Australia	543	0.71	202	0.36	189	0.26	460	0.47
Indonesia	-	-	-	-	143	0.19	48	0.05
Taiwan	-	-	-	-	29	0.04	-	-
Singapore	-	-	-	-	-	-	258	0.26
Total	**76,378**	**100.00**	**56,838**	**100.00**	**73,712**	**100.00**	**98,682**	**100.00**

Note:

(1) Our Group's revenue by geographical location is based on the domicile of customers.

Comparison between FYE 2022 and FYE 2023

Our Group's revenue decreased by RM19.54 million or 25.58% from RM76.38 million for the FYE 2022 to RM56.84 million for the FYE 2023. The decrease in revenue was mainly due to the following:

(a) decrease in revenue from the sales of IT hardware and software segment by RM21.47 million or 61.47% from RM34.93 million for the FYE 2022 to RM13.46 million for the FYE 2023, mainly due to the absence of 2 high-value projects in the FYE 2023 as compared to the FYE 2022, which can be explained by the effects as set out below:

  (1) a decrease in revenue contribution of RM16.50 million in the FYE 2023 arising from the absence of the sale of IT hardware and software amounting to RM16.50 million in the FYE 2022 to a Reseller in connection with a project to supply notebooks, charging carts, printers, projectors and antivirus software to Sarawak State Education Department; and

  (2) a decrease in revenue contribution of RM10.82 million in the FYE 2023 from a Reseller with a revenue of RM3.26 million recognised in FYE 2023 as compared to a revenue of RM14.08 million recognised in FYE 2022 for the sale of IT hardware and software to the said Reseller in connection with a project to supply desktops and notebooks for 437 Pusat Ekonomi Digital Keluarga Malaysia ("**PEDi**") centres.

(b) decrease in revenue from the design, implementation and configuration of IT solutions segment by RM4.62 million or 16.41% from RM28.15 million for the FYE 2022 to RM23.53 million for the FYE 2023 which was mainly due to the following:

  (1) a decrease in revenue contribution of RM7.35 million in FYE 2023 from 1 of the GLCs, where our Group only provided technical support services and recognised a revenue amounted to RM0.47 million, resulting in a lower sales contribution for the FYE 2023 as opposed to the RM7.82 million recognised for the supply and delivery of IT hardware and software, along with the provision of infrastructure deployment and system integration for an online automated identity verification and onboarding system in the FYE 2022;

  (2) a decrease in revenue contribution of RM3.70 million in the FYE 2023 from 1 of the GLCs which decreased from RM7.80 million for the FYE 2022 to RM4.10 million for the FYE 2023 as a result of the following:

    - completion of a project involving the design, implementation and maintenance for the enhancement of existing storage in respect of customer relationship management system to a larger capacity, which contributed RM3.04 million in the FYE 2022. For information purposes, this project covered an ongoing maintenance services for 3 years which commenced in May 2023;

- completion of a project involving the design, implementation and maintenance of IT infrastructure solutions, which contributed RM2.87 million in the FYE 2022. This project involved upgrading the storage area network switches at our customer's data centre to support higher bandwidth connectivity, enabling the hosting of critical infrastructure for nationwide electricity load monitoring. Further, this project also covered the enhancement of the storage virtualisation systems at our customer's data centres to enable a seamless and unified data management across multiple storage platforms. For information purposes, this project covered an ongoing maintenance service for 2 years which commenced in November 2023; and

- completion of a project involving the design, implementation and maintenance for upgrading our customer's payment gateway infrastructure, which contributed RM1.72 million in the FYE 2022. For information purposes, this project covered an ongoing maintenance service for 2 years which commenced in August 2023.

Notwithstanding the above, we secured a project from the abovementioned GLC customer involving the implementation of data backup and recovery infrastructure which commenced work in 2023, contributing RM3.78 million to our Group's revenue in FYE 2023.

However, the decrease in revenue from the design, implementation and configuration of IT solutions segment was partially offset by an increase in revenue contribution of RM5.84 million in the FYE 2023 arising from the increased number of higher-value projects secured from our enterprises and corporates customers as well as other GLCs with an aggregate project value of approximately RM9.55 million in the FYE 2023 as compared to an aggregate project value of approximately RM3.71 million in the FYE 2022.

(c) revenue from leasing of IT hardware and software segment was consistent in both the FYE 2022 and FYE 2023. This was mainly due to a consistent leasing contract value which were either one-off or progressive in nature during the FYE 2022 and FYE 2023.

The aforementioned decrease in revenue from the sales of IT hardware and software as well as the design, implementation and configuration of IT solutions segments were partially offset by an increase in revenue from the provision of IT outsourcing services segment by RM6.56 million or 49.96% from RM13.13 million for the FYE 2022 to RM19.69 million for the FYE 2023. This was mainly attributable to an increase in revenue from the provision of maintenance services by RM6.48 million or 68.64% from RM9.44 million for the FYE 2022 to RM15.92 million for the FYE 2023 as a result of the following:

(a) a new 2-year IT infrastructure maintenance services project secured in FYE 2023 from 1 of the GLCs, which contributed RM4.35 million to our Group's total revenue for the FYE 2023; and

(b) a new maintenance service project to supply our Principal's maintenance and support service product to a Reseller, which contributed RM1.59 million to our Group's total revenue for the FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our Group's revenue increased by RM16.87 million or 29.68% from RM56.84 million for the FYE 2023 to RM73.71 million for the FYE 2024. The increase in revenue was mainly attributable to the following:

(a) increase in revenue from the design, implementation and configuration of IT solutions segment by RM14.75 million or 62.69% from RM23.53 million for the FYE 2023 to RM38.28 million for the FYE 2024 which was mainly due to the following:

(1) an increase in revenue contribution of RM11.91 million from 1 of the GLCs, arising from 4 new projects which commenced in the FYE 2024 as set out below:

- a new project involving the design, implementation, expansion and upgrading of the GLC's IT infrastructure, focusing on expanding the capacity of existing advanced metering infrastructure servers to support a higher volume of smart meter readings efficiently, which contributed RM6.79 million in the FYE 2024;

- a new project involving the design, implementation and maintenance services for upgrading the GLC's network infrastructure, which contributed RM3.43 million in the FYE 2024. This project involved the replacement and upgrade of core switches as well as the deployment of advanced network management tools at the data centres to improve overall network performance and security. For information purposes, this project covers an ongoing maintenance service for 2 years which has yet to commence;

- a new project involving the design, implementation and expanding the GLC's cloud-based IT infrastructure, which contributed RM1.07 million in the FYE 2024; and

- a new project involving the design, implementation and maintenance for upgrading the GLC's data backup system, which contributed RM0.62 million in the FYE 2024. For information purposes, this project covered an ongoing maintenance service for 2 years which has yet to commence.

However, the increase in revenue contribution from the abovementioned GLC was partially offset by the completion of 1 project involving the implementation of data backup and recovery infrastructure, which there was no revenue contribution from this project in the FYE 2024 as opposed to the revenue contribution of RM3.78 million in the FYE 2023 as mentioned in Section 12.2.2(i) of this Prospectus.

(2) an increase in revenue contribution of RM1.16 million from 1 other GLC, arising from 1 new project commenced in FYE 2024 involving the design, implementation and maintenance for the enhancement of existing cybersecurity system (i.e. intrusion prevention system) at its data centre and disaster recovery centre. For information purposes, this project covers an ongoing maintenance service for 2 years which has yet to commence;

(3) an increase in revenue contribution of RM3.72 million in the FYE 2024 from Resellers, mainly driven by the addition of 2 new projects involving the provision of IT infrastructure and networking solutions, specifically on the design, implementation and configuration for upgrading a telecommunication provider's existing storage devices to support larger capacity as well as upgrading the network equipment for a tertiary education institution; and

(4) an increase in revenue contribution of RM1.88 million in the FYE 2024 from our enterprises and corporates customers, mainly driven by the addition of 2 new projects involving the upgrade of end-user computing devices, covering the deployment of new operating system imaging (i.e. Windows 11), data migration and device configuration as well as the provision of cybersecurity solutions respectively;

(b) increase in revenue from the provision of IT outsourcing services segment by RM3.37 million or 17.12% from RM19.69 million for the FYE 2023 to RM23.06 million for the FYE 2024 which was mainly due to the following:

(1) increase in revenue from the provision of maintenance services by RM2.14 million or 13.44% from RM15.92 million for the FYE 2023 to RM18.06 million for the FYE 2024, which was mainly driven by higher sales from 1 of the GLCs' customers, which contributed approximately RM2.75 million to our Group's total revenue in the FYE 2024 as a result of a new project to provide maintenance services on the said customer's servers and data backup systems as well as the extension of an existing maintenance services project for their IT hardware and software at a higher project value.

However, the abovementioned higher sales from this customer was partially offset by a decrease in revenue contribution of RM0.74 million as a result of lower-value maintenance service projects from Resellers with an aggregate service project value of approximately RM1.88 million in the FYE 2024 as compared to an aggregate service project value of approximately RM2.62 million in the FYE 2023; and

(2) increase in revenue from the provision of technical support services by RM1.23 million or 32.63% from RM3.77 million for the FYE 2023 to RM5.00 million for the FYE 2024, which was mainly driven by 5 additional technical support service projects from Resellers in the FYE 2024.

(c) increase in revenue from the leasing of IT hardware and software segment by RM0.26 million or 162.50% from RM0.16 million for the FYE 2023 to RM0.42 million for the FYE 2024, which was mainly attributable to 2 additional leasing contracts secured from an enterprise and corporation customer as well as a Reseller respectively in the FYE 2024.

The increase in revenue from the aforementioned segments were partially offset by the decrease in revenue from the sales of IT hardware and software segment by RM1.50 million or 11.14% from RM13.46 million for the FYE 2023 to RM11.96 million for the FYE 2024, which was mainly due to lower-value projects being secured in the FYE 2024, despite an increase in number of projects in relation to the sales of IT hardware and software.

Comparison between FYE 2024 and FYE 2025

Our Group's revenue increased by RM24.97 million or 33.88% from RM73.71 million for the FYE 2024 to RM98.68 million for the FYE 2025. The increase in revenue was mainly attributable to the following:

(a) increase in revenue from the design, implementation and configuration of IT solutions segment by RM10.91 million or 28.50% from RM38.28 million for the FYE 2024 to RM49.19 million for the FYE 2025 which was mainly due to the following:

(1) increase in revenue contribution of RM8.85 million in aggregate from 3 GLCs, 3 enterprises and corporations, and 1 Reseller, which was attributable to new projects in relation to the provision of cybersecurity solutions including, amongst others, the design, implementation and configuration of network security appliances for advanced threat detection as well as the renewal of antivirus licenses and related maintenance and support services. For information purposes, the end customer for the project involving the provision of cybersecurity solutions to the said Reseller is the Ministry of Higher Education;

(2) increase in revenue contribution of RM5.55 million from a Reseller, which was attributable to an existing project commenced in the FYE 2024 involving the provision of IT infrastructure and networking solutions, specifically on the design, implementation and configuration to upgrade the network equipment for a tertiary education institution;

(3) increase in revenue contribution of RM3.96 million from a GLC, mainly driven by 3 projects as set out below:

- an increase in revenue of RM1.87 million in the FYE 2025 which was attributable to the upgrade and migration of control layer of the customer's enterprise IT infrastructure platform, as well as an extension of the maintenance period for an additional 5 years under an existing project involving the design, implementation and maintenance for the customer's enterprise IT infrastructure;

- an increase in revenue of RM1.18 million in the FYE 2025 which was attributable to the upgrade and migration of virtualisation software of the customer's enterprise IT infrastructure platform, as well as an extension of the maintenance period for an additional 2 years under an existing project in relation to the provision of infrastructure deployment and system integration for an online automated identity verification and onboarding system; and

- an increase in revenue of RM1.12 million in the FYE 2025 which was attributable to the upgrade and migration of the customer's IT security infrastructure, as well as an extension of the maintenance period for additional 5 years under an existing project in relation to the design, implementation as well as maintenance and support of security solutions to safeguard the customer's internet and mobile banking services.

(4) increase in revenue contribution of RM1.00 million from a GLC and 2 Resellers which was attributable to a new project. This project involved design, implementation and maintenance of IT infrastructure solutions required under the electronic toll collection and traffic management systems for an expressway.

However, the increase in revenue from the design, implementation and configuration of IT solutions segment was partially offset by a decrease in revenue contribution of RM8.45 million from a GLC, which was mainly due to the following:

(1) decrease in revenue contribution of RM5.87 million from a project which was due to one-off project fee recognised in the FYE 2024. This project involved the design, implementation, expansion and upgrading of the GLC's IT infrastructure, focusing on expanding the capacity of existing advanced metering infrastructure servers to support a higher volume of smart meter readings efficiently. For information purposes, this project was completed in July 2025 and is followed by an ongoing maintenance service for a period of 3 years; and

(2) decrease in revenue contribution of RM1.93 million from a project involving the design, implementation and maintenance services for upgrading the GLC's network infrastructure. This project involved the replacement and upgrade of core switches as well as the deployment of advanced network management tools at the data centres to improve overall network performance and security. For information purposes, this project was completed in January 2025 and is followed by an ongoing maintenance service for a period of 2 years.

(b) increase in revenue from the provision of IT outsourcing services segment by RM7.72 million or 33.48% from RM23.06 million for the FYE 2024 to RM30.78 million for the FYE 2025, which was mainly driven by an increase in revenue from the provision of maintenance services by RM7.86 million or 43.52% from RM18.06 million for the FYE 2024 to RM25.92 million for the FYE 2025, mainly attributable to the projects from a GLC as set out below:

(1) 2 new projects from the said GLC, involving the provision of maintenance services on their servers and data backup systems which contributed RM2.81 million and RM0.78 million, respectively to our Group's total revenue in the FYE 2025;

(2) a renewal project from the said GLC, involving in the provision of maintenance services on their servers and network equipment which contribute to an increase in revenue of RM2.32 million in the FYE 2025; and

(3) an existing project from the said GLC, involving the provision of maintenance services on their servers and data backup systems which contributed RM1.57 million to our Group's total revenue in the FYE 2025.

(c) increase in revenue from the sales of IT hardware and software segment by RM5.41 million or 45.23% from RM11.96 million for the FYE 2024 to RM17.37 million for the FYE 2025, which was mainly driven by an increase in revenue contribution of RM5.36 million from a Reseller for the sale of IT hardware and software in connection with a project to supply end-user computing devices (i.e. desktops, notebooks, PC monitors), peripherals (i.e. printers, scanners and plotters), power management equipment as well as data storage solutions for the offices of a city council of a federal territory; and

(d) increase in revenue from the leasing of IT hardware and software segment by RM0.92 million or 219.05% from RM0.42 million for the FYE 2024 to RM1.34 million for the FYE 2025, which was mainly attributable to the leasing contracts as set out below:

(1) a new 3-year leasing contract secured from a GLC in relation to the leasing of network equipment for their IT infrastructure, which contributed RM0.82 million to our Group's revenue for the FYE 2025; and

(2) a new 3-year leasing contract secured from a GLC in relation to the leasing of IT infrastructure for a marine fuel monitoring system, which contributed RM0.23 million to our Group's revenue for the FYE 2025.

For information purposes, the abovementioned leasing contracts are structured as a lease-to-use arrangement.

(ii) Cost of sales

<u>Analysis of cost of sales by business segment</u>

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Design, implementation and configuration of IT solutions	23,809	34.80	18,496	38.64	28,046	49.47	35,664	45.91
- *IT infrastructure and networking solutions*	*19,999*	*29.23*	*12,740*	*26.61*	*21,949*	*38.72*	*22,693*	*29.21*
- *Cybersecurity solutions*	*3,810*	*5.57*	*5,756*	*12.03*	*6,097*	*10.75*	*12,971*	*16.70*
Provision of IT outsourcing services	10,595	15.48	16,581	34.64	17,858	31.50	25,384	32.68
- *Maintenance services*	*8,562*	*12.51*	*14,441*	*30.17*	*15,698*	*27.69*	*23,206*	*29.87*
- *Technical support services*	*2,033*	*2.97*	*2,140*	*4.47*	*2,160*	*3.81*	*2,178*	*2.81*
Sales of IT hardware and software	33,949	49.61	12,709	26.54	10,670	18.82	15,762	20.29
Leasing of IT hardware and software	74	0.11	86	0.18	121	0.21	871	1.12
	68,427	**100.00**	**47,872**	**100.00**	**56,695**	**100.00**	**77,681**	**100.00**

Analysis of cost of sales by cost component

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
IT hardware costs	40,696	59.47	12,695	26.52	21,291	37.55	17,886	23.03
Outsourcing costs[(1)]	16,690	24.39	18,910	39.50	19,801	34.93	31,253	40.23
Software costs	5,499	8.04	10,029	20.95	8,917	15.73	20,565	26.48
Manpower costs	4,872	7.12	5,903	12.33	6,318	11.14	6,859	8.83
Depreciation costs	74	0.11	86	0.18	121	0.21	871	1.12
Insurance premiums	32	0.05	63	0.13	106	0.19	33	0.04
Transportation charges	454	0.66	27	0.06	15	0.03	41	0.05
Other costs[(2)]	110	0.16	159	0.33	126	0.22	173	0.22
Total	**68,427**	**100.00**	**47,872**	**100.00**	**56,695**	**100.00**	**77,681**	**100.00**

Notes:

(1) Outsourcing costs comprise the costs of engaging third-party service providers to perform the installation and maintenance works for the design, implementation and configuration of IT solutions, provision of IT outsourcing services as well as the sales of IT hardware and software segments. The outsourcing costs also include the costs incurred for the purchase of extended warranty.

(2) Other costs during the Financial Years Under Review mainly comprised, amongst others, courier charges, repair charges, commission, custom duties, freight charges as well as sales and service tax.

Comparison between FYE 2022 and FYE 2023

Our Group's cost of sales decreased by RM20.56 million or 30.05% from RM68.43 million for the FYE 2022 to RM47.87 million for the FYE 2023. This was mainly attributable to the following:

(a) decrease in cost of sales from the sales of IT hardware and software segment by RM21.24 million or 62.56% from RM33.95 million for the FYE 2022 to RM12.71 million for the FYE 2023, which was largely driven by the absence of IT hardware costs incurred for the 2 projects related to the sales of IT hardware and software recognised in the FYE 2022, as explained in Section 12.2.2(i) of this Prospectus; and

(b) decrease in cost of sales from the design, implementation and configuration of IT solutions segment by RM5.31 million or 22.30% from RM23.81 million for the FYE 2022 to RM18.50 million for the FYE 2023. This was mainly due to a decrease in IT hardware costs and outsourcing costs by RM3.33 million and RM2.44 million respectively for this segment in tandem with the decrease in revenue from the design, implementation and configuration of IT solutions as explained in Section 12.2.2(i) of this Prospectus.

The aforementioned decrease in cost of sales was partially offset by the following:

(a) increase in cost of sales from the provision of IT outsourcing services segment by RM5.98 million or 56.42% from RM10.60 million for the FYE 2022 to RM16.58 million for the FYE 2023, which was mainly attributable to an increase in outsourcing costs by RM5.70 million for the provision of maintenance services in tandem with the increase in revenue from the provision of IT outsourcing services segment as explained in Section 12.2.2(i) of this Prospectus; and

(b) increase in cost of sales from the leasing of IT hardware and software segment by RM0.02 million or 28.57% from RM0.07 million for the FYE 2022 to RM0.09 million for the FYE 2023, which was mainly due to the following:

    (1) a 2-month depreciation cost incurred for the addition of 7 units of rack servers, 2 units of storage devices as well as 9 units of server software which were purchased in November 2023 for a 1-year leasing project for a Reseller; and

    (2) addition notebooks for a 3-year leasing project for an enterprise and corporation customer.

Comparison between FYE 2023 and FYE 2024

Our Group's cost of sales increased by RM8.83 million or 18.45% from RM47.87 million for the FYE 2023 to RM56.70 million for the FYE 2024. This was mainly attributable to the following:

(a) increase in cost of sales from the design, implementation and configuration of IT solutions segment by RM9.55 million or 51.62% from RM18.50 million for the FYE 2023 to RM28.05 million for the FYE 2024. This was mainly due to an increase in IT hardware costs incurred for this segment in tandem with the increase in revenue from the design, implementation and configuration of IT solutions as explained in Section 12.2.2(i) of this Prospectus;

(b) increase in cost of sales from the provision of IT outsourcing services segment by RM1.28 million or 7.72% from RM16.58 million for the FYE 2023 to RM17.86 million for the FYE 2024, which was mainly due to an increase in outsourcing costs and manpower costs incurred, in tandem with the increase in revenue from the provision of IT outsourcing services as explained in Section 12.2.2(i) of this Prospectus; and

(c) increase in cost of sales from the leasing of IT hardware and software segment by RM0.03 million or 33.33% from RM0.09 million for the FYE 2023 to RM0.12 million for the FYE 2024, which was mainly due to the depreciation cost incurred over a 10-month period for 7 units of rack servers, 2 units of storage devices as well as 9 units of server software purchased in November 2023 for a 1-year leasing project for a Reseller as mentioned in Section 12.2.2(ii) of this Prospectus, compared to only 2 months of depreciation costs recognised in the FYE 2023.

The increase in cost of sales from the aforementioned segments were partially offset by the decrease in the cost of sales from the sales of IT hardware and software segment by RM2.04 million or 16.05% from RM12.71 million for the FYE 2023 to RM10.67 million for the FYE 2024, in tandem with the decrease in revenue from the sales of IT hardware and software segment as explained in Section 12.2.2(i) of this Prospectus.

Comparison between FYE 2024 and FYE 2025

Our Group's cost of sales increased by RM20.98 million or 37.00% from RM56.70 million for the FYE 2024 to RM77.68 million for the FYE 2025. This was mainly attributable to the following:

(a) increase in cost of sales from the design, implementation and configuration of IT solutions segment by RM7.61 million or 27.13% from RM28.05 million for the FYE 2024 to RM35.66 million for the FYE 2025. This was mainly due to an increase in IT software costs and outsourcing costs by RM8.29 million and RM3.65 million respectively, and partially offset by a decrease in IT hardware costs by RM4.89 million incurred for the projects related to the design, implementation and configuration of IT solutions segment as explained in Section 12.2.2(i) of this Prospectus;

(b) increase in cost of sales from the provision of IT outsourcing services segment by RM7.52 million or 42.11% from RM17.86 million for the FYE 2024 to RM25.38 million for the FYE 2025, which was mainly due to an increase in outsourcing costs for the provision of maintenance services in tandem with the increase in revenue from the provision of IT outsourcing services segment as explained in Section 12.2.2(i) of this Prospectus;

(c) increase in cost of sales from the sales of IT hardware and software segment by RM5.09 million or 47.70% from RM10.67 million for the FYE 2024 to RM15.76 million for the FYE 2025, which was mainly due to higher IT software costs incurred for the sales of IT software. The increase in cost of sales from this segment was also driven by higher IT hardware costs incurred for the project related to the sales of IT hardware and software recognised in the FYE 2025 as explained in Section 12.2.2(i) of this Prospectus; and

(d) increase in cost of sales from the leasing of IT hardware and software segment by RM0.75 million or 625.00% from RM0.12 million for the FYE 2024 to RM0.87 million for the FYE 2025, which was mainly due to higher depreciation costs incurred for the addition of network equipment, as well as the IT infrastructure for a marine fuel monitoring system for the leasing contracts secured from 2 GLC customers as mentioned in Section 12.2.2(i) of this Prospectus.

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(iii) GP and GP margin

Our Group's GP margin for our products and services is dependent on a combination of factors including but not limited to the nature, size and complexity of the project, type of customers, business strategies and the Principals that were involved in the particular project.

Accordingly, the GP margin contribution from a certain project may vary significantly even if the project falls within the same business segment or is undertaken for the same type of customers. As each project is tailored to the specific requirement of the customer and may involve varying degrees of complexity and customisation, such variation in the GP margin is within the ordinary course of our Group's business operations.

<u>Analysis of GP and GP margin by business segment</u>

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	GP	**GP Margin**	**GP**	**GP Margin**	**GP**	**GP Margin**	**GP**	**GP Margin**
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Design, implementation and configuration of IT solutions	4,341	15.42	5,037	21.40	10,235	26.74	13,528	27.50
- *IT infrastructure and networking solutions*	*2,858*	*12.50*	*3,498*	*21.54*	*8,369*	*27.60*	*10,137*	*30.88*
- *Cybersecurity solutions*	*1,483*	*28.02*	*1,539*	*21.10*	*1,866*	*23.43*	*3,391*	*20.72*
Provision of IT outsourcing services	2,537	19.32	3,111	15.80	5,201	22.56	5,399	17.54
- *Maintenance services*	*880*	*9.32*	*1,483*	*9.31*	*2,364*	*13.09*	*2,713*	*10.47*
- *Technical support services*	*1,657*	*44.91*	*1,628*	*43.21*	*2,837*	*56.77*	*2,686*	*55.22*
Sales of IT hardware and software	981	2.81	748	5.56	1,285	10.75	1,603	9.23
Leasing of IT hardware and software	92	55.42	70	44.87	296	70.98	471	35.10
Total	**7,951**	**10.41**	**8,966**	**15.77**	**17,017**	**23.09**	**21,001**	**21.28**

Comparison between FYE 2022 and FYE 2023

Our Group's GP increased by RM1.02 million or 12.83% from RM7.95 million for the FYE 2022 to RM8.97 million for the FYE 2023, which was mainly attributable to the following:

(a) higher GP from the design, implementation and configuration of IT solutions segment by RM0.70 million or 16.13% from RM4.34 million for the FYE 2022 to RM5.04 million for the FYE 2023, which was mainly due to 3 new projects involving, amongst others, the deployment, installation and maintenance of a specialised email security appliance, wireless LAN access point and controller, access switch and servers for the IT infrastructure of our enterprises and corporates customers; and

(b) higher GP from the provision of IT outsourcing services segment by RM0.57 million or 22.44% from RM2.54 million for the FYE 2022 to RM3.11 million for the FYE 2023, which was mainly due to a new 2-year IT infrastructure maintenance services project secured in 2023 from 1 of the GLCs as set out in Section 12.2.2(i) of this Prospectus.

