

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF PENTECH HOLDINGS BERHAD (“PENTECH” OR “COMPANY”) DATED 20 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, Public Investment Bank Berhad ("PIVB") or AscendServ Capital Markets Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from the 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 Forms are not available in electronic format.

Jurisdictional Disclaimer

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

Close of Application

Applications will be accepted from **10.00 a.m. on 20 May 2026** and will close at **5.00 p.m. on 29 May 2026**.

In the event there is any change to the timetable, Pentech will advertise the notice of changes in a widely circulated English and Bahasa Malaysia daily newspapers within Malaysia and make the relevant announcement on the Website.

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

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

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

The contents of the Electronic Prospectus as provided by the Company to Bursa Securities 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.

PENTECH

PENTECH HOLDINGS BERHAD

(Registration No. 202401049432 (1595276-A))
(Incorporated in Malaysia under the Companies Act 2016)

Pentech
PENTECH HOLDINGS BERHAD

PROSPECTUS

PROSPECTUS

THIS PROSPECTUS IS DATED 20 MAY 2026

PENTECH

PENTECH HOLDINGS BERHAD

(Registration No. 202401049432 (1595276-A))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF PENTECH HOLDINGS BERHAD ("PENTECH" OR "COMPANY") ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING PUBLIC ISSUE OF 171,995,000 NEW ORDINARY SHARES IN PENTECH ("SHARE(S)") IN THE FOLLOWING MANNER:

- 31,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 31,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF PENTECH AND ITS SUBSIDIARY;
- 32,495,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- 77,500,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY, MALAYSIA ("MITI"),

AT AN IPO PRICE OF RM0.20 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent



PUBLIC INVESTMENT BANK BERHAD

(Registration No. 197401002880 (20027-W))
A Participating Organisation Of Bursa Malaysia Securities Berhad
(Wholly-owned Subsidiary Of Public Bank Berhad)

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 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 ISSUED 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 THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS,

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 195.

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

THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA ("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”, “GLOSSARY OF TECHNICAL TERMS” AND “PRESENTATION OF FINANCIAL AND OTHER INFORMATION”, COMMENCING ON PAGES VI, XIV AND XVII OF THIS PROSPECTUS.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS AND PROMOTER (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.

PUBLIC INVESTMENT BANK BERHAD (“**PIVB**”), BEING OUR PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING OUR IPO.

STATEMENTS OF DISCLAIMER

OUR COMPANY HAS OBTAINED THE APPROVAL OF BURSA SECURITIES FOR OUR LISTING. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR IPO, OUR COMPANY OR OUR SHARES.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORM (AS DEFINED IN THIS PROSPECTUS), 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.

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 CLASSIFIED AS SHARIAH COMPLIANT BY THE SHARIAH ADVISORY COUNCIL OF THE SC (“**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 IS RELEASED IN THE UPDATED LIST OF SHARIAH-COMPLIANT SECURITIES, ON THE LAST FRIDAY OF MAY AND NOVEMBER.

INVESTORS SHOULD NOTE THAT ANY AGREEMENT BY OUR SOLE UNDERWRITER TO UNDERWRITE OUR SHARES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR SHARES BEING OFFERED.

OUR SHARES BEING OFFERED IN OUR IPO ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT HAVE NOT AUTHORISED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS. ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT, OR ANY OF THEIR RESPECTIVE DIRECTORS OR ANY OTHER PERSONS INVOLVED IN OUR IPO.

THIS PROSPECTUS HAS BEEN PREPARED AND PUBLISHED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA. IT WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THE DISTRIBUTION OF THIS PROSPECTUS AND OUR IPO ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF OUR SHARES BASED ON THIS PROSPECTUS OR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE OF MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY OF OUR SHARES BEING OFFERED IN OUR IPO IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS PROSPECTUS AND THE SALE OF OUR SHARES OFFERED UNDER OUR IPO IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PROSPECTIVE INVESTORS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

IT SHALL BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR IPO WOULD BE IN COMPLIANCE WITH THE TERMS OF OUR IPO AS STATED IN THIS PROSPECTUS AND 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 SUBJECT ONLY TO THE LAWS OF MALAYSIA IN CONNECTION TO IT.

HOWEVER, WE RESERVE THE RIGHT IN OUR ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

IT WILL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL OR OTHER PROFESSIONAL ADVISER ON THE LAWS TO WHICH OUR IPO OR YOU ARE OR MIGHT BE SUBJECTED. NEITHER WE NOR OUR DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT NOR ANY OTHER ADVISERS IN RELATION TO OUR IPO ACCEPT ANY RESPONSIBILITY OR LIABILITY IF ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY SUCH COUNTRY OR JURISDICTION.

ELECTRONIC PROSPECTUS

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH BURSA SECURITIES ARE THE SAME.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM AND THAT YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS OR PROBLEM 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 ANY DOUBT ABOUT THE VALIDITY OR INTEGRITY OF THE ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IN THE EVENT OF ANY DISCREPANCY ARISING BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH BURSA SECURITIES, SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD-PARTY INTERNET SITES ("**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. ACCORDINGLY, WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR ANY AVAILABILITY OF OR THE CONTENT OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD-PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD-PARTY INTERNET SITES;
- (II) WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD-PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD-PARTY INTERNET SITES. WE AND OUR PRINCIPAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR 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 ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY THE THIRD-PARTY INTERNET SITES; 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 SYSTEMS OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS, YOU ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS 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. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS SHALL NOT BE RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS WHICH HAS BEEN 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 ARE NOT 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.

[The rest of this page has been intentionally left blank]

INDICATIVE TIMETABLE

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

Events	Time and/or date
Opening of Applications	10.00 a.m., 20 May 2026
Closing of Applications	5.00 p.m., 29 May 2026
Balloting of Applications	4 June 2026
Allotment/Transfer of IPO Shares to successful Applicants	11 June 2026
Listing on the ACE Market	15 June 2026

In the event there is any change to the timetable above, we will advertise a notice of the changes in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia and make the relevant announcements through the website of Bursa Securities.

[The rest of this page has been intentionally left blank]

DEFINITIONS

The following abbreviations shall apply throughout this Prospectus, unless the abbreviations are defined otherwise or the context requires otherwise:

COMPANIES WITHIN OUR GROUP

Pentech or Company	:	Pentech Holdings Berhad (Registration No. 202401049432 (1595276-A))
Pentech Group or Group	:	Pentech and its Subsidiary, collectively
PSSB	:	Pentech Solution Sdn Bhd (Registration No. 200601021204 (740957-T))
Subsidiary	:	PSSB

GENERAL

ACE Market	:	ACE Market of Bursa Securities
Acquisition	:	Acquisition of PSSB by Pentech of the entire equity interest of PSSB, comprising 5,000,000 PSSB Shares from the PSSB Vendors for a total purchase consideration of RM22,400,000.00, to be satisfied via the issuance of 448,000,000 new Shares at an issue price of RM0.05 each, which was completed on 3 March 2026
AC	:	Audit Committee
Act	:	Companies Act 2016, including amendments from time to time and any re-enactment thereof
ADA	:	Authorised Depository Agent(s)
Applicant(s)	:	Applicant(s) for the subscription of our IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application
Application(s)	:	Application(s) for our IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application
Application Form(s)	:	Printed application form(s) for the application of our IPO Shares
ATM(s)	:	Automatic Teller Machine(s)
Authorised Financial Institution	:	Authorised financial institution participating in the Internet Share Application in respect of the payments for our IPO Shares
Board	:	Board of Directors of our Company
Bumiputera	:	In the context of: (i) individuals, Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia; (ii) companies, a company which fulfils, among others, the following criteria or such other criteria as may be imposed by the MITI; (a) registered under the Act as a private company; (b) its shareholders are 100.00% Bumiputera; and (c) its board of directors (including its staff) are at least 51.00% Bumiputera; and (iii) cooperatives, a cooperative whose shareholders or cooperative members are at least 95.00% Bumiputera or such other criteria as may be imposed by the MITI

DEFINITIONS (Cont'd)

Bumiputera Investors	: Bumiputera investors including individuals, companies, societies, co-operatives and institutions, collectively
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
By-Laws	: By-laws governing the LTIP
CAGR	: Compounded annual growth rate
CCC	: Certificate of Completion and Compliance
CCM	: Companies Commission of Malaysia
CDS	: Central depository system
CDS Account(s)	: Account(s) established by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor
CF	: Certificate of fitness for occupation
CIDB	: Construction Industry Development Board, a statutory body in Malaysia established under the Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 to regulate, develop and facilitate the construction industry in Malaysia
CIDB Act	: Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994, including amendments from time to time and any re-enactment thereof
CMSA	: Capital Markets and Services Act 2007, including amendments from time to time and any re-enactment thereof
Constitution	: Constitution of our Company
Depositor	: A holder of a CDS Account
Director(s)	: Director(s) of our Company and within the meaning given in Section 2 of the CMSA
DBKL	: Dewan Bandaraya Kuala Lumpur
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
EIS	: Employment Insurance System
Electronic Prospectus	: A copy of this Prospectus that is issued, circulated or disseminated via the internet, and/or an electronic storage medium, including but not limited to CD-ROMs (compact disc read-only memory)
Electronic Share Application	: Application for our IPO Shares through Participating Financial Institutions' ATM
Eligible Employee(s)	: An employee (including Executive Directors, if any) of the Group who fulfils the eligibility criteria as set out within the By-Laws

DEFINITIONS (Cont'd)

Eligible Person(s)	: Eligible Director(s) and employee(s) of the Group and any other persons who have contributed to the success of our Group, collectively
EPF	: Employment Provident Fund
EPS	: Earnings per share
ESG	: Environmental, social and governance
ESGS	: Employees' share grant scheme
ESOS	: Employees' share option scheme
ESOS Options	: Options granted or to be granted under the ESOS to subscribe for new Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the offer and the By-Laws
Equity Guidelines	: Equity Guidelines issued by the SC
Evernorth	: Evernorth Capital Sdn Bhd (Registration No. 202501028082 (1629494-H))
Evernorth Share(s)	: Ordinary share(s) in Evernorth
Executive Directors	: Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen
Financial Years Under Review	: FYE 2022, FYE 2023, FYE 2024 and FYE 2025, collectively
FYE(s)	: Financial year(s) ended / ending 31 December, as the case may be
Government	: Government of Malaysia
GP	: Gross profit
IMR or Vital Factor	: Vital Factor Consulting Sdn Bhd (Registration No. 199301012059 (266797-T)), the independent business and market research consultant
IMR Report	: Independent Market Research Report on the Independent Assessment of the Enterprise Information and Communications Technology Services Industry in Malaysia prepared by Vital Factor as set out in Section 8 of this Prospectus
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 16.6 of this Prospectus
Internet Share Application	: Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institution or Participating Securities Firm
IPO	: Initial public offering of our IPO Shares in conjunction with the listing of and quotation for our entire enlarged issued share capital on the ACE Market
IPO Price	: Issue price of RM0.20 per IPO Share
IPO Share(s)	: 171,995,000 new Share(s) to be issued by our Company pursuant to the Public Issue

DEFINITIONS (Cont'd)

Issuing House or AscendServ	: AscendServ Capital Markets Services Sdn Bhd (Registration No. 202401031272 (1577121-P))
ISO	: International Organisation for Standardisation
Key Senior Management	: The key senior management team of our Group comprising Yeoh Chin Ming, Tan Hooi Bee, Juleen Teh Sue Leen, Ooi Hooi Yin, Ho Huang Ken, Lim Wei Ghee and Quah Chea Siang
KL Office	: Our branch office situated in Kuala Lumpur bearing address at Unit 12.3, Level 12, Menara 1 Dutamas, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan
LAD	: Liquidated ascertained damages
Listing	: Admission to the Official List and the listing of and quotation for our entire enlarged issued share capital of RM56,804,000.00, comprising 620,000,000 Shares on the ACE Market
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
LPD	: 27 April 2026, being the latest practicable date prior to the issuance of this Prospectus
LTIP	: Long-Term Incentive Plan comprising ESOS and ESGS
LTIP Award(s)	: Collectively, the award of such number of ESOS Options and such number of Share(s) to an Eligible Employee in the manner and subject to the terms and conditions provided in the By-Laws and "LTIP Award" shall mean any of them in the context of the By-Laws
LTIP Committee	: The committee appointed from time to time by our Board pursuant to the By-Laws to administer the LTIP
MAICSA	: Malaysian Institute of Chartered Secretaries and Administrators
Malaysian Public or Public	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated, organised or formed under the laws of Malaysia
Market Day(s)	: Any day(s) between Monday and Friday (both days inclusive) which is not a public holiday and a day on which Bursa Securities is open for trading of securities
MBPP	: Majlis Bandaraya Pulau Pinang
MCCG	: Malaysian Code on Corporate Governance, 2021
MCMC	: Malaysian Communications and Multimedia Commission
MFRS	: Malaysian Financial Reporting Standards, as issued by the Malaysian Accounting Standards Board
MITI	: Ministry of Investment, Trade and Industry, Malaysia
MyIPO	: Intellectual Property Corporation of Malaysia
MOF	: Ministry of Finance
MSOCMSL	: Managed Security Operations Centre Monitoring Service License

DEFINITIONS (Cont'd)

NA	:	Net assets
N/A	:	Not applicable
NACSA	:	National Cyber Security Agency
NBV	:	Net book value
Official List	:	A list specifying all securities which have been admitted for listing on the ACE Market and not removed
Participating Financial Institution(s)	:	Participating financial institution(s) for the Electronic Share Application as listed in Section 16.5 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price to earnings multiple
Penang Office	:	Our head office situated in Penang bearing address at 1B-G-09(b), 1B-G-10, 1B-G-11, 1B-G-29, 1B-G-30, 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang
Pink Form Allocation	:	Allocation of 31,000,000 IPO Shares for subscription by the Eligible Persons
PIVB or Principal Adviser or Sponsor or Sole Underwriter or Sole Placement Agent	:	Public Investment Bank Berhad (Registration No. 197401002880 (20027-W))
Placement Agreement	:	Placement agreement dated 10 April 2026 entered into between our Company and the Sole Placement Agent pursuant to our IPO
Prescribed Security(ies)	:	Securities of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the SICDA and the Rules
Prescription Period	:	1 day after the launching date of the Prospectus up to a period of 30 days
Promoter	:	Yeoh Chin Ming
Prospectus	:	This Prospectus dated 20 May 2026 in relation to our IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
PSSB Shares	:	Ordinary share(s) in PSSB
PSSB Vendors	:	Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, collectively
PTSL	:	Penetration Testing Service License
Public	:	All persons or members of the public but excluding our Group's directors, our substantial shareholders and persons associated with them (as defined in the Listing Requirements)
Public Issue	:	Public issue of 171,995,000 new Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
QA	:	Quality Assurance

DEFINITIONS (Cont'd)

QC	: Quality control
Reporting Accountants or Baker Tilly	: Baker Tilly Monteiro Heng PLT
RPT(s)	: Related party transaction(s) as defined in Section 10 of this Prospectus
RRPT(s)	: Recurrent related party transaction(s)
Rules of Bursa Depository	: Rules of Bursa Depository as issued under SICDA
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
Share(s) or Pentech Share(s)	: Ordinary share(s) in Pentech
Share Registrar or Aldpro	: Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M))
Share Transfer	: Transfer of 372,000,000 Shares held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth during the Prescription Period
SICDA	: Securities Industry (Central Depositories) Act 1991
SLA	: Service level agreement
SOCISO	: Social Security Organisation
Specified Shareholder(s)	: Evernorth, Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, individually or collectively
Substantial Shareholders	: Yeoh Chin Ming, Ho Huang Ken, Toh Say Yee and Evernorth, collectively, who prior to the Listing each have an interest in our Shares which is not less than 5.00% of the total number of voting shares of our Company
SSA	: A conditional share sale agreement dated 19 June 2025, entered by the PSSB Vendors and the Company for the purpose of the Acquisition
TMA 2019	: Trademarks Act 2019
Underwriting Agreement	: Underwriting agreement dated 10 April 2026 entered into between our Company and the Sole Underwriter pursuant to our IPO
USA	: United States of America

Currencies and units

RM and sen	: Ringgit Malaysia and sen, respectively
USD	: United States Dollar
sq. ft.	: Square feet
%	: Per centum

DEFINITIONS (Cont'd)**MAJOR CUSTOMERS OUR GROUP:**

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

- Customer A Group : Customer A Group comprises Customer A1, an entity involved in the manufacture, research and development, as well as other services for active electronic components, solid-state drive and memory module, and Customer A2, an entity involved in the manufacture of active electronic components. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer A Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022, FYE 2023, FYE 2024 and FYE 2025.
- Customer B Group : Customer B Group comprises Customer B1, an entity involved in the supply and manufacture of solid-state storage systems and other electronic systems associated with the semiconductor industry, and Customer B2, an entity involved in the production of substrates for hard disk drives. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer B Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022.
- Customer C Group : Customer C Group comprises Customer C, an entity involved in the provision of hospital and healthcare services, operation of hospital cafeteria and coffee outlet, letting of general hospital space, as well as its subsidiary, Customer C1, whose principal activity is in retail pharmacy. These entities are subsidiaries of a company listed on Bursa Securities. The name of Customer C Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022.
- Customer D Group : Customer D Group comprises Customer D1, an entity involved in the design, development and manufacture of printed circuit board assemblies and subassemblies, Customer D2, an entity involved in the manufacture of assembled printed circuit boards, contract manufacturing for electronic products and trading of related products, and Customer D3, an entity involved in investment holding. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer D Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022 and FYE 2023.
- Customer E : Customer E is a company involved in the business of information technology including contact centre operations, software development, internet access, e-commerce services, as well as back office processing and system integration. It is a subsidiary of a company listed on the Nasdaq Stock Market. The name of Customer E is not disclosed as consent was not provided. It is one of our major customers for FYE 2022.
- Customer F Group : Customer F Group comprises Customer F, an entity in the provision of banking and related financial services which is listed on Bursa Securities, as well as its subsidiary, Customer F1, an entity involved in the provision of investment banking services. The name of Customer F Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2023 and FYE 2024.

DEFINITIONS (Cont'd)

Customer G Group	:	Customer G Group comprises mainly Customer G1, an entity involved in the provision of outsourced contact centre services for technical support and customer care, digital experience solutions and disaster recovery control, Customer G2, Customer G3, Customer G4 and Customer G5 are involved in the provision of omnichannel customer experience solutions, sales and digital marketing services and content, and other services. These entities are subsidiaries of a company that was previously listed on the New York Stock Exchange, which subsequently delisted in June 2024. The name of Customer G Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2023 and FYE 2025.
Customer H	:	Customer H is a company involved in the development and provision of intelligent automation services. Customer H is listed on the Taiwan Stock Exchange. The name of Customer H is not disclosed as consent was not provided. It is one of our major customers for FYE 2023.
Customer I	:	Customer I is a company involved in Islamic banking and related services, and is listed on Bursa Securities. The name of Customer I is not disclosed as consent was not provided. It is one of our major customers for FYE 2024.
Customer J	:	Customer J is a company involved in the assembly and testing of integrated semiconductor devices. It is a subsidiary of a company listed on the Shenzhen Stock Exchange. The name of Customer J is not disclosed as consent was not provided. It is one of our major customers for FYE 2024 and FYE 2025.
Customer K	:	Customer K is a company involved in the moulding, soldering, assembling, testing, manufacturing and sub-contracting of electrical goods, parts and electronic components. The name of Customer K is not disclosed as consent was not provided. It is one of our major customers for FYE 2025.
Customer L	:	Customer L is a company involved in investment holding, provision of management services including sales and marketing and sourcing. It is a subsidiary of a company listed on the Main Board of the Singapore Exchange. The name of Customer L is not disclosed as consent was not provided. It is one of our major customers for FYE 2025.

[The rest of this page has been intentionally left blank]

GLOSSARY OF TECHNICAL TERMS

The following technical terms in this Prospectus in connection with our Group and business bear the same meanings as set out below unless the terms are defined otherwise or the context requires otherwise. The terminologies and their meaning are based on the context of this Prospectus and may not correspond to the standard industry meanings or usage of these terms.

Appointed Reseller	: Refers to our appointment by Principals to market, distribute and install their products. Appointed Resellers are typically recognised upon achieving and maintaining a specified volume of ICT hardware or software sales. The specified volume varies from one Principal to another
Artificial intelligence or AI	: A computer system or machine that leverages on algorithms to mimic the problem-solving and decision-making capabilities of the human mind
BPO	: Business Process Outsourcing
Broadband	: The transmission of wide bandwidth data over a high-speed internet connection
Cabling	: An infrastructure to provide physical network connection to devices such as providing telephone services or transmit data through computer network
Cloud services	: A service hosted on servers in a remote location that can be easily accessed and used anywhere via internet access
Cybersecurity solutions	: A combination of hardware, software, processes and practices to protect a computer network from malicious attack
Daas	: Device-as-a-service, which is a subscription-based service that comprises the subscription of ICT products and/or services on a monthly basis
Data	: Refers to information or content in digital format, including text, sound, and still and moving images
Data centre	: A facility which houses the IT infrastructure and equipment needed to enable data storage, data retrieval and internet connectivity
Data storage system	: Refers to a device that stores vast quantities of data
Device	: Refers to hardware and software used directly by an end user to perform a function. Examples include desktops, laptops, tablets, smartphones and printers
End-users	: The person that uses an application and/or device to perform a function
Enterprise	: A large organisation that relies on extensive data processing, storage and analysis as part of its operations
Enterprise ICT infrastructure	: Refers to the integrated hardware and software that an enterprise uses as part of its operations. It consists of data centres, networks to link the data centres to the enterprises' locations and end users, and security to protect the enterprise's networks and data
Fibre optic cable	: An assembly containing one or more optical fibres in which the technology used transmits information as light pulses along a glass or plastic fibre
Hardware	: Refers to an electronic device that works together with software to perform functions such as processing, storing, displaying, inputting and transmitting data

GLOSSARY OF TECHNICAL TERMS (Cont'd)

IaaS	: Infrastructure-as-a-service, a type of cloud solution and service that enables customers to use ICT infrastructure such as storage and network infrastructure, on a pay-as-you-use basis
ICT Application	: Refers to the software used directly by ends users to perform specific tasks
IT infrastructure solutions	: Design and configuration of hardware, software and other services to develop infrastructure that can provide connectivity and data storage
ICT Solutions	: ICT hardware, software and cloud subscriptions as well as ICT services
Information and communications technology or ICT or IT	: Refers to the use of electronic hardware and software to input, process, store and/or output data
Internet	: A global system of interconnected computer networks that use the internet protocol suites to link several billion devices worldwide. Internet protocol is a protocol which controls how the network data is forwarded to the targeted destination by choosing correct paths across interconnected networks
Internet of Things or IoT	: A concept of internet connections embedded in everyday objects, which enables them to transmit data and messages, and allows objects to be controlled or sensed remotely by electronic devices across existing network infrastructure
Local area network (LAN)	: LAN is network that interconnect authorised devices within a limited area, such as within a branch, office or manufacturing facility
OCC	: Operations Command Centre, a centralised location from which activities are performed to ensure smooth running of a network infrastructure
on-premises IT infrastructure	: Dedicated IT network and data storage hardware located within the customer's premises
PaaS	: Platform-as-a-service, refers to a cloud computing service where the platform's hardware and software tools (including databases, servers, middleware, and development frameworks) are provided and managed by a third-party service provider. End users access the PaaS over the internet and use it to develop, run, and manage their ICT applications without having to own and operate the underlying platform
Principals	: Brand owners of ICT hardware and software
Principal's Distributor	: A company that has been appointed by a Principal to distribute its ICT hardware and/or software within a specified territory
SaaS	: Software-as-a-Service, refers to a cloud computing model where software applications are delivered over the internet, rather than being installed locally on a user's computer or server. Users access and use applications without having to purchase or license, install or manage the ICT applications
SOC	: Security Operations Centre, a centralised location from which activities are performed to monitor, analyse, prevent and protect a network from cyberthreats and attacks
Software	: Refers to digital processing instructions installed in hardware to facilitate receiving, processing, storing and transmitting data. Software can be categorised into two main types, namely systems software and applications software

GLOSSARY OF TECHNICAL TERMS (Cont'd)

Technical services	: Services provided by skilled technicians to help ensure that an organisation's ICT infrastructure including hardware and software, are always available, and any problems are fixed as quickly as possible. They also provide support to end users in their use of ICT facilities
UPS	: Uninterruptible Power Supply, refers to a system designed to provide immediate backup power to essential hardware, software, and infrastructure in the event of a primary power failure
VoIP	: Voice over Internet Protocol, which allows for transmission of voice and multimedia content over the internet
VPN	: Virtual Private Network, refers to a secure, encrypted connection between an authorised device and network, typically established over the internet, to transmit data privately to ensure confidentiality and security. It uses software to encrypt data, create a virtual tunnel between the authorised device and the destination network, and mask the device's IP address
Wide Area Network (WAN)	: WAN is a network that extends connectivity across multiple geographic locations and enables communication between branch offices, headquarters, data centres and cloud environments

[The rest of this page has been intentionally left blank]

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “**our Company**” or “**the Company**” or “**Pentech**” in this Prospectus are to Pentech Holdings Berhad. All references to “**our Group**” or “**the Group**” or “**Pentech Group**” are made to our Company and our Subsidiary taken as a whole. All references to words such as “we”, “us”, “our” and “ourselves” in this Prospectus are to our Company and where the context otherwise requires, or our Group. Unless the context otherwise requires, references to “**Management**” are to our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and Key Senior Management as at the date of this Prospectus. 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/or neuter genders, and *vice versa*. References to persons shall include companies and corporations unless otherwise specified.

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. The word “**approximately**” used in this Prospectus indicates that a number is not an exact one, but that number is usually rounded off to the nearest thousandth or 2 decimal places. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments.

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 statutes, rules, regulations, enactments or rules of stock exchange will (where the context admits), be construed as reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force and unless specified, is a reference to an enactment by Malaysia.

This Prospectus includes statistical data provided by our Management and various third parties and cites third-party projections regarding growth and performance of the market and industry in which our Group operates in. This data is taken or derived from information published by industry sources and from our internal data. In each case, the source is stated in this Prospectus. Where there is no source stated, it can be assumed that the information originates from our Management or is extracted from the IMR Report as included in Section 8 of this Prospectus. We have appointed Vital Factor to provide an independent market and industry review relating to the industry in which we operate in. In compiling its data for the review, Vital Factor had relied on its research methodology, industry sources, published materials, its own private databanks and direct contacts within the industry.

We believe that the information on the industry as contained in this Prospectus and other statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the market and industry in which we operate. Third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. No assurance can be given that the projected figures will be achieved, and you should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our website or any website, directly and indirectly, linked to such website does not form part of this Prospectus and should not be relied upon.

If there are any discrepancies or inconsistencies between the English and Malay versions of this document, the English version shall prevail.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements, which include statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Group for future operations. Such forward-looking statements involve known and unknown risks, uncertainties 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 current views with respect to future events and do not guarantee future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast”, “project” or similar expressions and include all statements that are not historical facts.

Forward-looking statements include, without limitation, statements relating to:

- (i) our future overall business development and operations plans;
- (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) our ability to pay future dividends; and
- (vi) the general industry environment, including the demand and supply of our products.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitations, those discussed in Section 9 of this Prospectus on “Risk Factors” and Section 12.3 of this Prospectus on “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

Should we become aware of any subsequent material change or development affecting a 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 Listing Requirements.

[The rest of this page has been intentionally left blank]

TABLE OF CONTENTS

	PAGE
1. CORPORATE DIRECTORY	1
2. APPROVALS AND CONDITIONS	
2.1 Approvals from Relevant Authorities	6
2.2 Moratorium on Our Shares	8
3. PROSPECTUS SUMMARY	
3.1 Principal Details of Our IPO	10
3.2 Background and Overview	10
3.3 Our Competitive Advantages and Key Strengths	12
3.4 Business Strategies and Future Plans	14
3.5 Risk Factors	15
3.6 Directors and Key Senior Management	16
3.7 Promoter and Substantial Shareholders	17
3.8 Use of Proceeds	18
3.9 Financial Highlights	18
3.10 Dividend Policy	19
4. DETAILS OF OUR IPO	
4.1 Opening and Closing of Application Period	20
4.2 Indicative Timetable	20
4.3 Particulars of Our IPO	20
4.4 Share Capital, Classes of Shares and Rankings	31
4.5 Basis of Arriving at Our IPO Price	32
4.6 Dilution	32
4.7 Objectives of Our IPO	34
4.8 Use of Proceeds	34
4.9 Brokerage Fee, Underwriting Commission and Placement Fee	41
4.10 Details of Underwriting Agreement	42
4.11 Trading and Settlement in Secondary Market	46
5. INFORMATION ON PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT	
5.1 Promoter and Substantial Shareholders	47
5.2 Board of Directors	54
5.3 Board Practices	70
5.4 Key Senior Management	80
5.5 Management Reporting Structure	87
5.6 Family Relationships and Associations between Our Promoter, Substantial Shareholders, Directors and Key Senior Management	88
5.7 Declarations by Our Promoter, Directors and Key Senior Management	88
5.8 Service Agreements	88
5.9 Management Succession Plan	89

TABLE OF CONTENTS (Cont'd)

	PAGE
6. INFORMATION ON OUR GROUP	
6.1 Our Company	90
6.2 Our Group	95
6.3 Our Group Structure	95
6.4 Our Subsidiary	97
6.5 Material Investments and Divestitures	98
6.6 Property, Plant and Equipment	100
6.7 Intellectual Properties	103
6.8 Material Licences, Permits and Approvals	106
6.9 Governing Laws and Regulations	113
6.10 Employees	122
6.11 Material Dependency on Commercial or Financial Contracts, Intellectual Property Rights and Production or Business Processes	122
6.12 Environmental, Social and Governance Practices	122
7. BUSINESS OVERVIEW	
7.1 Overview	125
7.2 Principal Activities	126
7.3 Our Products and Services	130
7.4 Principal Markets	153
7.5 Principal Place of Business and Location of Operations	153
7.6 Competitive Strengths	154
7.7 Marketing Strategies and Activities	157
7.8 Process Flow	160
7.9 Research and Development	165
7.10 Types, Sources and Availability of Materials and Services	165
7.11 Operational Capacity and Utilisation	167
7.12 Technology Used or To Be Used	167
7.13 Major Customers	168
7.14 Major Suppliers	172
7.15 Seasonality	177
7.16 Interruptions to Our Business	177
7.17 Business Strategies and Future Plans	177
8. IMR REPORT	184
9. RISK FACTORS	
9.1 Risks Relating to Our Business Operations	195
9.2 Risks Relating to Our Industry	201
9.3 Risks Relating to Investment in Our Shares	202

TABLE OF CONTENTS (Cont'd)

	PAGE
10. RELATED PARTY TRANSACTIONS	
10.1 Related Party Transactions	205
10.2 Other Transactions	207
10.3 Monitoring and Oversight of Related Party Transactions	208
11. CONFLICT OF INTEREST	
11.1 Interest in Entities Carrying on a Similar Trade as Our Group or which are Our Customers and/or Suppliers	209
11.2 Declaration of Conflict of Interest by Our Advisers	212
12. FINANCIAL INFORMATION	
12.1 Historical Financial Information	213
12.2 Capitalisation and Indebtedness	219
12.3 Management's Discussion and Analysis of Financial Conditions and Results of Operations	220
12.4 Significant Factors Affecting Our Operations and Financial Performance	236
12.5 Liquidity and Capital Resources	239
12.6 Types of Financial Instruments Used, Treasury Policies and Objectives	243
12.7 Capital Commitments	243
12.8 Material Litigation and Contingent Liabilities	243
12.9 Key Financial Ratios	244
12.10 Impact of Interest Rates, Commodity Prices and/or Foreign Exchange Rates on Our Group's Operations	248
12.11 Order Book	248
12.12 Trend Information	248
12.13 Significant Changes	249
12.14 Accounting Policies and Audit Qualification	249
12.15 Dividend Policy	249
13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION	251
14. ACCOUNTANTS' REPORT	268
15. ADDITIONAL INFORMATION	
15.1 Share Capital	339
15.2 Extract of Our Constitution	340
15.3 Deposited Securities and Rights of Depositors	348
15.4 Limitation on the Right to Own Securities	349
15.5 Public Take-Overs	349
15.6 Exchange Controls	349
15.7 Material Contracts	349
15.8 Consents	349
15.9 Responsibility Statements	350
15.10 Documents Available for Inspection	350

TABLE OF CONTENTS (Cont'd)

16.	SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE	
16.1	Opening and Closing of Applications	351
16.2	Methods of Applications	351
16.3	Eligibility	352
16.4	Procedures for Application by way of Application Forms	353
16.5	Procedures for Application by way of Electronic Share Applications	354
16.6	Procedures for Application by way of Internet Share Applications	354
16.7	Authority of Our Board and Our Issuing House	355
16.8	Over/Under-Subscription	355
16.9	Unsuccessful/Partially Successful Applicants	356
16.10	Successful Applicants	357
16.11	Enquiries	357
17.	BY-LAWS FOR THE LTIP	358

[The rest of this page has been intentionally left blank]

1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

<u>Name</u>	<u>Designation</u>	<u>Address</u>	<u>Nationality</u>
Mohamad Hashim Bin Abdul Ghani (M)	<i>Independent Non-Executive Chairman</i>	PT 19028, Lorong Mawar Putih 11 Jalan Mawar Putih Kampung Dato Abu Bakar Baginda 43000 Kajang Selangor	Malaysian
Yeoh Chin Ming (M)	<i>Non-Independent Managing Director/CEO</i>	No. 17, Lorong Rajawali 1 11900 Bayan Lepas Pulau Pinang	Malaysian
Tan Hooi Bee (F)	<i>Non-Independent Executive Director</i>	No. 5, Lintang Pantai Jerjak 6 Taman Jerjak Indah 11900 Bayan Lepas Pulau Pinang	Malaysian
Juleen Teh Sue Leen (F)	<i>Non-Independent Executive Director</i>	60-8-3 Nipah Emas Lebuh Nipah 11900 Bayan Lepas Pulau Pinang	Malaysian
Lee Kooi Hoon (F)	<i>Independent Non-Executive Director</i>	Blok 385-25-05 Jalan Perak 11600 Georgetown Pulau Pinang	Malaysian
Lim Guan Chong (M)	<i>Independent Non-Executive Director</i>	A-11-2 Tiffani Kiara Changkat Duta Kiara 50480 Mont Kiara Wilayah Persekutuan Kuala Lumpur	Malaysian
See Swee Sie (F)	<i>Independent Non-Executive Director</i>	57, Reservoir Crescent 11500 Ayer Itam Pulau Pinang	Malaysian

Notes:

(M) Male

(F) Female

[The rest of this page has been intentionally left blank]

1. CORPORATE DIRECTORY (Cont'd)**BOARD COMMITTEES****AUDIT COMMITTEE**

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Lee Kooi Hoon	Chairperson	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
See Swee Sie	Chairperson	Independent Non-Executive Director
Lee Kooi Hoon	Member	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Lee Kooi Hoon	Chairperson	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Lim Guan Chong	Chairperson	Independent Non-Executive Director
Lee Kooi Hoon	Member	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director

[The rest of this page has been intentionally left blank]

1. CORPORATE DIRECTORY (*Cont'd*)

COMPANY SECRETARY	:	J Heng Corporate Advisors Sdn Bhd <i>(Registration No. 199401030955 (316637-V))</i>
		9-1, 9 th Floor, Wisma Penang Garden 42, Jalan Sultan Ahmad Shah 10050 Georgetown Pulau Pinang
		Telephone No. : (604) 226 1853 Facsimile No. : (604) 226 1873
		Lim Yong Chiat Professional : MAICSA Qualification : Membership No. MAICSA 7060553 SSM Practicing : 201909000066 Certificate No.
REGISTERED OFFICE	:	9-1, 9 th Floor, Wisma Penang Garden 42, Jalan Sultan Ahmad Shah 10050 Georgetown Pulau Pinang
		Telephone No. : (604) 226 1853 Facsimile No. : (604) 226 1873
HEAD OFFICE	:	Unit 1B-G-09(b), 1B-G-10, 1B-G-11 1B-G-29, 1B-G-30 & 1B-G-31 Lengkok Mayang Pasir, One Precinct 11950 Bayan Lepas Pulau Pinang
		Telephone No. : (604) 640 5531 / 5533 Email : info@pentechsolution.com.my Website : https://pentechsolution.com.my
PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT	:	Public Investment Bank Berhad <i>(Registration No. 197401002880 (20027-W))</i>
		Level 27, Menara Public Bank 2 No. 78, Jalan Raja Chulan 50200 Kuala Lumpur
		Telephone No. : (603) 2036 2800 Facsimile No. : (603) 2036 2860

1. CORPORATE DIRECTORY (*Cont'd*)

AUDITORS AND REPORTING ACCOUNTANTS	Baker Tilly Monteiro Heng PLT <i>(Registration No. 201906000600 (LLP0019411-LCA))</i> Chartered Accountants (AF 0117) Baker Tilly Tower Level 10, Tower 1, Avenue 5 Bangsar South City 59200 Kuala Lumpur Telephone No. : (603) 2297 1000 Partner-in-charge : Paul Tan Hong Approval No. : 03459/11/2027 J Professional Qualification : - Chartered Accountant of the Malaysian Institute of Accountants - Fellow Member of the Association of Chartered Certified Accountants
SOLICITORS FOR OUR IPO	Messrs Wong & Loh Advocates & Solicitors No. 17, 1st Floor, Jalan Bukit Tambun Taman Kasawari 14100 Simpang Ampat Pulau Pinang Telephone No. : (604) 588 5989 Facsimile No. : (604) 588 2989
INDEPENDENT AND MARKET CONSULTANTS	BUSINESS RESEARCH Vital Factor Consulting Sdn. Bhd. <i>(Registration No. 199301012059 (266797-T))</i> V Square @ PJ City Centre (VSQ) Block 6 Level 6, Jalan Utara 46200 Petaling Jaya Selangor Telephone No. : (603) 7931 3188 Person-in-charge : Wooi Tan Professional Qualification : Bachelor of Science from the University of New South Wales, Australia, Master of Business Administration from the New South Wales Institute of Technology (now known as the University of Technology, Sydney), Australia, and Fellow of both the Australian Marketing Institute, and the Institute of Managers and Leaders, Australia

1. CORPORATE DIRECTORY (Cont'd)

ISSUING HOUSE	:	AscendServ Capital Markets Services Sdn Bhd <i>(Registration No. 202401031272 (1577121-P))</i> Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1 No. 9, Jalan 16/11 Off Jalan Damansara 46350 Petaling Jaya Selangor Telephone No. : (603) 7890 0238
SHARE REGISTRAR	:	Aldpro Corporate Services Sdn Bhd <i>(Registration No. 202101043817 (1444117-M))</i> B-21-1, Level 21, Tower B Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur Telephone No. : (603) 9770 2200 Facsimile No. : (603) 2201 7774
LISTING SOUGHT	:	ACE Market of Bursa Securities
SHARIAH STATUS	:	Approved by the SAC

[The rest of this page has been intentionally left blank]

2. APPROVALS AND CONDITIONS

2.1 APPROVALS FROM RELEVANT AUTHORITIES

2.1.1 Bursa Securities

Bursa Securities had, via its letter dated 19 January 2026, approved the admission of our Company to the Official List and the listing of and quotation for our entire enlarged issued share capital comprising 620,000,000 Shares and new Shares of up to 10.0% of our Company's total number of issued Shares (excluding treasury shares, if any) at any point of time, to be issued pursuant to the LTIP on the ACE Market of Bursa Securities.

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

No.	Details of conditions imposed	Status of compliance
(1)	Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository: (i) Name of shareholders; (ii) Number of Shares; and (iii) Date of expiry of the moratorium for each block of Shares;	To be complied
(2)	Approvals from other relevant authorities have been obtained for implementation of the Listing;	Complied
(3)	The Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon;	Complied
(4)	Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Note 15 of the Listing Requirements;	To be complied
(5)	Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issued share capital of the Company 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 Listing Requirements by the Directors at least two (2) market days prior to the listing date, together with copy of the Mandatory Accreditation Programme certificates;	To be complied
(7)	In relation to the Public Issue to be undertaken by the Company, to announce at least two (2) market days prior to the listing date, the result of the offering including the following: (i) Level of subscription of public balloting and placement; (ii) Basis of allotment/allocation; (iii) A table showing the distribution for placement tranche as per the format in Appendix I of Bursa Securities' approval letter; and	To be complied

2. APPROVALS AND CONDITIONS (Cont'd)

No.	Details of conditions imposed	Status of compliance
	(iv) Disclosure of placees who become substantial shareholders of the Company arising from the Public Issue, if any. PIVB must ensure that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market;	
(8)	The Company and PIVB are also required to furnish Bursa Securities with the following: (i) confirmation on full compliance of the ESOS pursuant to Rule 6.44 of the Listing Requirements together with the effective date of implementation of the ESOS; and (ii) a summary of the total number of new Shares listed on a quarterly basis pursuant to the ESOS at the end of each quarter together with a detailed computation of listing fees payable; and	To be complied
(9)	The Company/PIVB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of the Company to the Official List.	To be complied

2.1.2 SC

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

The SC had, via its letter dated 23 January 2026, approved our application under the Bumiputera equity requirements for public listed companies pursuant to our Listing, subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
(i)	The Company allocating Shares equivalent to 12.50% of its enlarged number of issued Shares upon Listing to Bumiputera Investors to be approved by MITI; and	To be complied
(ii)	The Company is to make available at least 50.00% of the Shares offered to the Malaysian Public investors via balloting to Bumiputera public investors.	To be complied

The SAC had, on 16 December 2025, classified our Shares as Shariah-compliant securities based on our audited combined financial statements for the FYE 2024.

2. APPROVALS AND CONDITIONS (Cont'd)

2.1.3 MITI

The MITI had, vide its letter dated 22 January 2026, taken note of and has no objection to our Listing.

2.2 MORATORIUM ON OUR SHARES

In compliance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of 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 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, assuming full exercise of 12,400,000 ESOS Options granted under the LTIP into new 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 one-third (1/3) per annum (on a straight-line basis) of their Shares held under moratorium ("**Subsequent Moratorium Period**").

The details of our Shares held by our Specified Shareholders which will be held under moratorium are set out below:

Specified Shareholders	Year 1 after Listing			
	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium	
	No. of Shares	(a)(b)%	No. of Shares	(c)%
Yeoh Chin Ming	30,565,000	4.93	19,415,400	3.07
Ho Huang Ken	22,720,000	3.66	14,432,100	2.28
Toh Say Yee	22,720,000	3.66	14,432,100	2.28
Evernorth ^(d)	372,000,000	60.00	236,300,400	37.37
Total	448,005,000	72.26	284,580,000	45.00

Specified Shareholders	Year 2 after Listing		Year 3 after Listing	
	Moratorium shares during the Subsequent Moratorium Period		Moratorium shares during the Subsequent Moratorium Period	
	No. of Shares	(c)%	No. of Shares	(c)%
Yeoh Chin Ming	12,943,600	2.05	6,471,800	1.02
Ho Huang Ken	9,621,400	1.52	4,810,700	0.76
Toh Say Yee	9,621,400	1.52	4,810,700	0.76
Evernorth ^(d)	157,533,600	24.91	78,766,800	12.46
Total	189,720,000	30.00	94,860,000	15.00

Notes:

- (a) Based on the enlarged issued share capital of 620,000,000 Shares after our IPO.
- (b) Total does not add up due to rounding differences.
- (c) Based on the enlarged issued share capital of 632,400,000 Shares after IPO assuming full exercise of the ESOS Options granted.
- (d) As at the LPD, Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.

2. APPROVALS AND CONDITIONS (Cont'd)

In accordance with Rule 3.19(2) of the Listing Requirements, where the specified shareholder or vendor is an unlisted corporation, all direct and indirect shareholders of the unlisted corporation (whether individuals or other unlisted corporations) up to the ultimate individual shareholders must give undertakings to Bursa Securities that they will not sell, transfer or assign their securities in the unlisted corporation for the requisite moratorium period.

Pursuant thereto, the shareholders of Evernorth, namely Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee have also undertaken not to sell, transfer or assign their shareholdings in Evernorth during the moratorium period.

Our Specified Shareholders have fully accepted the moratorium and have each furnished a letter of undertaking to Bursa Securities that they will not sell, transfer or assign any part of their respective shareholdings in our Company during the moratorium period.

The moratorium, which is fully accepted by our Specified Shareholders, is specifically endorsed on the share certificates representing the Shares held by the respective Specified Shareholders to ensure that our Share Registrar will not register any sale, transfer and assignment that contravenes the aforesaid restriction imposed.

[The rest of this page has been intentionally left blank]

3. PROSPECTUS SUMMARY

This Prospectus summary only highlights the key information from other parts of this Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole prospectus prior to deciding on whether to invest in our shares.

3.1 PRINCIPAL DETAILS OF OUR IPO

A summary of our IPO Shares to be allocated under our IPO is as follows:

Number of new Shares to be issued under the Public Issue	171,995,000
- <i>Malaysian Public</i>	31,000,000
- <i>Eligible Persons</i>	31,000,000
- <i>Private placement to selected investors</i>	32,495,000
- <i>Private placement to selected Bumiputera Investors approved by the MITI</i>	77,500,000
Enlarged issued share capital upon Listing	RM56,804,000.00 comprising 620,000,000 Shares
IPO Price	RM0.20
Market capitalisation upon Listing (based on our IPO Price and enlarged issued share capital upon Listing)	RM124,000,000.00

Please refer to Section 4.3 of this Prospectus for further details of our IPO.

In conjunction with the Listing, we established a LTIP of up to 10.00% of the total number of issued Shares in our Company at any point of time during the duration of the LTIP, comprising ESOS and ESGS, to be granted to the Eligible Employees.

Further details on the LTIP are set out in Section 4.3.7 of this Prospectus.

A moratorium will be imposed on the sale, transfer or assignment of our Shares held by our Specified Shareholders. Further details of the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

3.2 BACKGROUND AND OVERVIEW

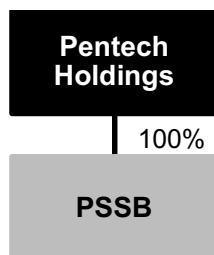
Our Company was incorporated in Malaysia under the Act on 21 November 2024 as a private limited company under the name of Pentech Holdings Sdn Bhd. On 26 June 2025, our Company was converted into a public limited company and assumed our present name.

The principal activities of our Company and its Subsidiary are as follows:

Company	Principal activities
Pentech	Activities of holding companies
PSSB	Integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services

3. PROSPECTUS SUMMARY (Cont'd)

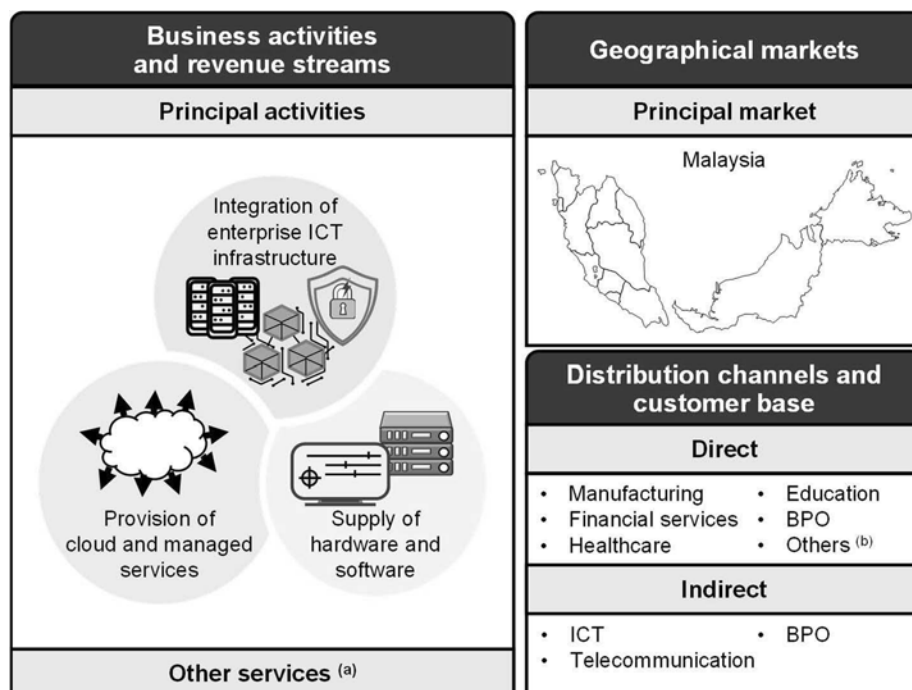
Our Group structure as at the LPD is set out below:



Our Group is principally involved in providing enterprise ICT solutions, which include integrating enterprise ICT infrastructure, supplying hardware and software, and providing cloud, managed, and other services such as technical and digital transformation services.

Our Group's customers via its direct distribution channel, comprise businesses that engages our Group to provide services and/or supply hardware. By working closely with its customers, our Group gains a detailed technical understanding of their needs and build long-term business relationships with them, including placing our Group in a position to secure follow-on business from them, such as projects to expand or upgrade their ICT infrastructure, supply additional hardware and/or software, and provide managed and/or technical services. Our Group also has customers via the indirect distribution channel which include ICT companies, where our Group implements the project and deliver the ICT infrastructure, hardware, software and/or other ICT services to the end-users.

Our Group's business model is as follows:



Notes:

- (a) Other services comprise the provision of technical and digital transformation services.
- (b) Other direct distribution channel customers include companies in hospitality, transportation and logistics, construction, property development and management, professional service providers, as well as government agencies and government linked companies.

3. PROSPECTUS SUMMARY (Cont'd)

Operational Highlights

Our revenue for the Financial Years Under Review segmented by business activities and products are set out below:

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Integration of enterprise ICT infrastructure	131,656	67.78	101,983	59.96	105,247	55.71	119,492	51.31
Supply of hardware and software	43,395	22.34	39,231	23.07	42,598	22.55	58,730	25.22
Provision of cloud and managed services	17,506	9.01	25,271	14.86	35,844	18.97	48,141	20.67
Other services ^(a)	1,689	0.87	3,597	2.11	5,247	2.77	6,525	2.80
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Note:

- (a) Includes technical services and digital transformation services.

Please refer to Section 7 of this Prospectus for further information on our Group and our business model.

3.3 OUR COMPETITIVE ADVANTAGES AND KEY STRENGTHS

Our competitive strengths and key advantages are as follows:

(i) We have a track record of approximately 20 years in the ICT industry

Our Group has an established track record of approximately 20 years in the ICT industry, starting with the supply of ICT hardware and software to businesses in Malaysia since 2006. In 2011, it carried out its first integration of ICT infrastructure comprising, amongst others, cabling and electrical works, access control systems and network switches for the data centre of an E&E product manufacturer in Bayan Lepas, Penang, providing it with a track record of approximately 15 years in enterprise ICT infrastructure.

Our Group's extensive track record will assure prospective customers of our capabilities and serve as a strong reference to help secure new projects and create a platform for continuing business growth.