Our Group's GP margin improved by 5.36 percentage points from 10.41% for the FYE 2022 to 15.77% for the FYE 2023. This was mainly due to the following:

(a) higher GP margin from the design, implementation and configuration of IT solutions segment by 5.98 percentage points from 15.42% for the FYE 2022 to 21.40% for the FYE 2023. This was mainly due to the provision of ongoing technical support services as set out in Section 12.2.2(i) of this Prospectus, which contributed a higher GP margin in FYE 2023, as opposed to the lower GP margin contributed by the supply and delivery of IT hardware and software, along with the provision of infrastructure deployment and system integration for an online automated identity verification and onboarding system in the FYE 2022; and

(b) higher GP margin from the sales of IT hardware and software segment by 2.75 percentage points from 2.81% for the FYE 2022 to 5.56% for the FYE 2023. In the FYE 2022, our Group recorded a lower GP margin for the 2 high-value projects from the Resellers as set out in Section 12.2.2(i) of this Prospectus, which the aggregated sales from these 2 high-value projects accounted for approximately 40.04% of our Group's total revenue in the FYE 2022. For illustration purposes, the GP margin from the sales of IT hardware and software segment for the FYE 2022 without the 2 high-value projects is equivalent to 8.66%.

The GP margin from the provision of IT outsourcing services segment decreased by 3.52 percentage points from 19.32% for the FYE 2022 to 15.80% for the FYE 2023. This was mainly due to lower GP margins for the new projects secured in 2023 as set out in Section 12.2.2(i) of this Prospectus.

Comparison between FYE 2023 and FYE 2024

Our Group's GP increased by RM8.05 million or 89.74% from RM8.97 million for the FYE 2023 to RM17.02 million for the FYE 2024, which was mainly attributable to the following:

(a) higher GP from the design, implementation and configuration of IT solutions segment by RM5.20 million or 103.17% from RM5.04 million for the FYE 2023 to RM10.24 million for the FYE 2024, which was mainly due to the following:

    (1) a new project involving the design, implementation, expansion and upgrading of 1 of the GLC's IT infrastructure, focusing on expanding the capacity of existing advanced metering infrastructure servers as set out in Section 12.2.2(i) of this Prospectus;

(2) extension of an existing project from 1 of the GLCs involving the design, implementation and maintenance for our customer's enterprise IT infrastructure;

(3) 2 new projects involving the provision of IT infrastructure and networking solutions to Resellers as set out in Section 12.2.2(i) of this Prospectus;

(4) 2 new projects involving the upgrade of end-user computing devices, covering the deployment of new operating system imaging (i.e. Windows 11), data migration and device configuration as well as the provision of cybersecurity solutions respectively for our enterprises and corporates customers as set out in Section 12.2.2(i) of this Prospectus;

(5) a new project involving the design, implementation and maintenance of IT infrastructure for end users on behalf of a Reseller;

(6) a new project involving the design, implementation and maintenance for the enhancement of existing cybersecurity system (i.e. intrusion prevention system) at 1 of the GLC's data centre and disaster recovery centre as set out in Section 12.2.2(i) of this Prospectus; and

(7) a new project involving the implementation of our enterprise and corporate customer's server and storage systems due to outdated hardware and existing systems reaching end-of-life.

(b) higher GP from the provision of IT outsourcing services segment by RM2.09 million or 67.20% from RM3.11 million for the FYE 2023 to RM5.20 million for the FYE 2024, which was mainly due to the following:

(1) a new project to provide maintenance services on servers and data backup systems for 1 of the GLCs as well as the extension of an existing maintenance services project for the IT hardware and software of the said customer as set out in Section 12.2.2(i) of this Prospectus; and

(2) 5 new maintenance service projects to provide technical support services to Resellers as set out in Section 12.2.2(i) of this Prospectus; and

(3) 2 new maintenance service projects to provide technical support services to Resellers.

Our Group's GP margin increased by 7.32 percentage points from 15.77% for the FYE 2023 to 23.09% for the FYE 2024. This was mainly due to the following:

(a) higher GP margin from the provision of IT outsourcing services segment by 6.76 percentage points from 15.80% for the FYE 2023 to 22.56% for the FYE 2024, which was mainly due to the following:

(1) higher GP margin recorded from the extension of an existing maintenance services project awarded by 1 of the GLCs for the maintenance of its IT hardware and software as mentioned in Section 12.2.2(i) of this Prospectus; and

(2) higher GP margin recorded from the 7 new maintenance service projects to provide technical support services to Resellers as mentioned in Section 12.2.2(iii) of this Prospectus.

(b) higher GP margin from the design, implementation and configuration of IT solutions segment by 5.33 percentage points from 21.40% for the FYE 2023 to 26.74% for the FYE 2024. This was mainly due to higher GP margin from 4 projects in relation to, amongst others, the design, implementation and maintenance for the upgrading of our GLC customers' advanced metering infrastructure servers and IT infrastructure, as well as to carry out design, implementation and maintenance services for end users on behalf of Resellers in relation to storage systems and IT infrastructure; and

(c) higher GP margin from the sales of IT hardware and software segment by 5.19 percentage points from 5.56% for the FYE 2023 to 10.75% for the FYE 2024. This was mainly due to higher GP margin from 2 projects in relation to the supply of storage systems to a Reseller and cybersecurity software licenses to 1 of the GLCs.

Comparison between FYE 2024 and FYE 2025

Our Group's GP increased by RM3.98 million or 23.38% from RM17.02 million for the FYE 2024 to RM21.00 million for the FYE 2025, which was mainly attributable to the following:

(a) higher GP from the design, implementation and configuration of IT solutions segment by RM3.29 million or 32.13% from RM10.24 million for the FYE 2024 to RM13.53 million for the FYE 2025, which was mainly due to the following:

(1) 2 projects involving the design, implementation and maintenance of IT solutions for a GLC as set out below:

- the upgrade and migration of control layer of the customer's enterprise IT infrastructure platform, as well as an extension of the maintenance period for an additional 5 years under an existing project involving the design, implementation and maintenance for the customer's enterprise IT infrastructure as set out in Section 12.2.2(i) of this Prospectus; and

- the upgrade and migration of the customer's IT security infrastructure, as well as an extension of the maintenance period for additional 5 years under an existing project in relation to the design, implementation as well as maintenance and support of security solutions to safeguard the customer's internet and mobile banking services as set out in Section 12.2.2(i) of this Prospectus.

(2) an existing project which commenced in the FYE 2024 involving the provision of IT infrastructure and networking solutions to a Reseller, specifically on the design, implementation and configuration to upgrade the network equipment for a tertiary education institution as set out in Section 12.2.2(i) of this Prospectus;

(3) a new project from a GLC and 2 Resellers involving the design, implementation and maintenance of IT infrastructure solutions required under the electronic toll collection and traffic management systems for an expressway as set out in Section 12.2.2(i) of this Prospectus; and

(4) a new project in relation to the provision of cybersecurity solutions for a GLC, specifically on the upgrade of network security appliances as well as renewal of antivirus licenses as set out in Section 12.2.2(i) of this Prospectus.

(b) higher GP from the sales of IT hardware and software by RM0.31 million or 24.03% from RM1.29 million for the FYE 2024 to RM1.60 million for the FYE 2025, which was mainly attributable to the sale of IT hardware in connection with a project to supply storage systems to a telecommunication company.

Our Group's GP margin decreased by 1.81 percentage points from 23.09% for the FYE 2024 to 21.28% for the FYE 2025. This was mainly due to the following:

(a) lower GP margin from the provision of IT outsourcing services segment by 5.02 percentage points from 22.56% for the FYE 2024 to 17.54% for the FYE 2025, which was mainly due to lower GP margin recorded for the maintenance services segment for the 3 projects from a GLC, namely 2 new projects involving the provision of maintenance services on their servers and data backup systems, as well as a renewal project involving in the provision of maintenance services on their servers and network equipment, as set out in Section 12.2.2(i) of this Prospectus.

For illustration purposes, the GP margin from the provision of IT outsourcing services segment for the FYE 2025 without the abovementioned 3 projects is equivalent to 22.00%.

(b) lower GP margin from the sales of IT hardware and software segment by 1.52 percentage points from 10.75% for the FYE 2024 to 9.23% for the FYE 2025, which was mainly due to lower GP margin recorded from a project in relation to the sales of IT hardware and software to a Reseller for the sale of IT hardware and software in connection with a project to supply end-user computing devices (i.e. desktops, notebooks, PC monitors), peripherals (i.e. printers, scanners and plotters), power management equipment as well as data storage solutions for the offices of a city council of a federal territory as mentioned in Section 12.2.2(i) of this Prospectus.

For illustration purposes, the GP margin from the sales of IT hardware and software segment for the FYE 2025 without the abovementioned project is equivalent to 12.31%.

(c) lower GP margin from the leasing of IT hardware and software segment by 35.88 percentage points from 70.98% for the FYE 2024 to 35.10% for the FYE 2025, which was mainly due to lower GP margin recorded from 2 new 3-year leasing contracts secured from 2 GLCs in relation to the leasing of network equipment and IT infrastructure for a marine fuel monitoring system as mentioned in Section 12.2.2(i) of this Prospectus.

For illustration purposes, the GP margin from the leasing of IT hardware and software segment for the FYE 2025 without the abovementioned 2 new leasing contracts is equivalent to 48.95%.

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(iv) Other income

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Interest income	25	17.98	47	11.96	77	53.11	366	81.70
Fair value gain on other investments	-	-	-	-	18	12.41	15	3.34
Gain on early termination of lease contracts	5	3.60	-	-	15	10.34	-	-
Rental income	71	51.08	74	18.83	15	10.34	24	5.36
Discount/rebate received	6	4.32	11	2.80	9	6.21	24	5.36
Dividend income from other investments	8	5.75	4	1.02	7	4.83	-	-
Administrative income	-	-	78	19.85	-	-	-	-
Fair value gain on investment property	24	17.27	22	5.60	-	-	-	-
Gain on disposal of PPE	-	-	120	30.53	-	-	-	-
Marketing event	-	-	29	7.38	-	-	-	-
Others[(2)]	[(1)]	[(1)]	8	2.03	4	2.76	19	4.24
Total	**139**	**100.00**	**393**	**100.00**	**145**	**100.00**	**448**	**100.00**

Notes:

(1) Less than RM1,000 or 0.01%.

(2) Others comprised, amongst others, commission earned, credit card cashback, unrealised gain on foreign exchange and wages subsidy.

Comparison between FYE 2022 and FYE 2023

Our Group's other income increased by RM0.25 million or 178.57% from RM0.14 million for the FYE 2022 to RM0.39 million for the FYE 2023. This was mainly attributable to the following:

(a) gain on disposal of PPE of RM0.12 million from the disposal of a motor vehicle to a third party;

(b) administrative income of RM0.08 million recognised from the provision of accounting and payroll administration services to a former related party company (i.e. Uniserv), which ceased to be a related party following the disposal of our Group shareholders' entire equity interest to a third party in the FYE 2024;

(c) one-off income earned from hosting a marketing event of IBM Malaysia amounted to RM0.03 million; and

(d) increase in interest income of RM0.02 million as a result of additional placement of fixed deposits with the licensed financial institutions.

Comparison between FYE 2023 and FYE 2024

Our Group's other income decreased by RM0.25 million or 64.10% from RM0.39 million for the FYE 2023 to RM0.14 million for the FYE 2024. The decrease in other income was mainly attributable to the following reasons:

(a) recognition of gain on disposal of PPE of RM0.12 million in the FYE 2023, whereas there were none in the FYE 2024;

(b) recognition of an administrative income of RM0.08 million in the FYE 2023, whereas there were none in the FYE 2024; and

(c) lower rental income by RM0.06 million which was mainly due to the cessation of office rental sharing arrangement with a former related party company (i.e. Uniserv).

Comparison between FYE 2024 and FYE 2025

Our Group's other income increased by RM0.30 million or 200.00% from RM0.15 million for the FYE 2024 to RM0.45 million for the FYE 2025. The increase in other income was mainly attributable to an increase in interest income by RM0.29 million as a result of late payment interest charged on overdue trade receivables from Resellers for the projects as set out below:

(a) a project involving the provision of IT infrastructure and networking solutions to a Reseller, specifically on the design, implementation and configuration to upgrade the network equipment for a tertiary education institution as mentioned in Section 12.2.2(i) of this Prospectus; and

(b) a project involving the sale of IT hardware and software to a Reseller for the supply servers and storage devices to a government agency.

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(v) Administrative expenses

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Staff costs(1)	1,295	36.37	1,567	38.59	1,451	29.81	2,058	31.27
Directors' remuneration	682	19.16	537	13.22	637	13.09	883	13.42
Professional fees	94	2.64	261	6.43	430	8.83	501	7.61
Depreciation of PPE	461	12.95	411	10.12	417	8.57	554	8.42
Travelling expenses	283	7.95	250	6.16	384	7.89	634	9.63
Entertainment expenses	98	2.75	167	4.11	265	5.44	233	3.54
Training expenses	43	1.21	98	2.41	243	4.99	132	2.01
Upkeep of office equipment and motor vehicles	126	3.54	215	5.29	213	4.38	234	3.55
Utilities	115	3.23	128	3.15	174	3.58	179	2.72
Bank guarantee commission	42	1.18	33	0.81	132	2.71	122	1.85
Stamping fees	16	0.45	55	1.36	126	2.59	453	6.88
Insurance	54	1.52	60	1.48	75	1.54	114	1.73
Medical expenses	43	1.21	54	1.33	59	1.21	63	0.96
Advertisement expenses	22	0.62	32	0.79	50	1.03	24	0.36
Sponsorship	24	0.67	41	1.01	22	0.45	31	0.47
Tender expenses	22	0.62	7	0.17	15	0.31	28	0.43
Others(2)	140	3.93	145	3.57	174	3.58	339	5.15
Total	**3,560**	**100.00**	**4,061**	**100.00**	**4,867**	**100.00**	**6,582**	**100.00**

Notes:

(1) Staff costs comprised staff remuneration as well as employers' statutory contributions for personnel involved in our Group's management, finance, logistics, human resources and administrative, sales, and procurement functions. In addition, staff costs also comprised monetary awards for high performers and long-serving staff, as well as staff welfare such as annual dinner expenses and other staff-related expenses.

(2) Others comprised, amongst others, gifts and donations, printing and stationery, bank charges, parking fees, recruitment-related fees, sales and service tax as well as expenses related to owned properties.

Comparison between FYE 2022 and FYE 2023

Our Group's administrative expenses increased by RM0.50 million or 14.07% from RM3.56 million for the FYE 2022 to RM4.06 million for the FYE 2023. This was mainly attributable to the following:

(a) increase in staff costs by RM0.27 million which was mainly due to the following:

(1) increase in staff welfare expenses by RM0.18 million which was mainly due to the expenses incurred for our annual dinner; and

(2) additional headcount in the FYE 2023 which resulted in RM0.09 million of staff costs incurred to support our Group's management, finance, human resource and administrative functions, as well as annual salary increment; and

(b) increase in professional fees by RM0.17 million which was mainly due to increased expenses incurred for the engagement of financial advisory services, execution of bank facilities agreements, retainer fees for legal advisory services as well as higher audit fees.

Comparison between FYE 2023 and FYE 2024

Our Group's administrative expenses increased by RM0.81 million or 19.95% from RM4.06 million for the FYE 2023 to RM4.87 million for the FYE 2024. This was mainly attributable to the following reasons:

(a) increase in professional fees by RM0.17 million which was mainly due to increased expenses incurred for the engagement of financial advisory services, execution of bank facilities agreements as well as retainer fees for legal advisory services;

(b) increase in training expenses by RM0.15 million which was mainly due to higher number of training programmes enrolled for our technical, system engineering and operations personnel;

(c) increase in travelling expenses by RM0.13 million which was mainly due to higher transportation and outstation expenses for our technical and project management personnel, who were providing of on-site support to our customers as well as attending to other business needs;

(d) increase in bank guarantee commission paid to licensed financial institutions by RM0.10 million, which was mainly due to a higher number of projects requiring bank guarantee as well as an increase in SJPP guarantor fees following the addition of 1 new trade facility extended by a licensed financial institution;

(e) increase in entertainment expenses by RM0.10 million which was mainly due to higher spending on festive gifts and client entertainment activities; and

(f) increase in directors' remuneration by RM0.08 million which was mainly due to salary increment for our Managing Director.

Comparison between FYE 2024 and FYE 2025

Our Group's administrative expenses increased by RM1.71 million or 35.11% from RM4.87 million for the FYE 2024 to RM6.58 million for the FYE 2025. This was mainly attributable to the following reasons:

(a) increase in staff cost by RM0.61 million which was mainly due to salary increment for our key senior management during the FYE 2025;

(b) increase in stamping fees by RM0.33 million which was mainly due to stamp duty incurred for the transfer of ownership of the Bukit Jalil Property;

(c) increase in travelling expenses by RM0.25 million which was mainly due to higher transportation and outstation expenses for our technical and project management personnel, who were providing on-site support to our customers as well as attending to other business needs;

(d) increase in directors' remuneration by RM0.25 million which was mainly due to salary increment for our Managing Director and the appointment of 4 Independent Non-Executive Directors in August 2025; and

(e) increase in depreciation of PPE by RM0.14 million which was mainly due to addition of computer and software, as well as the addition of new property namely the Bukit Jalil Property.

(vi) Selling and distribution expenses

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Staff cost[(1)]	611	100.00	610	100.00	1,067	100.00	1,332	100.00
Total	**611**	**100.00**	**610**	**100.00**	**1,067**	**100.00**	**1,332**	**100.00**

Note:

(1) Comprised salaries, employers' statutory contributions and commission for employees from our sales function.

Comparison between FYE 2022 and FYE 2023

Our Group's selling and distribution expenses remained relatively consistent at RM0.61 million for the FYE 2022 and the FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our Group's selling and distribution expenses increased by RM0.46 million or 75.41% from RM0.61 million for the FYE 2023 to RM1.07 million for the FYE 2024, which was mainly due to additional 5 headcount to support our sales function.

Comparison between FYE 2024 and FYE 2025

Our Group's selling and distribution expenses increased by RM0.26 million or 24.30% from RM1.07 million for the FYE 2024 to RM1.33 million for the FYE 2025, which was mainly due to increase in commission paid and salary adjustment in the FYE 2025.

(vii) Net (loss)/reversal on impairment of financial assets

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
(Allowance)/ reversal for expected credit losses on trade receivables	(100)	100.00	(59)	100.00	(202)	100.00	107	100.00
Total	**(100)**	**100.00**	**(59)**	**100.00**	**(202)**	**100.00**	**107**	**100.00**

Comparison between FYE 2022 and FYE 2023

Our Group's net loss on impairment of financial assets decreased by RM0.04 million or 40.00% from RM0.10 million for the FYE 2022 to RM0.06 million for the FYE 2023. This was mainly attributable to lower expected credit losses as a result of improved aging profiles of trade receivables during the FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our Group's net loss on impairment of financial assets increased by RM0.14 million or 233.33% from RM0.06 million for the FYE 2023 to RM0.20 million for the FYE 2024. This was mainly attributable to higher expected credit losses as a result of higher trade receivables as at 31 December 2024.

Comparison between FYE 2024 and FYE 2025

Our Group recorded a net reversal on impairment of financial assets amounted to approximately RM0.11 million for the FYE 2025. This was mainly attributable to lower expected credit losses on trade receivables as at 31 December 2025 compared to as at 31 December 2024.

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(viii) Other expenses

	Audited							
	FYE 2022		**FYE 2023**		**FYE 2024**		**FYE 2025**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Fair value loss on investment property	-	-	-	-	97	91.51	30	25.64
Realised loss on foreign exchange	13	2.82	18	56.25	8	7.55	80	68.38
Unrealised loss on foreign exchange	15	3.26	-	-	1	0.94	7	5.98
Fair value loss on other investments	359	77.87	11	34.38	-	-	-	-
PPE written off	-	-	3	9.37	-	-	-	-
Bad debts written off	74	16.05	-	-	-	-	-	-
Total	**461**	**100.00**	**32**	**100.00**	**106**	**100.00**	**117**	**100.00**

Comparison between FYE 2022 and FYE 2023

Our Group's other expenses decreased by RM0.43 million or 93.48% from RM0.46 million for the FYE 2022 to RM0.03 million for the FYE 2023. This was mainly attributable to the following:

(a) decrease in fair value loss on other investments by RM0.35 million which was mainly due to a minimal unrealised loss of RM0.01 million on quoted shares outside Malaysia in the FYE 2023, as compared to an unrealised loss of RM0.20 million arising from the decline in fair value of our investments on quoted shares outside Malaysia as well as a realised loss of RM0.17 million from the disposal of our investments on quoted shares in Malaysia in the FYE 2022; and

(b) absence of bad debts written off in the FYE 2023 (FYE 2022: RM0.07 million).

Comparison between FYE 2023 and FYE 2024

Our Group's other expenses increased by RM0.07 million or 233.33% from RM0.03 million for the FYE 2023 to RM0.10 million for the FYE 2024. This was mainly attributable to the recognition of fair value loss on our investment property at the postal address of 7E-03-06, Blok E, Akasia Apartment, Jalan Wawasan 2/3, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan, which recorded a fair value of RM0.30 million as at 31 December 2024 as compared to its fair value of RM0.40 million as at 31 December 2023. The details of the aforementioned investment property are set out in Section 7.23.1 of this Prospectus.

Comparison between FYE 2024 and FYE 2025

Our Group's other expenses remained relatively consistent for the FYE 2024 and FYE 2025.

(ix) Finance costs

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Trade financing	8	10.13	44	41.51	229	79.24	606	84.05
Hire purchase and lease liabilities	35	44.30	33	31.13	40	13.84	22	3.05
Term loans	31	39.24	26	24.53	20	6.92	77	10.68
Bank overdraft	5	6.33	3	2.83	(1)	(1)	16	2.22
Total	**79**	**100.00**	**106**	**100.00**	**289**	**100.00**	**721**	**100.00**

Note:

(1) Less than RM1,000 or 0.01%.

Comparison between FYE 2022 and FYE 2023

Our Group's finance costs increased by RM0.03 million or 37.50% from RM0.08 million for the FYE 2022 to RM0.11 million for the FYE 2023. This was mainly attributable to higher interest expense on trade financing by RM0.04 million as a result of new drawdowns from 2 existing tradelines and 1 new tradeline extended by licensed financial institutions for working capital purposes to fund our purchases of IT hardware and software.

Comparison between FYE 2023 and FYE 2024

Our Group's finance costs increased by RM0.18 million or 163.64% from RM0.11 million for the FYE 2023 to RM0.29 million for the FYE 2024. This was mainly attributable to the higher interest expense on trade financing by RM0.19 million as a result of new drawdowns from 3 existing tradelines and 1 new tradeline extended by licensed financial institutions for working capital purposes to fund our purchases of IT hardware and software.

Comparison between FYE 2024 and FYE 2025

Our Group's finance costs increased by RM0.43 million or 148.28% from RM0.29 million for the FYE 2024 to RM0.72 million for the FYE 2025. This was mainly due to the following:

(1) higher interest expense on trade financing by RM0.38 million which was mainly attributable to new drawdowns from 4 existing tradelines and 4 new tradelines extended by licensed financial institutions for working capital purposes to fund our purchases of IT hardware and software; and

(2) higher interest expense on term loan by RM0.06 million as a result of new drawdown of a term loan in the FYE 2025 to finance the purchase of Bukit Jalil Property.

(x) PBT, PBT margin, PAT and PAT margin

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PBT	3,279	4,491	10,631	12,804
PBT margin (%)	4.29	7.90	14.42	12.98
PAT	2,758	3,594	8,686	10,121
PAT margin (%)	3.61	6.32	11.78	10.26

Comparison between FYE 2022 and FYE 2023

Our Group's PBT increased by RM1.21 million or 36.89% from RM3.28 million for the FYE 2022 to RM4.49 million for the FYE 2023. The increase in PBT was mainly attributable to the following:

(a) increase in GP by RM1.02 million as explained in Section 12.2.2(iii) of this Prospectus;

(b) increase in other income by RM0.25 million as explained in Section 12.2.2(iv) of this Prospectus; and

(c) decrease in other expenses by RM0.43 million as explained in Section 12.2.2(viii) of this Prospectus

The aforementioned increase in PBT was partially offset by an increase in administrative expenses by RM0.50 million as explained in Section 12.2.2(v) of this Prospectus.