(ii) We fulfil the needs of customers with stringent requirements

During the Financial Years Under Review, our Group implemented the integration of enterprise ICT infrastructure projects, including data centres, networks, and security solutions, for customers and end users in highly regulated industries in Malaysia, such as financial services and healthcare. In addition, we served multinational companies with stringent internal requirements and standards. These customers and end users must ensure that their data centres and networks comply with strict regulations related to security, data protection, privacy, and availability while maintaining their data's integrity.

This strengthens our Group's position to secure new projects and provides the platform for business sustainability and growth.

3. PROSPECTUS SUMMARY (Cont'd)**(iii) We have in-house capabilities to carry out engineering and system design to provide a total integration of enterprise ICT infrastructure systems**

We have the technical expertise to perform engineering and system design for the integration of enterprise ICT infrastructure, including data centres, networks, and security systems, which allows us to undertake complete solution projects and offer customers the convenience of a single point of service, providing a distinct advantage over companies that might focus only on provision of hardware or software integration. This differentiation helps in securing orders with greater value and support our business growth.

(iv) We are brand independent and can offer suitable solutions to our customers

Although our Group has established partnerships with several principals, we are not contractually bound to offer only their products or services. This brand independence allows our Group to provide customers with enterprise ICT infrastructure, cloud solutions, and related services by selecting suitable combinations of hardware, software, services and platforms to meet their specific needs. Our brand independence also expands our Group's addressable market, allowing us to meet diverse customer requirements across various sectors. These advantages support our Group's business sustainability and growth by enabling us to secure new projects and build long-term customer relationships.

(v) We mainly use the direct distribution channels to address business opportunities

This approach allows our Group to engage closely with business owners, enabling a better understanding of their requirements and challenges. By applying engineering and system design expertise, our Group is able to deliver highly customised solutions tailored to specific customer needs. Additionally, maintaining direct relationships fosters customer loyalty, positions our Group as a trusted partner, increases the potential for repeat business and fosters positive word-of-mouth referrals.

(vi) We have two revenue streams comprising non-recurrent revenue as well as recurrent revenue that provides assurance of revenue for the duration of such contracts

Our Group's business operations comprise two revenue models, one of which is non-recurrent revenue based on fixed lump sum purchase orders, while the other is recurrent revenue based on fixed periodic charges. Its recurrent revenue stream provides assurance of a continuing revenue stream for the contract period, while moderating some of the lumpy revenue of its project and order-based business.

(vii) We are led by experienced Non-Independent Managing Director / Chief Executive Officer, Directors and Key Senior Management team to drive our business growth

We have an experienced Key Senior Management team headed by Yeoh Chin Ming (Non-Independent Managing Director / Chief Executive Officer), Tan Hooi Bee (Non-Independent Executive Director) and Juleen Teh Sue Leen (Non-Independent Executive Director), who bring with them over 27 years, 34 years and 21 years of relevant industry experience, respectively. They have played vital roles in leading our Group's growth and success.

The Non-Independent Managing Director / Chief Executive Officer and Non-Independent Executive Directors are supported by a team of experienced key senior management with extensive experience across a range of business activities, including sales, finance, technology and enterprise business development.

Please refer to Section 7.6 of this Prospectus for further details of our competitive advantages and key strengths.

3. PROSPECTUS SUMMARY (*Cont'd*)

3.4 BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans are as follows:

(i) Facility Expansion

(a) Establish a new SOC

As part of our strategies and plans, we intend to establish a new SOC in Kuala Lumpur. We plan to rent an office space of approximately 2,800 sq. ft. in Kuala Lumpur to house the new SOC. This new SOC aims to monitor specific networks to detect, analyse, and respond to security incidents in real time. We intend to use it to monitor and provide security for our customers' networks.

(b) Upgrade of our OCC infrastructure

Our primary OCC which is located in Kuala Lumpur and is supported by our Penang Office as a secondary OCC, serve as the centralised hub for monitoring, managing, and supporting our customers' ICT infrastructure and systems, facilitating the delivery of our cloud and managed services.

To strengthen our service delivery capabilities, we plan to upgrade our OCC infrastructure by installing new hardware and software to enhance access coverage, monitoring, and incident response capabilities.

(ii) Additional ICT Services

(a) New AI-powered cloud and other applications

By leveraging our expertise in ICT integration and provision of cloud services, we plan to provide AI-powered cloud services which integrated AI-powered cybersecurity to ensure secure and resilient operations. This includes embedding security at every layer in the systems for continuous threat monitoring across integrated platform and automate detection and response in real time.

(b) Establish a business unit to provide cybersecurity solutions

We also intend to expand our business to provide cybersecurity solutions. This business unit will focus on delivering services that help organisations protect their IT infrastructure, systems, and data from cyber threats. The cybersecurity business unit focuses on developing and delivering solutions tailored to the needs of prospective customers. The new SOC will then be able to provide managed security services, including real-time monitoring, incident detection, analysis, and response, to safeguard against cyber threats. These services will help ensure continuous protection and resilience of the clients' IT infrastructure and systems.

(iii) Increase sales and marketing activities

As part of our growth plans, we intend to increase our sales and marketing activities to promote our new SOC, OCC, as well as new cloud, AI, and cybersecurity services. The sales and marketing activities would include, amongst others, digital marketing, events and webinars, public relation initiatives, customer engagements as well as sales initiative.

Please refer to Section 7.17 of this Prospectus for further details on our business strategies and future plans.

3. PROSPECTUS SUMMARY (Cont'd)

3.5 RISK FACTORS

Any investment in our Shares involves a number of risks, many of which are beyond our control. Before deciding to invest in our Shares, you should carefully consider all the information contained in this Prospectus, including the risk factors set out in Section 9 of this Prospectus, the key risks of which have been summarised as follows:

(i) We face cybersecurity and other security risks for the systems we integrate and the provision of services to our customers

We integrate enterprise ICT infrastructure by combining hardware, software and related equipment within data centres. In some projects, we are specifically responsible for integrating network and security systems, which are susceptible to cybersecurity threats. These systems may also face other security risks such as data theft, manipulation and destruction and physical damage. Additionally, we offer cloud-based services, including PaaS, SaaS, and managed cloud and other services. As we are directly responsible for delivering these services, any cybersecurity or other security breaches could significantly impact our customers.

(ii) Our revenue may experience fluctuations from year to year, and our business and financial performance are dependent on our ability to continually secure new projects

Our ability to continually secure new and sizable projects to replenish our order book will determine our business sustainability and financial performance. If we fail to secure sufficient new projects to replenish our order book, our business sustainability and financial performance may be adversely affected, resulting in decreases in revenue and/or profitability.

(iii) Our business and financial performance is dependent on hardware, software, and services from third-party suppliers, as well as strategic partnerships

The successful implementation of our projects and delivery of services (such as cloud services) depend on the continuous availability and reliability of these third-party hardware, software, and services. We are also reliant on the security, quality, effectiveness, and efficiency of the products and services provided by these suppliers. Any failure or shortcoming on their part may adversely affect our operations, financial performance, and reputation. Furthermore, we are exposed to the risk of increased hardware and software costs sourced from suppliers who are the authorised distributors or resellers in Malaysia. In the event we are not able to pass on the increased costs to our customers, this will have a negative impact on our financial performance and profitability.

(iv) Our business and financial performance may be affected by delays in project implementation and completion, and the fulfilment of orders

Adherence to project implementation timelines and the achievement of completion date targets stipulated within our contracts and purchase orders are important. Delays in project implementation or the fulfilment of orders may result in adverse consequences, including cost overruns, delays in revenue recognition, a reduction in our scope of work or the suspension or termination of the contract or purchase order.

(v) We are subject to the risk of penalties arising from shortcomings in the work carried out by our subcontractors

There is a risk that the work we deliver to our customers, including the integration of enterprise ICT infrastructure projects and the supply of hardware and software, may contain defects or not meet customer specifications due to deficiencies on the part of our subcontractors. This could arise if they provide substandard services or products. We also face the risk of failing to meet our project or delivery schedules if our subcontractors underperform or are late in providing their services or products.

3. PROSPECTUS SUMMARY (Cont'd)**(vi) Our business growth may be constrained by insufficient technical resources for support and development**

As an ICT systems integration and service provider company, our ability to deliver complex ICT infrastructure projects and high-quality services depends on the availability of skilled and experienced professionals. A shortage of qualified personnel may lead to project delays, increased operational costs, and reduced service quality. This talent shortage could also limit our capacity to take on new projects or expand our service offerings, constraining our business growth. Failure to attract, train, and retain the necessary talent may, therefore, adversely affect our operational efficiency and long-term growth prospects.

(vii) Our insurance coverage may not fully cover the losses and liabilities associated with our business operations and are subject to renewal

Certain aspects of our business involve performing work at customer premises, which exposes us to various risks including workplace accidents. We may also face potential customer claims or legal actions for losses resulting in our failures, as well as due to cybersecurity or other security breaches linked to our products and services. We have various insurance coverages for our operational facilities, employees, group personal accident coverage, as well as contractor's all-risk insurance and workmen's compensation, where required. Our insurance policies are subject to periodic renewal, which may result in changes to premiums, deductibles, insured limits, or other policy terms and could lead to higher costs to maintain our current level of coverage.

(viii) We are dependent on our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors, Key Senior Management, and skilled ICT personnel

Our daily business operations, financial performance, and the successful execution of our business strategies could be negatively impacted if we lose the services of one or more of our Executive Directors or Key Senior Management and cannot promptly find suitable replacements. Similarly, an insufficient number of skilled ICT personnel to implement our projects could have adverse effects.

Please refer to Section 9 of this Prospectus for further details of the risk factors associated with our business, the industry in which we operate and investment in our Shares.

3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, our Directors and Key Senior Management are as follows:

Name	Designation
<u>Directors</u>	
Mohamad Hashim Bin Abdul Ghani	Independent Non-Executive Chairman
Yeoh Chin Ming	Non-Independent Managing Director / Chief Executive Officer
Tan Hooi Bee	Non-Independent Executive Director
Juleen Teh Sue Leen	Non-Independent Executive Director
Lee Kooi Hoon	Independent Non-Executive Director
Lim Guan Chong	Independent Non-Executive Director
See Swee Sie	Independent Non-Executive Director
<u>Other Key Senior Management (excluding the other Key Senior Management who are the Non-Independent Managing Director / Chief Executive Officer and the Non-Independent Executive Directors)</u>	
Ooi Hooi Yin	Chief Financial Officer
Ho Huang Ken	Chief Sales Officer
Lim Wei Ghee	Chief Technology Officer
Quah Chea Siang	Head of Enterprise Business Development

Please refer to Sections 5.2 and 5.4 of this Prospectus for further details of our Directors and Key Senior Management, respectively.

3. PROSPECTUS SUMMARY (Cont'd)

3.7 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

The details of our Promoter and Substantial Shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality/ Country of incorporation	After the Acquisition and before our IPO and Share Transfer				After our IPO and Share Transfer			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
<u>Promoter and Substantial Shareholder</u>									
Yeoh Chin Ming	Malaysian	224,005,000	50.00	-	-	30,565,000	4.93	(d)372,000,000	60.00
<u>Substantial Shareholders</u>									
Ho Huang Ken	Malaysian	112,000,000	25.00	-	-	22,720,000	3.66	(d)372,000,000	60.00
Toh Say Yee	Malaysian	112,000,000	25.00	-	-	22,720,000	3.66	(d)372,000,000	60.00
Evernorth(c)	Malaysia	-	-	-	-	(e)372,000,000	60.00	-	-

Notes:

- (a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.
- (b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO and Share Transfer.
- (c) As at the LPD, Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.
- (d) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.
- (e) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer.

Our Promoter and Substantial Shareholders do not have different voting rights from the other shareholders of our Company as all our Shares before and after our IPO are of the same class. Please refer to Section 5.1 of this Prospectus for further details on our Promoter and Substantial Shareholders.

3. PROSPECTUS SUMMARY (Cont'd)

3.8 USE OF PROCEEDS

We intend to use the gross proceeds from the Public Issue of RM34.40 million in the following manner:

Purposes	RM'000	%	Estimated timeframe for use from the date of Listing
Establishment of new SOC	9,400	27.33	Within 36 months
Upgrade of our Group's OCC infrastructure	8,100	23.55	Within 36 months
Business expansion to provide additional ICT services	6,740	19.59	Within 36 months
Marketing expenses and promotional activities	3,500	10.17	Within 36 months
Working capital requirements	2,159	6.28	Within 24 months
Estimated listing expenses	4,500	13.08	Within 3 months
Total	34,399	100.00	

Please refer to Section 4.8 of this Prospectus for further details on our use of proceeds from the Public Issue. There is no minimum subscription in terms of proceeds to be raised from our IPO.

3.9 FINANCIAL HIGHLIGHTS

The following table sets out the key financial highlights based on our historical audited combined financial statements for the Financial Years Under Review:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Revenue	194,246	170,082	188,936	232,888
Cost of sales	(170,871)	(144,929)	(157,565)	(198,089)
GP	23,375	25,153	31,371	34,799
PBT	9,175	10,685	13,440	14,466
PAT	6,819	7,823	9,963	10,590
GP margin (%) ^(a)	12.03	14.79	16.60	14.94
PBT margin (%) ^(b)	4.72	6.28	7.11	6.21
PAT margin (%) ^(c)	3.51	4.60	5.27	4.55

Notes:

- (a) GP margin is calculated based on GP divided by revenue.
- (b) PBT margin is calculated based on PBT divided by revenue.
- (c) PAT margin is calculated based on PAT divided by revenue.

Further details of the historical financial information relating to our Group are set out in Section 12 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)**3.10 DIVIDEND POLICY**

It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group as well as leaving adequate reserves for the future growth of our Group. Nonetheless, our Company does not have any formal dividend policy.

Our Group's ability to distribute dividends to our shareholders is subject to various factors, including our Group's financial performance, capital expenditure requirements and any other factors considered relevant by our Board. Our ability to declare and pay dividends is subject to the discretion of our Board.

During the Financial Years Under Review and up to the LPD, we have declared and paid the followings dividends:

		FYE 2022	FYE 2023	FYE 2024	FYE 2025	From 1 January 2026 up to the LPD
Dividends declared (RM'000)		1,000	1,500	5,900	(b)1,500	-
Dividends paid (RM'000)		1,000	1,500	5,900	-	(b)1,500
PAT (RM'000)		6,819	7,823	9,963	10,590	-
Dividend payout ratio ^(a)		14.66%	19.17%	59.22%	14.16%	-

Note:

- (a) Computed based on dividends declared divided by PAT.
- (b) Our Board had on 31 December 2025 declared a single tier interim dividend for FYE 2025 amounting to RM1.50 million which had been paid out to our existing shareholders on 12 February 2026.

All dividends are funded via internally generated funds. The dividends will not affect the execution and implementation of our future plans or strategies. Our Group also believes that they have sufficient funding from our Group's internally generated funds for its operations and expansion plans.

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

[The rest of this page has been intentionally left blank]

4. DETAILS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The Application period will open at 10.00 a.m. on 20 May 2026 and will remain open until 5.00 p.m. on 29 May 2026. **LATE APPLICATIONS WILL NOT BE ACCEPTED.**

4.2 INDICATIVE TIMETABLE

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

Events	Time and/or date
Opening of Applications	10.00 a.m., 20 May 2026
Closing of Applications	5.00 p.m., 29 May 2026
Balloting of Applications	4 June 2026
Allotment/Transfer of IPO Shares to successful Applicants	11 June 2026
Listing on the ACE Market	15 June 2026

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

4.3 PARTICULARS OF OUR IPO

4.3.1 Public Issue

The Public Issue of 171,995,000 IPO Shares, representing 27.74% of our enlarged issued share capital upon Listing, at the IPO Price, is payable in full on application upon such terms and conditions of this Prospectus and will be allocated in the following manner:

(i) Malaysian Public

31,000,000 IPO Shares, representing 5.00% of our enlarged issued share capital, will be made available for application by the Malaysian Public through a balloting process, of which 50.00% is to be set aside for Bumiputera Investors.

(ii) Eligible Persons

31,000,000 IPO Shares, representing 5.00% of our enlarged issued share capital, will be reserved for application by the Eligible Persons under the Pink Form Allocation in the following manner:

Eligible Persons	No. of Eligible Persons	Aggregate no. of IPO Shares allocated
Eligible Directors ^(a)	6	7,000,000
Eligible employees ^(b)	Up to 124	19,900,000
Persons who have contributed to our success ^(c)	Up to 40	4,100,000
Total	Up to 170	31,000,000

4. DETAILS OF OUR IPO (Cont'd)

Notes:

- (a) The criteria for allocation to our eligible Directors is based on, amongst others, their respective roles, responsibilities, and their anticipated contribution to our Group. The allocation of IPO Shares to our eligible Directors is as follows:

Name	Designation	No. of IPO Shares allocated
Mohamad Hashim Bin Abdul Ghani	Independent Non-Executive Chairman	250,000
Tan Hooi Bee	Non-Independent Executive Director	3,000,000
Juleen Teh Sue Leen	Non-Independent Executive Director	3,000,000
Lee Kooi Hoon	Independent Non-Executive Director	250,000
Lim Guan Chong	Independent Non-Executive Director	250,000
See Swee Sie	Independent Non-Executive Director	250,000
Total		7,000,000

Yeoh Chin Ming, our Non-Independent Managing Director / Chief Executive Officer has opted not to participate in the Pink Form Allocations as he is our Promoter and Substantial Shareholder.

- (b) The criteria for the Pink Form Allocations to the eligible employees of our Group as approved by our Board, are based on the following factors:
- (i) the eligible employee must be a full-time confirmed employee of at least 18 years of age, be on the payroll of our Group and who has not submitted his/her resignation as at the LPD prior to the issuance of the Prospectus; and
 - (ii) the number of IPO Shares allocated to the eligible employees is based on, amongst others, their staff grade, length of service, current and past performance and level of contribution made to our Group, including any other factors considered relevant to our Board.

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

Name	Designation	No. of IPO Shares to be allocated
Ooi Hooi Yin	Chief Financial Officer	350,000
Lim Wei Ghee	Chief Technology Officer	3,000,000
Quah Chea Siang	Head of Enterprise Business Development	3,000,000
Total		6,350,000

4. DETAILS OF OUR IPO (Cont'd)

- (c) The allocation to persons who have contributed to the success of our Group, comprising our customers, suppliers and business associates, is based on, amongst others, their length of business relationship with our Group, past contribution to our success and/or potential contribution to our Group in the future.

(iii) Private placement to selected investors

32,495,000 IPO Shares, representing 5.24% of our enlarged issued share capital, will be allocated by way of private placement to selected investors ("**Investors Placement Tranche**").

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

77,500,000 IPO Shares, representing 12.50% of our enlarged issued share capital, will be made available by way of private placement to selected Bumiputera Investors approved by the MITI ("**MITI Tranche**").

4.3.2 Share Transfer

Upon completion of the IPO, Yeoh Chin Ming, being the Promoter, together with Ho Huang Ken and Toh Say Yee will hold an aggregate of 448,005,000 Shares.

During the Prescription Period, Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee will transfer an aggregate of 372,000,000 Shares to Evernorth in conjunction with the IPO. Details of the Share Transfer are set out below:

Transferor	No. of Shares held before the Share Transfer	(a)(b)%	No. of Shares to be transferred	(a)%	No. of Shares held after the Share Transfer	(a)(b)%
Yeoh Chin Ming	224,005,000	36.13	(193,440,000)	31.20	30,565,000	4.93
Ho Huang Ken	112,000,000	18.06	(89,280,000)	14.40	22,720,000	3.66
Toh Say Yee	112,000,000	18.06	(89,280,000)	14.40	22,720,000	3.66
Total	448,005,000	72.26	(372,000,000)	60.00	76,005,000	12.26

Notes:

(a) Based on our enlarged issued share capital of 620,000,000 Shares after the IPO.

(b) Total does not add up due to rounding differences.

Evernorth is an investment holding company held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interests of 52.00%, 24.00% and 24.00%, respectively. The Share Transfer will enable Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, who are the PSSB Vendors to have majority of their Shares collectively held under Evernorth.

Please refer to Section 5.1.2(iv) of this Prospectus for further details on Evernorth.

4. DETAILS OF OUR IPO (Cont'd)**4.3.3 Allocation of our IPO Shares and underwriting arrangement**

A summary of the allocation of our IPO Shares (subject to the clawback and reallocation provisions as set out in Section 4.3.4 of this Prospectus) is as follows:

	Total	
	No. of Shares	(a)(%)
Malaysian Public via balloting		
- Bumiputera	15,500,000	2.50
- Non-Bumiputera	15,500,000	2.50
Eligible Persons	31,000,000	5.00
Private placement to selected investors	32,495,000	5.24
Private placement to selected Bumiputera Investors approved by the MITI	77,500,000	12.50
	171,995,000	27.74

Note:

(a) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.

Our Sole Underwriter has fully underwritten the following:

- (i) all 31,000,000 IPO Shares made available for application by the Malaysian Public; and
- (ii) all 31,000,000 IPO Shares made available for application by the Eligible Persons.

Please refer to Section 4.10 of this Prospectus for the salient terms of the Underwriting Agreement.

The total of 109,995,000 IPO Shares made available to selected investors and selected Bumiputera Investors approved by the MITI are not underwritten by our Sole Underwriter. Irrevocable undertakings to subscribe for these IPO Shares will be obtained from the respective selected investors (excluding the MITI Tranche).

4.3.4 Clawback and reallocation

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

(i) Malaysian Public via balloting

In the event there are IPO Shares which are not subscribed by the Malaysian Public, the remaining portion unsubscribed shall be made available for subscription in the following manner:

- (a) firstly, by the Eligible Persons under Pink Form Allocations (excluding eligible Directors) under Section 4.3.1(ii) of this Prospectus; and
- (b) secondly, by the selected investors under Section 4.3.1(iii) of this Prospectus.

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

4. DETAILS OF OUR IPO (Cont'd)

(ii) Eligible Persons

Any IPO Shares reserved under Pink Form Allocations which are not subscribed by any of the Eligible Persons based on their pre-determined allocations shall be made available for application by the other Eligible Persons (excluding eligible Directors) who have applied for excess IPO Shares in addition to their pre-determined allocation ("**Excess Pink Form Shares**").

Such Excess Pink Form Shares will be allocated to these other Eligible Persons (excluding eligible Directors) on a fair and equitable basis in the following priority:

- (a) firstly, allocation on a pro-rata basis to the other eligible employees of our Group who have applied for the Excess Pink Form Shares based on the number of Excess Pink Form Shares applied for;
- (b) secondly, allocation of any surplus Excess Pink Form Shares after item (a) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Pink Form Shares based on the number of Excess Pink Form Shares applied for; and
- (c) thirdly, to minimise odd lots.

Any further IPO Shares which are not subscribed under the Pink Form Allocations after the allocation of Excess Pink Form Shares as stated above will be made available for subscription in the following manner:

- (a) firstly, by the Malaysian Public under Section 4.3.1(i) of this Prospectus; and
- (b) secondly, by the selected investors under Section 4.3.1(iii) of this Prospectus.

Thereafter, any remaining IPO Shares under Pink Form Allocations which are not subscribed for after being allocated and offered to the selected investors shall be underwritten by our Sole Underwriter in accordance with the terms of the Underwriting Agreement.

(iii) Private placement to selected investors

In the event of under-subscription of the IPO Shares by the selected investors under the private placement, the remaining unsubscribed portion will be clawed back and reallocated to the Malaysian Public as part of the balloting process under Section 4.3.1(i) of this Prospectus.

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

Any IPO Shares, allocated to, but unsubscribed by the selected Bumiputera Investors approved by the MITI will be made available for subscription in the following manner:

- (a) firstly, by Bumiputera public investors as part of the balloting process under Section 4.3.1(i) of this Prospectus on a fair and equitable manner;
- (b) secondly, by the Malaysian institutional investors; and
- (c) finally, any remaining portion thereafter will be made available to other Malaysian public investors via balloting under Section 4.3.1(i) of this Prospectus.

Thereafter, the remaining unsubscribed portion will be made available for application by the Eligible Persons under Section 4.3.1(ii) of this Prospectus and/or by way of private placement to selected investors under Section 4.3.1(iii) of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

The clawback and reallocation provisions will not apply in the event that there is an over-subscription in all the allocations of our IPO Shares at the closing date of our IPO.

The allocation of our IPO Shares shall be on a fair and equitable manner and 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 requirement of Bursa Securities and to establish a liquid market for our Shares.

There is no over-allotment or "greenshoe" option that will result in an increase in the number of our IPO Shares.

As at the LPD, save for the Pink Form Allocations as disclosed in Section 4.3.1(ii) of this Prospectus, to the extent known to our Company:

- (a) there are no Substantial Shareholders, Directors or Key Senior Management who have indicated to us that they intend to subscribe for the IPO Shares; and
- (b) there are no persons who have indicated to us that they intend to subscribe for more than 5.00% of the IPO Shares.

4.3.5 Minimum and over-subscription

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

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

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

In such event, monies paid in respect of any application for our IPO Shares will be returned in full, without interest or any share of revenue or benefits arising therefrom. If such monies are not repaid in full within 14 days after we become liable to do so, the provision of Section 243(2) of the CMSA shall apply accordingly.

4.3.6 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.

4.3.7 LTIP

In conjunction with our Listing, we established a LTIP of up to 10.00% of the total number of issued Shares of our Company at any point of time during the duration of the LTIP, comprising ESOS and ESGS, to be granted to the Eligible Employees.

The LTIP is intended to provide our Company with the flexibility to determine the most appropriate instrument or combination of instruments to reward and retain Eligible Employees whose contributions are important to the continued growth and performance of our Group. It is also intended to encourage their ongoing commitment and loyalty towards achieving better performance.

4. DETAILS OF OUR IPO (Cont'd)

Additionally, given the competitive environment in our industry which is fast evolving, innovation-driven and high demand for skilled professionals, it is important for us to retain talent. As such, LTIP is also intended to serve as a tool to attract and retain talent which is crucial to our Group's long-term success.

The LTIP will be administered by the LTIP Committee and will be governed by the By-Laws. The members of the LTIP Committee comprise one of our Non-Independent Managing Director / Chief Executive Officer and two of our Independent Non-Executive Directors as follows:

Name	Designation	Directorship
Lim Guan Chong	Chairperson	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director
Yeoh Chin Ming	Member	Non-Independent Managing Director / Chief Executive Officer

The ESOS involves the grant of ESOS Options throughout the duration of the LTIP at the subscription price to be determined in accordance with the By-Laws, whereas the ESGS involves grant of Shares in our Company to the Eligible Employees, i.e. the Eligible Employees are not required to pay any subscription price for the Shares in our Company. Eligible Employees who have accepted the ESOS Options and ESGS awards are referred to as the **ESOS Participant(s)** and **ESGS Participant(s)** respectively and "**LTIP Participant**" shall mean any of them.

In implementing the LTIP, the LTIP Committee may, at its discretion, decide that any vesting of Shares comprised in an award under the LTIP ("**LTIP Award**") shall be satisfied through:

- (i) for ESGS awards:
 - (a) acquisition and/or transfer of existing Shares from the open market of Bursa Securities; or
 - (b) acquisition and/or transfer of the Company's treasury shares (if any);
 - (c) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or
 - (d) a combination of any of the above.
- (ii) for ESOS Options:
 - (a) the allotment and issuance of new Shares;
 - (b) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or
 - (c) a combination of any of the above.

In considering the modes of satisfaction as referred to above, the LTIP Committee will take into consideration factors such as, amongst others, the prevailing market price of the Shares, funding considerations, dilutive effects of any such issuance on our Company's share capital base, and cash requirements of our Group.

The salient features of the LTIP are as follows:

(i) Maximum number of Shares available under the LTIP

Not more than 10.00% of the total number of issued Shares of our Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP.

4. DETAILS OF OUR IPO (Cont'd)

(ii) Maximum allowable allocation and basis of allocation

At the sole and absolute discretion of the LTIP Committee after taking into consideration, inter alia, the Eligible Employees' designation, length of service, work performance, contribution towards growth of the Group by the Eligible Employees and/or other factors which the LTIP Committee deems fit, subject always to the following conditions:

- (a) Eligible Employees do not participate in the deliberation or discussion of their own allocation and the allocation to any person connected with them;
- (b) the total number of Shares made available under the LTIP shall not in aggregate exceed 10.00% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP;
- (c) not more than 10.00% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued Shares of the Company made available under the LTIP shall be allocated to any Eligible Employee who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Employees, holds 20.00% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (d) up to 50.00% of the total number of Shares which may be made available under the LTIP could be allocated, in aggregate, to the executive Director and senior management of the Group who are Eligible Employees (where "**senior management**" shall be subject to any criteria as may be determined at the sole discretion of the LTIP Committee from time to time);

The maximum allocation of 50.00% to the executive Directors and Key Senior Management was determined to incentivise the Directors for their contribution towards development, growth and success and strategic direction to drive long term shareholder value enhancement of our Group and to incentivise the senior management of our Group for their commitment, dedication and loyalty towards attainment of higher performance.

For purposes of clarity, the individual Specified Shareholders have opted not to participate in the LTIP and therefore, the LTIP will not be made available to the Specified Shareholders.

The LTIP Committee shall be entitled in its discretion to determine the aggregate maximum number of Shares that may be allocated between the ESOS and the ESGS which shall not in aggregate exceed 10.00% of the total number of issued Shares (excluding treasury shares, if any) from time to time, and to any one category/grade of the Eligible Employees.

(iii) Eligibility

Subject to the discretion of the LTIP Committee, any Eligible Employee of our Group shall be eligible to be considered for the offer of LTIP Award, if the following eligibility criteria are fulfilled:

- (a) in respect of an employee, the employee must fulfil the following criteria as at the LTIP award date(s):
 - (i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

4. DETAILS OF OUR IPO (Cont'd)

- (ii) is employed by our Group on a full-time basis or serving in a specific designation under an employment contract with our Group for a fixed duration (or any other contract as may be determined by the LTIP Committee) and is on the payroll of our Group and has not served a notice of resignation or received notice of termination;
 - (iii) must have been in employment of our Group for a continuous fixed period of at least six (6) months or such period as may be determined by the LTIP Committee from time to time (which shall include any probation period) prior to the LTIP award date(s); and
 - (iv) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.
- (b) in respect of an executive Director, the executive Director must fulfil the following criteria as at the LTIP award date(s):
 - (i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
 - (ii) is appointed as an executive Director of the Company or any company within the Group for such periods as may be determined by the LTIP Committee prior to and up to the LTIP award date(s) and has not served a notice of resignation or received notice of termination; and
 - (iii) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.

Our LTIP Committee may, at any time and from time to time, before and after a LTIP Award is granted, have the sole and absolute discretion to:

- (a) limit the exercise of the ESOS Options to a maximum number of new Shares and/or such percentage of the total new Shares comprised in the ESOS Options during such periods within the option period;
- (b) subject the exercise of the ESOS Options and/or ESGS to any vesting condition determined by the LTIP Committee at its sole and absolute discretion before an ESOS Options and/or ESGS can be exercised;
- (c) impose any other terms and conditions (including the time period to exercise the ESOS Options or ESGS) as the LTIP committee may, in its sole discretion deems appropriate including amending or varying any terms and conditions imposed earlier; and/or
- (d) stagger the allocation of ESOS Options and/or ESGS available over the duration of the LTIP and to determine the vesting period (if any) for the ESOS Options and/or ESGS granted under the LTIP.

(iv) Subscription price

The subscription price of each Share comprised in any ESOS Option shall be:

- (a) in respect of any ESOS Option granted in conjunction with our IPO, be the IPO Price; or
- (b) in respect of any ESOS Options granted after our IPO, at the discretion of the LTIP Committee, be based on a discount of not more than 10.00% or such higher limit as may be permitted from time to time by Bursa Securities or any other relevant authorities to 5-day volume weighted average market price of our Shares transacted on Bursa Securities immediately preceding the offer date.

For information purposes, the Shares pursuant to the ESGS will vest with the ESGS Participants at no cash consideration during the duration of the LTIP.

4. DETAILS OF OUR IPO (Cont'd)**(v) Duration of the LTIP**

The LTIP shall be in force for a period of 5 years commencing from the effective date upon full compliance with the Listing Requirements and may be extended by our Board at its absolute discretion, without having to obtain the approval of our shareholders, for up to another 5 years immediately from the expiry of the first 5 years, and shall not in aggregate exceed 10 years from the effective date of implementation of the LTIP, being the date of full compliance with all relevant provisions of the Listing Requirements in relation to the LTIP.

(vi) Rights of grantees

The ESOS Options shall not carry any rights to vote at any general meeting of our Company. The grantees shall not in any event be entitled to any dividends, rights or other entitlements on his/her unexercised ESOS Options.

In the event that a resolution is passed or a court order is made for the winding up of our Company, all outstanding LTIP Awards shall be automatically terminated and be of no further force and effect commencing from the date of such resolution or the date of the court order. In the event a petition is presented in court for the winding up or liquidation of our Company, all rights to exercise and/or vest the LTIP Awards shall automatically be suspended from the date of presentation of the petition. Conversely, if the petition for winding-up is dismissed by the court, the right to exercise and/or vest the LTIP awards shall accordingly be unsuspended.

(vii) Ranking of the new Shares to be issued under the LTIP

The new Shares to be allotted and issued under the LTIP will be subject to the provisions of the constitution of the Company and will, upon allotment and issuance, rank equally in all respects with the existing Shares including voting rights, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders for which the relevant entitlement date precedes the date of issuance of the new Shares pursuant to the LTIP.

In respect of the existing Shares to be transferred to the ESGS Participants pursuant to the vesting of the Shares comprised in an ESGS award, such Shares rank equally in all respects with the existing Shares. However, the ESGS Participant shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Shares are credited into the CDS Accounts of the ESGS Participants on or prior to the relevant entitlement date of such dividends, rights, allotments and/or other distributions.

(viii) Listing of and quotation for the new Shares to be issued arising from the exercise of the LTIP

The LTIP is conditional upon the listing of our Company on the ACE Market of Bursa Securities and any new Shares to be issued pursuant to the LTIP will be listed and quoted on the ACE Market of Bursa Securities.

Prior to the full vesting of any LTIP awards to the Eligible Employees, such LTIP Awards that remain unvested or unexercised or unsatisfied (as the case may be) shall be automatically terminated and ceased or be deemed to cease to be valid in the event of termination or cessation of employment of the LTIP Participant(s) within the Group for any reason whatsoever, in which event the LTIP Award(s) shall be automatically terminated and ceased to be valid without any claim against the Group on the day the LTIP Participant(s)' employer accepts his notice of resignation or on the day the LTIP Participant(s)' employer notifies the LTIP Participant(s) of termination of his employment or on the day the LTIP Participant(s) notifies his employer of his resignation or on the LTIP Participant(s)' last day of employment, whichever is the earlier.

4. DETAILS OF OUR IPO (Cont'd)

The proposed specific allocation of the ESOS Options to the Eligible Employees in conjunction with our Listing is as follows:

Name	Designation	No. of ESOS Options allocated
Ooi Hooi Yin	Chief Financial Officer	500,000
Other employees*	-	11,900,000
Total		12,400,000

Note:

* Does not include the Specified Shareholders who will not be allocated any ESOS Options.

The exercise price for the ESOS Options shall be the IPO Price. The above ESOS Options to be granted shall vest over 2 tranches, commencing from the first anniversary of the date of the Proposed Listing as follows:

First anniversary of the date of the Proposed Listing	50.00%
Second anniversary of the date of the Proposed Listing	50.00%

Our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and major shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in our Company on the resolutions pertaining to the specific allocations of the above ESOS Options to themselves or persons connected to them. Any further offer, allocation or allotment under the LTIP to any of our executive Directors or persons connected to them (if any), shall require the prior approval of our shareholders in a general meeting.

The grant of the ESOS Options in conjunction with our Listing will not have an immediate effect on the consolidated NA and NA per Share until such time new Shares are issued when the ESOS Options are exercised. Any potential effect on the consolidated NA per Share would depend on the number of ESOS Options that have vested and the exercise price of the ESOS Options, which shall be the IPO Price.

For illustrative purposes only, assuming the number of LTIP Awards have been fully satisfied through the issuance of 62,000,000 new Shares (i.e. based on the maximum 10.00% of the total number of issued Shares of our Company (excluding treasury shares, if any)) upon Listing at an exercise price/issue price of RM0.20 and based on the fair value of each ESOS option of RM0.0806, the indicative pro forma financial effects based on our audited combined statements of financial position as at 31 December 2025 are as follows:

	Upon our Listing (RM'000)	Assuming issuance of 62,000,000 new Shares pursuant to the LTIP (RM'000)
NA/Total Equity	61,912	74,312
No. of Shares ('000)	620,000	682,000
NA per Share (RM)	0.10	0.11
Total borrowings	-	-
Gearing ratio (times) ^(a)	N/A	N/A

Notes:

(a) Calculated based on total borrowings divided by total equity.

N/A Not applicable.

For purposes of clarity, the Company will not grant any ESGS award in conjunction with our Listing. Further details of the LTIP are set out in the By-Laws in Section 17 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)**4.4 SHARE CAPITAL, CLASSES OF SHARES AND RANKINGS****4.4.1 Share capital**

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	448,005,000	22,405,000.00
Shares to be issued under the Public Issue	171,995,000	34,399,000.00
Enlarged issued share capital upon Listing	620,000,000	56,804,000.00

IPO Price (RM) **0.20**

Market capitalisation upon Listing **124,000,000**

(based on our IPO Price and enlarged number of issued Shares upon Listing) (RM)

Pro forma combined NA per Share ^(a)0.10

(based on the pro forma consolidated statements of financial position as at 31 December 2025 after the Acquisition, Public Issue and the intended use of proceeds) (RM)

Note:

- (a) Based on the pro forma combined NA after the IPO and adjusting for the use of proceeds from the Public Issue of RM34.40 million and the enlarged issued share capital of 620,000,000 Shares after our IPO.

4.4.2 Classes of shares and ranking

We only have one class of shares, being ordinary shares in our Company, all of which rank equally amongst one another. Our IPO Shares will, upon issuance and allotment, rank equally in all respects with our existing issued share capital, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment of the IPO Shares.

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

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

4. DETAILS OF OUR IPO (Cont'd)

4.5 BASIS OF ARRIVING AT THE IPO PRICE

Our Directors and PIVB, as our Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent, have determined and agreed on the IPO Price after taking into consideration the following factors:

- (i) our historical financial performance as set out in Section 12 of this Prospectus;
- (ii) the PE Multiple of approximately 11.70 times based on our Group's EPS of approximately 1.71 sen for the FYE 2025 calculated based on the audited PAT attributable to the owners of the Company for the FYE 2025 of RM10.59 million and our enlarged issued share capital of 620,000,000 Shares upon Listing;
- (iii) our pro forma combined NA per Share as at 31 December 2025 of RM0.10 based on the enlarged issued share capital of 620,000,000 Shares upon Listing and after the utilisation of proceeds from our Public Issue as set out in Section 4.8 of this Prospectus;
- (iv) our competitive strengths as set out in Section 7.6 of this Prospectus;
- (v) our business strategies and future plans as set out in Section 7.17 of this Prospectus; and
- (vi) the overview and prospects of the Enterprise Information and Communications Technology Services Industry in Malaysia based on the IMR Report as set out in Section 8 of this Prospectus.

You should note that the market price of our Shares upon Listing is subject to vagaries of market forces and other uncertainties. You should form your own views on the valuation of our IPO Shares before deciding to invest in our Shares. You are also reminded to consider the risk factors as set out in Section 9 of this Prospectus before deciding to invest in our Shares.

4.6 DILUTION

4.6.1 NA per Share

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

Details		RM
IPO Price	(A)	0.20
Pro forma combined NA per Share as at 31 December 2025 after the Acquisition and before the Public Issue	(B)	0.07
Pro forma combined NA per Share after the Public Issue and the use of proceeds	(C)	0.10
Increase in the pro forma combined NA per Share attributable to the existing shareholders	(C) – (B)	0.03
Dilution in the pro forma combined NA per Share to new investors	(A) – (C)	0.10
Dilution in the pro forma combined NA per Share to new investors as a percentage of the IPO Price	$[(A) - (C)] / (A)$	50.00%

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

4. DETAILS OF OUR IPO (Cont'd)**4.6.2 Effective cost per Share**

Save as disclosed below, there has been no acquisition of any of our Shares by our Promoter, Substantial Shareholders, Directors, 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 since the date of our incorporation up to the date of this Prospectus:

Name	(a)No. of Shares held before the IPO	(b)No. of Shares held from the IPO	Total consideration (RM)	Average effective cash contribution per Share (RM)
<u>Promoter, Substantial Shareholder, Non-Independent Managing Director / Chief Executive Office</u>				
Yeoh Chin Ming	(c)224,005,000	-	11,205,000	0.05
<u>Substantial Shareholder and Key Senior Management</u>				
Ho Huang Ken	112,000,000	-	5,600,000	0.05
<u>Substantial Shareholders</u>				
Toh Say Yee	112,000,000	-	5,600,000	0.05
Evernorth	-	372,000,000	18,600,000	0.05
<u>Non-Independent Executive Directors</u>				
Tan Hooi Bee	-	3,000,000	600,000	0.20
Juleen Teh Sue Leen	-	3,000,000	600,000	0.20
<u>Independent Non-Executive Chairman / Directors</u>				
Mohamad Hashim bin Abdul Ghani	-	250,000	50,000	0.20
Lee Kooi Hoon	-	250,000	50,000	0.20
Lim Guan Chong	-	250,000	50,000	0.20
See Swee Sie	-	250,000	50,000	0.20
<u>Key Senior Management</u>				
Ooi Hooi Yin	-	350,000	70,000	0.20
Lim Wei Ghee	-	3,000,000	600,000	0.20
Quah Chea Siang	-	3,000,000	600,000	0.20

Notes:

- (a) After completion of the Acquisition but before our IPO.
- (b) After the Share Transfer and assuming our Directors and Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocations.
- (c) Including 5,000 Shares held by Yeoh Chin Ming prior to the Acquisition.

4. DETAILS OF OUR IPO (Cont'd)**4.7 OBJECTIVES OF OUR IPO**

The objectives of our IPO are as follows:

- (i) to enable our Group to raise funds for purposes set out in Section 4.8 of this Prospectus;
- (ii) to enable our Group to gain access to the capital market to raise funds for future business growth opportunities;
- (iii) to provide an opportunity for the Eligible Persons as well as the Malaysian Public to participate in the future performance of our Group by way of equity participation; and
- (iv) to gain recognition through our listing status which will enhance our reputation so as to assist us in expanding our customer base as well as retaining and attracting new skilled employees in our Group.

4.8 USE OF PROCEEDS

We intend to utilise the total gross proceeds from the Public Issue of RM34.40 million in the following manner:

Details of use of proceeds	Section	(RM'000)	%	Estimated
				timeframe for use from the date of Listing
(i) Establishment of a new SOC	4.8.1	9,400	27.33	Within 36 months
(ii) Upgrade of our OCC infrastructure	4.8.2	8,100	23.55	Within 36 months
(iii) Business expansion to provide additional ICT services	4.8.3	6,740	19.59	Within 36 months
(iv) Marketing expenses and promotional activities	4.8.4	3,500	10.17	Within 36 months
(v) Working capital requirements	4.8.5	2,159	6.28	Within 24 months
(vi) Estimated listing expenses	4.8.6	4,500	13.08	Within 3 months
Total		34,399	100.00	

Details of our use of gross proceeds from the Public Issue are as follows:

4.8.1 Establishment of a new SOC

As part of our Group's strategies and plans, we intend to allocate RM9.40 million of the proceeds from our Public Issue to establish a new SOC which facilitates the monitoring of specific networks to detect, analyse, and respond to security incidents in real time for our customers' networks. It also enhances our competitiveness in securing managed services for cybersecurity, which is expected to grow our managed services segment and therefore, contribute to our recurring income. Our plan to establish the new SOC in Kuala Lumpur is mainly to address the larger potential business opportunities as well as access to larger talent pool in the Kuala Lumpur/Selangor region as compared to Penang. In June 2025, we obtained the MSOCMSL issued by NACSA, which will allow us to provide managed services for cybersecurity through our new SOC.

4. DETAILS OF OUR IPO (Cont'd)

As at the LPD, we have identified the premises for the new SOC which is located within the premises of our KL Office, and we are in the midst of negotiations and finalising the tenancy agreement. In addition, we have also commenced the hiring process for the new SOC and have hired 2 new employees who are expected to commence work by June 2026. The indicative timeline for establishing of a new SOC is as follows:

Indicative timeline Milestones

2 nd quarter of 2026	• Enter into a tenancy agreement for the new SOC premises • Start renovation works and the installation of hardware, software, and supporting equipment
3 rd quarter of 2026	• Testing and commissioning of installed hardware, software, and supporting equipment
4 th quarter of 2026	• Commence new SOC operations

The estimated breakdown of the amount allocated for the establishment of the new SOC is as follows:

Details	RM'000
Hardware, software and supporting equipment ^(a) :	
- Hardware with embedded software	4,100
- Supporting equipment	100
New employees for the new SOC ^(b)	3,400
Renovations and furniture, fittings and office equipment	1,200
Rental ^(c)	600
Total	9,400

Notes:

- (a) Mainly comprise the initial capital expenditure purchase of (i) hardware – servers, data storage systems, routers, switches and firewalls; (ii) software – network management, security, backup and disaster recovery tools; and (iii) supporting equipment – UPS, cooling and access control system.
- (b) Include the salaries and benefits of hiring a total of 14 additional employees between 2026 to 2028 to be stationed at the new SOC, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the new SOC have been hired and they are expected to commence work by June 2026.
- (c) Estimated rental of office premises of approximately 2,800 sq. ft. in Kuala Lumpur, to house the new SOC for 36 months.

The estimation for the costs of establishment of a new SOC are based on quotations received, salaries and benefits paid to existing employees and rental rates of our existing KL Office. In the event that our actual cost for the establishment of the new SOC is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

4.8.2 Upgrade of our OCC infrastructure

We intend to allocate RM8.10 million of the proceeds from our Public Issue to upgrade our OCC infrastructure, of which our primary OCC is located in our KL Office. In addition, we are also supported by our Penang Office, which also serves as a secondary OCC, to support disaster recovery to ensure business continuity and uninterrupted operations. The OCCs serves as the centralised hub for monitoring, managing, and supporting our customers' ICT infrastructure and systems, as well as facilitating the delivery of our cloud and managed services. It enables us to connect and access to all the systems that we manage and/or provide, collect and analyse system data, provide a dashboard of system, network and user operations and performance, as well as storage of system data.

4. DETAILS OF OUR IPO (Cont'd)

For information purposes, the OCC infrastructure serves as our starting point to resolve any issues faced by clients remotely from the OCC. Subsequently, if needed, we will dispatch our technical staff to the site to address and resolve the issue if needed.

To strengthen our service delivery capabilities, we plan to upgrade the OCC infrastructure in our Kuala Lumpur and Penang Office by installing new hardware and software to enhance access coverage, monitoring, and incident response capabilities. The upgrading of the OCC infrastructure is not expected to cause any disruption to our existing operations. Additionally, we intend to hire additional employees, comprising of ICT system engineers and other personnel, to support the expansion of our OCC operations in Kuala Lumpur as well as Penang. As at the LPD, we have also commenced the hiring process for the OCC and have hired 7 new employees including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

The indicative timeline for upgrading of our OCC is as follows:

Indicative timeline Milestones

2 nd quarter of 2026	• Commence installation of the hardware and software
3 rd quarter of 2026	• Testing and commissioning of installed hardware and software
4 th quarter of 2026	• Completion of the upgrade of the OCC • Commence service offering with the AI-powered application

The estimated breakdown of the amount allocated for the upgrade of the OCC infrastructure is as follows:

Details	RM'000
Hardware and software ^(a) :	
- Hardware with embedded software	2,200
- Software licences	2,500
New employees for the OCC ^(b)	3,400
Total	8,100

Notes:

- (a) Mainly comprise the purchase of (i) hardware – network and security equipment, as well as laptops; (ii) software – network monitoring tools, asset management tools, case management solutions and AI-powered application. These comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.
- (b) Include the salaries and benefits of hiring 11 additional employees in 2026 for our OCC operations, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 7 new employees for the OCC have been hired including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

The estimation for the costs for the upgrade of our OCC infrastructure are based on quotations received and salaries and benefits paid to existing employees. In the event that our actual cost for the upgrade of our OCC infrastructure is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

4. DETAILS OF OUR IPO (Cont'd)

4.8.3 Business expansion to provide additional ICT services

As part of our business expansion plans, our Group intends to allocate RM6.74 million to expand our capabilities to provide additional ICT services from both our Penang and KL Offices. This is in line with our intention to diversify our products and services offerings which will enable us to provide a more comprehensive suite of products and services to our customers. This approach is expected to enhance our market reach, strengthen our competitiveness, as well as customer engagement and retention. Such expansion is also expected to contribute to the growth of our Group's revenue by expanding our suite of products and services to our customers. As at the LPD, we hold the applications service provider class license, PTSL and MSOCMSL. We do not require other licences, approvals or industry certifications to provide the additional ICT services.

The business expansion is expected to include the following:

(i) Development of new AI-powered cloud and other applications

We plan to expand our business by providing new AI-powered cloud and other AI-powered applications. By leveraging on our expertise in ICT integration and provision of cloud services, we plan to provide AI-powered cloud services which integrated AI-powered cybersecurity to ensure secure and resilient operations. This AI-powered cloud services will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in AI-powered cloud and other applications.

Key focus areas include:

- (a) the use of AI model with data pipeline security to detect anomalous data injections and enable real-time validation of data source;
- (b) the use of AI to protect the misuse of application programming interface (API) by automatically detecting abnormal usage patterns, block excessive requests, and identify suspicious behaviour when users access the machine learning services in the cloud;
- (c) monitoring of infrastructure for unusual activities such as unauthorised access to systems, data theft attempts, or movement to gain wider access from one system to another within the network by attackers;
- (d) behaviour profiling with the use of AI to enforce dynamic access policies for identity and access management, such as detecting and blocking account takeover or privilege escalation attempts by attackers or unauthorised insiders;
- (e) others include keeping security up to date by continuous learning from new cyber threats. This includes the use of AI to analyse dark web activities or malicious code, as well as incorporating security checks directly into our development process to detect potential risks.

4. DETAILS OF OUR IPO (Cont'd)

As at the LPD, we have commenced the hiring process for the development team and have hired 2 new employees as at the LPD who are expected to commence work by June 2026. The indicative timeline for development of new AI-powered cloud and other applications is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	• Purchase of the hardware and software
3 rd quarter of 2026	• Commence development of the AI-powered cloud and other applications • Testing of applications
4 th quarter of 2026	• Pilot launch of AI-powered cloud and other applications

The estimated breakdown of the amount allocated for the development of new AI-powered cloud and other applications is as follows:

Details	RM'000
Hiring development team members ^(a)	2,200
Purchase hardware and software licenses ^(b) :	
- Hardware	300
- Software licenses	1,040
Total	3,540

Notes:

- (a) Include the salaries and benefits of hiring 7 additional employees in 2026 for the development team, comprising artificial intelligence/machine learning engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the development team have been hired and they are expected to commence work by June 2026.
- (b) Mainly comprise the purchase of (i) hardware – laptops and storage servers; (ii) software licenses – Microsoft Azure license. These comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software. Estimated costs for the purchase of hardware and software licenses are based on quotations received.