Our Group's PBT margin increased by 3.61 percentage points from 4.29% for the FYE 2022 to 7.90% for the FYE 2023, which was mainly attributable to an increase in GP margin from 10.41% for the FYE 2022 to 15.77% for the FYE 2023 as explained in Section 12.2.2(iii) of this Prospectus.

Our Group's PAT increased by RM0.83 million or 30.07% from RM2.76 million for the FYE 2022 to RM3.59 million for the FYE 2023. The increase in PAT was mainly attributable to an increase in PBT by RM1.21 million and partially offset by higher tax expenses by RM0.38 million as explained in Section 12.2.2(xi) of this Prospectus.

Our Group's PAT margin increased by 2.71 percentage points from 3.61% for the FYE 2022 to 6.32% for the FYE 2023, which was in tandem with the increase in PBT margin as explained above.

Comparison between FYE 2023 and FYE 2024

Our Group's PBT increased by RM6.14 million or 136.75% from RM4.49 million for the FYE 2023 to RM10.63 million for the FYE 2024. The increase in PBT was mainly attributable to an increase in GP by RM8.05 million as explained in Section 12.2.2(iii) of this Prospectus.

The aforementioned increase in PBT was partially offset by the following:

(a) decrease in other income by RM0.25 million as explained in Section 12.2.2(iv) of this Prospectus;

(b) increase in administrative expenses by RM0.81 million as explained in Section 12.2.2(v) of this Prospectus;

(c) increase in selling and distribution expenses by RM0.46 million as explained in Section 12.2.2(vi) of this Prospectus;

(d) increase in net loss on impairment of financial assets by RM0.14 million as explained in Section 12.2.2(vii) of this Prospectus; and

(e) increase in finance costs by RM0.18 million as explained in Section 12.2.2(ix) of this Prospectus.

Our Group's PBT margin increased by 6.52 percentage points from 7.90% for the FYE 2023 to 14.42% for the FYE 2024, which was mainly attributable to the increase in GP margin from 15.77% for the FYE 2023 to 23.09% for the FYE 2024 as explained in Section 12.2.2(iii) of this Prospectus.

Our Group's PAT increased by RM5.10 million or 142.06% from RM3.59 million for the FYE 2023 to RM8.69 million for the FYE 2024. The increase in PAT was mainly attributable to an increase in PBT by RM6.14 million and partially offset by higher tax expenses by RM1.05 million as explained in Section 12.2.2(xi) in this Prospectus.

Our Group's PAT margin increased by 5.46 percentage points from 6.32% for the FYE 2023 to 11.78% for the FYE 2024, which was in tandem with the increase in PBT margin as explained above.

Comparison between FYE 2024 and FYE 2025

Our Group's PBT increased by RM2.17 million or 20.41% from RM10.63 million for the FYE 2024 to RM12.80 million for the FYE 2025. The increase in PBT was mainly attributable to the following:

(a) increase in GP by RM3.98 million as explained in Section 12.2.2(iii) of this Prospectus;

(b) increase in net reversal on impairment of financial assets by RM0.31 million from a net loss of RM0.20 million to a net reversal of RM0.11 million as explained in Section 12.2.2(vii) of this Prospectus; and

(c) increase in other income by RM0.30 million as explained in Section 12.2.2(iv) of this Prospectus.

The aforementioned increase in PBT was partially offset by the following:

(a) increase in administrative expenses by RM1.71 million as explained in Section 12.2.2(v) of this Prospectus;

(b) increase in finance costs by RM0.43 million as explained in Section 12.2.2(ix) of this Prospectus; and

(c) increase in selling and distribution expenses by RM0.26 million as explained in Section 12.2.2(vi) of this Prospectus.

Our Group's PBT margin decreased by 1.44 percentage points from 14.42% for the FYE 2024 to 12.98% for the FYE 2025, which was mainly due to a decrease in GP margin from 23.09% for the FYE 2024 to 21.28% for the FYE 2025 as explained in Section 12.2.2(iii) of this Prospectus.

Our Group's PAT increased by RM1.43 million or 16.46% from RM8.69 million for the FYE 2024 to RM10.12 million for the FYE 2025. The increase in PAT was mainly attributable to an increase in PBT by RM2.17 million and partially offset by higher tax expenses by RM0.73 million as explained in Section 12.2.2(xi) of this Prospectus.

Our Group's PAT margin decreased by 1.52 percentage points from 11.78% for the FYE 2024 to 10.26% for the FYE 2025, which was in tandem with the decrease in PBT margin as explained above.

(xi) Tax expenses

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Current tax				
- current year	642	911	3,567	1,311
- under/(over) provision in prior financial year	(98)	(19)	200	68
	544	892	3,767	1,379
Deferred tax				
- origination and reversal of temporary differences	(23)	5	(1,531)	1,367
- over provision in prior financial year	-	-	(291)	(63)
	(23)	5	(1,822)	1,304
Tax expenses	**521**	**897**	**1,945**	**2,683**
Statutory tax rate (%)	24.00	24.00	24.00	24.00
Effective tax rate (%)[1]	15.89	19.97	18.30	20.95

Note:

(1) Effective tax rate is calculated based on tax expenses divided by PBT.

Comparison between FYE 2022 and FYE 2023

The tax expenses increased by RM0.38 million or 73.08% from RM0.52 million for the FYE 2022 to RM0.90 million for the FYE 2023.

Our Group's effective tax rate of 15.89% for the FYE 2022 was lower than the statutory tax rate of 24.00% mainly attributable to a tax-exempt income on pioneer status of RM0.26 million.

Our Group's effective tax rate of 19.97% for the FYE 2023 was lower than the statutory tax rate of 24.00% mainly attributable to a tax-exempt income on pioneer status of RM0.23 million.

Comparison between FYE 2023 and FYE 2024

The tax expenses increased by RM1.05 million or 116.67% from RM0.90 million for the FYE 2023 to RM1.95 million for the FYE 2024.

Our Group's effective tax rate of 18.30% for the FYE 2024 was lower than the statutory tax rate of 24.00% mainly attributable to a tax-exempt income on pioneer status of RM0.70 million.

Comparison between FYE 2024 and FYE 2025

The tax expenses increased by RM0.73 million or 37.44% from RM1.95 million for the FYE 2024 to RM2.68 million for the FYE 2025.

Our Group's effective tax rate of 20.95% for the FYE 2025 was lower than the statutory tax rate of 24.00% mainly attributable to a tax-exempt income on pioneer status of RM0.76 million.

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12.2.3 Review of financial position

(i) Assets

	Audited			
	As at 31 December			
	2022	**2023**	**2024**	**2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Non-current assets				
PPE[1]	1,243	1,552	1,398	11,574
Investment properties	371	393	296	266
Other investments	198	187	226	241
Finance lease receivables	-	-	-	875
Deferred tax assets	-	-	1,808	504
Total non-current assets	**1,812**	**2,132**	**3,728**	**13,460**
Current assets				
Inventories	2,061	1,151	2,026	1,268
Trade receivables	8,398	10,185	34,722	18,416
Finance lease receivables	-	-	-	498
Contract assets	1,710	692	2,020	6,532
Other receivables	3,238	4,428	10,025	13,921
Amount due from Directors	671	235	-	-
Tax recoverable	77	145	218	1,126
Fixed deposits with licensed banks	1,750	1,786	1,142	2,035
Cash and bank balances	5,005	4,660	9,471	3,898
Total current assets	**22,910**	**23,282**	**59,624**	**47,694**
Total assets	**24,722**	**25,414**	**63,352**	**61,154**

Note:

(1) Referring to Note 3(d), Section 13 of this Prospectus, the additions to right-of-use assets in FYE 2022 and FYE 2024 were related to the leases of the Sungai Besi Property and the Cyberjaya Property, arising from the renewal of tenancy agreements. The decrease in the cost of right-of-use assets from FYE 2022 to FYE 2024 was mainly due to the renewal option being considered in FYE 2022, but not in FYE 2024, given our Group's plan to relocate our headquarters to the Bukit Jalil Property by the 4th quarter of 2025.

Comparison between 31 December 2022 and 31 December 2023

Non-current assets

Our Group's non-current assets increased by RM0.32 million or 17.68% from RM1.81 million as at 31 December 2022 to RM2.13 million as at 31 December 2023. This was mainly attributable to the increase in PPE by RM0.31 million arising from the purchase of a motor vehicle in the FYE 2023.

Current assets

Our Group's current assets increased by RM0.37 million or 1.62% from RM22.91 million as at 31 December 2022 to RM23.28 million as at 31 December 2023. This was mainly attributable to the following:

(a) increase in trade receivables by RM1.79 million which was mainly due to the sales received through a Reseller in relation to the sales of IT hardware and software as well as the provision of maintenance services which remained outstanding as at the end of the FYE 2023; and

(b) increase in other receivables by RM1.19 million which was mainly due to higher advance costs incurred for the upfront purchase of a 2-year maintenance support services, which provides 24/7 coverage for data protection and recovery software in connection with a new 2-year IT infrastructure maintenance services project secured in FYE 2023 from 1 of the GLCs as mentioned in Section 12.2.2(i) of this Prospectus.

The aforementioned increase in current assets was partially offset by the following:

(a) decrease in contract assets by RM1.02 million;

(b) decrease in inventories by RM0.91 million, which was mainly due to the delivery of IT hardware and software for the fulfilment of projects in relation to the design, implementation and configuration of IT solutions in the FYE 2023; and

(c) decrease in amount due from directors by RM0.44 million as a result of partial repayment from our directors.

Comparison between 31 December 2023 and 31 December 2024

Non-current assets

Our Group's non-current assets increased by RM1.60 million or 75.12% from RM2.13 million as at 31 December 2023 to RM3.73 million as at 31 December 2024. This was mainly attributable to a recognition of deferred tax assets amounted to RM1.81 million as at 31 December 2024, arising from higher contract liabilities recorded towards the end of FYE 2024.

The aforementioned increase in non-current assets was partially offset by the decrease in PPE by RM0.15 million or 9.68% from RM1.55 million as at 31 December 2023 to RM1.40 million as at 31 December 2024, which was mainly due to the higher depreciation charges incurred during the FYE 2024 for the purchase of a motor vehicle in the mid-year of FYE 2023.

Current assets

Our Group's current assets increased by RM36.34 million or 156.10% from RM23.28 million as at 31 December 2023 to RM59.62 million as at 31 December 2024. This was mainly attributable to the following:

(a) increase in trade receivables by RM24.54 million which was mainly due to higher sales from the design, implementation and configuration of IT solutions as well as provision of IT outsourcing services towards the end of the FYE 2024;

(b) increase in other receivables by RM5.60 million which was mainly due to higher advance costs incurred for the upfront purchase of a 3-year maintenance support services, which provides 24/7 coverage for data protection and recovery software in connection with a new project involving the provision of maintenance services on servers and data backup systems to 1 of the GLCs as mentioned in Section 12.2.2 (i) of this Prospectus;

(c) increase in cash and bank balances by RM4.81 million; and

(d) increase in contract assets by RM1.33 million.

Comparison between 31 December 2024 and 31 December 2025

Non-current assets

Our Group's non-current assets increased by RM9.73 million or 260.86% from RM3.73 million as at 31 December 2024 to RM13.46 million as at 31 December 2025. This was mainly attributable to the following:

(a) increase in PPE by RM10.18 million mainly due to the following:

(1) the purchase of Bukit Jalil Property amounted to RM7.89 million; and

(2) the addition of network equipment as well as the IT infrastructure for a marine fuel monitoring system amounted to RM2.55 million, in relation to the 2 new 3-year leasing contracts secured from GLCs, as mentioned in Section 12.2.2(i) of this Prospectus.

(b) increase in finance lease receivables by RM0.88 million which was mainly due to a new 3-year lease-to-own contract secured from a Reseller.

The aforementioned increase in non-current assets was partially offset by a decrease in deferred tax assets by RM1.30 million as at 31 December 2025, which was mainly due to lower contract liabilities recorded for projects in relation to provision of maintenance services towards the end of FYE 2025.

Current assets

Our Group's current assets decreased by RM11.93 million or 20.01% from RM59.62 million as at 31 December 2024 to RM47.69 million as at 31 December 2025. This was mainly attributable to the following:

(a) decrease in trade receivables by RM16.31 million which was mainly attributable to collections from higher sales recorded towards the end of FYE 2024, particularly from the design, implementation and configuration of IT solutions as well as provision of IT outsourcing services; and

(b) decrease in cash and bank balances by RM5.57 million; and

(c) decrease in inventories by RM0.76 million which was mainly due to the delivery of IT hardware and software for the fulfilment of projects in relation to the design, implementation and configuration of IT solutions in the FYE 2025.

The aforementioned decrease in current assets was partially offset by the following:

(a) increase in contract assets by RM4.51 million. This was mainly attributable to an increase in high-value work performed in the FYE 2025, which was pending billing to 2 GLCs in relation to the projects involving the provision of design, implementation and configuration of IT solutions;

(b) increase in other receivables by RM3.90 million primarily due to higher advance costs incurred for the maintenance support services for a project involving the provision of IT outsourcing services to a GLC. The increase in other receivables was also attributable to prepayments for IPO listing expenses;

(c) increase in tax recoverable by RM0.91 million;

(d) increase in placement of fixed deposits pledged with licensed banks by RM0.89 million; and

(e) increase finance lease receivables by RM0.50 million which was mainly due to a new 3-year lease-to-own contract secured from a Reseller.

(ii) Liabilities

	Audited			
	As at 31 December			
	2022	**2023**	**2024**	**2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Non-current liabilities				
Borrowings	572	387	196	6,858
Hire purchase and lease liabilities	494	530	325	101
Deferred tax liabilities	9	14	-	-
Total non-current liabilities	**1,075**	**931**	**521**	**6,959**
Current liabilities				
Borrowings	175	7,154	8,284	3,049
Hire purchase and lease liabilities	214	268	294	224
Trade payables	8,861	1,554	20,731	5,556
Contract liabilities	3,788	1,467	10,171	14,416
Other payables	524	961	1,501	2,064
Amount due to Directors	-	-	146	-
Tax payable	-	-	1,439	-
Total current liabilities	**13,562**	**11,404**	**42,566**	**25,309**
Total liabilities	**14,637**	**12,335**	**43,087**	**32,268**

Comparison between 31 December 2022 and 31 December 2023

Non-current liabilities

Our Group's non-current liabilities decreased by RM0.15 million or 13.89% from RM1.08 million as at 31 December 2022 to RM0.93 million as at 31 December 2023. This was mainly attributable to the decrease in non-current borrowings by RM0.19 million, resulting from scheduled repayments of our existing term loans.

The aforementioned decrease in non-current liabilities was partially offset by the increase in hire purchase and lease liabilities by RM0.04 million, which was mainly attributable to a new hire purchase arrangement for the purchase of a motor vehicle.

Current liabilities

Our Group's current liabilities decreased by RM2.16 million or 15.93% from RM13.56 million as at 31 December 2022 to RM11.40 million as at 31 December 2023. This was mainly attributable to the following:

(a) decrease in trade payables by RM7.31 million as a result of lower trade purchases in the FYE 2023 as compared to FYE 2022; and

(b) decrease in contract liabilities by RM2.32 million.

The aforementioned decrease in current liabilities was partially offset by the following:

(a) increase in borrowings by RM6.98 million which were due within the next 12 months of the FYE 2023, mainly attributable to higher drawdown from an existing trade financing facility and 2 new trade financing facilities provided by licensed financial institutions during the FYE 2023, resulting in higher outstanding balance as at the FYE 2023; and

(b) increase in other payables by RM0.44 million as a result of higher sales and service taxes payable as at the FYE 2023.

Comparison between 31 December 2023 and 31 December 2024

Non-current liabilities

Our Group's non-current liabilities decreased by RM0.41 million or 44.09% from RM0.93 million as at 31 December 2023 to RM0.52 million as at 31 December 2024. This was mainly attributable to the following:

(a) decrease in hire purchase and lease liabilities by RM0.21 million as a result of scheduled repayments of our existing hire purchase and lease obligations; and

(b) decrease in non-current borrowings by RM0.19 million as a result of scheduled repayments of our existing term loans.

Current liabilities

Our Group's current liabilities increased by RM31.17 million or 273.42% from RM11.40 million as at 31 December 2023 to RM42.57 million as at 31 December 2024. This was mainly attributable to the following:

(a) increase in trade payables by RM19.18 million as a result of higher trade purchases towards the end of FYE 2024;

(b) increase in contract liabilities by RM8.70 million;

(c) increase in tax payable by RM1.44 million;

(d) increase in borrowings by RM1.13 million which were due within the next 12 months of the FYE 2024, mainly attributable to higher drawdown from 3 existing trade financing facilities and 2 new trade financing facilities provided by licensed financial institutions during the FYE 2024, resulting in higher outstanding balance as at the FYE 2024; and

(e) increase in other payables by RM0.60 million which was mainly attributable to the following:

    (1) increase in sales and service taxes payable by RM0.47 million;

    (2) increase in non-trade payables by RM0.09 million as a result of higher professional fees payable; and

    (3) increase in accruals by RM0.03 million as a result of higher employer statutory contribution.

Comparison between 31 December 2024 and 31 December 2025

Non-current liabilities

Our Group's non-current liabilities increased by RM6.44 million or 1238.46% from RM0.52 million as at 31 December 2024 to RM6.96 million as at 31 December 2025. This was mainly attributable to the increase in non-current borrowings by RM6.66 million, resulting from a new drawdown of term loan to finance the purchase of Bukit Jalil Property in the FYE 2025.

The aforementioned increase in non-current liabilities was partially offset by the decrease in hire purchase and lease liabilities by RM0.22 million as a result of scheduled repayments of our existing hire purchase and lease obligations.

Current liabilities

Our Group's current liabilities decreased by RM17.26 million or 40.54% from RM42.57 million as at 31 December 2024 to RM25.31 million as at 31 December 2025. This was mainly attributable to the following:

(a) decrease in trade payables by RM15.18 million as a result of lower trade purchases towards the end of FYE 2025 compared to the end of FYE 2024;

(b) decrease in borrowings by RM5.24 million which were due within the next 12 months of the FYE 2025 which was mainly attributable to lower utilisation of the trade financing facilities towards the end of FYE 2025 compared to FYE 2024; and

(c) decrease in tax payable by RM1.44 million.

The aforementioned decrease in current liabilities was partially offset by the following:

(a) increase in contract liabilities by RM4.25 million which was mainly attributable to the advance consideration received for 2 projects from a GLC, namely 1 new project involving the provision of maintenance services on their servers and data backup systems, as well as a renewal project involving in the provision of maintenance services on their servers and network equipment, as mentioned in Section 12.2.2(ii) of this Prospectus; and

(b) increase in other payables by RM0.56 million as a result of higher in sales and service taxes payable in the FYE 2025.

12.3 Impact of Foreign Exchange Rates, Interest Rates and/or Commodity Prices on Our Group's Operations

(i) Impact of foreign exchange rates

Our Group is exposed to foreign currency risk arising from transactions and investments denominated in foreign currencies, primarily the United States Dollar ("**USD**") and the Hong Kong Dollar ("**HKD**"). While our IT solutions and services are mainly delivered to local customers, there are instances where we issue our customers' parent companies located overseas with invoices denominated in USD. Additionally, we have investments in quoted shares denominated in HKD and USD.

Despite this exposure, there was no material impact of fluctuation of foreign exchange rates on our Group's operations during the Financial Years Under Review. The gain and/or loss of foreign exchange during the Financial Years Under Review are as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Realised loss on foreign exchange	13	18	8	80
Unrealised gain on foreign exchange	-	(1)	-	-
Unrealised loss on foreign exchange	15	-	1	7

Note:

(1) Less than RM1,000.

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(ii) Impact of interest rates

Our exposure to changes in interest rate arises from the floating rate bank borrowings which is pegged to the base financing rate as stipulated by our financial institutions that may change from time to time. We do not hedge against interest rate risks.

The table below sets out our interest coverage ratios over the Financial Years Under Review:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PBT	3,279	4,491	10,631	12,804
Add: Finance costs	79	106	289	721
Earnings before interest and tax	**3,358**	**4,597**	**10,920**	**13,525**
Finance costs	79	106	289	721
Interest coverage ratio (times)(1)	**42.51**	**43.37**	**37.79**	**18.76**

Note:

(1) Computed based on earnings before interest and tax over finance costs for the respective FYEs.

Our interest coverage ratios range between 18.76 times to 43.37 times for the Financial Years Under Review indicating that our Group has been able to generate sufficient profits from operations to meet our interest-serving obligations.

Our financial performance for the Financial Years Under Review were not materially affected by fluctuations in interest rates. However, any major increase in interest rates would raise the cost of our borrowings and our finance costs, which may have an adverse effect on our financial performance.

(iii) Impact of commodity prices

As at the LPD, our Group is not affected by fluctuations in commodity prices.

12.4 Impact of Inflation

During the Financial Years Under Review, our financial performance was not materially affected by inflation. However, there is no assurance that any significant increase in the future inflation rate will not adversely affect our business, financial performance or financial condition. Any significant increase in our cost of sales in the future may adversely affect our operations and performance if we are unable to pass on the higher costs to our customers.

12.5 Impact of Government, Economic, Fiscal or Monetary Policies

We are subject to the risks of government, economic, fiscal or monetary policies, where any unfavourable change may materially affect our business operations, financial performance and prospects of the industry in which we operate. During the Financial Years Under Review, our results were not adversely affected by any unfavourable changes relating to government, economic, fiscal or monetary policies. There is no assurance that our financial performance will not be adversely affected by the impact of changes in government, economic, fiscal or monetary policies or factors moving forward.

12.6 Liquidity and Capital Resources

12.6.1 Working capital

We finance our operations with cash generated from our operations, credit extended by trade creditors and/or financial institutions as well as existing cash and bank balances. Our facilities from financial institutions comprise trade financing, term loans, bank overdrafts and bank guarantee.

The decision to utilise either internal generated funds or borrowings for our business operations depends on, amongst others, our cash and bank balances, expected cash inflows, future working capital requirements, future capital expenditure requirements and interest rates on borrowings. We carefully consider our cash position and ability to obtain further financing before making significant capital commitments.

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:

(i) our cash and cash equivalents of approximately RM4.15 million (excluding fixed deposit of RM2.12 million) as at the LPD; and

(ii) proceeds amounting to RM21.53 million (excluding RM4.65 million listing expenses) expected to be raised from our Public Issue;

At this juncture, we do not foresee any circumstances which may materially affect our liquidity.

There are no legal, financial or economic restrictions on subsidiaries' ability to distribute cash dividends or transfer funds within our Group in the form of loans or advances subject to the availability of distributable reserves, funds and compliance with any applicable local laws, rules and regulations and any applicable financial covenants.

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12.6.2 Review of cash flows

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Net cash from/(used in) operating activities	4,499	(6,286)	5,120	8,627
Net cash (used in)/from investing activities	(724)	113	665	(5,296)
Net cash (used in)/from financing activities	(1,626)	5,828	(974)	(8,897)
Net increase/(decrease) in cash and cash equivalents	**2,149**	**(345)**	**4,811**	**(5,566)**
Cash and cash equivalents at the beginning of the financial year	2,858	5,005	4,660	9,471
Effect of exchange translation differences	(2)	(1)	(1)	(7)
Cash and cash equivalents at the end of the financial year	**5,005**	**4,660**	**9,471**	**3,898**

Note:

(1) Less than RM1,000.

FYE 2022

Net cash from operating activities

For the FYE 2022, our Group's operating profit before changes in working capital was RM4.38 million. We recorded a net cash inflow from operating activities of RM4.50 million, which was mainly attributable to the following:

(i) increase in payables by RM6.46 million, which was mainly due to higher trade payables as at 31 December 2022 as a result of higher purchases in the FYE 2022 to support the fulfilment and delivery for our projects in relation to the sales of IT hardware and software as well as the design, implementation and configuration of IT solutions; and

(ii) increase in net contract assets and liabilities by RM1.83 million, which was mainly due to higher contract liabilities as at 31 December 2022 as a result of advanced payments received for 2 projects from 2 GLCs respectively.

The net cash inflow from operating activities was partially offset by the following:

(i) increase in receivables by RM5.64 million, which was mainly due to higher trade receivables as at 31 December 2022 as a result of higher sales from the design, implementation and configuration of IT solutions as well as sales of IT hardware and software towards the end of the FYE 2022;

(ii) increase in inventories by RM1.80 million, which was mainly due to higher inventory level of IT hardware and software towards the end of the FYE 2022 to support the fulfilment and delivery for projects in relation to the design, implementation and configuration of IT solutions in the FYE 2023; and

(iii) income tax paid of RM0.73 million.

Net cash used in investing activities

For the FYE 2022, our Group recorded a net cash outflow of RM0.72 million for our investing activities, which was mainly attributable to the following:

(i) placement of fixed deposits pledged with licensed banks amounted to RM1.20 million; and

(ii) purchase of PPE amounted to RM0.14 million which comprised, amongst others, leasing hardware, office equipment, computer and software, renovation as well as furniture and fittings.

The net cash outflow from investing activities was partially offset by the proceeds from disposal of our investments in quoted shares, amounted to RM0.61 million.

Net cash used in financing activities

For the FYE 2022, our Group recorded a net cash outflow of RM1.63 million for our financing activities, which was mainly attributable to the following:

(i) dividends paid to our shareholders amounted to RM1.27 million; and

(ii) repayment of hire purchase and lease liabilities amounted to RM0.38 million.