(ii) Establishment of a new cybersecurity business unit

We also intend to expand our business to provide cybersecurity solutions. Our existing integration of security infrastructure mainly focuses on integrating security hardware with embedded software, as well as web and application software. The existing services are carried out by our network department. Our new business unit will focus on delivering end-to-end cybersecurity services that help organisations protect their IT infrastructure, systems and data from cyber threats. The cybersecurity business unit will operate in both Penang and KL, which will enable our Group to leverage on anticipated rising demand for cybersecurity solutions among companies in Malaysia. The provision of cybersecurity solutions will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in cybersecurity solutions.

We plan to set up a team by hiring cybersecurity engineers, cybersecurity architects and other technical personnel, as well as purchasing the required hardware and software licenses. As at the LPD, we have also commenced the hiring process for the cybersecurity team and have hired 2 new employees of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.

4. DETAILS OF OUR IPO (Cont'd)

The indicative timeline for the establishment of a business unit to provide cybersecurity solutions is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	• Purchase of the hardware and software
3 rd quarter of 2026	• Commence installation of hardware and software
4 th quarter of 2026	• Commence offering of cybersecurity solutions

The estimated breakdown of the amount allocated for the establishment of a new cybersecurity business unit is as follows:

Details	RM'000
Hiring cybersecurity team members ^(a)	2,900
Purchase hardware and software licenses ^(b) :	
- Hardware	200
- Software licenses	100
Total	3,200

Notes:

- (a) Include the salaries and benefits of hiring 6 additional employees in 2026 for the cybersecurity business unit comprising cybersecurity architects, engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the cybersecurity team have been hired of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.
- (b) Mainly comprise the purchase of (i) hardware – laptops and storage servers; (ii) software licenses – data loss prevention license and privileged access management license. Comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.

The estimation for the costs for the business expansion to provide additional ICT services are based on quotations received and salaries and benefits paid to existing employees. In the event that our actual cost for the business expansion is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

4.8.4 Marketing expenses and promotional activities

We intend to utilise RM3.50 million of the proceeds from the Public Issue to increase our marketing activities to promote our new SOC, OCC, as well as new AI-powered cloud and cybersecurity services. This is expected to strengthen our brand presence and awareness by adopting a proactive marketing approach, including digital marketing, events, webinars and demonstrations, public relations initiatives, customer engagement and sales initiatives.

Such efforts will enable our Group to reach out to potential customers by promoting our products and services at events and webinars and allowing users to participate in demonstrations. Digital marketing campaigns will build brand awareness among potential customers and provide us with an outlet to promote our solutions, as well as our capabilities and recognition among our principals.

4. DETAILS OF OUR IPO (Cont'd)

The estimated breakdown of the amount allocated for marketing activities is as follows:

Details	Estimated costs	Estimated timing
	RM'000	
Events, webinars, and demonstrations	2,370	2026 to 2028
Customer engagement	520	2026 to 2028
Sales initiatives	260	2026 to 2027
Digital marketing	200	2026 to 2028
Public relations initiatives	150	2027 to 2028
Total	3,500	

Any excess amount required for the marketing expenses and promotional activities will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

4.8.5 Working capital requirements

We have allocated RM2.16 million of the proceeds from our Public Issue to supplement the working capital requirements of our Group, which is to finance our day-to-day operational requirements to support our existing business operations, as well as the expected growth in the scale of operations in tandem with the expansion of the business. The proceeds will be utilised for new projects as follows:

Details	RM'000
Purchase of hardware ^(a) and software ^(a) and payments to subcontractors ^(b) :	
- Hardware	1,300
- Software	800
- Payments to subcontractors	59
Total	2,159

Notes:

- (a) Purchase of hardware and software for our business activities such as servers, network switches, routers, firewalls, operating systems, cybersecurity software and/or virtualisation software.
- (b) Fees paid to third-party subcontractors we engage to carry out subcontractor services such as preparation works (where applicable), cabling and other supporting services, which are project-based.

The breakdown of allocation of proceeds between the purchase of hardware, software and payment to subcontractors will be determined after new projects have been secured from our customers.

Notwithstanding the above, the allocation of proceeds for our working capital requirements will strengthen our Group's financial position to undertake more projects concurrently, which is also expected to enhance our cash flow position.

4. DETAILS OF OUR IPO (Cont'd)

4.8.6 Estimated listing expenses

We have allocated RM4.50 million of the proceeds from our Public Issue to defray our estimated listing expenses as follows:

Details	Estimated costs RM'000
Professional fees ^(a)	2,700
Brokerage, underwriting and placement fees	1,000
Fees payable to authorities	100
Fees and expenses for printing and advertising	500
Miscellaneous expenses and contingencies ^(b)	200
Total	4,500

Notes:

- (a) Include professional and advisory fees for, amongst others, Principal Adviser, Solicitors, Reporting Accountants, IMR and internal control consultants.
- (b) Other incidental or related expenses in connection with the IPO, which include translators, media related expenses and IPO event expenses.

If the actual listing expenses are higher than estimated, the deficit will be funded out of the proceeds allocated for working capital purposes and/or by internally generated funds. Conversely, if the actual listing expenses are lower than estimated, the excess will be used for working capital purposes.

Pending the eventual use of the gross proceeds from the Public Issue for the above intended purposes, we will place such funds in interest-bearing fixed deposit accounts with licensed financial institutions and/or in short-term money market instruments as our Directors may deem appropriate.

4.9 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

4.9.1 Brokerage Fee

We will bear the brokerage fees in respect of the IPO Shares at the rate of 1.00% of the IPO Price in respect of all successful Applications which bear the stamp of PIVB, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association in Malaysia or the Issuing House.

4.9.2 Underwriting Commission

PIVB, as our Sole Underwriter has agreed to underwrite 62,000,000 IPO Shares made available for application by the Malaysian Public and our Eligible Persons ("**Underwritten Shares**") for an underwriting commission at the rate of 2.25% of the total value of the Underwritten Shares at the IPO Price in accordance with the terms of the Underwriting Agreement.

4.9.3 Placement Fee

PIVB, as our Sole Placement Agent, has agreed to place out 109,995,000 IPO Shares comprising 32,495,000 IPO Shares and 77,500,000 IPO Shares to selected investors and selected Bumiputera Investors approved by the MITI, respectively. We will pay our Sole Placement Agent a placement fee of up to 2.25% of the IPO Price for each IPO Share to be placed out by our Sole Placement Agent in accordance with the terms of the Placement Agreement.

4. DETAILS OF OUR IPO (Cont'd)

4.10 DETAILS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with our Sole Underwriter to underwrite the Underwritten Shares, upon the terms and subject to the conditions as set out in the Underwriting Agreement. The capitalised terms used in this section shall have the respective meanings as ascribed thereto in the Underwriting Agreement.

The following are, amongst others, the salient terms of the Underwriting Agreement:

4.10.1 Conditions

- (i) The Parties agree that the Underwriting Agreement is conditional upon:
 - (a) Bursa Securities' approval for the Listing remaining in full force and effect and that all conditions (except for any which can only be complied with after the IPO has been completed) have been complied with;
 - (b) there has not been, as at any time since the date of the Underwriting Agreement up to and including the last day and time for the acceptance of and payment for the retail offering in accordance with the Prospectus and the Application Form or any such date as may be extended from time to time by the Company with the agreement of the Sole Underwriter in writing ("**Closing Date**") any change, or any development involving a change having a Material Adverse Effect (as defined herein) other than as set out in the Prospectus, nor has any event occurred or any fact discovered which will render any of the representations, warranties and undertakings contained in Clause 3.1 of the Underwriting Agreement false or misleading or result in a material omission from such representations, warranties or undertakings if they are repeated on and as of the Closing Date. "**Material Adverse Effect**" is defined in the Underwriting Agreement as a material adverse effect on (i) the condition (financial or otherwise), earnings, business or operations of the Company or the Group, taken as a whole; or (ii) the ability of the Company to perform in any material respect its respective obligations under the Underwriting Agreement and Placement Agreement;
 - (c) the IPO and the offering and subscription of the IPO Shares in accordance with the provisions of the Underwriting Agreement not being prohibited or impeded 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);
 - (d) the registration of the Prospectus with Bursa Securities under the Listing Requirements and the submission to Bursa Securities of accompanying documents required under the Listing Requirements or relevant guidelines on or before their issue, circulation or distribution to the public and the lodgement of a copy of the Prospectus with the CCM in accordance with the CMSA, Act and the relevant laws and regulations;
 - (e) the delivery of a certified true copy by the respective authorised officers of the Company of all the resolutions of the Directors of the Company approving the Underwriting Agreement, the Prospectus and authorising the execution of the Underwriting Agreement and the issue of the Prospectus and confirming that the Directors, collectively and individually, accept full responsibility for the accuracy of all information stated in the Prospectus to the Sole Underwriter;
 - (f) all necessary approvals and consents required in relation to the IPO including but not limited to governmental approvals having been obtained and are in full force and effect and that all conditions to the approvals (except for any which can only be complied with after the IPO has been completed) have been complied with;

4. DETAILS OF OUR IPO (Cont'd)

- (g) the delivery to the Sole Underwriter a certificate dated the date of the Prospectus signed by a duly authorised officer of the Company stating that, to the best of their knowledge and belief, having made all reasonable enquiries, there has been no material adverse change, development or occurrence;
 - (h) the delivery to the Sole Underwriter on the Closing Date of such reports and confirmations dated the Closing Date from the Directors of the Company as the Sole Underwriter may reasonably require to ascertain that there is no material change subsequent to the date of the Underwriting Agreement that will adversely affect the performance or financial position of the Group;
 - (i) the Sole Underwriter having been satisfied that the Company has complied with and that the IPO is in compliance with the CMSA, policies, guidelines and requirements of the relevant authorities (including Bursa Securities and/or the SC) and all revisions, amendments and/or supplements thereto;
 - (j) the Sole Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the costs and expenses payable under Clause 11 of the Underwriting Agreement;
 - (k) the execution of the Placement Agreement and the said Placement Agreement not having been terminated or rescinded pursuant to the provisions thereof; and
 - (l) no stop order or similar order has been issued by Bursa Securities or any court or other judicial, governmental or regulatory authority in relation to the IPO.
- (ii) In the event any of the conditions set forth in Section 4.10.1(i) above are not satisfied on the Closing Date or such later date as consented to in writing by the Sole Underwriter, the Sole Underwriter shall, subject as mentioned below, thereupon be entitled to terminate the Underwriting Agreement by notice in writing to the Company.
- (iii) In the event of termination pursuant to Section 4.10.1(ii) above, the parties will be released and discharged from their respective obligations under the Underwriting Agreement upon such termination, except for the liability of the Company for payment of the Underwriting Commission and the costs and expenses incurred prior to or in connection with such termination.
- (iv) To the extent permitted by law, the Sole Underwriter may, at its sole discretion, waive compliance with any provision set out in Section 4.10.1(i) above without prejudice to its other powers, rights and remedies under the Underwriting Agreement. Any condition so waived by the Sole Underwriter in writing shall be deemed to have been satisfied in relation to it. For avoidance of doubt, there is no waiver from compliance with any provision set out in Section 4.10.1(i) above unless such waiver is expressed in writing and signed by the Sole Underwriter.

4.10.2 Termination

- (i) Notwithstanding anything contained in the Underwriting Agreement, the Sole Underwriter may, by notice in writing to the Company given at any time before the Closing Date, terminate, cancel, or withdraw its commitment to underwrite the Underwritten Shares if:
 - (a) the Company commits any continuing and material breach of any of its obligations under the Underwriting Agreement which either -
 - (aa) is incapable of remedy; or
 - (bb) if capable of remedy, is not remedied within thirty (30) days of its being given notice so to do;
 - (b) a petition is presented or an order is made or a resolution is passed for the winding up of the Company;

4. DETAILS OF OUR IPO (Cont'd)

- (c) an administrator or receiver or manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the other party and such administrator or receiver or receiver and manager is not discharged, or such distress, attachment or execution is not satisfied by that party within fourteen (14) days thereof;
- (d) the Company becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;
- (e) the Company ceases or threatens to cease to carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfill any obligation under the Underwriting Agreement;
- (f) there is an occurrence of any event or discovery of any fact or circumstances rendering any of the representations, warranties and undertakings contained in the Underwriting Agreement to be untrue, inaccurate, incorrect or misleading in any respect;
- (g) Bursa Securities suspends or revokes any approval for the IPO or makes any ruling (or revokes any ruling previously made), the effect of which is to prevent the listing of and quotation for the enlarged issued shares capital of the Company on the ACE Market;
- (h) any new law or regulation or change in law, regulation, directive, policy or ruling in any jurisdiction which in the opinion of the Sole Underwriter may prejudice the success of the IPO or which would have or is likely to have the effect of making it impracticable to enforce contracts to allot and/or transfer the Shares or making any obligation under the Underwriting Agreement incapable of performance in accordance with its terms;
- (i) the Placement Arrangement shall have been terminated in accordance with their terms;
- (j) the Company withholds any material information from the Sole Underwriter, which, in the opinion of the Sole Underwriter, is likely to have a Material Adverse Effect;
- (k) the IPO is stopped or delayed by the Company or any authority for any reason whatsoever (unless such delay has been approved by the Sole Underwriter);
- (l) any material statements contained in the Prospectus and application forms has become or been discovered to be untrue, inaccurate or misleading in any respect or matters have arisen or have been discovered which would, if the Prospectus and application forms were to be issued at that time, constitute a material omission therefrom;
- (m) the Listing does not take place within three (3) months from the date of the Underwriting Agreement or such other extended date as may be agreed by the Sole Underwriter;
- (n) any commencement of legal proceedings, formal investigations, enquiries or action against any members of the Company or any of their directors, which in the opinion of the Sole Underwriter, would have a Material Adverse Effect or make it impracticable to enforce agreement to allot and/or transfer the Shares or to market the IPO;
- (o) the IPO is cancelled by the Company; or

4. DETAILS OF OUR IPO (Cont'd)

- (p) admission to trading of the Shares on Bursa Securities has not been completed by 15 June 2026 or by such other date as may be agreed in writing between the Company and the Sole Underwriter.
- (ii) Upon such notice being given under Section 4.10.2(ii) above and such breach which is capable of remedy and is not remedied in accordance thereof, the Sole Underwriter shall be released and discharged of its obligations without prejudice to its rights whereby the Underwriting Agreement shall be of no further force or effect and no party shall be under any liability to the other save for otherwise provided under the Underwriting Agreement and antecedent breaches PROVIDED THAT the Company shall remain liable in respect of payment of the Underwriting Commission to the Sole Underwriter, any costs and expenses payable under Clause 11 of the Underwriting Agreement and all other sums due from the Company under the Underwriting Agreement.
- (iii) Notwithstanding anything contained in the Underwriting Agreement, the Company may by notice in writing to the Sole Underwriter given at any time before the lodgment and registration of the Prospectus, terminate the Underwriting Agreement due to any gross negligence and wilful default of the Sole Underwriter, provided these are substantiated. Upon such notice being given, the Underwriting Agreement will terminate whereupon each Party's rights and obligations will cease and in which event, the Sole Underwriter shall not be entitled to any Underwriting Commission, any costs and expenses payable under Clause 11 of the Underwriting Agreement and/or all other sums due from the Company under the Underwriting Agreement.
- (iv) If the Closing Date is more than three (3) calendar months from the date of the Underwriting Agreement or any later date as the Company and the Sole Underwriter may mutually agree upon, the Underwriting Agreement will automatically lapse without the requirement for any notice in writing to be given to such effect and the Sole Underwriter will be released and discharged from its obligations.

4.10.3 Force Majeure

- (i) No party shall be liable in any manner for failure to perform or delay in performing all or any part of the Underwriting Agreement which is directly due to any cause or circumstances beyond the control of such party including without limitation, acts of God, fire, flood, storm, earthquake, typhoon, tidal wave, plague or other epidemics, governmental laws, orders, regulations, sanctions or restrictions, war, armed conflict or serious threat of the same, hostilities, mobilization, blockade, national disorder, declaration of national emergency, or severe economic dislocation or change in national or international monetary, financial, political or economic condition that will directly and materially affect the financial position of the Company or the Listing.
- (ii) Any material adverse change, or any development involving a prospective material adverse change, in national or international monetary, financial (including stock market, foreign exchange market, interbank market or interest rates or money market or currency exchange rates or foreign exchange controls), political, legal, regulatory, taxation, industrial or economic conditions which in the opinion of the Sole Underwriter may have a Material Adverse Effect (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, if the FTSE Bursa Malaysia KLCI ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:
 - (a) on or after the date of the Underwriting Agreement; or
 - (b) prior to the date of Listing;

lower than eighty-five per centum (85%) of the level of Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least three (3) consecutive Market Days, it shall be deemed a material adverse change in the stock market condition.

4. DETAILS OF OUR IPO (Cont'd)

- (iii) In event of a force majeure pursuant to this Section 4.10.3, the Sole Underwriter may, subject to prior consultation with the Company, at any time prior to or on the Closing Date:
 - (a) terminate the Underwriting Agreement by giving notice to the Company in the manner as set out in Clause 15 of the Underwriting Agreement; or
 - (b) request for the Closing Date to be extended to such reasonable date as the Sole Underwriter may decide.
- (iv) Upon delivery of the notice of termination pursuant to Section 4.10.3(iii)(a) above, the Underwriting Agreement will terminate whereupon each party's rights and obligations will cease and none of the parties will have any claim against each other, except that all costs and expenses incurred prior to or in connection with such termination shall remain payable in full by the Company and no Underwriting Commission shall be required to be paid by the Company if such termination occurs prior to the lodgment and registration of the Prospectus. For the avoidance of doubt, if such termination occurs after the Prospectus has been lodged and registered, the Company will remain liable to pay the Underwriting Commission to the Sole Underwriter.
- (v) In the event of a delivery of a request under Section 4.10.3(iii)(b) above, the Company shall procure that the Closing Date be extended as requested.
- (vi) The delivery of a request under Section 4.10.3(iii)(b) above shall not preclude the Sole Underwriter from giving a further request for extension pursuant to Section 4.10.3(iii)(b) above or giving of a notice to terminate pursuant to Section 4.10.3(iii)(a) above.

4.11 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through the CDS (which is operated by Bursa Depository). This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, our Company will not deliver share certificates to the subscribers of our IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their name or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as the shareholders of our Company in respect of the number of Shares credited to the respective CDS accounts.

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

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

It is expected that our IPO Shares will not commence trading on Bursa Securities until about 10 Market Days after the closing date of the Applications. Subscribers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of a book-entry transfers to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

[The rest of this page has been intentionally left blank]

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

5.1 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoter and Substantial Shareholders' shareholdings

The details of our Promoter and Substantial Shareholders, as well as their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality / Place of Incorporation	After the Acquisition before our IPO and Share Transfer				After our IPO and Share Transfer			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
<u>Promoter and substantial shareholder</u>									
Yeoh Chin Ming	Malaysian	224,005,000	50.00	-	-	30,565,000	4.93	(c)372,000,000	60.00
<u>Substantial shareholders</u>									
Ho Huang Ken	Malaysian	112,000,000	25.00	-	-	22,720,000	3.66	(c)372,000,000	60.00
Toh Say Yee	Malaysian	112,000,000	25.00	-	-	22,720,000	3.66	(c)372,000,000	60.00
Evernorth ^(d)	Malaysia	-	-	-	-	(e)372,000,000	60.00	-	-

Notes:

- (a) Based on the issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.
- (b) Based on the enlarged issued share capital of 620,000,000 Shares after our IPO.
- (c) Deemed interest by virtue of his interest in Evernorth pursuant to Section 8 of the Act.
- (d) Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.
- (e) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer. Please refer to Section 4.3.2 of this Prospectus for further details on the Share Transfer.

Our Promoter and Substantial Shareholders do not have different voting rights from the other shareholders of our Company as all our Shares before and after our IPO are of the same class.

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

5.1.2 Profiles of our Promoter and Substantial Shareholders

The profiles of our Promoter and Substantial Shareholders are as follows:

(i) **Yeoh Chin Ming**

Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer

Yeoh Chin Ming, male, Malaysian, aged 52, is our Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer. He was appointed to the Board on 21 November 2024. In his capacity as Non-Independent Managing Director / Chief Executive Officer, he is responsible for leading the Group's overall strategic direction, which includes directing and managing the Group's business strategies.

Yeoh Chin Ming graduated in July 1999 from Universiti Kebangsaan Malaysia with a Bachelor of Information Technology in Systems Science and Management. In November 2006, he obtained his Master of Business Administration in Marketing from Nottingham Trent University, United Kingdom.

He has over 27 years of experience in the industry of ICT, from hardware, software, to enterprise solution as well as IT managed services. He began his career in August 1999 as a Sales Executive in General Computers (M) Sdn Bhd, where he was responsible for sales of ICT hardware to small and medium enterprise in the northern region of Peninsular Malaysia. He left General Computers (M) Sdn Bhd in March 2003 and joined Hewlett Packard (M) Sdn Bhd as a Senior Account Manager in May 2003. He was responsible for sales within the Personal System Group segment in the northern region of Peninsular Malaysia before he left the Company in July 2008.

Subsequently, Yeoh Chin Ming joined Microsoft (Malaysia) Sdn Bhd in August 2008 as a Sales Manager, where he was responsible for strategising sales initiatives and growth within its Small and Mid-Market Solutions and Partners Group. He left Microsoft (Malaysia) Sdn Bhd in March 2010 for a short career break before joining PSSB as a Sales Executive in October 2010, where he was responsible for sales activities of the company.

In August 2011, he became a shareholder of PSSB and was promoted to Sales Director and was responsible for overseeing the marketing and sales activities of the company and expansion into new markets, such as the expansion of PSSB from Penang to Kuala Lumpur in 2015. From 2017 onwards, he concentrated on driving the growth of the enterprise business segment and enhancing PSSB's presence within the industry. He was subsequently promoted to General Manager in January 2018 where he was responsible for overseeing the overall operations and performance of business. He is also responsible to ensure that all departments work efficiently to achieve business goals, maintain profitability and uphold customer satisfaction.

In January 2022, he was redesignated as the Chief Executive Officer of PSSB. As Chief Executive Officer, he played a key role in spearheading the business direction of PSSB and drives the growth and development of PSSB's business operations from small-to-medium companies to include large and multinational corporations, particularly within sectors such as manufacturing, financial services and other industries. In June 2025, he was redesignated as the Non-Independent Managing Director / Chief Executive Officer of the Group.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(ii) of this Prospectus. He does not have any relationship with the Substantial Shareholders, Directors and Key Senior Management.

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

(ii) Ho Huang Ken

Substantial Shareholder, Key Senior Management and Chief Sales Officer

Ho Huang Ken, male, Malaysian, aged 46, is our Substantial Shareholder and Chief Sales Officer. He is responsible for the management and recruitment of the sales team of the Group, as well as the formulation of sales strategies. He has over 22 years of experience in sales and operations within the ICT industry.

Ho Huang Ken completed his Sijil Tinggi Persekolahan Malaysia (STPM) at Sekolah Menengah Jenis Kebangsaan Chung Ling, Pulau Pinang in December 1999. Upon completion of his STPM, Ho Huang Ken pursued his studies in a local university between 2000 and 2003. However, he did not complete the course and started his career as an Account Manager with General Computers (M) Sdn Bhd in June 2004, where he was responsible for implementing sales strategies to achieve sales targets. He left the company in April 2006.

In July 2006, he co-founded PSSB. As a sales executive, he played a key role in the development of PSSB by contributing to the sales growth and strategic direction of PSSB. In January 2017, he was promoted as Sales Director, focusing on driving the growth of the small and medium enterprises, as well as overseeing sales operation and implementation of sales strategies. He was further promoted as Sales Vice President in January 2022, where he led the sales team, formulated sales strategies and oversaw the recruitment and management of the sales team.

Subsequently, in February 2025, he was redesignated as Vice President of Sales Operations where he assumed his current responsibilities and continues to hold his position to-date. He ceased to be a director of PSSB on 2 July 2025. In July 2025, he was redesignated as the Chief Sales Officer.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.4.4(ii) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

(iii) Toh Say Yee

Substantial Shareholder

Toh Say Yee, male, Malaysian, aged 58, is our Substantial Shareholder.

He obtained his Bachelor of Business Administration from the University of Toledo, United States in December 1992.

He began his career in April 1993 as a Senior Account Manager with General Computer (M) Sdn Bhd, where he was responsible for managing key client relationships and supporting business growth through strategic account management. He left the company in December 2006.

In January 2007, he joined PSSB as a Business Development Manager, where he played a role in the development of the initial business model of PSSB, maintained supplier and customer relationships, as well as supported the set-up of the sales operations of PSSB. He was promoted to Senior Business Development Manager in August 2011, where he contributed to the company's expansion through the development of new business opportunities and partnerships.

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

Subsequently, he was appointed as Business Development Director in January 2022. In this role, he was responsible in overseeing the strategic initiatives of PSSB which aimed at expanding the company's footprint in the provision of ICT software and hardware products and IT service maintenance. He ceased to be a member of the Board of Directors of PSSB on 2 July 2025 to pave the way for the next generation of leadership but still remains an employee of PSSB with the title of Business Development Director.

He is not involved in any other business activities outside our Group, save for his directorship and shareholdings in Evernorth. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

(iv) **Evernorth** *Substantial Shareholder*

Evernorth was incorporated in Malaysia under the Act on 20 June 2025 as a private limited company.

As at the LPD, the issued share capital of Evernorth is RM1,000.00 comprising 1,000 ordinary shares. Evernorth is principally involved in the activities of holding companies.

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

Directors and shareholders	No. of shares	%
Yeoh Chin Ming	520	52.00
Ho Huang Ken	240	24.00
Toh Say Yee	240	24.00
Total	1,000	100.00

[The rest of this page is intentionally left blank]

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

5.1.3 Changes in our Promoter's and Substantial Shareholders' shareholdings

The table below sets out the changes in our Promoter's and Substantial Shareholders' shareholdings in our Company since incorporation up to our IPO:

Name	As at 21 November 2024 (date of incorporation)				As at 12 June 2025			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
<u>Promoter and substantial shareholder</u>								
Yeoh Chin Ming	100	100.00	-	-	5,000	100.00	-	-
<u>Substantial shareholders</u>								
Ho Huang Ken	-	-	-	-	-	-	-	-
Toh Say Yee	-	-	-	-	-	-	-	-
Evernorth ^(f)	-	-	-	-	-	-	-	-
Name	After the Acquisition and before our IPO and Share Transfer / As at the LPD				After our IPO and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(c)%	No. of Shares	(c)%	No. of Shares	(d)%	No. of Shares	(d)%
<u>Promoter and substantial shareholder</u>								
Yeoh Chin Ming	224,005,000	50.00	-	-	30,565,000	4.93	^(e) 372,000,000	60.00
<u>Substantial shareholders</u>								
Ho Huang Ken	112,000,000	25.00	-	-	22,720,000	3.66	^(e) 372,000,000	60.00
Toh Say Yee	112,000,000	25.00	-	-	22,720,000	3.66	^(e) 372,000,000	60.00
Evernorth ^(f)	-	-	-	-	^(g) 372,000,000	60.00	-	-

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

Notes:

- (a) Based on our issued share capital of 100 Shares as at the date of incorporation.
- (b) Based on our issued share capital of 5,000 Shares as at 12 June 2025.
- (c) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.
- (d) Based on our issued share capital of 620,000,000 Shares after our IPO.
- (e) Deemed interest by virtue of his interest in Evernorth pursuant to Section 8 of the Act.
- (f) Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.
- (g) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer.

As of the LPD, we have only one class of shares in our Company, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares. The Shares held by our Promoter and Substantial Shareholders have the same voting rights with the other shareholders of our Company and there is no arrangement between our Company and our Promoter with any third parties, which may at a subsequent date, result in the change in control of our Company.

Save for our Promoter and Substantial Shareholders who will collectively hold 72.26% of our enlarged issued share capital after our IPO, we are not aware of any other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

[The rest of this page is intentionally left blank]

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

5.1.4 Benefits paid or intended to be paid or given to our Promoter and Substantial Shareholders

Save as disclosed below, there are no other amount or benefits paid, intended to be paid or given to our Promoter and Substantial Shareholders within the 2 years preceding the date of this Prospectus:

- (i) remuneration and benefits paid or proposed to be paid to our Promoter and Substantial Shareholders (save for Ho Huang Ken and Toh Say Yee) for services rendered to our Group in all capacities for the FYE 2025 and FYE 2026 as disclosed in Section 5.2.5 of the Prospectus;
- (ii) dividends paid to our Promoter and Substantial Shareholders as follows:

	FYE 2022	FYE 2023	FYE 2024	FYE 2025	From 1 January 2026 up to the LPD
Name	RM'000	RM'000	RM'000	RM'000	RM'000
Yeoh Chin Ming	500	750	2,950	-	(a)750
Ho Huang Ken	250	375	1,475	-	(a)375
Toh Say Yee	250	375	1,475	-	(a)375
Total	1,000	1,500	5,900	-	1,500

Note:

- (a) Dividend declared on 31 December 2025 and paid in 12 February 2026.
- (iii) the remunerations and benefits paid or proposed to be paid to Ho Huang Ken, being our Substantial Shareholder, Key Senior Management and an employee of the Group was between RM550,000 to RM600,000 for the FYE 2025 and between RM550,000 to RM600,000 for the FYE 2026 (excluding bonuses for the FYE 2026, which, if any, will be determined later depending on the performance of the individual and the Group, subject to the recommendation of the Remuneration Committee and approval by our Board); and
- (iv) the remunerations and benefits paid or proposed to be paid to Toh Say Yee, being our Substantial Shareholder and an employee of the Group was between RM500,000 to RM550,000 for the FYE 2025 and between RM500,000 to RM550,000 for the FYE 2026 (excluding bonuses for the FYE 2026, which, if any, will be determined later depending on the performance of the individual and the Group, subject to the recommendation of the Remuneration Committee and approval by our Board).

[The rest of this page is intentionally left blank]

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

5.2 BOARD OF DIRECTORS

5.2.1 Directors

Our Board comprises the following members:

Name	Age	Nationality	Date of appointment	Designation
Mohamad Hashim Bin Abdul Ghani (M)	71	Malaysian	1 July 2025	Independent Non-Executive Chairman
Yeoh Chin Ming (M)	52	Malaysian	21 November 2024	Non-Independent Managing Director / Chief Executive Officer
Tan Hooi Bee (F)	58	Malaysian	20 June 2025	Non-Independent Executive Director
Juleen Teh Sue Leen (F)	43	Malaysian	20 June 2025	Non-Independent Executive Director
Lee Kooi Hoon (F)	56	Malaysian	1 July 2025	Independent Non-Executive Director
Lim Guan Chong (M)	60	Malaysian	1 July 2025	Independent Non-Executive Director
See Swee Sie (F)	61	Malaysian	1 February 2026	Independent Non-Executive Director

Notes:

(M) Male.

(F) Female.

[The rest of this page is intentionally left blank]

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

5.2.2 Profiles of our Directors

The profile of our Directors are as follows:

(i) Mohamad Hashim Bin Abdul Ghani
Independent Non-Executive Chairman

Mohamad Hashim Bin Abdul Ghani, male, Malaysian, aged 71, is our Independent Non-Executive Chairman. He was appointed to the Board on 1 July 2025.

In July 1978, he graduated with a Bachelor of Economics from Universiti Kebangsaan Malaysia and he further graduated with a Bachelor of Economics (Honours) in Business Management from the same university in July 1979.

He joined MIDA in August 1979 as an Economics Affairs Officer where he was responsible for promoting and attracting investments, facilitating project implementation for companies and assessing applications for manufacturing licenses, tax incentives, exemptions and expatriate posts, among other duties.

He subsequently held various positions within MIDA reflecting his progressive leadership and experience. He served as Director of MIDA Sabah (from November 1989 to November 1995), Director for Mineral and Paper Industry Division (from November 1995 to September 1996), Director of MIDA Pulau Pinang (from September 1996 to March 2003), Director of MIDA Stockholm, Sweden (from March 2003 to June 2006), Manager of Secretariat Division (from July 2006 to January 2007), Director of Agro-Based Industries Division (from January 2007 to May 2008), Director of Cross Border Investment Division (from May 2008 to February 2010) as well as Director of MIDA Tokyo, Japan (from February 2010 to July 2015). In August 2015, he was appointed as the Director of Foreign Investment Coordination Division, a position he held until his retirement in September 2015. He remained retired from active employment until February 2023.

In February 2023, he was appointed as the Chief Executive Officer of Perak Investment Management Centre for 2 years until 31 January 2025, where he is primarily responsible for overseeing the administration and operation of Investment Management Centre. In January 2025, his appointment as Chief Executive Office was further extended to 31 January 2026. He is currently the Independent Non-Executive Chairman of Critical Holdings Berhad (a company listed on the Main Market of Bursa Securities).

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(i) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

(ii) Yeoh Chin Ming
Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer

Please refer to Section 5.1.2(i) of this Prospectus for his profile.

[The rest of this page is intentionally left blank]

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

(iii) Tan Hooi Bee
Non-Independent Executive Director

Tan Hooi Bee, female, Malaysian, aged 58, is our Non-Independent Executive Director. She was appointed to the Board on 20 June 2025. She is responsible for leading the Group's strategic initiatives and business growth in line with the Group's long-term goals.

She graduated in December 1991 from the University of New South Wales, Australia with a Bachelor of Science.

Upon graduation, she began her career in January 1992 as an Analyst Programmer in IFCA Systems (Penang) Sdn Bhd, where she was responsible for the development of application software for the hospitality industry. In November 1994, she left IFCA Systems (Penang) Sdn Bhd.

She then joined General Computers (M) Sdn Bhd in December 1994 as a System Analyst, where her responsibilities included delivering technical support for enterprise software solutions. In July 1995, she was promoted to the position of Systems Manager and was tasked to lead a team of support engineers. She was subsequently promoted to Sales Manager in January 2002 where her roles expanded to include supporting corporate account managers in system or solution-based sales, as well as organising events and seminars for customers. She then resigned as the Sales Manager in December 2006 to prioritise family responsibilities. After a short career break, she co-founded Icuellinks Sdn Bhd in October 2007 where the company primarily involved in event and gift coordination. She held the position as a director and oversaw finance and payment management in the company. Icuellinks Sdn Bhd became dormant in early 2008 and was subsequently dissolved in May 2010.

In June 2008, she joined Originex Control (PG) Sdn Bhd as the Product Manager where she was responsible for developing distribution network for IT products. She left Originex Control (PG) Sdn Bhd in May 2013 and joining PSSB as a Project Manager in June 2013, where she played a key role in planning, executing and managing projects.

She was promoted to Senior Network Business Director in January 2023 where she oversaw strategic business strategies, brand principals' collaboration and the leadership of a team of skilled network engineers in delivering and supporting corporate solutions.

On 20 June 2025, she was appointed as the Executive Director where she assumed her current responsibilities and continues to hold her position to-date.

She is not involved in any other business activities outside our Group. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

[The rest of this page is intentionally left blank]

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

(iv) Juleen Teh Sue Leen
Non-Independent Executive Director

Juleen Teh Sue Leen, female, Malaysian, aged 43, is our Non-Independent Executive Director. She was appointed to the Board on 20 June 2025. She is responsible for the oversight and management of the Group's day-to-day operational functions, which include human resources and general administration and internal control.

She graduated in April 2005 from London Metropolitan University, United Kingdom with a Bachelor of Science in Computing and Information Systems.

She began her career as a Telemarketing Personnel with General Computers (M) Sdn Bhd in May 2005, where she was responsible for preparing quotations and assisting in the coordination of corporate events and marketing campaigns. She resigned in December 2006. Subsequently, in February 2007, she set up a partnership, Lovely Doggy Enterprise focusing on sale of pet-related goods and services. The partnership was terminated in April 2007.

In June 2007, she joined PSSB as Admin Assistant where she was responsible to provide support in general office administration including bookkeeping, invoicing, payroll and logistics coordination. She was promoted to Admin and Finance Manager in January 2018, with expanded responsibilities in administrative processes including managing office operations, procurement activities as well as overseeing the finance department and handling the company's financial planning, managing company cashflow and management reporting.

She was then promoted to Admin and Finance Director in January 2022 where she was responsible for the strategic oversight of administrative functions, optimising operational workflows, overseeing procurement, as well as developing and implementing cost control strategies.

In January 2025, she was redesignated as Business Operations Director. In this role, she was responsible for overseeing process and operational efficiency improvements such as process automation, as well as oversees procurement, vendor management and payroll management.

On 20 June 2025, she was appointed as the Executive Director where she assumed her current responsibilities and continues to hold her position to-date.

She is not involved in any other business activities outside our Group. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

(v) Lee Kooi Hoon
Independent Non-Executive Director

Lee Kooi Hoon, female, Malaysian, aged 56, is our Independent Non-Executive Director. She was appointed to the Board on 1 July 2025.

She graduated with a Bachelor of Business in Accountancy from Charles Sturt University-Riverina, Australia in December 1992 and subsequently obtained her Master in Development Management from the Asian Institute of Management, Manila, Philippines in May 2001. She has been an associate member of the Australian Society of Accountants (now known as CPA Australia) since August 1993, was admitted as a Certified Practicing Accountant in May 1998 and a Fellow Certified Practicing Accountant in July 2025. Additionally, she has been a Chartered Accountant and a member of the Malaysian Institute of Accountants since July 2003. She is an ASEAN CPA member with effect from 25 March 2026.

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

She began her career with Ismail Chong & Associates in March 1993 as Audit Assistant where she was involved in audit processes and reviewing tax computations. She left Ismail Chong & Associates in December 1994. In January 1995, she joined Price Waterhouse PLT (now known as PricewaterhouseCoopers PLT) as Audit Assistant where she handled audit assignments for multinational companies and tax review work. She was promoted to Audit Senior in January 1996.

In April 1997, she left Price Waterhouse PLT and joined Hunza Consolidation Berhad (now known as Master-Pack Group Berhad) as Senior Executive, Internal Audit where she conducted internal audit reviews to assess internal controls and compliance. In March 1998, she was seconded to Hunza Marine Products Sdn Bhd (a subsidiary of Hunza Consolidation Berhad) as Assistant Finance Manager where she managed the finance department's daily operation, including financial statement preparation, budgeting and monitoring of expenditures and receivables.

She resigned from Hunza Marine Products Sdn Bhd in January 1999 and joined Shangri-La Hotels (M) Berhad in February 1999 as an Internal Audit Officer where she supported the internal audits of the hotel assets of the company. She then took a sabbatical break from July 2000 to May 2001 to pursue her Master in Development Management followed by a short break until August 2001.

In September 2001, she joined Cargill (Malaysia) Sdn Bhd as Finance Manager where she was responsible for monthly financial reporting and the preparation of financial statements. She left Cargill (Malaysia) Sdn Bhd in April 2003 and joined International SOS Pte Ltd as Assistant Finance and Administration Manager in June 2003. She was promoted to Finance Manager in September 2006. During her tenure, she was seconded to various companies within the group, where she managed both local and overseas finance operations, including monthly financial reports and tax compliance. She resigned in April 2012.

In May 2012, she joined Cold Storage Singapore (1983) Pte Ltd, a subsidiary of DFI Retail Group Holdings Limited (listed on the Singapore Exchange Limited) where she was appointed as Chief Financial Officer of DFI Lucky Pte Ltd, a company based in Cambodia (subsidiary of DFI Retail Group Holdings Limited) that operates a retail chain of supermarkets where she primarily oversaw finance functions and cash flow management for its retail operations. She left Cold Storage Singapore (1983) Pte Ltd in July 2021.

After a sabbatical break, she joined Olympia Medical Hub Co Ltd in June 2022 as Finance Advisor, where she advised on strategic budgeting and other financial and accounting matters. In March 2024, she set up a sole proprietorship under her own name. The sole proprietorship has no business activity since its set-up other than receiving of rental income. She left Olympia Medical Hub Co Ltd in May 2024. In November 2024, she joined Emits Technology Sdn Bhd as Financial Controller where she was responsible for overseeing and reviewing company consolidated financial statements, finance internal control policies and tax computation reconciliation. She left Emits Technology Sdn Bhd in August 2025.

She is currently the Independent Non-Executive Director of Chemlite Innovation Berhad (a company listed on the ACE Market of Bursa Securities) and the Independent Non-Executive Director of GB Bond Holdings Berhad.

Further details of her involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(iii) of this Prospectus. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

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

(vi) Lim Guan Chong
Independent Non-Executive Director

Lim Guan Chong, male, Malaysian, aged 60, is our Independent Non-Executive Director. He was appointed to the Board on 1 July 2025.

He graduated with a Bachelor of Science (Economics) with Honours from the University of London, United Kingdom in August 1993. Subsequently, he obtained his Master of Business Administration (Finance) from the University of Hull, United Kingdom, in July 2000 and further completed his Doctor of Business Administration from the University of South Australia, Australia in March 2006.

He began his career with Ban Hin Lee Bank (which was subsequently acquired by Southern Bank Berhad, later by CIMB Group) in January 1988 as a Bank Trainer, where he was responsible for training and developing its employees to enhance their skills, product knowledge and overall performance. He left Ban Hin Lee Bank in December 1995. Subsequent thereto, he stated freelancing as a trainer cum consultant providing his services to companies in different industries such as education, manufacturing, retail, hospitality and IT services.

From January 1996 onwards, he did some part-time teaching and training before he was engaged by Disted Sowers, a subsidiary of Disted Stamford College, in February 1996, as a consultant where his services include amongst others designing and reviewing academic curricula, evaluating academic processes, infrastructure and governance, and creating qualification programs tailored for working adults. His engagement with Disted Sowers ended in June 1996. During the period from January 1996 to to-date, he was engaged by Dunville Asia Pacific Training Sdn Bhd as trainer cum consultant on project basis.

In September 1997, he founded a sole proprietorship namely CIPD Centre where the principal activities were providing in house training, training consultancy services and setting up of training management system. The sole proprietorship has expired in September 1998. He was then engaged by the Malaysian Institute of Management as a trainer and consultant in January 2004. In this engagement, he provided services such as designing training programmes and conducting management and leadership training programmes for various industries. His engagement ended with the Malaysian Institute of Management in May 2014.

He co-founded Techtual Consulting PLT, a limited liability partnership with his wife in December 2014 where he provides coaching, strategic business consulting, formulation of strategies, and implement initiatives aligned with organisational goals to clients.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(iv) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

[The rest of this page is intentionally left blank]

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

(vii) See Swee Sie
Independent Non-Executive Director

See Swee Sie, female, Malaysian, aged 61, is our Independent Non-Executive Director. She was appointed to the Board on 1 February 2026.

See Swee Sie graduated with a Bachelor of Laws (Honours) from the University of London in August 1990. She obtained her Certificate of Legal Practice (CLP) from the Legal Profession Qualifying Board, Malaysia in November 1991. Subsequently, she undertook her pupillage in Messrs. Shearn Delamore & Co and was admitted to the High Court of Malaya as an Advocate and Solicitor in October 1992.

She began her legal career in November 1992 with Messrs. Onn Hussein & Yee as a Legal Assistant where she was involved in banking litigation. In October 1994, she left Messrs. Onn Hussein & Yee to join Messrs. Chung, Huang & Khalid in November 1994 as a Legal Assistant where she was responsible for handling banking litigation files.

In December 1995, she left Messrs. Chung, Huang & Khalid. After a short break, she joined Messrs. Eugene Lye & Co in March 1996 as a Legal Assistant where she managed both conveyancing and litigation files for the firm. She then left Messrs. Eugene Lye & Co in May 1997. After taking a five (5) months' break to attend to personal matters, she then set up her own legal firm, Messrs. S See & Associates (now known as Messrs Anoop & See) in November 1997 where she holds the position of Managing Partner.

She is a certified adjudicator as well as a sports arbitrator empaneled by the Asian International Arbitration Centre. She is also an adjudicator and mediator of the Asian Institute of Alternative Dispute Resolution in which she has been admitted as a pioneer member. Currently, she is the President of the Federation of Women Lawyers of North Malaya, Penang. She is the legal adviser of the National Council of Women's Organisations in Penang, Malaysia Semiconductor Industry Association and Penang Family Health Development Association.

She is currently the Independent Non-Executive Director of BWYS Group Berhad (a company listed on the ACE Market of Bursa Securities) and a director of Mount Miriam Cancer Hospital.

Further details of her involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(v) of this Prospectus. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

[The rest of this page is intentionally left blank]

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.2.3 Directors' shareholdings**

The details of our Directors and their respective shareholdings in our Company before and after our IPO (assuming full subscription of the Shares allocated to our Directors under the Pink Form Allocation) are as follows:

Name	After the Acquisition and before our IPO and Share Transfer				After our IPO and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
Mohamad Hashim Bin Abdul Ghani	-	-	-	-	250,000	0.04	-	-
Yeoh Chin Ming	224,005,000	50.00	-	-	30,565,000	4.93	(c)372,000,000	60.00
Tan Hooi Bee	-	-	-	-	3,000,000	0.48	-	-
Juleen Teh Sue Leen	-	-	-	-	3,000,000	0.48	-	-
Lee Kooi Hoon	-	-	-	-	250,000	0.04	-	-
Lim Guan Chong	-	-	-	-	250,000	0.04	-	-
See Swee Sie	-	-	-	-	250,000	0.04	-	-

Notes:

- (a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.
- (b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.
- (c) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

[The rest of this page is intentionally left blank]

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

5.2.4 Principal business activities and directorships in other corporations of our Directors outside our Group

Save as disclosed below, none of our Directors have any principal business activities and directorships in any other corporations outside of our Group within the past 5 years up to the LPD:

(i) Mohamad Hashim Bin Abdul Ghani

Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
<u>Present Involvement</u>						
Critical Holdings Berhad (listed on the Main Market of Bursa Securities)	Investment holding company with its subsidiaries principally involved in design and build, project management, supply, installation, testing, commissioning, maintenance and services support of mechanical, electrical and process utilities systems and equipment for critical facilities.	Independent Non-Executive Director	12 September 2022	-	(a) -	-
<u>Past Involvement</u>						
Oasis Home Holding Berhad (listed on the ACE Market of Bursa Securities)	Investment holding company with its subsidiaries principally involved in the marketing and selling of consumer lifestyle products.	Independent Non-Executive Director	16 February 2024	17 October 2024	-	-

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**(ii) Yeoh Chin Ming**

					Equity interest held as at the LPD	
Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Direct	Indirect
					(%)	(%)
<u>Present Involvement</u>						
Evernorth Capital Sdn Bhd	Activities of holding companies	Director / Shareholder	20 June 2025	-	52.00	-

(iii) Lee Kooi Hoon

Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
<u>Present Involvement</u>						
Lee Kooi Hoon (Business Registration No.: 202403065446 (AS0475953-K))	Business and management consultancy, accounting and training services, guest house service and online sales on non-food products	Sole Proprietor	6 March 2024	-	100.00	-
Chemlite Innovation Berhad (listed on the ACE Market of Bursa Securities)	Investment holding company with its subsidiary principally involved in the provision of surface finishing treatment services	Independent Non- Executive Director	24 June 2024	-	(a) -	-
GB Bond Holdings Berhad (a company proposed to be listed on the ACE Market of Bursa Securities)	Investment holding company with its subsidiaries principally involved in manufacturing and sales of industrial adhesives, emulsion polymers and sealants	Independent Non- Executive Director	4 November 2025	-	-	-

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
Past Involvement

H&S Enterprise	Venture	Provision of property management services and short term rental accommodation	Partner	5 March 2024	3 March 2025	45.00	-
Lee Kooi Hoon (Business Registration No.: 202103238223 (003307366-V))		Retail sale in household equipment, electrical products, food products, fresh produce, and bakery products. Financial consultant includes financial accounting, bookkeeping, consultant for financial performance of companies, online retail of products – e-book, digital education products, software application, apps, other digital related products, bakery and cakes, electronic products and household equipment	Sole Proprietor	9 August 2021	9 August 2022	100.00	-
Kobay Technology Berhad (listed on the Main Market of Bursa Securities)		Investment holding company with its subsidiaries principally involved in the manufacturing of precision components, tooling, automation equipment and fabricated structures for aerospace semiconductor, electrical & electronics and oil and gas subsea global market sectors and property development	Independent Non-Executive Director	8 September 2023	19 March 2025	-	-

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**(iv) Lim Guan Chong**

Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Equity interest held as at the LPD		
					Direct (%)	Indirect (%)	
<u>Present Involvement</u>							
Techtual PLT	Consulting	Provision of human resource consultancy services	Partner	19 December 2014	-	49.00	^(b) 51.00

(v) See Swee Sie

Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
<u>Present Involvement</u>						
BWYS Group Berhad (listed on the ACE Market of Bursa Securities)	Investment holding company with its subsidiaries principally involved in manufacturing of sheet metal products, supply of scaffoldings and trading of steel materials and steel related products	Independent Non- Executive Director	1 August 2023	-	(a) -	-
Mount Miriam Cancer Hospital	Provision of comprehensive oncology and palliative care services	Director	10 November 2023	-	-	-

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

Company	Principal activities	Position held/ Involvement	Date of appointment as director/joining as partner	Date of resignation as director/ cessation as partner	Equity interest held as at the LPD	
					Direct (%)	Indirect (%)
Chin Hin Company Sdn Berhad	Investment holding company	Shareholder	-	-	3.75	-
Messrs. Anoop & See ^(c)	Provision of legal services	Managing Partner	10 November 1997	-	-	-

Notes:

- (a) The involvements of our Directors as disclosed above exclude shares in public listed companies held by our Directors as minority shareholders (less than 5.00% of the total number of issued shares of a public listed company) and the shares held are only for trading and personal investment purposes.
- (b) Deemed interest by virtue of the equity interest held by his spouse, Liew Mei Ling by virtue of Section 8(4) of the Act.
- (c) See Swee Sie set up her own legal firm Messrs. S S See & Associates on 10 November 1997 as a sole proprietor. On 3 January 1998, Messrs. S S See & Associates was converted to a partnership and underwent a change of name to Messrs. Anoop & See. She has been the managing partner since then.

As at the LPD, the directorships of our Directors in other companies are in compliance with Rule 15.06 of the Listing Requirements as none of our Directors hold more than 5 directorships in public listed companies on Bursa Securities.

Save as disclosed above, our Directors are not involved in other businesses or corporations.

The involvement of our Independent Non-Executive Directors in other companies will not affect their contributions to our Group as they are not involved in the day-to-day operations of our Group.

As such, our Board is of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties.