FYE 2023

Net cash used in operating activities

For the FYE 2023, our Group's operating profit before changes in working capital was RM4.97 million. We recorded a net cash outflow from operating activities of RM6.29 million, which was mainly attributable to the following:

(i) decrease in payables by RM6.87 million, which was mainly due to lower trade payables as at 31 December 2023 as compared to 31 December 2022. The higher trade payables as at 31 December 2022 were driven by higher purchases in the FYE 2022 to support the fulfilment and delivery for our projects in relation to the sales of IT hardware and software as well as the design, implementation and configuration of IT solutions;

(ii) increase in receivables by RM3.04 million, which was mainly due to the following:

  (a) higher trade receivables as at 31 December 2023, mainly attributable to the sales received through a Reseller in relation to the sales of IT hardware and software as well as the provision of maintenance services which remained outstanding as at the end of the FYE 2023; and

  (b) higher advance costs incurred for our projects.

(iii) decrease in net contract liabilities by RM1.30 million, which was mainly due to lower contract liabilities as at 31 December 2023 as compared to 31 December 2022. The higher contract liabilities as at 31 December 2022 was mainly due to advanced payments received for 2 projects from 2 GLCs respectively; and

(iv) income tax paid of RM0.96 million.

The net cash outflow from operating activities was partially offset by the decrease in inventories of RM0.91 million, which was mainly due to the delivery of IT hardware and software for the fulfilment of projects in relation to the design, implementation and configuration of IT solutions in the FYE 2023.

Net cash from investing activities

For the FYE 2023, our Group recorded net cash inflow of RM0.11 million for our investing activities which was mainly attributable to the following:

(i) repayment from Directors amounted to RM0.44 million; and

(ii) proceeds from disposal of a motor vehicle to a third party amounted to RM0.12 million.

The net cash inflow from investing activities was partially offset by the purchase of PPE amounted to RM0.46 million, which was mainly due to the purchase of a motor vehicle.

Net cash from financing activities

For the FYE 2023, our Group recorded net cash inflow from financing activities of RM5.83 million, which was mainly attributable to the net drawdown of trade financing amounted to RM6.97 million for the purpose of working capital.

The net cash inflow from financing activities was partially offset by the dividends paid to shareholders amounted to RM1.26 million.

FYE 2024

Net cash from operating activities

For the FYE 2024, our Group's operating profit before changes in working capital was RM11.64 million. We recorded a net cash inflow from operating activities of RM5.12 million, which was mainly attributable to the following:

(i) increase in payables by RM19.72 million, which was mainly due to higher trade payables as at 31 December 2024 as a result of higher purchases towards the end of FYE 2024 to support the fulfilment and delivery for our projects in relation to the design, implementation and configuration of IT solutions; and

(ii) increase in net contract liabilities by RM7.38 million, which was mainly due to higher contract liabilities as at 31 December 2024 as a result of advanced payments received for 7 new projects secured from 3 GLCs as well as 2 enterprises and corporates customers.

The net cash inflow from operating activities was partially offset by the following:

(i) increase in receivables by RM30.34 million, which was mainly due to the following:

    (a) higher trade receivables as at 31 December 2024 as a result of higher sales from the design, implementation and configuration of IT solutions as well as provision of IT outsourcing services towards the end of the FYE 2024; and

    (b) higher advance costs incurred for our projects.

(ii) income tax paid of RM2.40 million; and

(iii) increase in inventories by RM0.88 million, which was mainly due to higher inventory level of cybersecurity software licenses towards the end of the FYE 2024 to support the fulfilment and delivery for projects in relation to the design, implementation and configuration of IT solutions in the FYE 2025.

Net cash from investing activities

For the FYE 2024, our Group recorded net cash inflow of RM0.67 million for our investing activities which was mainly attributable to the following:

(i) proceeds from the disposal of our investments in quoted shares, amounted to RM0.77 million;

(ii) withdrawal of fixed deposits pledged with licensed banks amounted to RM0.64 million; and

(iii) repayment from Directors amounted to RM0.24 million.

The net cash inflow from investing activities was partially offset by the following:

(i) acquisition of quoted shares amounted to RM0.79 million; and

(ii) purchase of PPE amounted to RM0.28 million which comprised, amongst others, leasing hardware, computer and software as well as office equipment.

Net cash used in financing activities

For the FYE 2024, our Group recorded a net cash outflow of RM0.97 million for our financing activities mainly attributable to the following:

(i) dividends paid to our shareholders amounted to RM1.50 million;

(ii) interest paid amounted to RM0.29 million;

(iii) repayment of hire purchase and lease liabilities amounted to RM0.27 million; and

(iv) repayment of term loans amounted to RM0.18 million.

The net cash outflow from financing activities was partially offset by the following:

(i) net drawdown of trade financing amounted to RM1.12 million for working capital purposes; and

(ii) advances from Directors amounted to RM0.15 million for working capital purposes.

FYE 2025

Net cash from operating activities

For the FYE 2025, our Group's operating profit before working capital changes was RM14.40 million. We recorded a net cash inflow from operating activities of RM8.63 million, which was mainly attributable to the following:

(i) decrease in receivables by RM13.07 million. The decrease in receivables was driven by lower trade receivables as at 31 December 2025 which was mainly attributable to collections from higher sales recorded towards the end of FYE 2024, particularly from the design, implementation and configuration of IT solutions as well as provision of IT outsourcing services; and

(ii) decrease in inventories by RM0.76 million, which was mainly due to the delivery of IT hardware and software for the fulfilment of projects in relation to the design, implementation and configuration of IT solutions in the FYE 2025.

The net cash inflow from operating activities was partially offset by the following:

(i) decrease in payables by RM14.61 million, which was mainly due to the decrease in trade payables as a result of lower trade purchases towards the end of FYE 2025 compared to the end of FYE 2024;

(ii) income tax paid of RM3.86 million; and

(iii) increase in finance lease receivables of RM1.37 million which was mainly due to a new 3-year lease-to-own contract secured from a Reseller.

Net cash used in investing activities

For the FYE 2025, our Group recorded a net cash outflow of RM5.30 million for our investing activities, which was mainly attributable to the following:

(i) purchase of PPE amounted to RM4.49 million which was mainly due to the purchase of leasing hardware, the acquisition of Bukit Jalil Property which was partially financed via a term loan, the addition of computer and software, as well as the renovation related to our new headquarters at Bukit Jalil Property; and

(ii) placement of fixed deposits pledged with licensed banks amounted to RM0.89 million.

Net cash used in financing activities

For the FYE 2025, our Group recorded a net cash outflow of RM8.90 million for our financing activities, which was mainly attributable to the following:

(i) net repayment of trade financing amounted to RM5.31 million;

(ii) dividends paid to our shareholders amounted to RM1.50 million;

(iii) interest paid amounted to RM0.72 million;

(iv) payment of share issuance expenses in respect of the IPO listing expenses amounted to RM0.55 million;

(v) repayment of term loans amounted to RM0.38 million; and

(vi) repayment of hire purchase and lease liabilities amounted to RM0.29 million.

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12.7 Borrowings

Our Group's total outstanding interest-bearing borrowings as at 31 December 2025 stood at RM10.09 million (excluding lease liabilities for right-of-use assets[1]), details of which are set out below:

Type of borrowings	Purpose	Tenure	Interest rate per annum %	As at 31 December 2025 RM'000	Repayable in 12 months RM'000	Repayable after 12 months RM'000
Trade financing[2]	For working capital purposes	3 months	4.00 – 7.70	2,785	2,785	-
Hire purchase liabilities	To finance a motor vehicle	5 years	2.38	174	73	101
Term loan[3]	For working capital purposes	5 years	3.50	31	31	-
Hire purchases liabilities	To finance a motor vehicle	5 years	2.16	8	8	-
Term loan	To finance the purchase of Bukit Jalil Property	20 years	3.95	7,091	233	6,858
Total borrowings				**10,089**	**3,130**	**6,959**
Gearing (times)						
After the Share Split but before our IPO[4]				0.35		
After our IPO and utilisation of proceeds[5]				0.17		

Notes:

(1) Our Group's lease liabilities as at 31 December 2025 as follows:

Purpose	Tenure	Interest rate per annum %	As at 31 December 2025 RM'000	Repayable in 12 months RM'000	Repayable after 12 months RM'000
Rental of offices	2 years	4.56	143	143	-

(2) Comprises 4 trade financing facilities granted by 4 licensed financial institutions.

(3) This refers to the outstanding amount of the term loan repayable as at 31 December 2025. For information, our Group has fully settled the term loan on 3 March 2026. Accordingly, there is no outstanding balance remained as at the LPD.

(4) Computed based on our pro forma consolidated NA of RM28.89 million in the pro forma consolidated statements of financial position after the Share Split but before our IPO.

(5) Computed based on our pro forma consolidated NA of RM50.42 million in the pro forma consolidated statements of financial position after our IPO and utilisation of proceeds.

Save as disclosed above, as at the LPD, our Group also has the following outstanding interest-bearing borrowings:

Type of borrowings	Purpose	Commencement date	Tenure	Interest rate per annum %	Outstanding as at the LPD RM'000	Repayable in 12 months RM'000	Repayable after 12 months RM'000
Term loan	To finance the purchase of IT products and services	29 January 2026	3 years	3.63	2,047	693	1,354

As at the LPD, we do not have any borrowings which are non-interest bearing and/or in foreign currency.

We have not defaulted on payments of principal sums and/or interests in respect of any of our borrowings throughout the Financial Years Under Review and up to the LPD.

As at the LPD, neither our Company nor our subsidiary is in breach of any terms, conditions or covenants associated with the credit arrangement or bank loan which can materially affect our financial position and results or business operations or the investments by holders of our securities.

12. FINANCIAL INFORMATION *(cont'd)*

During the Financial Years Under Review and up to the LPD, we did not experience any claw back or reduction in the facilities limit granted to us by our lenders.

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12.8 Types of Financial Instruments Used, Treasury Policies and Objectives

As at the LPD, save for our borrowings as disclosed in Section 12.7 of this Prospectus, we do not utilise any other financial instruments.

Our main treasury policy is to maintain sufficient working capital to finance our operations coupled with adequate credit facilities to meet commitments arising from our operational expenditure, capital expenditure and financial liabilities. We finance our operations and capital expenditure mainly through cash generated from our operations, credit extended by our trade creditors and/or financial institution. The primary objective is to have sustainable shareholders' equity to ensure we have the ability to continue as a going concern and grow our business in order to maximise shareholders' value. We review and manage our capital structure to maintain the debt-to-equity ratio at an optimal level based on our business requirements and prevailing economic conditions.

12.9 Material Capital Commitments, Litigation and Contingent Liabilities

12.9.1 Material capital commitments

As at the LPD, there are no material capital commitment incurred or known to be incurred by us that have a material adverse impact on our results of operations or financial position:

12.9.2 Material litigation and contingent liabilities

As at the LPD, we are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and there is no proceeding pending or threatened or any fact likely to give rise to any proceeding which might materially or adversely affect our position or business.

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12.10 Key Financial Ratios

The key financial ratios of our Group for the Financial Years Under Review are as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
Trade receivables turnover (days)(1)	28	60	111	98
Trade payables turnover (days)(2)	29	40	72	62
Inventory turnover (days)(3)	6	14	10	8
Current ratio (times)(4)	1.69	2.04	1.40	1.88
Gearing ratio (times)(5)	0.08	0.60	0.43	0.35

Notes:

(1) Computed based on average trade receivables over revenue for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.

(2) Computed based on average trade payables over cost of sales for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.

(3) Computed based on average inventories over total purchases for the financial year, multiplied by 365 days for the FYE 2022, FYE 2023 and FYE 2025, and 366 days for the FYE 2024.

(4) Computed based on current assets over current liabilities as at each financial year end.

(5) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) over NA as at the end of each financial year.

12.10.1 Trade receivables turnover

Our trade receivables turnover period (in days) for the Financial Years Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening trade receivables	3,219	8,398	10,185	34,722
Closing trade receivables	8,398	10,185	34,722	18,416
Average trade receivables	5,809	9,292	22,454	26,569
Revenue	76,378	56,838	73,712	98,682
Trade receivables turnover period (days)	**28**	**60**	**111**	**98**

The normal credit periods granted by our Group to our customers range from cash term to 60 days. The credit periods granted are mainly assessed and approved on a case-by-case basis after taking into consideration various factors such as our customers' historical payment trend, creditworthiness, outstanding amount and length of business relationship with us.

Our trade receivables turnover period ranged from 28 days to 111 days for the Financial Years Under Review.

Comparison between FYE 2022 and FYE 2023

Our trade receivables turnover period increased from 28 days for the FYE 2022 to 60 days for the FYE 2023. This was mainly attributable to the sales received through a Reseller which remained outstanding as at the end of the FYE 2023, thus resulting in higher trade receivables balances as at the end of the FYE 2023. This coupled with lower revenue recorded in the FYE 2023 contributed to a higher trade receivables turnover period for the FYE 2023. For information purposes, the outstanding amount from the aforementioned Reseller was subsequently collected during the FYE 2024.

Comparison between FYE 2023 and FYE 2024

Our trade receivables turnover period increased further from 60 days for the FYE 2023 to 111 days for the FYE 2024. This was mainly attributable to higher billings in December 2024, particularly driven by the following projects secured from 1 of the GLCs:

(i) relating to the extension of an existing maintenance services project for IT hardware and software;

(ii) a new project involving IT infrastructure design, implementation, expansion and upgrades;

(iii) a new project involving the design, implementation and maintenance services for upgrading the network infrastructure at data centres;

(iv) a new project to provide maintenance services on servers and data backup systems; and

(v) a new project involving the design, implementation and maintenance for upgrading a data backup system.

The abovementioned projects resulted in higher trade receivables balances as at the end of the FYE 2024 and therefore higher trade receivables turnover period for the FYE 2024.

Comparison between FYE 2024 and FYE 2025

The trade receivables turnover period decreased from 111 days for the FYE 2024 to 98 days for the FYE 2025, which was mainly attributable to the subsequent collection of amounts billed to a GLC in December 2024, resulting in lower trade receivables balances as at the end of the FYE 2025 and therefore a lower trade receivables turnover period for the FYE 2025.

As part of our credit control process, our finance team conducts monthly reviews of our customers' ageing report and assesses the collectability of trade receivables on an individual customer basis, taking into account forward-looking economic conditions and our customers' payment trend. For any trade receivables which have exceeded the credit period, we will follow up with our customers on the outstanding receivables. We will review the recoverability of our trade receivables on a quarterly basis to assess whether an impairment loss should be recognised where appropriate. During the Financial Years Under Review, we have not experienced any significant bad debts or major dispute with our trade receivables. However, bad debts amounted to RM73,793 had been written off for a total of 10 customers in the FYE 2022. These receivables were deemed uncollectible due to being long overdue despite multiple recovery attempts.

The ageing analysis of our trade receivables as at 31 December 2025 is as follows:

		Exceeding credit period				
	Within credit period	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**More than 90 days**	**Total**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Trade receivables	10,907	6,917	507	114	259	18,704
Less: Expected credit losses	(75)	(36)	(11)	(3)	(163)	(288)
Net trade receivables	10,832	6,881	496	111	96	18,416
% of total net trade receivables	*58.82*	*37.37*	*2.69*	*0.60*	*0.52*	*100.00*
Subsequent collections up to LPD[(1)]	(9,146)	(1,634)	(474)	(114)	(204)	(11,572)
Outstanding trade receivables after subsequent collections	**1,761**	**5,283**	**33**	**-**	**55**	**[(2)]7,132**

Notes:

(1) Including subsequent collections for the amount provided under the impairment loss on expected credit losses pursuant to MFRS 9.

(2) Including a retention sum of RM1.63 million which will be fully released upon completion, acceptance and final clearance of the projects by our customer.

As at the LPD, we have collected RM11.57 million or 61.87% of the trade receivables as at 31 December 2025. The remaining RM7.13 million or 38.13% of the trade receivables is still outstanding, of which RM5.37 million has exceeded the normal credit period.

The RM5.37 million of trade receivables which exceeds the normal credit period is mainly due from a Reseller which is also our major customer for the FYE 2025, amounted to RM4.25 million, as a result of delayed payments from its end customer which is a tertiary education institution under the government agency. Late payment interest is imposed on outstanding trade receivables due from the said Reseller which have exceeded the normal credit period, at rates ranging from 1.00% to 1.50% per month. Notwithstanding this, we do not anticipate any defaults from this Reseller.

With respect to the overdue trade receivables, our Board is of the view that these trade receivables are recoverable, taking into consideration of our relationship with these customers, their payment history and credentials. Continuous efforts have been made to recover the outstanding balances, including regular follow-up calls and written correspondences.

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12.10.2 Trade payables turnover

Our trade payables turnover period (in days) for the Financial Years Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening trade payables	2,155	8,861	1,554	20,731
Closing trade payables	8,861	1,554	20,731	5,556
Average trade payables	5,508	5,208	11,143	13,144
Cost of sales	68,427	47,872	56,695	77,681
Trade payables turnover period (days)	**29**	**40**	**72**	**62**

The normal trade credit terms granted by our suppliers to our Group range from cash term to 60 days.

Our trade payables turnover period ranged from 29 days to 72 days for the Financial Years Under Review.

Comparison between FYE 2022 and FYE 2023

Our trade payables turnover period increased from 29 days for the FYE 2022 to 40 days for the FYE 2023, which was mainly due to a decrease in cost of sales by RM20.56 million as a result of lower purchases in the FYE 2023. In comparison with FYE 2022, we incurred a higher purchases to support the fulfilment and delivery for our projects in relation to the sales of IT hardware and software as well as the design, implementation and configuration of IT solutions.

Comparison between FYE 2023 and FYE 2024

Our trade payables turnover period further increased from 40 days for the FYE 2023 to 72 days for the FYE 2024, which was mainly due to higher average trade payables as a result of higher purchases towards the end of FYE 2024.

Comparison between FYE 2024 and FYE 2025

The trade payables turnover period decreased from 72 days for the FYE 2024 to 62 days for the FYE 2025, which was mainly due to lower closing trade payables in the FYE 2025, as the higher purchases in the FYE 2025 being spread out throughout the year to support the fulfilment and delivery for our Group's projects.

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The ageing analysis of our trade payables as at 31 December 2025 is as follows:

		Exceeding credit period				
	Within credit period	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**More than 90 days**	**Total**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Trade payables	5,302	200	(1)	-	54	5,556
% of total trade payables	*95.42*	*3.60*	*(1)*	-	*0.98*	*100.00*
Subsequent payments up to LPD	(5,292)	(200)	(1)	-	(54)	(5,546)
Outstanding trade payables after subsequent payments	10	-	-	-	(1)	10

Note:

(1) Less than RM1,000 or 0.01%.

As at the LPD, we have settled RM5.55 million or 99.82% of the trade payables as at 31 December 2025. The remaining RM0.01 million or 0.18% of the trade payables is still outstanding, with the amount mainly within the credit period.

To maintain a good working relationship with our suppliers, we closely monitor the timing of our payment obligation and ensure prompt payment to our suppliers. Should there be any anticipated delay in our payment, we will inform our suppliers in advance and seek their consent, if necessary. Besides, we also monitor and manage the timing of our payment to ensure that we capitalise on the credit terms granted to us by our suppliers.

12.10.3 Inventory turnover

Our inventory turnover days for the Financial Years Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening inventories	257	2,061	1,151	2,026
Closing inventories	2,061	1,151	2,026	1,268
Average inventories	1,159	1,606	1,589	1,647
Total purchases	65,628	42,337	56,079	76,567
Inventory turnover (days)	**6**	**14**	**10**	**8**

Our inventories comprise, amongst others, wireless LAN access point, servers and IT software licenses purchased from our suppliers. Our Group does not maintain inventories on a regular basis and only procure such items upon order confirmation from our customers via letter of award, leasing agreement, purchase order or confirmation of quotation.

Our inventory turnover ranged from 6 days to 14 days for the Financial Years Under Review.

Comparison between FYE 2022 and FYE 2023

Our inventory turnover days increased from 6 days to 14 days, which was mainly due to a higher average inventory levels during the FYE 2023 as a result of higher opening inventories level arising from a higher purchases in the FYE 2022 to support the fulfilment and delivery for our projects in relation to the sales of IT hardware and software as well as the design, implementation and configuration of IT solutions, coupled with a lower purchases in the FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our inventory turnover days decreased from 14 days to 10 days, which was mainly due to higher purchases towards the end of FYE 2024 to support the fulfilment and delivery for our Group's projects in relation to the design, implementation and configuration of IT solutions.

Comparison between FYE 2024 and FYE 2025

The inventory turnover days decreased from 10 days for the FYE 2024 to 8 days for the FYE 2025, which was mainly due to a lower closing inventory for the FYE 2025 arising from higher purchases in the FYE 2025 being spread out throughout the year to support the fulfilment and delivery for our Group's projects.

12.10.4 Current ratio

Our current ratio throughout the Financial Years Under Review is stated as follows:

	Audited			
	As at 31 December			
	2022	**2023**	**2024**	**2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Current assets	22,910	23,282	59,624	47,694
Current liabilities	13,562	11,404	42,566	25,309
Current ratio (times)	**1.69**	**2.04**	**1.40**	**1.88**

Our Group's current ratio ranged from 1.40 times to 2.04 times for the Financial Years Under Review.

Comparison between 31 December 2022 and 31 December 2023

Our Group's current ratio increased from 1.69 times as at 31 December 2022 to 2.04 times as at 31 December 2023. The increase in our Group's current ratio was mainly due to a decrease in current liabilities by RM2.16 million as a result of the effects as explained in Section 12.2.3(ii) of this Prospectus.

Comparison between 31 December 2023 and 31 December 2024

Our Group's current ratio decreased from 2.04 times as at 31 December 2023 to 1.40 times as at 31 December 2024. The decrease in our Group's current ratio was mainly due to the following:

(a) increase in current assets by RM36.34 million as a result of the effects as explained in Section 12.2.3(i) of this Prospectus; and

(b) increase in current liabilities by RM31.17 million as a result of the effects as explained in Section 12.2.3(ii) of this Prospectus.

Comparison between 31 December 2024 and 31 December 2025

Our Group's current ratio increased from 1.40 times as at 31 December 2024 to 1.88 times as at 31 December 2025. The increase in our Group's current ratio was mainly due to a decrease in current liabilities by RM17.26 million as a result of the effects as explained in Section 12.2.3(ii) of this Prospectus. However, this was partially offset by the decrease in current assets by RM11.93 million as explained in Section 12.2.3(i) of this Prospectus.

12.10.5 Gearing ratio

Our gearing ratio throughout the Financial Years Under Review is as follows:

	Audited			
	As at 31 December			
	2022	**2023**	**2024**	**2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Total borrowings[(1)]	844	7,911	8,764	10,089
NA	10,085	13,079	20,265	28,886
Gearing ratio (times)[(2)]	**0.08**	**0.60**	**0.43**	**0.35**

Notes:

(1) Total borrowings for each FYE comprised interest-bearing bank borrowings and hire purchase liabilities.

(2) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) over NA as at the end of each financial year.

Comparison between 31 December 2022 and 31 December 2023

Our Group's gearing ratio increased from 0.08 times as at 31 December 2022 to 0.60 times as at 31 December 2023, which was mainly due to higher drawdown from an existing trade financing facility and 2 new trade financing facilities provided by licensed financial institutions during the FYE 2023. A net cash outflow from operating activities in the FYE 2023 as mentioned in Section 12.6.2 of this Prospectus necessitated a higher drawdown of trade financing facilities by our Group to support its increased working capital requirements.

Comparison between 31 December 2023 and 31 December 2024

Our Group's gearing ratio decreased from 0.60 times as at 31 December 2023 to 0.43 times as at 31 December 2024, which was mainly due to an increase in retained earnings arising from our Group's PAT of approximately RM8.69 million, partially offset by a dividend payment of RM1.50 million in the FYE 2024.

Comparison between 31 December 2024 and 31 December 2025

Our Group's gearing ratio decreased from 0.43 times as at 31 December 2024 to 0.35 times as at 31 December 2025, which was mainly due to an increase in retained earnings arising from our Group's PAT of approximately RM10.12 million.

12.11 Trend Information

As at the 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:

(i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's financial performance, position and operations other than those discussed in Section 7, Section 9 and Section 12;

(ii) material commitments for capital expenditure save as disclosed in Section 12.9.1;

(iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group save as discussed in Section 7 and Section 12;

(iv) known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our Group's revenue save for those that had been discussed in Section 7 and Section 12; and

(v) 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 other than those discussed in Section 7, Section 8, Section 9 and Section 12.

Our Board is optimistic about the future prospects of our Group given the positive outlook of IT solutions industry in Malaysia as set out in the IMR Report in Section 8, our Group's competitive strengths set out in Section 7.5 and our Group's intention to implement the future plans and business strategies as set out in Section 7.13.

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12.12 Order Book

Our order book relates to the project and/or contract value of our on-going projects and/or contracts, net of amounts that have been recognised as revenue up to the LPD.