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.2.5 Remuneration and material benefits-in-kind of our Directors**

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for the FYE 2025 and FYE 2026 are as follows:

FYE 2025 (Actual)

Name	Directors' fees RM'000	Salaries RM'000	Bonuses RM'000	(a) Other emoluments RM'000	Allowances RM'000	Benefits-in- kind RM'000	Total RM'000
<u>Non-Independent Managing Director / Chief Executive Officer</u>							
Yeoh Chin Ming	-	1,150	51	146	2	28	1,377
<u>Non-Independent Executive Directors</u>							
Tan Hooi Bee ^(b)	-	312	14	41	2	-	369
Juleen Teh Sue Leen ^(b)	-	312	63	47	1	15	438
<u>Independent Non- Executive Directors</u>							
Mohamad Hashim Bin Abdul Ghani ^(c)	15	-	-	-	2	-	17
Lee Kooi Hoon ^(c)	15	-	-	-	2	-	17
Lim Guan Chong ^(c)	15	-	-	-	2	-	17
See Swee Sie ^(d)	-	-	-	-	-	-	-

Notes:

(a) Includes employer's contribution to EPF, SOCSO and EIS, where applicable.

(b) Appointed on 20 June 2025.

(c) Appointed on 1 July 2025.

(d) Appointed on 1 February 2026.

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

<u>FYE 2026 (Proposed)</u>							
Name	Directors' fees RM'000	Salaries RM'000	^(a)Bonuses RM'000	^(b)Other emoluments RM'000	Allowances RM'000	Benefits-in- kind RM'000	Total RM'000
<u>Non-Independent Managing Director / Chief Executive Officer</u>							
Yeoh Chin Ming	-	1,200	-	146	10	33	1,389
<u>Non-Independent Executive Directors</u>							
Tan Hooi Bee ^(c)	-	324	-	40	10	5	379
Juleen Teh Sue Leen ^(c)	-	324	-	40	10	10	384
<u>Independent Non- Executive Directors</u>							
Mohamad Hashim Bin Abdul Ghani ^(d)	^(f) 48	-	-	-	^(g) 8	5	61
Lee Kooi Hoon ^(d)	^(f) 55	-	-	-	^(g) 8	5	68
Lim Guan Chong ^(d)	^(f) 48	-	-	-	^(g) 8	5	61
See Swee Sie ^(e)	^(f) 45	-	-	-	^(g) 8	5	58

[The rest of this page is intentionally left blank]

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

Notes:

- (a) Bonuses for FYE 2026 are not included. Such bonuses, if any, will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.
- (b) Includes employer's contribution to EPF, SOCSO and EIS, where applicable.
- (c) Appointed on 20 June 2025.
- (d) Appointed on 1 July 2025.
- (e) Appointed on 1 February 2026.
- (f) The Directors' fees for our Independent Non-Executive Directors.
- (g) Pertains to meeting allowances.

The remuneration of our Directors, which includes Directors' fees, salaries, bonuses, other emoluments, allowances and benefits-in-kind, must be considered and recommended by our Remuneration Committee and subsequently be approved by our Board. Our Directors' fees and/or benefits payable must be further approved by our shareholders at a general meeting.

[The rest of this page is intentionally left blank]

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

5.3 BOARD PRACTICES

5.3.1 Directorship

Our Board acknowledges and takes cognisance of the MCCG which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture.

Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively. Our Company has adopted the recommendations under the MCCG that at least half of the Board comprises Independent Non-Executive Directors, our chairman of the Board should not be a member of our Audit Committee, Nomination Committee, Remuneration Committee or Risk Management and Sustainability Committee, and to have at least 30% women directors on our Board.

In accordance with our Constitution, our Directors shall have the power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with our Constitution which is 10 directors.

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

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

- (i) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;
- (ii) To set, review, challenge and adopt strategic plans, business plans, risk management, values and standards for the 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 risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, and the employees and assets and to ensure compliance with applicable laws and regulations;
- (iv) To ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (v) To ensure there is a sound framework for internal controls and risk management;
- (vi) To understand the principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks;
- (vii) To set the risk appetite within which the Board expects management to operate and ensure there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks faced by the Group;

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

- (viii) To ensure that all Directors are able to understand financial statements and form a view on the information presented;
- (ix) To ensure that the Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by MCCG;
- (x) To review and approve the annual financial statements, annual reports and corporate governance report, as well as to ensure the disclosures are consistent with the Directors' own knowledge of the Group's affairs;
- (xi) To approve and monitor progress of major capital expenditure, fund-raising, acquisitions and divestitures;
- (xii) To supervise and assess management performance to determine whether the business is being properly managed;
- (xiii) To review, challenge, deliberate and decide on management's business proposal and to monitor the implementation process;
- (xiv) Together with senior management, promote good corporate governance culture within the company, which reinforces ethical, prudent and professional behaviour, including overseeing the ethical conduct of business and preventing bribery on the Group's business;
- (xv) To monitor the relationship between the Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;
- (xvi) To ensure that senior management has the necessary skills and experience, and there are measures and/or policies in place to provide for the orderly succession of the Board and senior management;
- (xvii) To ensure the integrity of the Group's financial and non-financial reporting;
- (xviii) To appoint the Board Committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board Committees and deliberate on the recommendations thereon;
- (xix) To ensure effective succession planning by confirming that senior management personnel possess the necessary skills and experience, with measures and/or policies in place for the orderly appointment, training, compensation, and, where appropriate, replacement of key personnel.

[The rest of this page is intentionally left blank]

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

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

Name	Age	Designation	Date of appointment as Director	Date of expiration of the current term of office	Approximate no. of years in office
Mohamad Hashim Bin Abdul Ghani	71	Independent Non- Executive Chairman	1 July 2025	At our first AGM	Less than 1 year
Yeoh Chin Ming	52	Non- Independent Managing Director / Chief Executive Officer	21 November 2024	At our first AGM	1 year and 5 months
Tan Hooi Bee	58	Non- Independent Executive Director	20 June 2025	At our first AGM	Less than 1 year
Juleen Teh Sue Leen	43	Non- Independent Executive Director	20 June 2025	At our first AGM	Less than 1 year
Lee Kooi Hoon	56	Independent Non-Executive Director	1 July 2025	At our first AGM	Less than 1 year
Lim Guan Chong	60	Independent Non-Executive Director	1 July 2025	At our first AGM	Less than 1 year
See Swee Sie	61	Independent Non-Executive Director	1 February 2026	At our first AGM	Less than 1 year

According to our Constitution, all the Directors shall retire from office at the first AGM and an election of Directors shall take place each year. At every subsequent AGM, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting. The members of our Board are set out in Sections 1 and 5.2.1 of this Prospectus.

Our Company has adopted the recommendations under the MCGG that at least half of our Board comprises Independent Non-Executive Directors, the non-involvement of our Chairman in our Audit Committee, Remuneration Committee, Nomination Committee, Risk Management and Sustainability Committee and/or LTIP Committee and to have at least 30% women directors on our Board. As at the LPD, our Board comprises 4 females out of 7 members, which represents 57.14% of our Board. The Group's corporate governance complies with the relevant principles and practices of the MCGG.

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

5.3.2 Audit Committee ("AC")

Our AC was established by our Board on 5 August 2025. The composition of our AC is set out below:

Name	Designation	Directorship
Lee Kooi Hoon	Chairperson	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director
See Swee Sie ^(a)	Member	Independent Non-Executive Director

Note:

(a) Appointed on 1 February 2026.

The terms of reference of our AC, amongst others, include the following:

- (i) to consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors;
- (ii) to review the engagement, compensation, performance, qualification 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;
- (iii) to assess the suitability, objectivity and independence of the external auditors, including obtaining written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements;
- (iv) to establish, review and approve policies governing the circumstances under which contracts for the provisions of non-audit services can be entered into and procedures that must be adhered by the external auditors and/or their affiliates in the provision of such services;
- (v) to approve the non-audit services provided by the external auditors and/or their affiliates;
- (vi) to discuss issues and reservations arising from the interim and final audits, and any matter the external auditors may wish to discuss (in the absence of management, where necessary);
- (vii) to review the Annual Transparency Report ("ATR") of the external auditors, if applicable, or to engage with audit firms (for firms that are not required to issue ATR) on matters in relation to their governance and leadership structure as well as measures undertaken by the audit firm to upload the audit quality and manage risks;
- (viii) to monitor the integrity of the Company's financial statements and ensure the financial statements are prepared in accordance to the applicable financial reporting standards;
- (ix) to review any letter of resignation from the external auditors of the Company;
- (x) to review whether there is a reason (supported by grounds) to believe that the Company's external auditors are not suitable for re-appointment;
- (xi) to recommend the nomination of a person or persons as external auditors of the Company;

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

- (xii) to ensure that the external auditors review a statement made by the Board with regards to the state of risk management and internal control of the Company and report the results thereof to the Board;
- (xiii) to review and recommend the quarterly and annual financial statements of the Group for approval by the Board before announcement to regulatory bodies, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;
- (xiv) to conduct periodic review of the involvements of the Managing Director / Chief Executive Officer and Executive Directors in the companies outside of the Group, in which they have executive functions to ensure that it does not affect their role and responsibilities within the Group;
- (xv) to review and monitor any related party transaction/business dealings entered into by the Group and any conflict of interest situation that may arise and all the yearly declarations and/or any transactions that may raise questions on management integrity within the Group to ensure that they are conducted on arms' length basis and based on terms that are fair to the Group;
- (xvi) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by the Board and to protect the values of transparency, integrity, impartiality and accountability where the Group conducts its business and affairs;
- (xvii) to enhance its accountability in preserving its integrity and to withstand public scrutiny which in turn enhances and builds the Group's credibility to all the stakeholders;
- (xviii) to report its findings on the financial and management performance, and other material matters to the Board;
- (xix) to consider the major findings of internal investigations and the Management's response;
- (xx) to do the following, in relation to the internal audit function:
 - (a) consider and approve the appointment of the internal auditors, the internal audit fee and any question of resignation or dismissal;
 - (b) review the adequacy of the scope, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - (c) to ensure that the internal auditors are independent and objective, and have the relevant qualifications and be responsible for assuring the AC that the internal controls are operating effectively;
 - (d) review the internal audit plan and results of the internal audit assessments and investigation undertaken, and ensure that appropriate action is taken on the recommendations of the internal auditors;
 - (e) to appropriately communicate the AC's insights, views and concerns about relevant transactions and events as well as concerns on matters that may affect the financials or audit of the Company to the internal auditors;

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

- (f) to ensure coordination between the internal auditors and the external auditors;
- (g) to review the internal audit plan, processes, the results of internal audit assessments or investigations undertaken and whether or not appropriate action is taken on the recommendations made;
- (h) to review the adequacy and effectiveness of the Group's internal control systems, anti-corruption and whistle-blowing as evaluated, identified and reported by the Management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely;
- (i) to review whether the internal audit function is carried out in accordance with a recognised framework;
- (j) consider the internal audit reports and findings by the internal auditors, fraud investigations and actions and steps taken by the management in response to audit findings;
- (k) review and decide on the budget allocated to the internal audit function;
- (l) appraise or assess the performance of members of the internal audit function;
- (m) monitor the overall performance of the Company's internal audit function;
- (xxi) to verify the allocation of LTIP which comprises the ESOS and ESGS in compliance with the criteria as stipulated in the by-laws of LTIP of the Company, if any;
- (xxii) to report to relevant authorities on any matter reported by it to the Board which has not been satisfactorily resolved and resulting in a breach of any regulations; and
- (xxiii) to perform such other functions as may be requested by the Board.

5.3.3 Nomination Committee ("NC")

Our NC was established by our Board on 5 August 2025. The composition of our NC is set out below:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
See Swee Sie ^(a)	Chairperson	Independent Non-Executive Director
Lee Kooi Hoon	Member	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director

Note:

- (a) Appointed on 1 February 2026.

The terms of reference of our NC, amongst others, include the following:

- (i) To formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity as recommended under Practice 5.9 of the MCCG required to meet the needs of the Company and strengthen board leadership).

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

- (ii) To source, identify, review and recommend candidates for appointment to the Board and Board Committees, which is led by the Chairman of the NC, taking into consideration the optimum and effective size of the Board and the candidates:
 - (a) character, competency, knowledge and experience;
 - (b) age, cultural background and gender;
 - (c) professionalism;
 - (d) integrity and credibility;
 - (e) time commitment, particularly his number of other directorships; and
 - (f) in the case of the candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors. The NC would also consider the existing directorships of the candidates (including directorship in public listed company or private company).

In identifying candidates for appointment to the Board and Board Committees, the NC shall not solely rely on recommendations from existing directors, management or major shareholders. The NC shall utilise independent sources to identify suitable and qualified candidates. However, if selection of candidates was based on recommendations made by existing directors, management or major shareholders, the NC should justify the sufficiency of these source and why other source were not used.

Any appointment that may cast doubt on the integrity and governance of the Company will be avoided;

- (iii) To review the tenure of each Director on the Board;
- (iv) To recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution and Practice 5.3 of the MCCG;
- (v) To assess the independence of Independent Directors annually;
- (vi) To review, consider and make recommendations regarding the continuation in office of Independent Non-Executive Directors who have served for more than nine (9) years. The assessment will take into account their performance and ability to contribute to the Board, in light of the necessary knowledge, skills, and experience;
- (vii) To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any Director or major shareholder and to take steps to ensure that women candidates are sought as part of its recruitment exercise;
- (viii) To establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director;
- (ix) To recommend to the Board the nominees to fill the seats on Board Committees;
- (x) To assess the effectiveness of the Board and the Committees of the Board as a whole and each individual Director of the Board including the Managing Director / Chief Executive Officer and Executive Directors. All assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented;

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

- (xi) To ensure that orientation and education programmes are provided for new members of the Board;
- (xii) To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and with changes in new statutory and regulatory requirements;
- (xiii) To review the terms of office and performance of the AC and each of its members annually to determine whether such AC and its members have carried out their duties in accordance with the terms of reference;
- (xiv) To assist the Board in assessing and evaluating circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to inform the AC of the same. After deliberation with the AC, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest;
- (xv) To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management;
- (xvi) To act in line with the directions of the Board;
- (xvii) To consider and examine such other matters as the NC considers appropriate;
- (xviii) To consider any other relevant matters as delegated by the Board; and
- (xix) To provide shareholders of the Company the information they require to make an informed decision on the appointment and reappointment of a director.

5.3.4 Remuneration Committee ("RC")

Our RC was established by our Board on 5 August 2025. The composition of our RC is set out below:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Lee Kooi Hoon	Chairperson	Independent Non-Executive Director
See Swee Sie ^(a)	Member	Independent Non-Executive Director
Lim Guan Chong	Member	Independent Non-Executive Director

Note:

- (a) Appointed on 1 February 2026.

The terms of reference of our RC, amongst others, include the following:

- (i) To formulate and recommend a framework of remuneration for the Managing Director / Chief Executive Officer, Executive Director and key senior management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain the Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including the Director's fee, salaries, allowance, bonuses, options and benefit-in-kind;

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

- (ii) To formulate and recommend specific remuneration packages for the Managing Director / Chief Executive Officer, Executive Director and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. As for the Independent Non-Executive Director and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;
- (iii) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Managing Director and Executive Director and key senior management;
- (iv) To implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and key senior management;
- (v) To ensure the levels of remuneration are sufficiently attractive and be able to retain Directors needed to run the Company successfully;
- (vi) To structure the component parts of remuneration so as to align with the business strategy and long-term objectives of the Company and to link rewards to the Company's strategy and performance;
- (vii) To ensure that the remuneration and incentives for Independent Non-Executive Directors do not conflict with their obligations to bring objective and independent judgement to the Board;
- (viii) To act in line with the directions of the Board;
- (ix) To consider and examine such other matters as the RC considers appropriate; and
- (x) To consider any other relevant matters as delegated by the Board.

5.3.5 Risk Management & Sustainability Committee ("RMSC")

Our RMSC was established by our Board on 5 August 2025. The composition of our RMSC is set out below:

Name	Designation	Directorship
Lim Guan Chong	Chairperson	Independent Non-Executive Director
See Swee Sie ^(a)	Member	Independent Non-Executive Director
Lee Kooi Hoon	Member	Independent Non-Executive Director

Note:

- (a) Appointed on 1 February 2026.

The terms of reference of our RMSC, amongst others, include the following:

- (i) To review and recommend the risk management activities of the Group and approve appropriate risk management procedures and ensure that a structured risk management framework is in place across the organization;

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

- (ii) To review the plan and implementation status from the risk profile management reports on operational risks from all divisions of the Group;
- (iii) To monitor the risk management exposure of the Group;
- (iv) To assess the risks in new investment and/or divestment;
- (v) To recommend or advise on proposed changes to risk management policies and strategies;
- (vi) To review together with other Committees, the Management, Group Internal Audit and external auditors, any significant risks and exposure that exist and assess the steps or mitigation plan that Management has taken in a timely manner to minimise such risk to the Group;
- (vii) To review the effectiveness of internal control systems deployed by the management to address risks;
- (viii) To review the risk profile of the Group (including risk registers) and the risk management team's plans to mitigate business risks as identified from time to time;
- (ix) To review and recommend the Group's Statement on Risk Management and Internal Control;
- (x) To review and recommend the corrective measures undertaken to remedy weakness or internal control deficiencies;
- (xi) To assess whether the Group's risk management and sustainability policies are communicated effectively to ensure they are embedded as part of the Group's corporate culture;
- (xii) To review reports on compliance with risk management policies and recommend actions where necessary;
- (xiii) To review the effectiveness of the Group's sustainability strategy policies, principles and practices in view of the Sustainability Policy;
- (xiv) To ensure that strategies, priorities and targets pertaining to ESG are aligned with the Group's commitment to sustainability;
- (xv) To manage the process, framework and strategies for handling ESG risks, covering matters such as safety, health, employment practices, environmental practices, human rights, community relations and other relevant sustainability matters;
- (xvi) To report to the Board on an exception basis, where required, and routinely on matters of regular interest of the Board;
- (xvii) To monitor and report to the Board on the Group's progress on its sustainability commitments in the context of ESG;
- (xviii) To review the Group's annual Sustainability Report/Statement for submission to the Board for approval and publication in the Company's Annual Report;
- (xix) To review issues relating to sustainability arising from independent audits as well as matters highlighted by consultants, if any;
- (xx) To consider and recommend to the Board on relevant emerging sustainability issues, if any; and
- (xxi) to perform such other functions as may be requested by the Board.

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

5.4 KEY SENIOR MANAGEMENT

5.4.1 Key Senior Management

Our Key Senior Management comprises the following:

Name	Age	Nationality	Designation
Yeoh Chin Ming	52	Malaysian	Non-Independent Managing Director / Chief Executive Officer
Tan Hooi Bee	58	Malaysian	Non-Independent Executive Director
Juleen Teh Sue Leen	43	Malaysian	Non-Independent Executive Director
Ho Huang Ken	46	Malaysian	Chief Sales Officer
Ooi Hooi Yin	49	Malaysian	Chief Financial Officer
Lim Wei Ghee	50	Malaysian	Chief Technology Officer
Quah Chea Siang	43	Malaysian	Head of Enterprise Business Development

5.4.2 Profiles of our Key Senior Management

Save for the profiles of Yeoh Chin Ming, Ho Huang Ken, Tan Hooi Bee, and Juleen Teh Sue Leen which are set out in Section 5.1.2 and 5.2.2 of this Prospectus, the profiles of our Key Senior Management are as follows:

- (i) **Yeoh Chin Ming**
Promoter, Substantial Shareholder, Non-Independent Managing Director / Chief Executive Officer

Please refer to Section 5.1.2 of this Prospectus for his profile.

- (ii) **Tan Hooi Bee**
Non-Independent Executive Director

Please refer to Section 5.2.2 of this Prospectus for her profile.

- (iii) **Juleen Teh Sue Leen**
Non-Independent Executive Director

Please refer to Section 5.2.2 of this Prospectus for her profile.

- (iv) **Ho Huang Ken**
Substantial Shareholder and Chief Sales Officer

Please refer to Section 5.1.2 of this Prospectus for his profile.

[The rest of this page is intentionally left blank]

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

(v) Ooi Hooi Yin
Chief Financial Officer

Ooi Hooi Yin, female, Malaysian, aged 49, is our Chief Financial Officer. She is responsible for managing the overall finance and accounting functions of our Group.

She obtained her Bachelor Degree in Accounting from University Utara Malaysia, Kedah in May 2001 and subsequently obtained her Master of Business Administration from Universiti Sains Malaysia, Penang in April 2015. She has been a Chartered Accountant and a member of the Malaysian Institute of Accountants since March 2004.

In March 2001, she began her career in Yeap Geok Lake & Co as an Audit Assistant and subsequently promoted as Audit Senior where she was involved in audit engagements for clients of the firm, until she left in March 2004. In April 2004, she joined Daxon Technology Sdn Bhd as an Accountant where she was responsible for standard costing, cost analysis, and managing accounts receivable and payment processes. She left her position in June 2006 to join Benchmark Electronics (M) Sdn Bhd as an accountant where she handled payable and banking matters.

Subsequently, she resigned in June 2007 and joined Fumakilla Malaysia Berhad as a Senior Accountant in July 2007. She was promoted to Assistant Finance Manager in January 2010, followed by a further promotion to Finance Manager within the same year. She resigned in April 2015 as a Senior Account Manager. During her tenure, she was responsible for preparing subsidiaries' accounts and consolidating accounts, including budgeting, statutory compliance, internal controls, transfer pricing, and GST implementation. Thereafter, she joined Southern Steel Berhad in July 2015 as a Corporate Finance Manager. Her responsibilities included handling corporate finance functions and worked closely with the Corporate Financial Controller. She remained with the company until she resigned in January 2017.

In February 2017, she joined Nirvana Memorial Park (Bukit Mertajam) Berhad as a Senior Accounts Manager where she was responsible for overseeing the northern region of Peninsular Malaysia's financial and accounting functions until she left in May 2018. In June 2018, she joined Texchem Food Sdn Bhd as the Assistant General Manager in Finance and subsequently promoted as General Manager in Financial & Strategy Group in July 2019. Her responsibilities included overseeing the financial and treasury functions of the Food Division, including Myanmar operation. She subsequently left in September 2021.

In October 2021, Ooi Hooi Yin joined Sam Engineering & Equipment (M) Berhad as the Senior Operations Finance Manager. She was responsible for handling day-to-day finance activities, monitoring cash flow and profit and loss of the plants, as well as budgeting and she subsequently resigned in October 2022. Thereafter in November 2022, she joined Coraza Integrated Technology Berhad, a company listed on the ACE Market of Bursa Securities as Senior Finance & Corporate Admin Manager and subsequently promoted as its Chief Financial Officer in March 2023. She was responsible for overseeing the full spectrum of corporate functions, including regulatory compliance matters, preparation of reports and materials for board of directors and sub-committee meetings, financial reporting, compliance, stakeholder relations, project monitoring and tax matters. She subsequently resigned in December 2024 before joining PSSB in January 2025 where she took on her current position and responsibilities.

She does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. She does not have any involvement in other business activities outside our Group.

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

(vi) Lim Wei Ghee
Chief Technology Officer

Lim Wei Ghee, male, Malaysian, aged 50, is our Chief Technology Officer. He is responsible for managing the Cloud Digital Transformation (CDX) department of our Group and driving our Group's digital transformation initiatives.

He obtained his Master of Science in eBusiness from the University of Bolton, United Kingdom in September 2006.

He began his career with Alpine Reliance Sdn Bhd in January 1998 as an Information Technology Trainer, where he was responsible for delivering Microsoft application and server training to corporate clients. He subsequently resigned in January 2000 to join Informatics Perkasa Sdn Bhd as a Training Manager, where he provided enterprise IT training and customised training solutions for corporate clients. He served in this role until March 2003. He continued his studies in Master of Science in eBusiness in April 2003 while freelancing to support himself.

In March 2004, he founded Aspire Progressive Sdn Bhd, where he was the director and served as Training Development Manager. In this role, he provided enterprise IT training, developed customised training programmes and consulted corporate clients on IT transformation initiatives. He left Aspire Progressive Sdn Bhd in August 2013. Aspire Progressive Sdn Bhd was subsequently dissolved in June 2017.

In August 2013, he joined PSSB as Technology Consultant, where he oversaw software business operations and provided cloud-based solutions to clients. In January 2019, he was promoted as our Chief Technology Officer, where he assumed his current responsibilities and continues to hold his position to-date.

He does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. He does not have any involvement in other business activities outside our Group.

(vii) Quah Chea Siang
Head of Enterprise Business Development

Quah Chea Siang, male, Malaysian, aged 43, is our Head of Enterprise Business Development. He is responsible for the planning and execution of sales strategy, driving company initiative and managing vendors relationships across the northern region of Peninsular Malaysia.

He completed his Diploma in Business from Systematic Business Training Centre (now known as SEGi College Penang) in September 2001. Between October 2001 to December 2004, he worked on a part-time basis with the then Majlis Perbandaran Pulau Pinang as an event coordinator, where he assisted in the planning and execution of various community and public events held at the Taman Belia (Youth Park).

He began his career with TFT Display (M) Sdn Bhd in March 2005 as a Business Development Executive, where he was responsible for handling both local and overseas original equipment manufacturer (OEM) display business. He left TFT Display (M) Sdn Bhd in July 2006. In the same month, he subsequently joined Patimas-HPD Systems Sdn Bhd as Channel Executive, where he was tasked with recruiting channel partners and providing Hewlett-Packard solution consultations to both partners and end-users. He resigned in December 2008 to join Optalink Sdn Bhd in January 2009 as Corporate Account Manager, where his responsibilities included managing existing accounts and developing new customers.