As at the LPD, we have an unrecognised revenue of RM80.83 million, with the breakdown as follows:

		Expected timeline to be recognised			
	Unrecognised revenue as at the LPD	**FYE 2026**	**FYE 2027**	**FYE 2028**	**After FYE 2029**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Design, implementation and configuration of IT solutions	40,395	15,743	9,350	6,536	8,766
- *IT infrastructure and networking solutions*	*26,891*	*12,657*	*5,527*	*4,212*	*4,495*
- *Cybersecurity solutions*	*13,504*	*3,086*	*3,823*	*2,324*	*4,271*
Provision of IT outsourcing services	34,527	17,953	12,570	3,431	573
- *Maintenance services*	*27,332*	*15,809*	*10,300*	*1,206*	*17*
- *Technical support services*	*7,195*	*2,144*	*2,270*	*2,225*	*556*
Sales of IT hardware and software	2,033	2,033	-	-	-
Leasing of IT hardware and software	3,872	1,458	1,734	583	97
Total	**80,827**	**37,187**	**23,654**	**10,550**	**9,436**

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12.13 Dividend Policy

As our Company is an investment holding company, our income and therefore our ability to pay dividends is dependent upon the dividends we receive from our subsidiaries, present or future. Our subsidiaries will require its financiers' consent (if any) as set out in the respective facility agreements to pay dividends to our Company. Save for compliance with the solvency requirement under the Act, which is applicable to all Malaysian companies, there are no legal, financial, or economic restrictions on the ability of our existing subsidiary to transfer funds in the form of cash dividends, loans or advances to us. Moving forward, the payment of dividends or other distributions by our subsidiaries will depend on their distributable profits, operating results, financial condition, capital expenditure plans, business expansion plans and other factors that their respective boards of directors deem relevant.

Dividend payments, capital gains and profits from dealing in our Shares will not be subject to Malaysian taxation (not applicable to entities including companies with trading of shares as their principal activity). No withholding tax is imposed on the above transactions.

Our Board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. Any dividend declared will be at the discretion of our Board and any final dividends declared will be subject to the approval of our shareholders at our AGM. You should take note that this dividend policy merely describes our current intention and shall not constitute legally binding statements in respect of our future dividends that are subject to our Board's discretion.

During the Financial Years Under Review and up to the LPD, dividends declared and paid by our Subsidiaries to our shareholders are as follows:

	FYE 2022	**FYE 2023**	**FYE 2024**	**FYE 2025**	**1 January 2026 and up to the LPD**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Dividends declared and paid	1,268	1,257	1,500	1,500	-

We do not intend to declare any dividend prior to our Listing. All the above dividends were paid using internally generated funds. The dividends paid will not affect the execution and implementation of our future plans or business strategies.

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12.14 Capitalisation and Indebtedness

The table below summarises our capitalisation and indebtedness as at 31 March 2026 and after adjusting for the effects of the Public Issue including the utilisation of proceeds.

		I	II
	As at 31 March 2026	**After our IPO**	**After I and utilisation of proceeds**
	RM'000	**RM'000**	**RM'000**
Indebtedness			
Current			
Secured and guaranteed:			
Borrowings	3,801	3,801	3,801
Hire purchase liabilities	73	73	73
	3,874	**3,874**	**3,874**
Non-current			
Secured and guaranteed:			
Borrowings	8,151	8,151	6,651
Hire purchase liabilities	83	83	83
	8,234	**8,234**	**6,734**
Total indebtedness	**12,108**	**12,108**	**10,608**
Capitalisation			
Shareholders' equity	31,965	58,145	53,495
Total capitalisation	**31,965**	**58,145**	**53,495**
Total capitalisation and indebtedness	**44,073**	**70,253**	**64,103**
Gearing ratio (times)[(1)]	**0.38**	**0.21**	**0.20**

Note:

(1) Computed based on total indebtedness over total capitalisation.

MM COMPUTER SYSTEMS BERHAD
[Registration No.: 201901031496 (1340826-H)]
(Incorporated in Malaysia)

ACCOUNTANTS' REPORT FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025

TGS TW PLT

CHARTERED ACCOUNTANTS

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
Level 16, Icon Tower (East)
No.1, Jalan 1/68F, Jalan Tun Razak
50400 Kuala Lumpur.
Tel : +603 9771 4326
Email: tgsaudit@tgs-tw.com
www.tgs-tw.com

Date: 24 April 2026

The Board of Directors
MM Computer Systems Berhad
C-3-1, C-3-2 & C-3-3,
Jalil Link 2, No. 5,
Jalan Jalil Perkasa 1, Bukit Jalil,
57000 Kuala Lumpur

Dear Sirs,

Reporting Accountants' Opinion on the Financial Information (as defined herein) Contained in the Accountants' Report of MM Computer Systems Berhad ("the Company" or "MMCS")

Opinion

We have audited the accompanying combined/consolidated financial statements ("Financial Information") of the Company and of its subsidiaries (collectively known as "the Group" or "MMCS Group") which comprise the combined/consolidated statements of financial position as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025, and the combined/consolidated statements of profit or loss and other comprehensive income, combined/consolidated statements of changes in equity and combined/consolidated statements of cash flows of the Group for the financial years ended 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025, and material accounting policy information and other explanatory notes, as set out on pages 5 to 53.

This Financial Information has been prepared for inclusion in the prospectus for MMCS Group 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.

In our opinion, the accompanying Financial Information gives a true and fair view of the combined/consolidated financial position of the Group as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025, and of its financial performance and cash flows for the financial years ended 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and Paragraph 10.04 of Chapter 10, Part II Division 1, Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Reporting Accountants' Responsibilities for the Audit of the Financial Information* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Opinion (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.

Responsibilities of the Directors for the Financial Information

The Directors of the Group are responsible for the preparation of Financial Information of the group that give a true and fair view in accordance with the Malaysian Financial Reporting Standards and International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of Financial Information of the Group that is free from material misstatement, whether due to fraud or error.

In preparing the Financial Information of the Group, the Directors are responsible for assessing the Group' 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 cease operations, or have no realistic alternative but to do so.

Reporting Accountants' Responsibilities for the Audit of the Financial Information

Our objectives are to obtain reasonable assurance about whether the Financial Information of the 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 not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Information.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Information 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.

Reporting Accountants' Responsibilities for the Audit of the Financial Information (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (Cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group' internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our accountants' report to the related disclosures in the Financial Information of the Group or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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 Financial Information of the Group, including the disclosures, and whether the Financial Information of the Group represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the Financial Information of the entities or business activities within the Group as a basis for forming an opinion on the Financial Information of the Group. We are responsible for the direction, supervision and performance 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.

Restriction on Distribution and Use

This report is made solely to the Company and for inclusion in the prospectus of the Company to be issued in relation to the listing of and quotation for the entire enlarged issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon for no other purposes. We do not assume responsibility to any other person for the content of this report.

Other Matters

The significant event occurring after the end of the financial year ended 31 December 2025 has been disclosed in Note 32 to the combined/consolidated financial statements.

TGS TW PLT

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

QUEK KENG YEE
03852/10/2026 J
Chartered Accountant

KUALA LUMPUR
24 April 2026

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025

	Note	2025 RM	2024 RM	2023 RM	2022 RM
ASSETS					
Non-current assets					
Property, plant and equipment	3	11,574,432	1,397,747	1,551,710	1,243,339
Investment property	4	266,437	296,041	392,748	370,376
Other investments	5	240,582	226,049	187,392	197,793
Finance lease receivables	6	874,980	-	-	-
Deferred tax assets	7	503,879	1,807,961	-	-
		13,460,310	3,727,798	2,131,850	1,811,508
Current assets					
Inventories	8	1,267,763	2,026,336	1,150,546	2,061,108
Trade receivables	9	18,416,330	34,721,871	10,185,390	8,398,419
Finance lease receivables	6	498,324	-	-	-
Contract assets	10	6,532,221	2,019,967	692,193	1,709,479
Other receivables	11	13,920,523	10,025,285	4,428,373	3,237,914
Amount due from Directors	12	-	-	235,262	670,550
Tax recoverable		1,125,538	217,923	144,463	77,219
Fixed deposits with licensed banks	13	2,034,706	1,141,480	1,785,581	1,750,435
Cash and bank balances		3,898,024	9,471,229	4,660,270	5,005,334
		47,693,429	59,624,091	23,282,078	22,910,458
Total assets		61,153,739	63,351,889	25,413,928	24,721,966
EQUITY					
Share capital	14(a)	14,000,000	14,000,000	1	1
Invested equities	14(b)	-	-	5,293,000	2,368,000
Merger reserve	14(c)	(8,706,999)	(8,706,999)	-	-
Retained earnings		23,592,889	14,971,837	7,786,080	7,717,086
Total equity		28,885,890	20,264,838	13,079,081	10,085,087

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025 (CONT'D)

	Note	2025 RM	2024 RM	2023 RM	2022 RM
LIABILITIES					
Non-current liabilities					
Borrowings	15	6,858,262	196,427	386,761	572,134
Hire purchase and lease liabilities	16	101,322	324,829	529,453	494,062
Deferred tax liabilities	7	-	-	14,310	9,139
		6,959,584	521,256	930,524	1,075,335
Current liabilities					
Borrowings	15	3,048,643	8,284,167	7,153,754	174,433
Hire purchase and lease liabilities	16	223,507	293,843	267,937	213,985
Trade payables	17	5,555,911	20,730,886	1,553,755	8,861,293
Contract liabilities	10	14,416,328	10,170,803	1,467,334	3,787,852
Other payables	18	2,063,876	1,501,221	961,543	523,981
Amount due to Directors	12	-	145,518	-	-
Tax payable		-	1,439,357	-	-
		25,308,265	42,565,795	11,404,323	13,561,544
Total liabilities		32,267,849	43,087,051	12,334,847	14,636,879
Total equity and liabilities		61,153,739	63,351,889	25,413,928	24,721,966

The accompanying notes form an integral part of the combined/consolidated financial statements.

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025

	Note	2025 RM	2024 RM	2023 RM	2022 RM
Revenue	19	98,682,392	73,712,298	56,838,420	76,378,301
Cost of sales		(77,680,849)	(56,695,313)	(47,872,279)	(68,426,782)
Gross profit		21,001,543	17,016,985	8,966,141	7,951,519
Other income		448,315	145,326	393,312	139,070
Administrative expenses		(6,582,461)	(4,867,452)	(4,061,456)	(3,560,154)
Selling and distribution expenses		(1,332,179)	(1,066,774)	(610,112)	(611,382)
Net reversal/(loss) on impairment of financial assets		106,870	(202,000)	(59,337)	(100,206)
Other expenses		(116,714)	(106,498)	(31,877)	(461,156)
Profit from operations		13,525,374	10,919,587	4,596,671	3,357,691
Finance costs	20	(721,697)	(289,070)	(105,477)	(78,211)
Profit before tax	21	12,803,677	10,630,517	4,491,194	3,279,480
Taxation	22	(2,682,625)	(1,944,760)	(897,200)	(521,223)
Profit for the financial year, representing total comprehensive income for the financial year		10,121,052	8,685,757	3,593,994	2,758,257
Earnings per share:					
Basic (sen)	23	2.26	1.94	0.80	0.62
Diluted (sen)	23	2.26	1.94	0.80	0.62

The accompanying notes form an integral part of the combined/consolidated financial statements.

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025

		←	Non-distributable	→	Distributable	
	Note	Share capital RM	Invested equities RM	Merger reserve RM	Retained earnings RM	Total equity RM
At 1 January 2022		1	1,100,000	-	7,226,829	8,326,830
Profit for the financial year, representing total comprehensive income for the financial year		-	-	-	2,758,257	2,758,257
Transactions with owners:						
Issuance of bonus shares by a subsidiary under common control	14(b)	-	1,000,000	-	(1,000,000)	-
Issuance of ordinary shares by a subsidiary under common control	14(b)	-	268,000	-	-	268,000
Dividends	24	-	-	-	(1,268,000)	(1,268,000)
At 31 December 2022		1	2,368,000	-	7,717,086	10,085,087
Profit for the financial year, representing total comprehensive income for the financial year		-	-	-	3,593,994	3,593,994
Transactions with owners:						
Issuance of bonus shares by a subsidiary under common control	14(b)	-	2,268,000	-	(2,268,000)	-
Issuance of ordinary shares by a subsidiary under common control	14(b)	-	657,000	-	-	657,000
Dividends	24	-	-	-	(1,257,000)	(1,257,000)
At 31 December 2023		1	5,293,000	-	7,786,080	13,079,081

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025 (CONT'D)

		← Non-distributable		→	Distributable	
	Note	**Share capital RM**	**Invested equities RM**	**Merger reserve RM**	**Retained earnings RM**	**Total equity RM**
At 31 December 2023 (Cont'd)		1	5,293,000	-	7,786,080	13,079,081
Profit for the financial year, representing total comprehensive income for the financial year		-	-	-	8,685,757	8,685,757
Transactions with owners:						
Issuance of ordinary shares	14(a)	13,999,999	-	-	-	13,999,999
Acquisition of subsidiaries under common control	14(c)	-	(5,293,000)	(8,706,999)	-	(13,999,999)
Dividends	24	-	-	-	(1,500,000)	(1,500,000)
At 31 December 2024		14,000,000	-	(8,706,999)	14,971,837	20,264,838
Profit for the financial year, representing total comprehensive income for the financial year		-	-	-	10,121,052	10,121,052
Transaction with owners:						
Dividends	24	-	-	-	(1,500,000)	(1,500,000)
At 31 December 2025		14,000,000	-	(8,706,999)	23,592,889	28,885,890

The accompanying notes form an integral part of the combined/consolidated financial statements.

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025

	Note	2025 RM	2024 RM	2023 RM	2022 RM
Cash flows from operating activities					
Profit before tax		12,803,677	10,630,517	4,491,194	3,279,480
Adjustments for:					
(Reversal)/Allowance for expected credit losses on trade receivables		(106,870)	202,000	59,337	100,206
Bad debts written off		-	-	-	73,793
Depreciation of property, plant and equipment		1,424,918	538,375	496,447	534,711
Dividend income from other investments		-	(7,205)	(3,836)	(7,924)
Fair value loss/(gain) on investment property		29,604	96,707	(22,372)	(24,050)
Fair value (gain)/loss on other investments		(14,533)	(17,763)	10,401	358,632
Gain on disposal of property, plant and equipment		-	-	(120,000)	-
Gain on early termination of lease contracts		-	(15,236)	-	(5,081)
Interest expenses		721,697	289,070	105,477	78,211
Interest income		(365,942)	(76,527)	(46,773)	(24,647)
Interest income from finance lease receivables		(98,304)	-	-	-
Property, plant and equipment written off		-	-	2,692	-
Unrealised loss/(gain) on foreign exchange		6,507	1,101	(86)	14,581
Operating profit before working capital changes		14,400,754	11,641,039	4,972,481	4,377,912
Changes in working capital:					
Contract assets/liabilities		(266,729)	7,375,695	(1,303,232)	1,829,743
Inventories		758,573	(875,790)	910,562	(1,804,118)
Receivables		13,069,551	(30,336,871)	(3,036,767)	(5,636,190)
Finance lease receivables		(1,373,304)	-	-	-
Payables		(14,612,320)	19,716,809	(6,869,976)	6,455,210
Cash generated from/(used in) operations		11,976,525	7,520,882	(5,326,932)	5,222,557
Tax paid		(3,854,990)	(2,401,134)	(959,643)	(725,067)
Tax refunded		129,475	-	370	1,108
Interest received		375,768	-	-	-
Net cash from/(used in) operating activities		8,626,778	5,119,748	(6,286,205)	4,498,598
Cash flows from investing activities					
Acquisition of other investments		-	(787,150)	-	(107,608)
Dividend received from other investments		-	7,205	3,836	7,924
Interest received		88,478	76,527	46,773	24,647
(Placement)/Withdrawal of fixed deposits pledged with licensed banks		(893,226)	644,101	(35,146)	(1,194,670)
Proceeds from disposal of other investments		-	766,256	-	607,439
Proceeds from disposal of property, plant and equipment		-	-	120,000	-
Purchase of property, plant and equipment	A	(4,491,603)	(277,602)	(457,510)	(143,191)
Repayment from Directors		-	235,262	435,288	82,142
Net cash (used in)/from investing activities		(5,296,351)	664,599	113,241	(723,317)
Cash flows from financing activities					
(Repayment to)/Advances from Directors		(145,518)	145,518	-	-
Dividends paid		(1,500,000)	(1,500,000)	(1,257,000)	(1,268,000)
Interest paid		(721,697)	(289,070)	(105,477)	(78,211)
Net (repayment)/drawdown of trade financing		(5,308,978)	1,123,503	6,970,927	-
Payment of share issuance expenses		(552,378)	-	-	-
Proceeds from issuance of shares by a subsidiary under common control		-	-	657,000	268,000
Repayment of term loans		(374,711)	(183,424)	(176,979)	(171,807)
Repayment of hire purchase and lease liabilities	B	(293,843)	(270,292)	(260,657)	(376,235)
Net cash (used in)/from financing activities		(8,897,125)	(973,765)	5,827,814	(1,626,253)

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

COMBINED/CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2022, 31 DECEMBER 2023, 31 DECEMBER 2024 AND 31 DECEMBER 2025 (CONT'D)

	Note	2025 RM	2024 RM	2023 RM	2022 RM
Net changes in cash and cash equivlents		(5,566,698)	4,810,582	(345,150)	2,149,028
Cash and cash equivalents at the beginning of the financial year		9,471,229	4,660,270	5,005,334	2,858,415
Effect of exchange translation differences on cash and cash equivalents		(6,507)	377	86	(2,109)
Cash and cash equivalents at the end of the financial year		3,898,024	9,471,229	4,660,270	5,005,334
Cash and cash equivalents at the end of the financial year comprise:					
Cash and bank balances		3,898,024	9,471,229	4,660,270	5,005,334
Fixed deposits with licensed banks		2,034,706	1,141,480	1,785,581	1,750,435
		5,932,730	10,612,709	6,445,851	6,755,769
Less: Fixed deposits pledged with licensed banks	13	(2,034,706)	(1,141,480)	(1,785,581)	(1,750,435)
		3,898,024	9,471,229	4,660,270	5,005,334

NOTES TO THE COMBINED/CONSOLIDATED STATEMENTS OF CASH FLOWS

A. Purchase of property, plant and equipment

	Note	2025 RM	2024 RM	2023 RM	2022 RM
Purchase of property, plant and equipment	3	11,601,603	669,652	807,510	806,030
Less: Acquisition through lease arrangements	26	-	(392,050)	(350,000)	(662,839)
Less: Acquisition through term loan	26	(7,110,000)	-	-	-
Total cash payment		4,491,603	277,602	457,510	143,191

B. Cash outflows for leases as a lessee

	Note	2025 RM	2024 RM	2023 RM	2022 RM
<u>Included in net cash (used in)/from financing activities:</u>					
Payment of hire purchase and lease liabilities		293,843	270,292	260,657	376,235
Payment of interest on hire purchase and lease liabilities	20	21,774	39,908	32,845	34,473
		315,617	310,200	293,502	410,708

The accompanying notes form an integral part of the combined/consolidated financial statements.

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

NOTES TO THE COMBINED/CONSOLIDATED FINANCIAL STATEMENTS

1. **Corporate information**

(a) **Introduction**

This report has been prepared solely to comply with the Prospectus Guidelines - Equity issued by the Securities Commission Malaysia and for inclusion in the prospectus of MM Computer Systems Berhad ("the Company") 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 ("Bursa Securities") (hereinafter defined as "the Listing") and should not be relied upon for any other purposes.

(b) **Background**

The Company was incorporated on 3 September 2019 as a private limited liability company under the name of Joycloud Sdn. Bhd.. On 24 October 2023, the Company changed its name to MM Computer Systems Sdn. Bhd.. On 14 August 2025, the Company was converted as a public limited liability company and assumed its current name of MM Computer Systems Berhad.

The registered office of the Company is located at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur.

The principal place of business of the Company is located at C-3-1, C-3-2 & C-3-3, Jalil Link 2, No. 5, Jalan Jalil Perkasa 1, Bukit Jalil, 57000 Kuala Lumpur.

(c) **Principal activities**

The principal activity of the Company is investment holding.

The details of the subsidiaries as of the date of this report are as follows:

Name of company	Place of business/Country of incorporation	Date of incorporation	Effective interest	Principal activities
Micro Technology Solution Sdn. Bhd. ("MTS")	Malaysia	19 June 2003	100%	Provision of Information Technology ("IT") solutions including IT infrastructure and networking solutions, cybersecurity solutions, IT outsourcing services, and sale and leasing of IT hardware and software

1. **Corporate information (Cont'd)**

(c) **Principal activities (Cont'd)**

The details of the subsidiaries as of the date of this report are as follows: (Cont'd)

Name of company	Place of business/Country of incorporation	Date of incorporation	Effective interest	Principal activities
Smind Sdn. Bhd. ("SMIND")	Malaysia	23 June 2015	100%	Provision of IT and knowledge process outsourcing services as well as the implementation, maintenance and technical services related to the aforementioned services

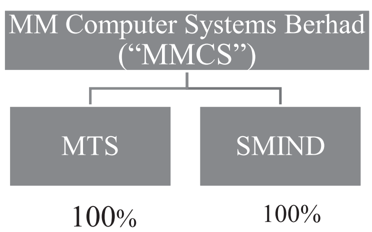
(d) **Acquisition**

The Group has been formed pursuant to the completion of the acquisition of its subsidiaries by the Company prior to the listing and quotation on the ACE Market of Bursa Malaysia Securities Berhad.

The Company entered into Share Sale Agreements on 19 July 2024 to acquire the entire equity interest in MTS and SMIND for purchase consideration of RM9,260,000 and RM4,739,999 respectively, satisfied by the issuance of 13,999,999 new ordinary shares in the Company at an issue price of RM1 per share.

The acquisition has been completed during the financial year ended 31 December 2024 and consolidated using merger method of accounting.

The group structure is as follows:



1. **Corporate information (Cont'd)**

(e) **Auditors**

The relevant financial years of the audited financial statements used for the purpose of the combined/consolidated financial statements ("Relevant Financial Years") and the auditors are as follows:

Company	Relevant Financial Years	Statutory Auditors
MMCS	31 December 2025	TGS TW PLT
	31 December 2024	TGS TW PLT
	31 December 2023	TGS TW PLT
	31 December 2022*	L.K.CHONG & CO.
MTS	31 December 2025	TGS TW PLT
	31 December 2024	TGS TW PLT
	31 December 2023	TGS TW PLT
	31 December 2022*	YYC & CO PLT
SMIND	31 December 2025	TGS TW PLT
	31 December 2024	TGS TW PLT
	31 December 2023#	TGS TW PLT
	30 April 2023#	L.K.CHONG & CO.

* Reaudited by TGS TW PLT for the purposes of this Financial Information

The Company has changed its financial year end from April to December. As such, the financial information for the previous financial years ended 31 December 2022 and 31 December 2023 was reaudited by TGS TW PLT

The audited financial statements of the Company, MTS and SMIND for the relevant financial years reported above were not subject to any qualification or modification.

2. **Basis of preparation**

(a) **Statement of compliance**

The combined/consolidated financial statements of the Group have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

The combined/consolidated financial statements of the Group have been prepared under the historical cost convention, unless otherwise indicated in the material accounting policy information in the respective notes.

The Group has consistently applied the accounting policies throughout all periods presented in the financial statements unless otherwise stated.

2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

(i) Adoption of new and amended standards

During the financial year, the Group has adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for the current financial year:

Amendments to MFRS 121 Lack of Exchangeability

The adoption of the amendments to MFRSs did not have any significant impact on the financial statements of the Group.

(ii) Standards issued but not yet effective

The Group has not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements - Volume 11	Amendments to MFRS 1 Amendments to MFRS 7 Amendments to MFRS 9 Amendments to MFRS 10 Amendments to MFRS 107	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency	1 January 2027

2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

(ii) Standards issued but not yet effective (Cont'd)

The Group has not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group: (Cont'd)

		Effective dates for financial periods beginning on or after
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group intends to adopt the above new and amendments to MFRSs when they become effective.

The initial applications of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the combined/consolidated financial statements of the Group.

(b) **Functional and presentation currency**

These combined/consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to nearest RM except when otherwise stated.

(c) **Significant accounting judgements, estimates and assumptions**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Judgements

The following are the judgements made by management in applying the Group's accounting policies that have the most significant effect on the amounts recognised in the combined/consolidated financial statements:

Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on MFRS 140 Investment Property in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Judgements (Cont'd)

Classification between investment properties and property, plant and equipment (Cont'd)

If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

The Group includes the renewal period as part of the lease term for leases of buildings with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation of a replacement asset is not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Satisfaction of performance obligations in relation to contracts with customers

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Judgements (Cont'd)

Satisfaction of performance obligations in relation to contracts with customers (Cont'd)

The Group recognises revenue over time in the following circumstances:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group does not create an asset with an alternative use to the Group and has an enforceable right to payment for performance completed to date; and

(c) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the Group assesses each contract with customers to determine when the performance obligation of the Group under the contract is satisfied.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below:

Useful lives of property, plant and equipment

The Group regularly reviews the estimated useful lives of property, plant and equipment based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the value of property, plant and equipment. The carrying amounts at the reporting date for property, plant and equipment are disclosed in Note 3 to the combined/consolidated financial statements.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices. Demand levels and pricing completion could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of its inventories. Details of inventories are disclosed in Note 8 to the combined/consolidated financial statements.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Key sources of estimation uncertainty (Cont'd)

Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement, the Group assesses the impact of any variable consideration in the contracts due to discounts or penalties.

There is no estimation required in determining the transaction price, as revenue from sale of goods or rendering of services are based on invoiced values. Discounts are not considered as they are only given in rare circumstances.

Revenue recognition for contracts with customers

The Group recognises certain contract revenue by reference to the progress or milestones based on the work performed or services rendered by the Group. Significant judgement is required in determining the progress towards complete satisfaction of the performance obligation based on the contract work certified to date. The carrying amounts of contract assets and contract liabilities as at the reporting date are disclosed in Note 10 to the combined/consolidated financial statements.

Fair value measurement of investment property

The investment property of the Group is measured at fair value. Significant judgement is involved in determining the appropriate valuation techniques and inputs for fair value measurements where active market quotes are not available.

Information about the valuation techniques and inputs used in determining the fair value of the investment property is disclosed in Note 4 to the combined/consolidated financial statements.

Provision for expected credit loss of financial assets at amortised cost and contract assets

The Group reviews the recoverability of its receivables and contract assets at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables and contract assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions as well as forward looking estimates.

The Group uses a provision matrix to calculate expected credit loss for receivables. The provision rates are based on number of days past due.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Key sources of estimation uncertainty (Cont'd)

Provision for expected credit loss of financial assets at amortised cost and contract assets (Cont'd)

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate.

The carrying amounts at the reporting date for receivables and contract assets are disclosed in Notes 6, 9, 10, 11 and 12 to the combined/consolidated financial statements respectively.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of deferred tax assets is disclosed in Note 7 to the combined/consolidated financial statements.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3. **Property, plant and equipment**

	Computer and software RM	Furniture and fittings RM	Leasing hardware RM	Motor vehicles RM	Office equipment RM	Renovation RM	Retail lot RM	Freehold land and building RM	Office buildings RM	Total RM
Cost										
At 1 January 2022	316,873	81,059	193,431	1,022,241	183,753	115,565	196,700	-	523,752	2,633,374
Additions	15,071	8,062	66,583	-	38,722	14,753	-	-	662,839	806,030
Written off	(64,493)	-	-	-	(69,958)	-	-	-	-	(134,451)
Termination of lease contracts	-	-	-	-	-	-	-	-	(332,508)	(332,508)
Expiration of lease contracts	-	-	-	-	-	-	-	-	(191,244)	(191,244)
At 31 December 2022	267,451	89,121	260,014	1,022,241	152,517	130,318	196,700	-	662,839	2,781,201
Additions	99,366	-	183,042	488,000	18,702	18,400	-	-	-	807,510
Written off	-	-	(3,672)	-	-	-	-	-	-	(3,672)
Disposals	-	-	-	(360,179)	-	-	-	-	-	(360,179)
At 31 December 2023	366,817	89,121	439,384	1,150,062	171,219	148,718	196,700	-	662,839	3,224,860
Additions	108,613	-	149,727	-	19,262	-	-	-	392,050	669,652
Termination of lease contracts	-	-	-	-	-	-	-	-	(545,660)	(545,660)
Expiration of lease contracts	-	-	-	-	-	-	-	-	(117,179)	(117,179)
At 31 December 2024	475,430	89,121	589,111	1,150,062	190,481	148,718	196,700	-	392,050	3,231,673
Additions	474,727	106,535	2,624,153	-	149,650	357,650	-	7,888,888	-	11,601,603
At 31 December 2025	950,157	195,656	3,213,264	1,150,062	340,131	506,368	196,700	7,888,888	392,050	14,833,276
Accumulated depreciation										
At 1 January 2022	196,818	40,681	96,141	744,159	106,098	55,339	49,962	-	261,320	1,550,518
Charge for the financial year	41,252	8,825	73,600	175,639	12,489	10,412	3,934	-	208,560	534,711
Written off	(64,493)	-	-	-	(69,958)	-	-	-	-	(134,451)
Termination of lease contracts	-	-	-	-	-	-	-	-	(221,672)	(221,672)
Expiration of lease contracts	-	-	-	-	-	-	-	-	(191,244)	(191,244)
At 31 December 2022	173,577	49,506	169,741	919,798	48,629	65,751	53,896	-	56,964	1,537,862
Charge for the financial year	73,378	10,412	85,558	89,283	21,011	17,866	3,934	-	195,005	496,447
Written off	-	-	(980)	-	-	-	-	-	-	(980)
Disposals	-	-	-	(360,179)	-	-	-	-	-	(360,179)
At 31 December 2023	246,955	59,918	254,319	648,902	69,640	83,617	57,830	-	251,969	1,673,150
Charge for the financial year	60,217	8,850	121,445	129,951	18,140	10,940	3,934	-	184,898	538,375
Termination of lease contracts	-	-	-	-	-	-	-	-	(260,420)	(260,420)
Expiration of lease contracts	-	-	-	-	-	-	-	-	(117,179)	(117,179)
At 31 December 2024	307,172	68,768	375,764	778,853	87,780	94,557	61,764	-	59,268	1,833,926
Charge for the financial year	160,744	5,986	871,206	129,951	17,631	13,148	3,934	26,296	196,022	1,424,918
At 31 December 2025	467,916	74,754	1,246,970	908,804	105,411	107,705	65,698	26,296	255,290	3,258,844
Carrying amount										
At 31 December 2025	482,241	120,902	1,966,294	241,258	234,720	398,663	131,002	7,862,592	136,760	11,574,432
At 31 December 2024	168,258	20,353	213,347	371,209	102,701	54,161	134,936	-	332,782	1,397,747
At 31 December 2023	119,862	29,203	185,065	501,160	101,579	65,101	138,870	-	410,870	1,551,710
At 31 December 2022	93,874	39,615	90,273	102,443	103,888	64,567	142,804	-	605,875	1,243,339

3. **Property, plant and equipment (Cont'd)**

(a) Material accounting policy information

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation of property, plant and equipment is recognised in the profit or loss on a straight-line basis to write off the cost of each asset to its residual value over its estimated useful life.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Computer and software	20% to 40%
Furniture and fittings	10%
Leasing hardware	33% to 40%
Motor vehicles	20%
Office equipment	10%
Renovation	10%
Retail lot	2%
Freehold land and building	2%
Office buildings	Over the lease term

(b) Including in net carrying amount of property, plant and equipment are right-of-use assets as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Motor vehicles	241,258	371,209	501,160	102,443
Office buildings	136,760	332,782	410,870	605,875
	378,018	703,991	912,030	708,318

(c) Depreciation charge of right-of-use assets is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Motor vehicles	129,951	129,951	89,283	164,417
Office buildings	196,022	184,898	195,005	208,560
	325,973	314,849	284,288	372,977

3. **Property, plant and equipment (Cont'd)**

(d) Additions of right-of-use assets are as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Motor vehicles	-	-	488,000	-
Office buildings	-	392,050	-	662,839
	-	392,050	488,000	662,839

(e) The Group has pledged the following property, plant and equipment to a licensed bank as securities for banking facilities granted to the Group as disclosed in Note 15 to the combined/consolidated financial statements:

	2025 RM	2024 RM	2023 RM	2022 RM
Freehold land and building	7,862,592	-	-	-
Retail lot	-	134,936	138,870	142,804
	7,862,592	134,936	138,870	142,804

4. **Investment property**

	Apartment RM
At fair value	
At 1 January 2022	346,326
Fair value adjustment	24,050
At 31 December 2022	370,376
Fair value adjustment	22,372
At 31 December 2023	392,748
Fair value adjustment	(96,707)
At 31 December 2024	296,041
Fair value adjustment	(29,604)
At 31 December 2025	266,437

(a) Material accounting policy information

Investment property is measured subsequently at fair value with any changes therein recognised in profit or loss for the period in which they arise.

(b) Investment property of the Group amounting to RMNil (2024: RM296,041, 2023: RM392,748 and 2022: RM370,376) has been pledged as security for banking facilities granted to the Group as disclosed in Note 15 to the combined/consolidated financial statements.

4. **Investment property (Cont'd)**

(c) The fair value of investment property was estimated by the Directors based on the recent transacted prices in the market of properties with similar condition and location. In estimating the fair value of the property, the highest and best use of the property is its current use.

The following table summarises the methods used in determining the fair value of the investment property on recurring basis.

Fair value hierachy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
Level 3	Sales comparison approach which reflects recent market transactions for similar properties and comparable by utility and age, adjusted for obsolescence.	Adjustment for factors such as plot size, location, physical deterioration, functional and economic obsolescence.	The extent and direction of this adjustment depends on the number of characteristics of the observable market transactions in similar properties that we used as starting point for valuation. While depreciation is deducted to reflect the current condition of the buildings and structures.

The reconciliation of the carrying amount of non-financial asset classified within Level 3 is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Apartment				
At beginning of the financial year	296,041	392,748	370,376	346,326
Fair value adjustment	(29,604)	(96,707)	22,372	24,050
At end of the financial year	266,437	296,041	392,748	370,376

(d) Income and expenses recognised in profit or loss

The following are recognised in profit or loss in respect of investment property:

	2025 RM	2024 RM	2023 RM	2022 RM
Rental income	-	5,000	12,000	12,600
Direct operating expenses	3,155	5,388	2,814	13,932

5. **Other investments**

	2025 RM	2024 RM	2023 RM	2022 RM
At fair value through profit or loss ("FVTPL"):				
Quoted shares in Malaysia	-	-	90,146	97,818
Quoted shares outside Malaysia	240,582	226,049	97,246	99,975
	240,582	226,049	187,392	197,793

Other investments measured at FVTPL on initial recognition are subsequently measured at fair value with gains or losses recognised in profit or loss.

The fair value of the other investments is classified as Level 1 fair value item for the purpose of fair value hierarchy disclosures. The fair value of the quoted shares is derived from quoted prices in active markets.

6. **Finance lease receivables**

	2025 RM	2024 RM	2023 RM	2022 RM
Gross receivables from finance lease:				
- within 1 year	650,000	-	-	-
- between 2 to 5 years	975,000	-	-	-
	1,625,000	-	-	-
Less: Unearned future finance income	(251,696)	-	-	-
	1,373,304	-	-	-
Analysed by:				
Current assets	498,324	-	-	-
Non-current assets	874,980	-	-	-
	1,373,304	-	-	-

The Group entered into finance lease arrangements for certain computer equipment. The average term of finance leases entered into is 3 (2024, 2023 and 2022: Nil) years.

The interest rate implicit in the leases are fixed at the contract date for the entire lease term. The effective interest rate contracted is 12.73% (2024, 2023 and 2022: Nil%) per annum for the Group.

The finance lease receivables at the end of the reporting period are neither past due nor impaired.

7. **Deferred tax assets/(liabilities)**

	2025 RM	2024 RM	2023 RM	2022 RM
At beginning of the financial year	1,807,961	(14,310)	(9,139)	(32,260)
Recognised in profit or loss	(1,304,082)	1,822,271	(5,171)	23,121
At end of the financial year	503,879	1,807,961	(14,310)	(9,139)

The components of deferred tax assets/(liabilities) are made up of temporary differences arising from:

	2025 RM	2024 RM	2023 RM	2022 RM
Property, plant and equipment	(146,121)	(54,039)	(60,310)	(41,170)
Provision	69,000	95,000	46,000	32,031
Contract liabilities	581,000	1,767,000	-	-
	503,879	1,807,961	(14,310)	(9,139)

8. **Inventories**

	2025 RM	2024 RM	2023 RM	2022 RM
At cost				
Trading goods	1,267,763	2,026,336	1,150,546	2,061,108
Recognised in profit or loss:				
Inventories recognised as cost of sales	19,305,580	20,430,274	12,832,989	40,015,708

Inventories are measured at the lower of cost and net realisable value. The costs of inventories are determined on a weighted-average basis.

9. **Trade receivables**

	2025 RM	2024 RM	2023 RM	2022 RM
Trade receivables	18,704,259	35,116,670	10,378,189	8,531,881
Less: Allowance for expected credit losses ("ECLs")	(287,929)	(394,799)	(192,799)	(133,462)
	18,416,330	34,721,871	10,185,390	8,398,419

9. **Trade receivables (Cont'd)**

Trade receivables are non-interest bearing, except for an amount of RM4,281,448 (2024, 2023 and 2022: RMNil) bearing interest at 1.5% per month. Trade receivables are generally on credit terms of cash term to 60 (2024, 2023 and 2022: cash term to 60) days. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Included in trade receivables of the Group is RMNil (2024: RMNil, 2023: RM4,882,395 and 2022: RM288,000) due from a company in which Directors have interests.

The movements in the allowance for ECLs of trade receivables are as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
At beginning of the financial year	394,799	192,799	133,462	33,256
Charge for the financial year	-	202,000	59,337	100,206
Reversal for the financial year	(106,870)	-	-	-
At end of the financial year	287,929	394,799	192,799	133,462

The following table provides information about the exposure to credit risk and allowance for ECLs for trade receivables and contract assets which are grouped together as they are expected to have similar risk nature:

	Gross amount RM	ECLs RM	Net amount RM
2025			
Not past due	17,439,340	(75,045)	17,364,295
Past due:			
Less than 30 days	6,917,000	(36,159)	6,880,841
31 to 60 days	506,631	(10,502)	496,129
61 to 90 days	114,726	(3,359)	111,367
More than 90 days	258,783	(162,864)	95,919
	25,236,480	(287,929)	24,948,551
Trade receivables	18,704,259	(287,929)	18,416,330
Contract assets (Note 10)	6,532,221	-	6,532,221
	25,236,480	(287,929)	24,948,551

9. **Trade receivables (Cont'd)**

The following table provides information about the exposure to credit risk and allowance for ECLs for trade receivables and contract assets which are grouped together as they are expected to have similar risk nature: (Cont'd)

	Gross amount RM	ECLs RM	Net amount RM
2024			
Not past due	30,369,382	(249,786)	30,119,596
Past due:			
Less than 30 days	2,545,346	(28,293)	2,517,053
31 to 60 days	1,937,846	(30,305)	1,907,541
61 to 90 days	299,096	(7,554)	291,542
More than 90 days	1,984,967	(78,861)	1,906,106
	37,136,637	(394,799)	36,741,838
Trade receivables	35,116,670	(394,799)	34,721,871
Contract assets (Note 10)	2,019,967	-	2,019,967
	37,136,637	(394,799)	36,741,838
2023			
Not past due	1,919,540	(5,327)	1,914,213
Past due:			
Less than 30 days	1,345,023	(16,990)	1,328,033
31 to 60 days	6,021,000	(117,037)	5,903,963
61 to 90 days	296,765	(7,745)	289,020
More than 90 days	1,488,054	(45,700)	1,442,354
	11,070,382	(192,799)	10,877,583
Trade receivables	10,378,189	(192,799)	10,185,390
Contract assets (Note 10)	692,193	-	692,193
	11,070,382	(192,799)	10,877,583
2022			
Not past due	5,528,198	(18,987)	5,509,211
Past due:			
Less than 30 days	828,469	(7,459)	821,010
31 to 60 days	316,378	(5,132)	311,246
61 to 90 days	43,426	(1,022)	42,404
More than 90 days	3,524,889	(100,862)	3,424,027
	10,241,360	(133,462)	10,107,898
Trade receivables	8,531,881	(133,462)	8,398,419
Contract assets (Note 10)	1,709,479	-	1,709,479
	10,241,360	(133,462)	10,107,898

10. Contract assets/(liabilities)

	Note	2025 RM	2024 RM	2023 RM	2022 RM
Current					
Contract assets					
Design, implementation and configuration of IT solutions	(a)	5,814,668	1,941,810	458,172	1,383,338
Provision of IT outsourcing services	(b)	236,958	78,005	233,626	326,141
Sales of IT hardware and software		480,595	152	395	-
		6,532,221	2,019,967	692,193	1,709,479
Contract liabilities					
Design, implementation and configuration of IT solutions	(a)	(2,749,579)	(3,516,377)	(1,015,176)	(3,390,611)
Provision of IT outsourcing services	(b)	(10,621,971)	(6,622,986)	(421,618)	(392,402)
Sales of IT hardware and software		(4,800)	(31,440)	(30,540)	(4,839)
Leasing of IT hardware and software		(1,039,978)	-	-	-
		(14,416,328)	(10,170,803)	(1,467,334)	(3,787,852)

(a) Design, implementation and configuration of IT solutions

	2025 RM	2024 RM	2023 RM	2022 RM
At beginning of the financial year	(1,574,567)	(557,004)	(2,007,273)	(327,448)
Revenue recognised during the financial year	49,191,727	38,281,210	23,532,993	28,150,496
Progress billings issued during the financial year	(44,552,071)	(39,298,773)	(22,082,724)	(29,830,321)
At end of the financial year	3,065,089	(1,574,567)	(557,004)	(2,007,273)
Presented as:				
Contract assets	5,814,668	1,941,810	458,172	1,383,338
Contract liabilities	(2,749,579)	(3,516,377)	(1,015,176)	(3,390,611)
	3,065,089	(1,574,567)	(557,004)	(2,007,273)

(b) Provision of IT outsourcing services

	2025 RM	2024 RM	2023 RM	2022 RM
At beginning of the financial year	(6,544,981)	(187,992)	(66,261)	78,818
Revenue recognised during the financial year	30,783,329	23,058,624	19,691,999	13,131,609
Progress billings issued during the financial year	(34,623,361)	(29,415,613)	(19,813,730)	(13,276,688)
At end of the financial year	(10,385,013)	(6,544,981)	(187,992)	(66,261)

10. **Contract assets/(liabilities) (Cont'd)**

(b) Provision of IT outsourcing services (Cont'd)

	2025 RM	2024 RM	2023 RM	2022 RM
Presented as:				
Contract assets	236,958	78,005	233,626	326,141
Contract liabilities	(10,621,971)	(6,622,986)	(421,618)	(392,402)
	(10,385,013)	(6,544,981)	(187,992)	(66,261)

The contract assets primarily relate to the Group's rights to consideration for work performed but not yet billed at the reporting date for its service contract activities. The contract assets will be transferred to trade receivables when the rights become unconditional.

The contract liabilities primarily relate to the advance consideration received from customers for service contracts of which the Group has not satisfied the performance obligation and are expected to be recognised as revenue within one year.

The revenue recognised in the current financial year that was included in the contract liabilities balance at the beginning of the financial year is RM10,170,803 (2024: RM1,467,334, 2023: RM3,787,852 and 2022: RM1,130,547).

11. **Other receivables**

	2025 RM	2024 RM	2023 RM	2022 RM
Non-trade receivables	316,813	434,477	537,073	315,355
Deposits	206,583	970,101	175,524	350,372
Prepayments	13,397,127	8,620,707	3,715,776	2,572,187
	13,920,523	10,025,285	4,428,373	3,237,914

Included in non-trade receivables of the Group is RMNil (2024: RMNil, 2023: RM361,774 and 2022: RM31,158) due from companies in which Directors have interests.

Included in non-trade receivables of the Group is RMNil (2024 and 2023: RMNil and 2022: RM144,000) due from a major shareholder of the Company.

Included in deposits of the Group is RMNil (2024 and 2023: RMNil and 2022: RM256,441) represent bank guarantee extended to a utility company.

Included in prepayments of the Group is maintenance and services costs paid to suppliers in order to provide services to customers amounting to RM11,220,964 (2024: RM8,382,613, 2023: RM3,581,381 and 2022: RM2,450,138).

12. **Amount due from/(to) Directors**

Amount due from/(to) Directors is unsecured, non-trade in nature, non-interest bearing and repayable on demand.

13. **Fixed deposits with licensed banks**

Fixed deposits with licensed banks of the Group are pledged as securities for banking facilities granted to the Group as disclosed in Note 15 to the combined/consolidated financial statements.

The interest rate of fixed deposits with licensed banks of the Group ranged from 1.75% to 2.60% (2024: 2.00% to 3.05%, 2023: 1.75% to 3.05% and 2022: 1.75% to 2.30%). The maturity of fixed deposits of the Group is 1 to 12 months (2024: 1 to 12 months, 2023 and 2022: 12 months).

14. **Share capital, Invested equities and Merger reserve**

(a) Share capital

	Number of ordinary shares			
	2025 Units	**2024 Units**	**2023 Units**	**2022 Units**
Issued and fully paid				
At beginning of the financial year	14,000,000	1	1	1
Issuance of ordinary shares	-	13,999,999	-	-
At end of the financial year	14,000,000	14,000,000	1	1

	Amount			
	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Issued and fully paid				
At beginning of the financial year	14,000,000	1	1	1
Issuance of ordinary shares	-	13,999,999	-	-
At end of the financial year	14,000,000	14,000,000	1	1

In the previous financial year, the Company increased its issued and paid-up capital from RM1 to RM14,000,000 by way of issuance of 13,999,999 new ordinary shares at RM1 each for a total consideration of RM13,999,999 as full payment for the acquisition of its subsidiaries, MTS and SMIND.

14. **Share capital, Invested equities and Merger reserve (Cont'd)**

(a) Share capital (Cont'd)

The new ordinary shares issued during the financial year shall rank pari passu in all respects with the existing ordinary shares of the Company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

(b) Invested equities

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
At beginning of the financial year	-	5,293,000	2,368,000	1,100,000
Issuance of bonus shares by a subsidiary under common control	-	-	2,268,000	1,000,000
Issuance of ordinary shares by a subsidiary under common control	-	-	657,000	268,000
Acquisition of subsidiaries under common control	-	(5,293,000)	-	-
At end of the financial year	-	-	5,293,000	2,368,000

Invested equities comprise the aggregate number of issued and paid-up ordinary shares of MTS and SMIND.

During the financial year ended 31 December 2023, MTS issued 2,268,000 (2022: 1,000,000) new ordinary shares ("Bonus Shares") on the basis of one (1) Bonus Share for every one (1) existing share held, by way of capitalisation of retained earnings amounted to RM2,268,000 (2022: RM1,000,000).

During the financial year ended 31 December 2023, MTS issued 657,000 (2022: 268,000) units of new ordinary shares at RM1 each for a total cash consideration of RM657,000 (2022: RM268,000) for working capital purposes.

The group structure arising from the restructuring of the Group is disclosed in Note 1(d) to the combined/consolidated financial statements.

(c) Merger reserve

The combined/consolidated financial statements have been prepared using the merger method to account for the acquisition of MTS and SMIND. Merger reserve is determined as the difference between the cost of merger and the nominal value of the share capital of the subsidiaries acquired and is recognised in statements of financial position.

14. **Share capital, Invested equities and Merger reserve (Cont'd)**

(c) Merger reserve (Cont'd)

The merger reserve at the acquisition date is derived as follows:

	RM
Nominal value of the subsidiaries' share capital	5,293,000
Less: Total consideration paid	(13,999,999)
Merger reserve	(8,706,999)

15. **Borrowings**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Secured				
Non-current				
Term loans	6,858,262	196,427	386,761	572,134
Current				
Trade financing	2,785,452	8,094,430	6,970,927	-
Term loans	263,191	189,737	182,827	174,433
	3,048,643	8,284,167	7,153,754	174,433
	9,906,905	8,480,594	7,540,515	746,567

The borrowings are secured by the following:

(i) First party legal charge over the freehold land and building, retail lot and investment property of the Group as disclosed in Notes 3 and 4 to the combined/consolidated financial statements respectively;
(ii) Pledge of fixed deposits with licensed banks as disclosed in Note 13 to the combined/consolidated financial statements;
(iii) Corporate guarantee by the Company;
(iv) Joint and several guarantee by certain Directors of the Company; and
(v) 80% to 90% guarantee coverage by Syarikat Jaminan Pembiayaan Perniagaan Berhad (SJPP).

The repayment terms of the borrowings are as follows:

(i) Term loans are repayable by 60 to 240 months (2024, 2023 and 2022: 60 to 240 months).
(ii) Trade financing are repayable within 90 days (2024: 90 days, 2023: 80 days and 2022: Nil).

15. **Borrowings (Cont'd)**

The interest rates per annum are as follows:

	2025 %	2024 %	2023 %	2022 %
Trade financing	4.00 - 7.70	4.00 - 5.76	5.00 - 6.11	5.18
Term loans	3.50 - 4.20	3.50 - 5.56	3.50 - 5.56	3.28 - 5.32

16. **Hire purchase and lease liabilities**

	2025 RM	2024 RM	2023 RM	2022 RM
Non-current				
Hire purchase liabilities	101,322	181,770	274,237	67,500
Lease liabilities	-	143,059	255,216	426,562
	101,322	324,829	529,453	494,062
Current				
Hire purchase liabilities	80,449	101,145	96,592	30,000
Lease liabilities	143,058	192,698	171,345	183,985
	223,507	293,843	267,937	213,985
	324,829	618,672	797,390	708,047

The maturity analysis of hire purchase and lease liabilities at the end of the reporting period is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Within 1 year	232,294	315,615	298,480	241,278
Between 2 to 5 years	104,418	336,712	560,051	524,158
	336,712	652,327	858,531	765,436
Less: Future finance charges	(11,883)	(33,655)	(61,141)	(57,389)
Present value of hire purchase and lease liabilities	324,829	618,672	797,390	708,047

The Group leases various properties and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The hire purchase liabilities of the Group attract interest at rates ranging from 2.16% to 2.38% (2024, 2023 and 2022: 2.16% to 2.38%) per annum. Lease payments relating to other lease liabilities are discounted using the Group's annual incremental borrowing rates of 4.56% (2024, 2023 and 2022: 4.56%) per annum.

17. **Trade payables**

The normal trade credit terms granted to the Group range from cash term to 60 days (2024, 2023 and 2022: cash term to 60) days. Included in trade payables of the Group is RMNil (2024: RMNil, 2023: RM162,955 and 2022: RM322,438) due to companies in which Directors have interest.

18. **Other payables**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Non-trade payables	20,549	88,888	54,894	4,811
Accruals	602,344	470,931	438,976	243,252
Deposits received	-	-	1,000	1,000
Sales and Service Tax ("SST") payable	1,440,983	941,402	466,673	274,918
	2,063,876	1,501,221	961,543	523,981

Included in non-trade payables of the Group is RMNil (2024: RMNil, 2023: RM42,810 and 2022: RM160) due to a company in which Directors have interests.

19. **Revenue**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Revenue from contracts with customers:				
Design, implementation and configuration of IT solutions	49,191,727	38,281,210	23,532,993	28,150,496
Provision of IT outsourcing services	30,783,329	23,058,624	19,691,999	13,131,609
Sales of IT hardware and software	17,365,314	11,955,074	13,457,557	34,929,816
	97,340,370	73,294,908	56,682,549	76,211,921
Revenue from other sources:				
Leasing of IT hardware and software:				
- Operating lease	1,243,718	417,390	155,871	166,380
- Finance lease	98,304	-	-	-
	1,342,022	417,390	155,871	166,380
	98,682,392	73,712,298	56,838,420	76,378,301
Timing of revenue recognition:				
At a point in time	48,653,514	36,494,628	27,364,683	54,873,618
Over time	48,686,856	36,800,280	29,317,866	21,338,303
	97,340,370	73,294,908	56,682,549	76,211,921

19. **Revenue (Cont'd)**

The Group recognises revenue from the following major sources:

Sales of IT hardware and software solutions

The contracts include multiple deliverables, such as design, implementation and configuration of IT infrastructure and networking solutions and cybersecurity solutions as well as technical support. However, the installation is simple, does not include an integration service and could be performed by other providers in the market. It is therefore accounted for as a separate performance obligation. The transaction price is allocated to each performance obligation based on the stand-alone selling prices.

Revenue is recognised at a point in time when the hardware or software license is delivered to the customer and all criteria for acceptance have been satisfied.

The Group also assesses whether the sales of software license included in the contracts represent a single performance obligation that is distinct from the ongoing contractual obligations. If not distinct, the combined performance obligations are recognised over time. If the license is distinct, it is recognised separately from the other performance obligations at the time of the delivery of the licensed software.

Rendering of services

Revenue from the provision of IT outsourcing services for business software solutions, including maintenance and technical support services, is recognised over time as the services are rendered. This is determined based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously. If the services rendered exceed the payment received, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

For services provided and charged by on a daily basis, revenue is recognised at a point in time when the services are delivered to the customer and upon its acceptance.

Leasing of IT hardware and software

Revenue from operating lease of IT hardware and software is recognised on a straight-line basis over the lease term.

Revenue from finance lease of IT hardware and software is recognised as finance lease income which is allocated to reporting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the lease.

20. **Finance costs**

	2025 RM	2024 RM	2023 RM	2022 RM
Interest expenses on:				
- Bank overdraft	16,695	270	3,261	5,230
- Hire purchase and lease liabilities	21,774	39,908	32,845	34,473
- Term loans	77,550	19,465	25,838	30,428
- Trade financing	605,678	229,427	43,533	8,080
	721,697	289,070	105,477	78,211

21. **Profit before tax**

Profit before tax is determined after charging/(crediting), amongst others, the following items:

	2025 RM	2024 RM	2023 RM	2022 RM
Auditors' remuneration	70,000	56,000	96,000	24,800
(Reversal)/Allowance for ECLs on trade receivables	(106,870)	202,000	59,337	100,206
Bad debts written off	-	-	-	73,793
Depreciation of property, plant and equipment	1,424,918	538,375	496,447	534,711
Dividend income from other investments	-	(7,205)	(3,836)	(7,924)
Fair value loss/(gain) on investment property	29,604	96,707	(22,372)	(24,050)
Fair value (gain)/loss on other investments	(14,533)	(17,763)	10,401	358,632
Gain on disposal of property, plant and equipment	-	-	(120,000)	-
Gain on early termination of lease contracts	-	(15,236)	-	(5,081)
(Gain)/Loss on foreign exchange:				
- realised	80,603	8,690	18,784	14,150
- unrealised	6,507	1,101	(86)	14,581
Interest income	(365,942)	(76,527)	(46,773)	(24,647)
Property, plant and equipment written off	-	-	2,692	-
Rental income	(24,000)	(14,600)	(73,747)	(71,228)

22. **Taxation**

	2025 RM	2024 RM	2023 RM	2022 RM
Tax expenses recognised in profit or loss				
Current tax				
Current financial year provision	1,311,066	3,567,498	911,381	642,246
Under/(Over) provision in prior financial year	67,477	199,533	(19,352)	(97,902)
	1,378,543	3,767,031	892,029	544,344
Deferred tax				
Origination and reversal of temporary differences	1,367,263	(1,530,862)	5,171	(23,121)
Over provision in prior financial year	(63,181)	(291,409)	-	-
	1,304,082	(1,822,271)	5,171	(23,121)
	2,682,625	1,944,760	897,200	521,223

A reconciliation of income tax expenses applicable to profit before tax at the statutory tax rate to income tax expenses at the effective income tax rate of the Group is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Profit before tax	12,803,677	10,630,517	4,491,194	3,279,480
At Malaysian statutory tax rate of 24% (2023 and 2022: 24%)	3,072,883	2,551,324	1,077,887	787,075
Tax savings from first tranche of chargeable income	-	(899)	(28,666)	(25,620)
Tax exempt income on Pioneer Status	(757,196)	(698,984)	(230,952)	(263,986)
Expenses not deductible for tax purposes	362,721	191,187	138,053	132,354
Income not subject to tax	(79)	(5,992)	(39,770)	(10,698)
Under/(Over) provision of current tax in prior financial year	67,477	199,533	(19,352)	(97,902)
Over provision of deferred tax in prior financial year	(63,181)	(291,409)	-	-
	2,682,625	1,944,760	897,200	521,223

23. **Earnings per share**

(a) Basic earnings per share

The basic earnings per share is calculated based on the combined/consolidated profit for the financial year attributable to the owners of the Company and the number of enlarged ordinary shares in issue during the financial year as follows:

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Profit attributable to owners of the Company	10,121,052	8,685,757	3,593,994	2,758,257
Number of ordinary shares (unit)*	448,000,000	448,000,000	448,000,000	448,000,000
Basic earnings per share (sen)	2.26	1.94	0.80	0.62

* It is assumed to be the number of ordinary shares before public issue

(b) Diluted earnings per share

The Group has no dilution in its earnings per ordinary share as there are no dilutive potential ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares outstanding as at the end of the reporting period.

24. **Dividends**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
<u>In respect of the financial year ended 31 December 2021</u>				
Interim single-tier dividend of RM0.268 per ordinary share, declared on 2 August 2022 and paid on 9 August 2022 *	-	-	-	268,000
<u>In respect of the financial year ended 31 December 2022</u>				
Interim single-tier dividend of RM5.00 per ordinary share, declared on 26 April 2022 and paid on 30 April 2022 #	-	-	-	500,000
Interim single-tier dividend of RM0.50 per ordinary share, declared on 24 November 2022 and paid on 30 November 2022 *	-	-	-	500,000

24. **Dividends (Cont'd)**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
In respect of the financial year ended 31 December 2022 (Cont'd)				
Second interim single-tier dividend of RM0.29 per ordinary share, declared on 5 May 2023 and paid on 11 May 2023 *	-	-	657,000	-
In respect of the financial year ended 31 December 2023				
Interim single-tier dividend of RM6.00 per ordinary share, declared on 2 November 2023 and paid on 7 November 2023 #	-	-	600,000	-
In respect of the financial year ended 31 December 2024				
Interim single-tier dividend of RM15.00 per ordinary share, declared on 15 July 2024 and paid on 16 July 2024 #	-	1,500,000	-	-
In respect of the financial year ended 31 December 2025				
Interim single-tier dividend of RM0.11 per ordinary share, declared on 15 October 2025 and paid on 20 November 2025^	1,500,000	-	-	-
	1,500,000	1,500,000	1,257,000	1,268,000

* Paid by MTS to common control shareholders

Paid by SMIND to common control shareholders

^ Paid by the Company to its shareholders

The Board of Directors does not recommend any final dividend in respect of the current financial year.

25. **Staff costs**

	2025 RM	2024 RM	2023 RM	2022 RM
Salaries, wages and other emoluments	9,767,843	8,666,150	7,721,422	6,731,076
Defined contribution plans	1,110,885	908,844	807,863	769,106
Social security contributions	139,335	117,676	102,555	83,094
	11,018,063	9,692,670	8,631,840	7,583,276

26. **Reconciliation of liabilities arising from financing activities**

The table below shows the detailed changes in the liabilities of the Group arising from financing activities, including both cash and non-cash changes:

	At 1.1.2025 RM	Drawdown RM	Financing cash flows (i) RM	Other changes (ii) RM	At 31.12.2025 RM
Term loans	386,164	7,110,000	(374,711)	-	7,121,453
Trade financing	8,094,430	-	(5,308,978)	-	2,785,452
Hire purchase and lease liabilities	618,672	-	(293,843)	-	324,829
Amount due to Directors	145,518	-	(145,518)	-	-
	9,244,784	7,110,000	(6,123,050)	-	10,231,734

	At 1.1.2024 RM	New lease RM	Financing cash flows (i) RM	Other changes (ii) RM	At 31.12.2024 RM
Term loans	569,588	-	(183,424)	-	386,164
Trade financing	6,970,927	-	1,123,503	-	8,094,430
Hire purchase and lease liabilities	797,390	392,050	(270,292)	(300,476)	618,672
Amount due to Directors	-	-	145,518	-	145,518
	8,337,905	392,050	815,305	(300,476)	9,244,784

	At 1.1.2023 RM	New lease RM	Financing cash flows (i) RM	Other changes (ii) RM	At 31.12.2023 RM
Term loans	746,567	-	(176,979)	-	569,588
Trade financing	-	-	6,970,927	-	6,970,927
Hire purchase and lease liabilities	708,047	350,000	(260,657)	-	797,390
	1,454,614	350,000	6,533,291	-	8,337,905

26. **Reconciliation of liabilities arising from financing activities (Cont'd)**

The table below shows the detailed changes in the liabilities of the Group arising from financing activities, including both cash and non-cash changes: (Cont'd)

	At 1.1.2022 RM	New lease RM	Financing cash flows (i) RM	Other changes (ii) RM	At 31.12.2022 RM
Term loans	918,374	-	(171,807)	-	746,567
Hire purchase and lease liabilities	537,360	662,839	(376,235)	(115,917)	708,047
	1,455,734	662,839	(548,042)	(115,917)	1,454,614

(i) The cash flows from borrowings make up the net amount of proceeds from or repayments of borrowings in the combined/consolidated statements of cash flows.

(ii) Other changes represent early termination of lease contracts.

27. **Related party disclosures**

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group directly or indirectly.

27. **Related party disclosures (Cont'd)**

(b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group are as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Transactions with companies in which the Directors have interests				
- Sales	-	73,342	5,395,702	1,046,060
- Purchases	-	9,504	117,009	389,962
- Rental income	-	-	52,147	48,965
- Administrative fee income	-	-	78,000	-
Transactions with companies in which a person connected to a Director has interest				
- Purchases	-	30,900	9,350	45,190

(c) Compensation of key management personnel

The compensation of Directors and other key management personnel of the Group is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Directors				
Fees	80,129	-	-	-
Salaries, wages and other emoluments	712,000	564,000	475,355	605,400
Defined contribution plans	84,844	67,824	57,156	72,776
Social security contributions	5,570	4,869	4,245	4,008
	882,543	636,693	536,756	682,184
Other key management personnel				
Salaries, wages and other emoluments	890,256	573,055	530,393	528,545
Defined contribution plans	108,264	69,368	63,659	63,545
Social security contributions	7,396	4,570	3,474	3,006
	1,005,916	646,993	597,526	595,096
Total key management personnel compensation	1,888,459	1,283,686	1,134,282	1,277,280

28. **Segment information**

Segmental reporting is not presented as the Group is principally engaged in information technology solutions and services provider, which is substantially within a single business segment and operates predominantly in Malaysia.

Geographical information

Revenue information based on the geographical location of customers is as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Malaysia	97,916,280	73,350,614	56,635,884	75,835,344
Australia	459,562	189,456	202,536	542,957
Others*	306,550	172,228	-	-
	98,682,392	73,712,298	56,838,420	76,378,301

The non-current assets are entirely located in Malaysia.

* Others consist of Indonesia, Taiwan and Singapore.

Major customers

	2025 RM	2024 RM	2023 RM	2022 RM
Customer A	26,471,084	27,180,961	18,492,627	16,909,088
Customer X	-	-	-	16,850,177
Customer Y	13,492,218	8,933,416	9,107,019	15,748,300
Customer Z	-	-	-	14,076,670
	39,963,302	36,114,377	27,599,646	63,584,235

29. **Financial instruments**

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
At FVTPL				
Financial assets				
Other investments	240,582	226,049	187,392	197,793
At amortised cost				
Financial assets				
Trade receivables	18,416,330	34,721,871	10,185,390	8,398,419
Finance lease receivables	1,373,304	-	-	-
Other receivables	523,396	1,404,578	712,597	665,727
Amount due from Directors	-	-	235,262	670,550
Fixed deposits with licensed banks	2,034,706	1,141,480	1,785,581	1,750,435
Cash and bank balances	3,898,024	9,471,229	4,660,270	5,005,334
	26,245,760	46,739,158	17,579,100	16,490,465
At amortised cost				
Financial liabilities				
Borrowings	9,906,905	8,480,594	7,540,515	746,567
Trade payables	5,555,911	20,730,886	1,553,755	8,861,293
Other payables	622,893	559,819	494,870	249,063
Amount due to Directors	-	145,518	-	-
	16,085,709	29,916,817	9,589,140	9,856,923

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and market risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

The following sections provide details regarding the Group's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group 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 finance lease receivables, trade and other receivables, contract assets, amount due from Directors, fixed deposits with licensed banks and cash and bank balances. There are no significant changes as compared to the previous financial year.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

At each reporting date, the Group assesses whether any of the receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired receivables and contract assets are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, receivables and contract assets that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statements of financial position as at the reporting date represent the Group's maximum exposure to credit risk.

There are no significant changes as compared to the previous financial year.

Credit risk concentration

As at the end of the financial year, the Group had 2 (2024: 1, 2023 and 2022: 2) major customers and accounted for approximately 51% (2024: 63%, 2023: 58% and 2022: 66%) of the trade receivables outstanding.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

	On demand or within 1 year RM	**2 to 5 years RM**	**More than 5 years RM**	**Total contractual cash flows RM**	**Total carrying amount RM**
2025					
Non-derivative financial liabilities					
Borrowings	3,342,113	2,104,233	7,849,391	13,295,737	9,906,905
Hire purchase and lease liabilities	232,294	104,418	-	336,712	324,829
Trade payables	5,555,911	-	-	5,555,911	5,555,911
Other payables	622,893	-	-	622,893	622,893
	9,753,211	2,208,651	7,849,391	19,811,253	16,410,538
2024					
Non-derivative financial liabilities					
Borrowings	8,297,319	144,058	85,388	8,526,765	8,480,594
Hire purchase and lease liabilities	315,615	336,712	-	652,327	618,672
Trade payables	20,730,886	-	-	20,730,886	20,730,886
Other payables	559,819	-	-	559,819	559,819
Amount due to Directors	145,518	-	-	145,518	145,518
	30,049,157	480,770	85,388	30,615,315	30,535,489

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. (Cont'd)

	On demand or within 1 year RM	2 to 5 years RM	More than 5 years RM	Total contractual cash flows RM	Total carrying amount RM
2023					
Non-derivative financial liabilities					
Borrowings	7,173,816	319,207	113,800	7,606,823	7,540,515
Hire purchase and lease liabilities	298,480	560,051	-	858,531	797,390
Trade payables	1,553,755	-	-	1,553,755	1,553,755
Other payables	494,870	-	-	494,870	494,870
	9,520,921	879,258	113,800	10,513,979	10,386,530
2022					
Non-derivative financial liabilities					
Borrowings	202,817	493,848	142,048	838,713	746,567
Hire purchase and lease liabilities	241,278	524,158	-	765,436	708,047
Trade payables	8,861,293	-	-	8,861,293	8,861,293
Other payables	249,063	-	-	249,063	249,063
	9,554,451	1,018,006	142,048	10,714,505	10,564,970

(iii) Market risk

Foreign currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the functional currency of the Group. The currency giving rise to this risk are primarily United States Dollar ("USD") and Hong Kong Dollar ("HKD").

The Group has not entered into any derivative instruments for hedging or trading purposes as the net exposure to foreign currency risk is not significant. However, the exposure to foreign currency risk is monitored from time to time by management.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

Foreign currency risk (Cont'd)

The carrying amounts of the Group's foreign currency denominated financial assets at the end of the reporting period are as follows:

	Denominated in	
	USD	**HKD**
	RM	**RM**
2025		
Financial assets		
Other investments	48,257	192,325
Trade receivables	126,139	-
Cash and bank balances	31,467	-
	205,863	192,325
2024		
Financial assets		
Other investments	45,496	180,553
Trade receivables	143,244	-
Cash and bank balances	55,132	-
	243,872	180,553
2023		
Financial assets		
Other investments	97,246	-
Trade receivables	131,261	-
Cash and bank balances	4,255	-
	232,762	-
2022		
Financial assets		
Other investments	99,975	-
Trade receivables	465,196	-
Cash and bank balances	4,350	-
	569,521	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

Foreign currency risk (Cont'd)

Foreign currency sensitivity analysis

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the USD and HKD exchange rates against RM, with all other variables held constant.

		Effect on profit before tax			
	Change in currency rate	**2025 RM**	**2024 RM**	**2023 RM**	**2022 RM**
USD	Strengthened 1% (2024, 2023 and 2022: 1%)	2,059	2,439	2,328	5,695
	Weakened 1% (2024, 2023 and 2022: 1%)	(2,059)	(2,439)	(2,328)	(5,695)
HKD	Strengthened 1% (2024, 2023 and 2022: 1%)	1,923	1,806	-	-
	Weakened 1% (2024, 2023 and 2022: 1%)	(1,923)	(1,806)	-	-

Interest rate risk

The Group's fixed rate finance lease receivables, deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings is exposed to a risk of change in cash flows due to changes in interest rates.

The Group manages its interest rate risk of its deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group manages its interest rate risk exposure from interest-bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

Interest rate risk (Cont'd)

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period is:

	2025 RM	2024 RM	2023 RM	2022 RM
Fixed rate instruments				
Financial assets				
Finance lease receivables	1,373,304	-	-	-
Trade receivables	4,281,448	-	-	-
Fixed deposits with licensed banks	2,034,706	1,141,480	1,785,581	1,750,435
	7,689,458	1,141,480	1,785,581	1,750,435
Financial liabilities				
Trade financing	(2,785,452)	(8,094,430)	(6,970,927)	-
Hire purchase and lease liabilities	(324,829)	(618,672)	(797,390)	(708,047)
	(3,110,281)	(8,713,102)	(7,768,317)	(708,047)
Net financial assets/ (liabilities)	4,579,177	(7,571,622)	(5,982,736)	1,042,388
Floating rate instrument				
Financial liability				
Term loans	(7,121,453)	(386,164)	(569,588)	(746,567)

Interest rate risk sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at FVTPL. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's profit before tax by RM71,215 (2024: RM3,862, 2023: RM5,696 and 2022: RM7,466), arising mainly as a result of lower/higher interest expense on floating rate borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to equity price risk arising from its investments in quoted instruments. These investments are listed on Bursa Malaysia and international stock exchanges and are classified as financial assets at FVTPL.

Management of the Group monitors investments in quoted instruments on a portfolio basis. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the management of the Group.

Market price risk sensitivity analysis

At the reporting date, if the various stock indices had been 1% higher/lower, with all other variables held constant, the Group's profit before tax would have been RM2,406 (2024: RM2,260, 2023: RM1,874 and 2022: RM1,978) higher/lower, arising as a result of higher/lower fair value gains on held for trading investments in equity instruments.

(c) Fair value of financial instruments

The carrying amounts of short-term receivables, payables, cash and cash equivalents and short-term borrowings approximately their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

30. **Capital commitment**

	2025 RM	**2024 RM**	**2023 RM**	**2022 RM**
Authorised and contracted for:				
Office building	-	7,100,000	-	-

31. **Capital management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital using a net gearing ratio. The Group's policy is to maintain a prudent level of net gearing ratio that complies with debt covenants and regulatory requirements. The net gearing ratios at end of the reporting period are as follows:

	2025 RM	2024 RM	2023 RM	2022 RM
Borrowings	9,906,905	8,480,594	7,540,515	746,567
Hire purchase liabilities	181,771	282,915	370,829	97,500
Less: Cash and bank balances	(3,898,024)	(9,471,229)	(4,660,270)	(5,005,334)
Less: Fixed deposits with licensed banks	(2,034,706)	(1,141,480)	(1,785,581)	(1,750,435)
Net debts/(Excess funds)	4,155,946	(1,849,200)	1,465,493	(5,911,702)
Total equity	28,885,890	20,264,838	13,079,081	10,085,087
Net gearing ratio	0.14	*	0.11	*

* Net gearing ratio is not applicable as the Group has sufficient cash and bank balances

There were no changes in the Group's approach to capital management during the financial year.

32. **Significant event after the reporting period**

On 16 March 2026, the Company undertook a share split involving the subdivision of every one (1) existing ordinary share held by the existing shareholders into thirty-two (32) subdivided ordinary shares in order to increase the number of issued shares of the Company. Pursuant to the share split, the number of issued ordinary shares of the Company increased from 14,000,000 ordinary shares to 448,000,000 ordinary shares.

MM COMPUTER SYSTEMS BERHAD
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the combined/consolidated financial statements set out on pages 5 to 53 are drawn up in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the combined/consolidated financial position of the Group as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 and of its combined/consolidated financial performance and cash flows for the financial years ended 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 24 April 2026.

LEE CHOON WENG

YOUNG YOONG CHANG

KUALA LUMPUR

MM COMPUTER SYSTEMS BERHAD
[Registration No.: 201901031496 (1340826-H)]
(Incorporated in Malaysia)

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025

TGS TW PLT

CHARTERED ACCOUNTANTS

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
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Date: 24 April 2026

The Board of Directors
MM Computer Systems Berhad
C-3-1, C-3-2 & C-3-3
Jalil Link 2, No. 5
Jalan Jalil Perkasa 1, Bukit Jalil
57000 Kuala Lumpur

Dear Sirs,

MM COMPUTER SYSTEMS BERHAD ("MMCS" OR "THE COMPANY")
REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025

We have completed our assurance engagement to report on the compilation of Pro Forma Consolidated Statements of Financial Position of MM Computer Systems Berhad and its subsidiaries (collectively known as "the Group" or "MMCS Group") as at 31 December 2025, together with the notes and assumptions thereto (which we have stamped for the purpose of identification), prepared by the Board of Directors of MMCS ("Board").

The Pro Forma Consolidated Statements of Financial Position have been compiled by the Directors based on the applicable criteria as 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 and described in the notes as set out in Basis of Preparation of Pro Forma Consolidated Statements of Financial Position ("Applicable Criteria").

The Pro Forma Consolidated Statements of Financial Position have been compiled by the Directors for illustrative purposes only and for inclusion in the Prospectus of the Company 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 ("Bursa Securities") ("Listing").

As part of this process, financial information about the Group's Consolidated Statements of Financial Position has been extracted by the Directors from the audited Consolidated Statements of Financial Position of the Group as at 31 December 2025, on which was reported by us to the members of the Group on 24 April 2026 without any modification.

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 set out in the notes to the Pro Forma Consolidated Statements of Financial Position on the Applicable Criteria.

Our Independence and Quality Control

We are independent in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board of Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Our firm applies *International Standard on Quality Management ("ISQM") 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our Responsibility

Our responsibility is to express an opinion as required by the Prospectus Guidelines, about whether the Pro Forma Consolidated Statements of Financial Position have been properly compiled, in all material respects, by the Directors on the basis of the Applicable Criteria.

We conducted our engagement in accordance with *International Standard on Assurance Engagements ("ISAE") 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the Pro Forma Consolidated Statements of Financial Position on the basis of the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma 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.

The purpose of the Pro Forma Consolidated Statements of Financial Position included in the Prospectus is solely to illustrate the impact of a significant event or transaction or unadjusted financial information on the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma 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 of the Company 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 reflects the proper application of those adjustments to the unadjusted financial information.

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Our Responsibility (Cont'd)

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the Pro Forma Consolidated Statements of Financial Position has 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 of the Applicable Criteria.

Other Matters

This report has been prepared solely for the purpose of inclusion in the Prospectus of the Company in connection with the Listing. It is not intended to be used for any other purposes. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,

TGS TW PLT

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

QUEK KENG YEE
03852/10/2026 J
Chartered Accountant

Kuala Lumpur
24 April 2026

MM COMPUTER SYSTEMS BERHAD
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025

The Pro Forma Consolidated Statements of Financial Position of the Group as at 31 December 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 31 December 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position.

	Note	As at 31.12.2025*	Adjustments for Share Split	Proforma I After Share Split	Adjustments for Public Issue	Proforma II After Public Issue	Adjustments for Utilisation of Proceeds	Proforma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
ASSETS								
Non-current assets								
Property, plant and equipment		11,574,432		11,574,432		11,574,432		11,574,432
Investment property		266,437		266,437		266,437		266,437
Other investments		240,582		240,582		240,582		240,582
Finance lease receivables		874,980		874,980		874,980		874,980
Deferred tax assets		503,879		503,879		503,879		503,879
Total non-current assets		13,460,310		13,460,310		13,460,310		13,460,310
Current assets								
Inventories		1,267,763		1,267,763		1,267,763		1,267,763
Trade receivables		18,416,330		18,416,330		18,416,330		18,416,330
Finance lease receivables		498,324		498,324		498,324		498,324
Contract assets		6,532,221		6,532,221		6,532,221		6,532,221
Other receivables	3.01	13,920,523		13,920,523		13,920,523	(1,909,086)	12,011,437
Tax recoverable		1,125,538		1,125,538		1,125,538		1,125,538
Fixed deposits with licensed banks		2,034,706		2,034,706		2,034,706		2,034,706
Cash and bank balances	3.02	3,898,024		3,898,024	26,180,000	30,078,024	(4,240,914)	25,837,110
Total current assets		47,693,429		47,693,429		73,873,429		67,723,429
Total assets		61,153,739		61,153,739		87,333,739		81,183,739

* Extracted from the Group's audited consolidated financial statements for the financial year ended 31 December 2025

MM COMPUTER SYSTEMS BERHAD
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

The Pro Forma Consolidated Statements of Financial Position of the Group as at 31 December 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 31 December 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position. (Cont'd)

	Note	As at 31.12.2025*	Adjustments for Share Split	Proforma I After Share Split	Adjustments for Public Issue	Proforma II After Public Issue	Adjustments for Utilisation of Proceeds	Proforma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
EQUITY								
Equity attributable to owners of MM Computer Systems Berhad:-								
Share capital	3.03	14,000,000		14,000,000	26,180,000	40,180,000	(1,439,092)	38,740,908
Merger reserve		(8,706,999)		(8,706,999)		(8,706,999)		(8,706,999)
Retained earnings	3.04	23,592,889		23,592,889		23,592,889	(3,210,908)	20,381,981
Total equity		28,885,890		28,885,890		55,065,890		50,415,890
LIABILITIES								
Non-current liabilities								
Borrowings	3.05	6,858,262		6,858,262		6,858,262	(1,500,000)	5,358,262
Hire purchase and lease liabilities		101,322		101,322		101,322		101,322
Total non-current liabilities		6,959,584		6,959,584		6,959,584		5,459,584

* Extracted from the Group's audited consolidated financial statements for the financial year ended 31 December 2025

MM COMPUTER SYSTEMS BERHAD
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

The Pro Forma Consolidated Statements of Financial Position of the Group as at 31 December 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 31 December 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position. (Cont'd)

	Note	As at 31.12.2025*	Adjustments for Share Split	Proforma I After Share Split	Adjustments for Public Issue	Proforma II After Public Issue	Adjustments for Utilisation of Proceeds	Proforma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
LIABILITIES (CONT'D)								
Current liabilities								
Borrowings		3,048,643		3,048,643		3,048,643		3,048,643
Hire purchase and lease liabilities		223,507		223,507		223,507		223,507
Trade payables		5,555,911		5,555,911		5,555,911		5,555,911
Contract liabilities		14,416,328		14,416,328		14,416,328		14,416,328
Other payables		2,063,876		2,063,876		2,063,876		2,063,876
Total current liabilities		25,308,265		25,308,265		25,308,265		25,308,265
Total liabilities		32,267,849		32,267,849		32,267,849		30,767,849
Total equity and liabilities		61,153,739		61,153,739		87,333,739		81,183,739
Number of ordinary shares (unit)		14,000,000	434,000,000	448,000,000	119,000,000	567,000,000		567,000,000
Net assets per share attributable to owners of MM Computer Systems Berhad (sen)		206.33		6.45		9.71		8.89
Hire purchase liabilities and borrowings		10,088,676		10,088,676		10,088,676		8,588,676
Gearing ratio (times)		0.35		0.35		0.18		0.17

* Extracted from the Group's audited consolidated financial statements for the financial year ended 31 December 2025

MM COMPUTER SYSTEMS BERHAD

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

1. **BASIS OF PREPARATION**

The Pro Forma Consolidated Statements of Financial Position of the Group has been prepared for illustrative purposes and on the assumptions that all the events and transactions mentioned as per Note 2 to the Pro Forma Consolidated Statements of Financial Position had taken place on 31 December 2025.

The Pro Forma Consolidated Statements of Financial Position have been prepared based on accounting policies and basis which are consistent with those disclosed in the audited consolidated financial statements of the Group for the financial year ended 31 December 2025 and in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Prospectus Guidelines.

2. **LISTING SCHEME**

(i) **Pro Forma I: Share Split**

In conjunction with the Listing, the Company has undertaken the Share Split involving the subdivision of every 1 existing ordinary share held by the existing shareholders of MM Computer Systems Berhad into 32 subdivided ordinary shares for the purpose of increasing the number of issued shares to facilitate the IPO and Listing. This Share Split will increase the number of ordinary shares of MM Computer Systems Berhad from 14,000,000 to 448,000,000.

(ii) **Pro Forma II: Public Issue**

The Public Issue involves a public issue of 119,000,000 new ordinary shares in MM Computer Systems Berhad at an indicative issue price of RM0.22 per share.

In conjunction with the IPO, the Company would seek the listing and quotation of its entire enlarged issued share capital comprising 567,000,000 ordinary shares in MM Computer Systems Berhad on the ACE Market of Bursa Malaysia Securities Berhad.

(iii) **Pro Forma III: Utilisation of Proceeds**

Gross proceeds from the Public Issue of RM26,180,000 are expected to be utilised as follows:

Details of use of proceeds	Estimated timeframe for the use of proceeds upon Listing	RM	% of total gross proceeds from the Public Issue
Procurement of IT hardware and software [(2)]	12 months [(1)]	**16,930,000**	**64.7%**
Workforce expansion and capability development [(2)]	24 months [(1)]	**3,100,000**	**11.8%**
Repayment of bank borrowing	12 months [(1)]	**1,500,000**	**5.7%**
Estimated listing expenses [(3)]	1 month [(1)]	**4,650,000**	**17.8%**
Total estimated proceeds		**26,180,000**	**100.0%**

(1) From the date of listing of the shares.

MM COMPUTER SYSTEMS BERHAD

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

2. **LISTING SCHEME (CONT'D)**

(iii) **Pro Forma III: Utilisation of Proceeds (Cont'd)**

(2) The utilisation of proceeds earmarked for the abovementioned purposes are not reflected in the pro forma consolidated statements of financial position, as the Group has not yet entered into any contractually binding agreements, including sales and purchase agreements or purchase orders. Thus, the proceeds will be included in the cash and bank balances. The actual deployment of funds will take place over time and is expected to contribute to increased operating expenses and capital investments, which will be reflected in future financial periods.

(3) If the actual listing expenses are higher than budgeted, the deficit will be funded by internally generated funds. Conversely, if the actual listing expenses are lower than amount budgeted, the excess will be used for the general working capital requirements.

The listing expenses are estimated at RM4,650,000 and will be set off against the share capital and profit or loss accordingly. The apportionment is disclosed in Notes 3.03 and 3.04.

3. **EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

3.01 **OTHER RECEIVABLES**

The movements in other receivables are as follows:

	RM
As at 31 December 2025/Pro Forma I and II	13,920,523
Pursuant to Utilisation of Proceeds	
- Estimated listing expenses	(1,909,086)
As per Pro Forma III	12,011,437

MM COMPUTER SYSTEMS BERHAD

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

3. **EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.02 **CASH AND BANK BALANCES**

The movements in cash and bank balances are as follows:

	RM
As at 31 December 2025/Pro Forma I	3,898,024
Pursuant to Public Issue	26,180,000
As per Pro Forma II	30,078,024
Pursuant to Utilisation of Proceeds	
- Estimated listing expenses	(2,740,914)
- Repayment of borrowings	(1,500,000)
As per Pro Forma III	25,837,110

3.03 **SHARE CAPITAL**

The movements in share capital are as follows:

	RM
As at 31 December 2025/Pro Forma I	14,000,000
Pursuant to Public Issue	26,180,000
As per Pro Forma II	40,180,000
Pursuant to Utilisation of Proceeds	
- Estimated listing expenses*	(1,439,092)
As per Pro Forma III	38,740,908

* The estimated listing expenses of RM1,439,092 directly attributable to the Public Issue will be offset against share capital and the remaining estimated listing expenses of RM3,210,908 that attributable to the Listing will be expensed off to profit or loss.

MM COMPUTER SYSTEMS BERHAD

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

3. **EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.04 **RETAINED EARNINGS**

The movements in retained earnings are as follows:

	RM
As at 31 December 2025/Pro Forma I and II	23,592,889
Pursuant to Utilisation of Proceeds	
- Estimated listing expenses*	(3,210,908)
As per Pro Forma III	20,381,981

* The estimated listing expenses of RM1,439,092 directly attributable to the Public Issue will be offset against share capital and the remaining estimated listing expenses of RM3,210,908 that attributable to the Listing will be expensed off to profit or loss.

3.05 **BORROWINGS**

The movements in borrowings are as follows:

	RM
Non-current	
As at 31 December 2025/Pro Forma I and II	6,858,262
Pursuant to Utilisation of Proceeds	
- Repayment of borrowings	(1,500,000)
As per Pro Forma III	5,358,262

MM COMPUTER SYSTEMS BERHAD

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 (CONT'D)

APPROVAL BY THE BOARD OF DIRECTORS

Approved and adopted by the Board of Directors in accordance with a resolution dated 24 April 2026.

On behalf of the Board of Directors

Lee Choon Weng Director	Young Yoong Chang Director

15. STATUTORY AND OTHER INFORMATION

15.1 Share Capital

(i) As at the LPD, our Company has only 1 class of share, namely ordinary shares. The ordinary shares rank equally with one another.

(ii) None of the share capital of our Company or our Subsidiaries are under any option or agreed conditionally or unconditionally to be put under any option as at the date of this Prospectus.

(iii) Save for the Pink Form Allocations as disclosed in Section 4.3.1 of this Prospectus,

(a) no Director or employee of our Group has been or is entitled to be given or has exercised any options to subscribe for any share of our Company or our Subsidiaries; and

(b) there is no scheme involving our Directors and employees of our Group in the shares of our Company or our Subsidiaries.

(iv) Save as disclosed in Section 6 of this Prospectus, no shares, debentures, outstanding warrants, options, convertible securities or uncalled capital of our Company have been or are proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the past 2 years immediately preceding the date of this Prospectus.

(v) As at the LPD, our Company does not have any outstanding convertible debt securities, options, warrants or uncalled capital.

15.2 Extracts of Our Constitution

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of the provisions of our Constitution and by applicable law. Terms defined in our Constitution shall have the same meaning when used here unless they are otherwise defined here or the context otherwise requires.

(i) Remuneration, voting and borrowing powers of Directors

<u>**Remuneration of Directors**</u>

The provisions in our Constitution in respect of remuneration of our Directors are as follows:

Clause 116

The fees and any benefits payable to the Directors from time to time, be subject to annual shareholder approval at general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, except that any Director, who shall hold office for part only of the period in respect of which such fees are payable, shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office, PROVIDED ALWAYS that:

(a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;

(b) salaries payable to executive Directors shall not include a commission on or percentage of turnover;

(c) fees and any benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and

(d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of that Director.

Clause 117

(1) The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise, howsoever, in or about the business of the Company in the course of the performance of their duties as Directors.

(2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular, without limiting to the generality of the foregoing, if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

Voting and Borrowing Powers of our Directors

The provisions in our Constitution dealing with voting powers of our Directors in the proposals, arrangements or contracts in which they are interested in and the borrowing powers exercisable by them and how such borrowing powers can be varied are as follows:

Clause 138

Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company.

Clause 139

A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested, either as an Director of that other company or as a holder of shares or other Securities in that other company.

Clause 141

Subject to Clause 138, a Director may vote in respect of:

(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

By an ordinary resolution of the Company, the provisions of this Clause may at any time be suspended or relaxed to any extent and, either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause, may be ratified.

Clause 121

(1) To the extent that the Act, the Listing Requirements and the Constitution allow, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party (as defined in Section 7 of the Act), PROVIDED ALWAYS that nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Provided also that the Directors shall not issue any debt Securities convertible to ordinary shares without the prior approval of the Company in meeting of members.

(2) The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise.

(3) Subject to the Act, if the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors, or persons so becoming liable as aforesaid, from any loss in respect of such liability.

(ii) Changes to share capital and variation of class rights

The provisions in our Constitution in respect of the changes in capital and variation of class rights are as follows:

Clause 10

(1) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to Section 75 of the Act and to the conditions, restrictions and limitations expressed in this Constitution, the Directors shall have the power to issue and allot shares, grant Options over shares, grant rights to subscribe for shares.

(2) Subject to the Listing Requirements, Constitution and the provision of any resolution of the Company, the Directors are authorised, to:

(a) allot shares or grant any rights to subscribe for shares, under an offer made to shareholders in proportion to the shareholders' shareholdings;

(b) allot shares or grant any rights to subscribe for shares, on a bonus issue to shareholders in proportion to the shareholders' shareholdings;

(c) allot shares to a Promoter of the Company which the Promoter has agreed to take; and

(d) allot shares or grant any rights where shares are to be issued as consideration or part consideration for the Company to acquire shares or assets. Shareholders must be notified of the intention to issue such shares at least fourteen (14) days before their issue.

Clause 11

Except so far as otherwise provided by the conditions of issue, or by this Constitution, any capital raised by the creation of new shares, shall form part of the capital of the Company, and such shares shall be subject to the provisions contained in this Constitution with reference to, the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

Clause 12

The Company shall have power to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.

Clause 13

(1) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference shares and subject to the Act, preference shareholders shall have the same right as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company.

(2) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share, preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital of the Company or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months or on a proposal to wind-up the Company or during the winding up of the Company, but shall have no other rights whatsoever.

(3) The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.

Clause 15

Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares. Any shares in the Company, so purchased by the Company, shall be dealt with in accordance with the Act, the guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time.

Clause 16

In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or cash in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and shall not exceed ten per cent (10%) of the price at which the shares, in respect whereof the commission is paid, are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also, on any issue of the shares, pay such brokerage as may be lawful.

Clause 21

Subject to the provisions of this Constitution and Listing Requirement, and notwithstanding the existence of a resolution pursuant to Section 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds the allowed threshold by the prevailing rules and regulation issued by the Exchange and/or any other relevant governmental /regulatory authorities from time to time, except where the shares or convertible securities are issued with the prior approval of the members in general meeting of the precise terms and conditions of the issue.

Clause 25

If at any time the share capital of the Company, by reason of the issuance of preference shares or otherwise is divided into different classes, the repayment of such preferred capital or all or any of the rights and privileges attached to each class of shares may subject to the provisions of Section 91 of the Act, this Constitution and the provisions of any written law, be varied, modified, commuted, affected, abrogated or dealt with by resolution passed by the holders of at least three-quarters (3/4) of the issued shares of that class at a separate meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and for an adjourned meeting one (1) person holding shares of such class.

Provided however that in the event of the necessary majority for such a resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three-quarters (3/4) of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate meeting shall have the force and validity of a resolution duly carried. To every such resolution the provisions of Section 91 of the Act, shall with such adaptations as are necessary apply.

Clause 60

The Company may, from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.

Clause 61

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to the shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

For the avoidance of doubt, where approval of the Members is obtained in a general meeting for any issuance of shares or convertible Securities, including approvals obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable. In any case and in respect of any issuance of shares or convertible Securities, the pre-emptive rights of members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of the pre-emptive rights to the new Shares shall not apply.

Subject to the Act and Listing Requirements, the Board is authorised, without a resolution of the Company, to:

(a) allot shares or grant any rights to subscribe for shares, under an offer made to shareholders in proportion to the shareholders' shareholdings;

(b) allot shares or grant any rights to subscribe for shares on a bonus issue to shareholders in proportion to the shareholders' shareholdings; or

(c) allot shares or grant any rights where shares are to be issued as consideration or part consideration for the Company to acquire shares or assets. Shareholders must be notified of the intention to issue such shares at least fourteen (14) days before their issue.

(iii) Transfer of securities

The provisions in our Constitution dealing with transfer of securities as follows:

Clause 49

The transfer of any Deposited Securities or class of Deposited Securities in the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of Listed Security.

(iv) Rights, preferences and restrictions attached to each class of shares relating to voting, dividend, liquidation and any special rights

As at the date of this Prospectus, we only have 1 classes of shares, namely ordinary shares. The ordinary shares rank equally with each other. There are no special rights attached to our Shares. Please refer to Section 4.5 of this Prospectus for a summary of the rights of our shareholders relating to voting, dividend and liquidation in respect of our Shares.

15.3 Deposited Securities and Rights of Depositors

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance, Inc. and such Shares may not be traded on Bursa Securities.

Dealing in our Shares deposited with Bursa Depository may only be effected by a person having a securities account with Bursa Depository ("**Depositor**") by means of entries in the securities account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares will be deemed to be a shareholder of our Company and will be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, arising from, such Shares.

15.4 Limitation on the Right to Hold Securities and/or Exercise Voting Rights

Subject to Section 15.3 of this Prospectus, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

15.5 Public Take-Overs

During the last financial year and up to the LPD, there were no:

(i) public take-over offers by third parties in respect of our Shares; and

(ii) public take-over offers by our Group in respect of other companies' securities.

15.6 Material Contracts

Save as disclosed below, we have not entered into any contracts which are material (which includes contract our Group's business or profitability is materially dependent on, material contract not in our Group's ordinary course of business and shareholders' agreement) within the Financial Years Under Review and up to the date of this Prospectus:

(i) our Company entered into a conditional share sale agreement dated 19 July 2024 with Young Yoong Chang, Lee Choon Weng and Quah Soo Keat to acquire the entire equity interest in MTS comprising 5,193,000 ordinary shares for a purchase consideration of RM9,260,000.00 which was fully satisfied by the issuance of 9,260,000 new Shares at an issue price of RM1.00 per Share, which was completed on 19 July 2024;

(ii) our Company entered into a conditional share sale agreement dated 19 July 2024 with Young Yoong Chang, Lee Choon Weng and Quah Soo Keat to acquire the entire equity interest in SMIND comprising 100,000 ordinary shares for a purchase consideration of RM4,739,999.00 which was fully satisfied by the issuance of 4,739,999 new Shares at an issue price of RM1.00 per Share, which was completed on 19 July 2024;

(iii) MTS entered into a sale and purchase agreement dated 12 December 2024 with Pau Kaa Thiam for the acquisition of one unit of 4-storey shop office, being the Bukit Jalil Property, for a cash consideration of RM7,888,888.00, which was completed on 21 October 2025; and

(iv) Underwriting Agreement dated 8 April 2026 entered between our Company and the Underwriter to underwrite 56,700,000 Issue Shares under the Public Issue for the underwriting commission as set out in Section 4.9.1 of this Prospectus. The details of Underwriting Agreement are set out in Section 4.10 of this Prospectus.

15.7 Material Litigation

As at the LPD, our Group is not engaged in any governmental, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability, in the 12 months immediately preceding the date of this Prospectus.

15.8 Repatriation of Capital and Remittance of Profit

As at the LPD, we do not have any foreign subsidiary or associated company. As such, there are no governmental laws, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profit by or to our Group.

15.9 Consents

(i) The written consent of our Principal Adviser, Sponsor, Underwriters, Placement Agents, Corporate Finance Adviser, Solicitors, Share Registrar, Issuing House and Company Secretary as set out in the Corporate Directory of this Prospectus to the inclusion in this Prospectus of their names in the form and context in which such names appear, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(ii) The written consent of our Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Assurance Report on Compilation of Pro Forma Consolidated Statements of Financial Position, and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(iii) The written consent of our IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

15.10 Documents Available for Inspection

Copies of the following documents may be inspected at our registered office during office hours for a period of 6 months from the date of this Prospectus:

(i) our Constitution;

(ii) the IMR Report referred to in Section 8 of this Prospectus;

(iii) the Accountants' Report as included in Section 13 of this Prospectus;

(iv) the Reporting Accountants' Assurance Report on Compilation of Pro Forma Consolidated Statements of Financial Position as at 31 December 2025 as included in Section 14 of this Prospectus;

(v) the audited combined/consolidated financial statements of MMCS for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025;

(vi) the audited financial statements of MTS for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025;

(vii) the audited financial statements of SMIND for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025;

(viii) our material contracts referred to in Section 15.6 of this Prospectus;

(ix) the letters of consent referred to in Section 15.9 of this Prospectus.

15.11 Responsibility Statements

This Prospectus has been seen and approved by our Directors, Promoters and Selling Shareholders. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

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

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16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT 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 Applications

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 11 MAY 2026

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 25 MAY 2026

Applications for our IPO Shares will open and close at the dates stated above.

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

Late Applications will not be accepted.

16.2 Methods of Applications

16.2.1 Application for our Issue Shares by the Malaysian Public and the Eligible Persons

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

Types of Application and category of investors	Application Method
Applications by the 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

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16.2.2 Application by selected investors via placement

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

16.3 Eligibility

16.3.1 General

You must have a CDS Account and a correspondence address in Malaysia. If you do not have a CDS Account, you may open a CDS Account by contacting any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS Account must be in your own name. Invalid, nominee or third party CDS Accounts will not be accepted for the Applications.

In the case of an application by way of Application Form, you must state your CDS Account number in the space provided in the Application Form.

In the case of an application by way of Electronic Share Application, you shall furnish your CDS Account number to the Participating Financial Institutions by way of keying in your CDS Account number if the instructions on the ATM screen at which you enter your Electronic Share Application require you to do so. Only an individual can make an Electronic Share Application. A corporation or institution cannot apply for our Issue Shares by way of Electronic Share Application.

In the case of an Application by way of Internet Share Application, you shall furnish your CDS Account number to the Internet Participating Financial Institutions by keying your CDS Account number into the online application form. Only an individual who has an existing account to their internet financial services with the Internet Participating Financial Institutions can make an Internet Share Application. A corporation or institution cannot apply for our Issue Shares by way of Internet Share Application.

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. PERSONS SUBMITTING APPLICATION BY WAY OF APPLICATION FORMS MAY NOT SUBMIT APPLICATIONS BY WAY OF ELECTRONIC SHARE APPLICATION OR INTERNET SHARE APPLICATION AND VICE VERSA.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

16.3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

(i) You must be one of the following:

(a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares with a Malaysian address; or

(b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

(c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

(ii) You must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) You must submit Applications by using only one of the following methods:

(a) White Application Form;

(b) Electronic Share Application; or

(c) Internet Share Application.

16.3.3 Application by the Eligible Persons

The Eligible Persons (including any entities, wherever established) 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. The Eligible Persons 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.

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

16.4 Procedures for Application by Way of Application Forms

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM0.22 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 699**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

(i) despatch by **ORDINARY POST** in the official envelopes provided, to the following address:

Malaysian Issuing House Sdn Bhd
(Registration No. 199301003608 (258345-X))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan

(ii) **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 so as to arrive not later than 5.00 p.m. on 25 May 2026 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 Application Forms 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 Human Resources or Finance Department.

16.5 Procedures for 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.

16.6 Procedures for 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., Hong Leong Investment Bank Berhad, iFAST Capital Sdn. Bhd., Kenanga Investment Bank Berhad, Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn. Bhd., Public Bank Berhad, RHB Bank Berhad, TA Securities Holdings Berhad and UOB Kay Hian (M) Sdn Bhd. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

16.7 Authority of Our Board and Issuing House

The Issuing House, on the authority of our Board reserves the right to:

(i) reject Applications which:

  (a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or

  (b) are illegible, incomplete or inaccurate; or

  (c) are accompanied by an improperly drawn up, or improper form of, remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 16.9 below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

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.

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 ACE LR 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 IPO Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in Section 4.3.3 of this Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the 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 Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or 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) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository's final verification. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

16.9.2 For applications by way of Electronic Share Application and Internet Share Application

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) within 2 Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the 5th Market Day from the balloting date.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository's final verification. 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.

16.10 Successful Applicants

If you are successful in your Application:

(i) Our IPO Shares allotted to you will be credited into your CDS Account.

(ii) A notice of allotment will be despatched to you at your last registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our IPO Shares issued/offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

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16.11 Enquiries

Enquiries in respect of the Applications may be directed as follows:

Mode of application	Parties to direct the enquiries
Application Form	The Issuing House's Enquiry Services Telephone at +603-7890 4700
Electronic Share Application	Participating Financial Institutions
Internet Share Application	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 on 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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