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

He left Optalink Sdn Bhd in July 2009 to join Mesiniaga Berhad in August 2009 as Account Manager. In this role, he was responsible for handling a portfolio of client accounts. He subsequently resigned in May 2011 and joined Fujitsu (Malaysia) Sdn Bhd in May 2011 as Corporate Account Manager, where he was responsible for managing enterprise accounts and executing sales strategies aimed at developing and expanding the enterprise market segment. He resigned in September 2012 to join PSSB as Corporate Account Manager in the same month.

At PSSB, he was initially responsible for new business development and penetrating new market segment. He was subsequently promoted to Senior Sales Manager in January 2017 where he oversaw the sales planning and execution. He was further promoted to Sales Director in January 2022 which was subsequently redesignated as Head of Enterprise Business Development in February 2025, where he assumed his current responsibilities and continues to hold his position to-date.

He does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. He does not have any involvement in other business activities outside our Group.

[The rest of this page is intentionally left blank]

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.4.3 Key Senior Management's shareholdings**

The details of our Key Senior Management and their respective shareholdings in our Company before and after our IPO (assuming full subscription of the Shares allocated to our Key Senior Management under the Pink Form Allocations) are as follows:

Name	After the Acquisition and before our IPO and Share Transfer				After our IPO and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
Yeoh Chin Ming	224,005,000	50.00	-	-	30,565,000	4.93	(c)372,000,000	60.00
Tan Hooi Bee	-	-	-	-	3,000,000	0.48	-	-
Juleen Teh Sue Leen	-	-	-	-	3,000,000	0.48	-	-
Ho Huang Ken	112,000,000	25.00	-	-	22,720,000	3.66	(c)372,000,000	60.00
Ooi Hooi Yin	-	-	-	-	350,000	0.06	-	-
Lim Wei Ghee	-	-	-	-	3,000,000	0.48	-	-
Quah Chea Siang	-	-	-	-	3,000,000	0.48	-	-

Notes:

- (a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.
- (b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.
- (c) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

[The rest of this page is intentionally left blank]

5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.4.4 Principal business activities and directorships in other corporations of our Key Senior Management outside our Group**

Save as disclosed below, none of our Key Senior Management have any principal business activities and directorships in any other corporations outside of our Group within the past 5 years up to the LPD:

(i) Yeoh Chin Ming

Please refer to Section 5.2.4(ii) of this Prospectus for his involvement in the principal business activities and directorships in any other corporations outside of our Group.

(ii) Ho Huang Ken

					Date of resignation as director/cessation as partner	Equity interest held as at the LPD	
		Position held/Involvement	Date of appointment as director/joining as partner	Direct (%)		Indirect (%)	
Company	Principal activities						
<u>Present Involvement</u>							
Evernorth Capital Sdn Bhd	Activities of holding companies	Director / Shareholder	20 June 2025	-	24.00	-	

The involvement of our Key Senior Management in other business activities outside our Group will not affect their contributions to our Group and would not be expected to affect the operations of our Group as the abovementioned Key Senior Management's involvement in other business activities does not require their involvement on a day-to-day basis. Further, this does not give rise to any conflict of interest with our business. They have and will continue to ensure that they would be able to fulfil and discharge their respective duties and responsibilities in our Group effectively.

[The rest of this page is intentionally left blank]

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

5.4.5 Remuneration and material benefits-in-kind of our Key Senior Management

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen for the FYE 2025 and FYE 2026 respectively are set out in Section 5.2.5 of this Prospectus. The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our other Key Senior Management for services rendered in all capacities to our Group for the FYE 2025 and FYE 2026 are as follows:

Key Senior Management	Remuneration band (in bands of RM50,000)	
	FYE 2025	^(a) Proposed for FYE 2026
Ho Huang Ken	550-600	550-600
Ooi Hooi Yin	400-450	350-400
Lim Wei Ghee	350-400	400-450
Quah Chea Siang	400-450	450-500

Note:

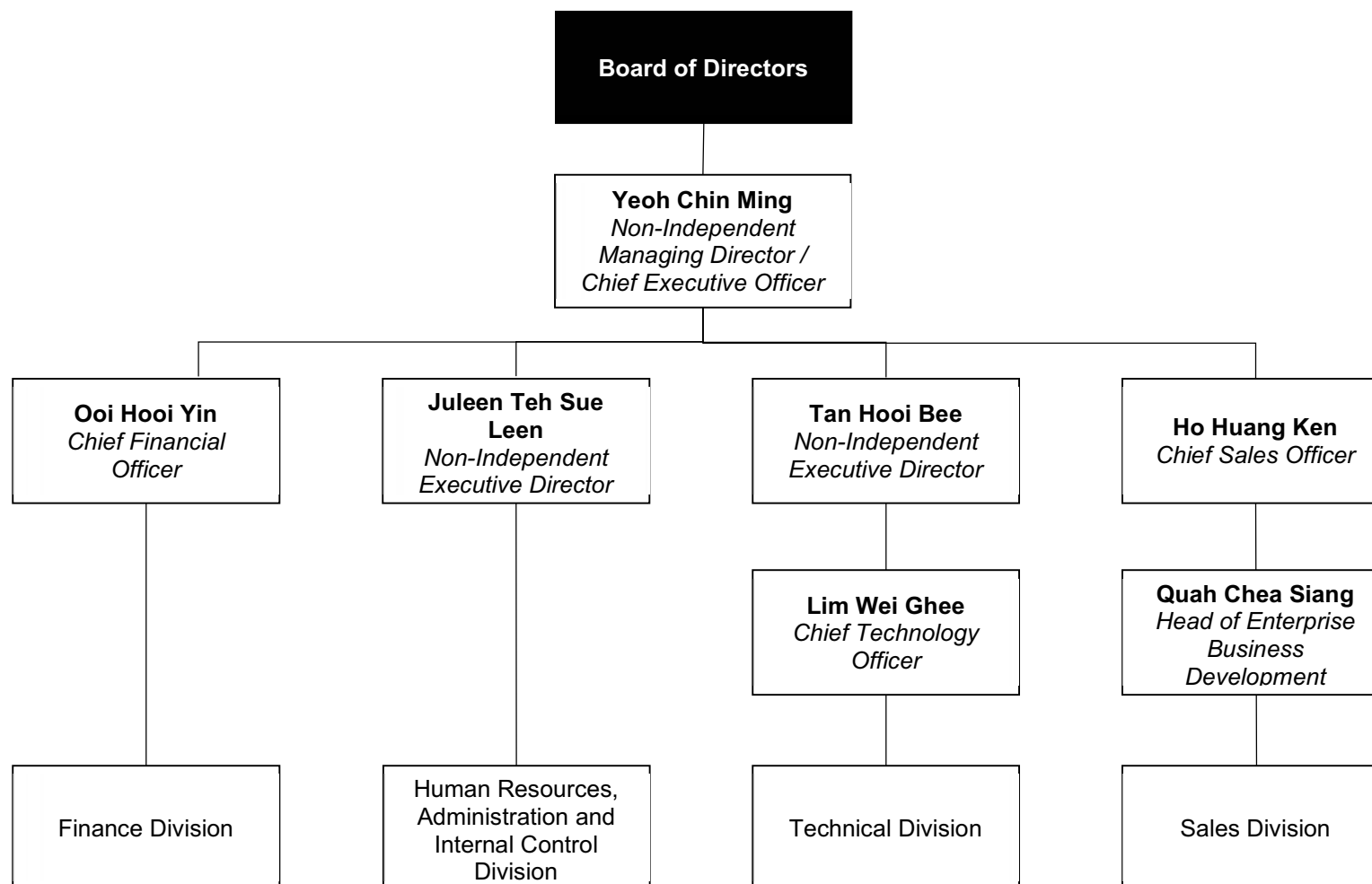
- (a) Bonuses for FYE 2026 are not included. Such bonuses, if any, will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.

[The rest of this page is intentionally left blank]

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

5.5 MANAGEMENT REPORTING STRUCTURE

The management reporting structure of our Group is as follows:



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

5.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS BETWEEN OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, there are no family relationships and/or associations amongst our Promoter, Substantial Shareholders, Directors and Key Senior Management.

5.7 DECLARATIONS BY OUR PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoter, Directors and Key Senior Management is or has been involved in any of the following events (whether within or outside Malaysia):

- (i) in the last 10 years, 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;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgement was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (vi) the subject of any order, judgement or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (vii) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (viii) has any unsatisfied judgement against such person.

5.8 SERVICE AGREEMENTS

As at the LPD, there are no existing or proposed service agreements entered into or to be entered into by our Directors or Key Senior Management with our Group which provide for benefits upon termination of employment.

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

5.9 MANAGEMENT SUCCESSION PLAN

Our Board believes that the success of the Group depends on the ability to retain our Key Senior Management personnel as well as attract and retain skilled personnel.

Our Group has implemented a formal Succession Plan Policy where we have put in place a process to groom new management staff to gradually assume the responsibilities of senior management. Our Group's strategy for management continuity is driven by our top management who are responsible for identifying key competencies and requirements of candidates. If the need arises, we will recruit qualified personnel with knowledge and expertise of our business to enhance our operations. Our Group's succession plan consists of, among others, the following:

- (i) identification of internal candidates, development plans for internal candidates, and appropriate identification of external candidates;
- (ii) monitoring the efficiency and effectiveness of succession planning process. Developing an evaluation framework to measure progress and success, as well as to provide any evidence to support successful implementation of the succession planning process;
- (iii) the NC will review and approve the Senior Management Succession Plan as recommended by the Managing Director / Chief Executive Officer and/or Executive Directors when necessary. The criteria used to assess potential senior management candidates are formulated based on the Company's business strategies, and include strategic vision, leadership, and operational execution; and
- (iv) the NC shall review the Succession Plan Policy as and when it deems necessary. The NC may seek Management's involvement especially the Human Resource Department in assisting itself on the evaluation of succession planning.

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Act on 21 November 2024 as a private limited company under the name of Pentech Holdings Sdn Bhd. We subsequently converted to a public limited company on 26 June 2025 and assumed our present name as Pentech Holdings Berhad.

Our Company is principally engaged in the activities of holding companies. Through our subsidiary, PSSB, our Group is principally involved in the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services.

6.1.1 History and key milestones

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

Year	Key milestones
2006 to 2010	- PSSB was incorporated in 2006 and commenced business operations in the same year mainly in the supply of ICT hardware and software. Our first project involved the supply and integration of computers and software at an education facility in Bedong, Kedah. - During the initial stage between 2006 and 2010, we were focused on serving small and medium-sized Malaysian companies. We started our business at a rented premises in Sungai Nibong, Penang.
2011 to 2013	- During this period, we developed our business capabilities in the integration of enterprise ICT infrastructure, where we served local public listed and multinational companies: - We secured our first enterprise ICT infrastructure integration project in 2011, which involved the integration of, amongst others, cabling and electrical works, access control systems and network switches for the data centre of an E&E product manufacturer in Bayan Lepas, Penang; - We expanded our capabilities to provide networking solutions in 2012, with our first project involving the integration of network switches and wireless infrastructure for a healthcare provider in Georgetown, Penang; and - We also started providing data centre solutions in 2012, with our first project involving the integration of servers, storage systems, server racks, and related software for a new server room of a government agency in Georgetown, Penang. - We established our business partnerships with multinational ICT companies during this period, including the following: - Gold Partner of Hewlett Packard (Malaysia) Sdn Bhd in 2012; - Partner under the Microsoft Partner Network between 2012 and 2013; and

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones
	- HP Personal Systems and Printing Solutions (PPS) commercial partner of Hewlett Packard (Malaysia) Sdn Bhd in 2013.
2014 to 2016	• We further developed our integration of enterprise ICT infrastructure services capabilities between 2014 and 2016 through the following projects: - In 2015, we secured a project to upgrade server infrastructure for a provider of semiconductor manufacturing services in Bayan Lepas, Penang. The project involved the installation of servers, storage systems and accessories, and related software. In 2016, we secured another project from the same customer for the set-up of an enterprise data centre involving the installation of servers, storage systems, networking equipment, virtualisation and related software; - In 2015, we secured an enterprise data centre integration project from an engineering service provider, involving the installation of servers, storage systems, networking equipment, power backup systems and related software for a bridge infrastructure project in Penang; and - In 2016, we secured an enterprise data centre integration project from a medical device manufacturer in Bayan Lepas, Penang, involving the deployment of servers, networking equipment, power backup and cooling components, as well as related software. • In 2015, we established a physical presence in Kuala Lumpur by setting up an office in a rented premise.
2017	• We established our cloud computing and software team in 2017, and started offering cloud computing services. Our first customer was an E&E manufacturer in Bayan Lepas, Penang.
2018	• In 2018, we secured our first order from our Malaysian customer's related entity for the supply of hardware and software to Taiwan and Hong Kong. • We relocated previous office in Sungai Nibong, Penang, to our current Group Head Office in Bayan Lepas, Penang, which is a rented premise.
2022	• We expanded our Group Head office by renting additional space. In the same year, we relocated our previous Kuala Lumpur office to a rented premises within the same vicinity.
2023	• As part of the expansion of our service offerings, we launched the following services in 2023: (i) managed services under our "1X" brand where we secured our first customer, a financial services provider in Cyberjaya, Selangor; and

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones
	(ii) digital transformation services under our “DX” brand where we secured our first customer, a food and beverage manufacturer in Taiping, Perak.
2026	We obtained the certificate of registration for the information security management system - ISO/IEC 27001:2022, which covers integration of enterprise ICT infrastructure, cloud services, managed services and supporting functions.

6.1.2 Awards

Since our incorporation, we have obtained the following awards and recognitions:

Year	Awards / Recognitions	Awarding Party
2025	Top Value-Added Partner FY2025	Fortinet
2025	HPE Top Performing Northern Territory Coverage Partner	Hewlett Packard Enterprise
2025	Cisco Northern Reseller of the Year	Cisco
2025	HP PPS USD5 Million Dollar Achiever Award (Commercial Partner)	HP PPS Sales Sdn Bhd
2025	Veeam Top Market Penetration Champion	Veeam
2025	Veeam Top Data Cloud Champion	Veeam
2025	Dell Technologies Top Solutions Provider, Data Center Solutions (Small & Medium Business)	Dell Technologies
2025	Lenovo Top Small and Medium Business Champion (Upcountry)	Lenovo
2024	Microsoft Partner of the Year (Modern Work)	Microsoft
2024	HPE Aruba Networking Most Versatile Partner Award	HPE Aruba Networking
2024	Lenovo Top Small and Medium Businesses Champion (Upcountry)	Lenovo
2024	Lenovo Top Infrastructure Solutions Group Partner Champion	Lenovo
2024	HP PPS USD1 Million Dollar Achiever Award (Commercial Partner)	HP PPS Sales Sdn Bhd
2024	Veeam Top Nationwide Coverage Partner of the Year	Veeam
2024	HPE Top Performing Northern Territory Coverage Partner	Hewlett Packard Enterprise
2023	Pure Storage Technical Excellence, Rookie Partner of the Year	Pure Storage

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Awards / Recognitions	Awarding Party
2023	Dell Technologies Best of The Best, Platinum Partner of the Year	Dell Technologies
2023	Ruckus Partner of the Year	Ruckus
2023	Cisco Small Business Reseller of the Year	Cisco
2023	HPE Top Performing Northern Territory Coverage Partner	Hewlett Packard Enterprise
2023	HPE Aruba Networking Partner of the Year	HPE Aruba Networking
2023	HPE Aruba Networking Top Partner (SaaS Category)	HPE Aruba Networking
2023	HPE Aruba Networking Top Partner (Switching Category)	HPE Aruba Networking
2023	Aruba Top Country Reseller (Enterprise)	Aruba
2023	Fortinet Select Partner of the Year	Fortinet
2023	Dell Technologies Top Solutions Provider, Client Solutions (Mid-market)	Dell Technologies
2023	ManageEngine Top 10 Business Contributor	ManageEngine
2023	HP PPS USD1 Million Dollar Achiever Award (Commercial Partner)	HP PPS Sales Sdn Bhd
2023	Lenovo Top Small and Medium Business Champion (Upcountry)	Lenovo
2022	Super Golden Bull Award	Business Media International
2022	HPE Top Geo-X Coverage Partner (Northern)	Hewlett Packard Enterprise
2022	HPE Best Aruba Partner (Commercial Sector)	Hewlett Packard Enterprise
2022	Dell Technologies Best of the Best Platinum, Partner of the Year	Dell Technologies
2022	Dell Technologies Top Partner Client Solutions Group (Corporate)	Dell Technologies
2022	Cisco Reseller of the Year (North Region)	Cisco
2022	Fortinet Select 1st Runner Up	Fortinet
2022	HP PPS USD1 Million Dollar Achiever Award (Commercial Partner)	HP PPS Sales Sdn Bhd

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Awards / Recognitions	Awarding Party
2022	Lenovo Top Small and Medium Business Champion (Upcountry)	Lenovo
2022	PIKOM Industry Excellence Award	PIKOM
2022	Vertiv Strategic Sales Award for Integrated Solutions	Vertiv
2022	ESET Technology Alliance Champion	ESET
2022	Veeam Geo-X Partner of the Year	Veeam

6.1.3 SHARE CAPITAL

As at the LPD, our issued share capital is RM22,405,000.00 comprising 448,005,000 Shares.

The details of the changes in our issued share capital since the date of our incorporation up to the LPD are as follows:

Date of allotment	No. of Shares allotted	Consideration	Nature of transaction	Cumulative no. of Shares	Cumulative share capital (RM)
21 November 2024	100	Cash	Subscriber's shares to facilitate the incorporation of our Company	100	100.00
12 June 2025	4,900	Cash	Allotment of shares	5,000	5,000.00
3 March 2026	448,000,000	^(a) Otherwise than cash	Allotment of Shares pursuant to the Acquisition	448,005,000	22,405,000.00

Note:

- (a) Issuance of new Shares to fully satisfy the purchase consideration set out in the SSA in respect of the Acquisition.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of consideration for the allotment.

Upon completion of our Listing, our enlarged share capital will increase to RM56,804,000.00 comprising 620,000,000 Shares.

Please refer to Section 6.4 of this Prospectus for further information on our Subsidiary.

6. INFORMATION ON OUR GROUP (Cont'd)**6.2 OUR GROUP****6.2.1 Acquisition**

The Company had on 19 June 2025, entered into the SSA with PSSB to acquire the entire issued share capital of PSSB for a purchase consideration of RM22,400,000.00. The purchase consideration was satisfied via the issuance and allotment of 448,000,000 new Shares at an issue price of RM0.05 each to the PSSB Vendors as follows:

Vendors	No. of shares acquired	% of shareholdings held	Purchase consideration (RM)	No. of new Shares issued
Yeoh Chin Ming	2,500,000	50.00	11,200,000.00	224,000,000
Ho Huang Ken	1,250,000	25.00	5,600,000.00	112,000,000
Toh Say Yee	1,250,000	25.00	5,600,000.00	112,000,000
Total	5,000,000	100.00	22,400,000.00	448,000,000

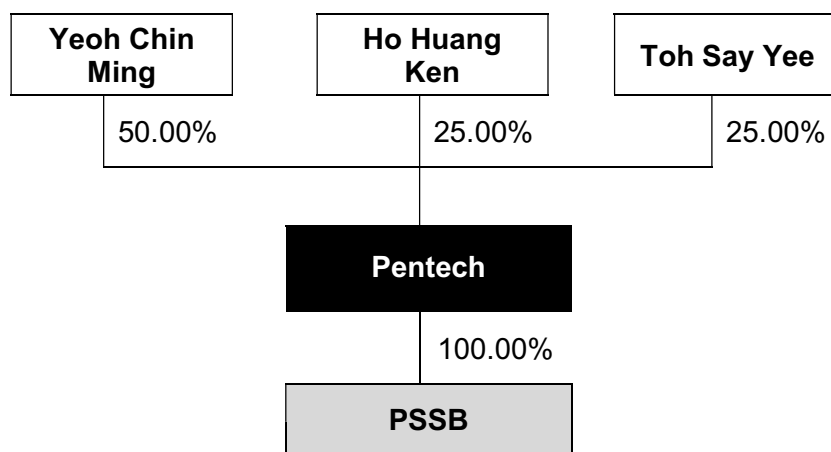
The purchase consideration of RM22,400,000.00 was determined at a willing-buyer willing-seller basis after taking into consideration the audited NA of PSSB as at 31 December 2024 of RM22,429,072.00.

The Acquisition was completed on 3 March 2026. Following the completion of the Acquisition, PSSB became the wholly-owned subsidiary of Pentech.

The new Shares issued pursuant to the Acquisition rank equally in all respects with our existing Shares including voting rights and will be entitled to all rights and dividends and/or other distributions, the entitlement date of which is subsequent to the date of issuance of the new Shares.

6.3 OUR GROUP STRUCTURE

Our Group structure before and after our IPO are set out below:

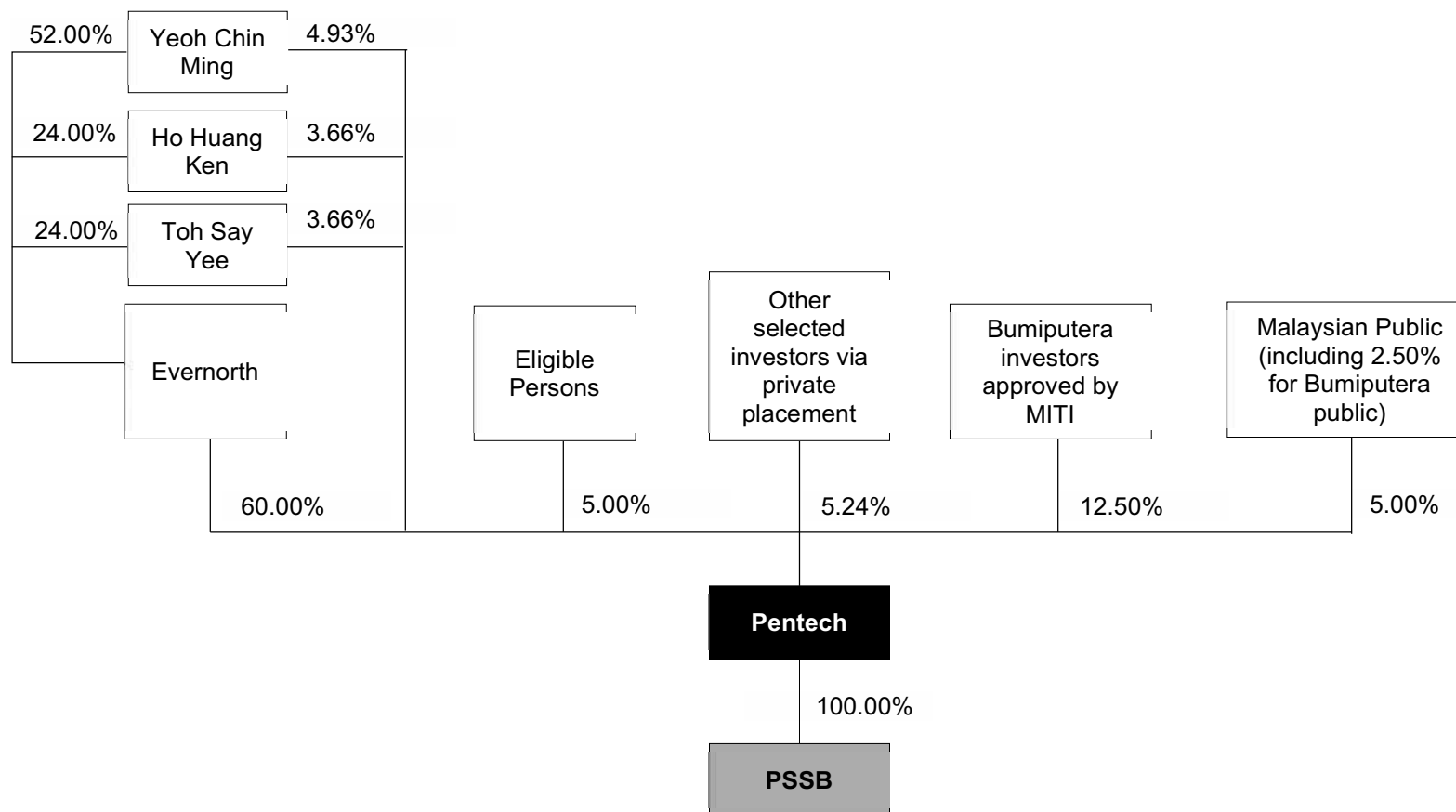
(i) After the Acquisition and before our IPO and Share Transfer^(a)

Note:

- (a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

6. INFORMATION ON OUR GROUP (Cont'd)

(ii) After our IPO and Share Transfer^{(a)(b)(c)}



Notes:

- (a) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.
- (b) The percentages of shareholdings presented do not add up to 100.00% due to rounding differences.
- (c) Assuming our Independent Non-Executive Chairman / Directors, Non-Independent Executive Directors and Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocations.

6. INFORMATION ON OUR GROUP (Cont'd)**6.4 OUR SUBSIDIARY**

The details of our Subsidiary are as follows:

Name	Date / Place of incorporation	Principal activities	Principal place of business	Effective equity interest (%)	Issued share capital (RM)
PSSB (200601021204 (740957-T))	14 July 2006 / Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services	Malaysia	100.00	5,000,000

As at the LPD, we do not have any joint venture or associated company.

Further details of our Subsidiary as at the LPD are set out below:

6.4.1 PSSB**(i) History and business**

PSSB was incorporated in Malaysia under the Companies Act 1965 on 14 July 2006 as a private limited company under its present name. PSSB is principally involved in the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services.

(ii) Share capital

As at the LPD, the issued share capital of PSSB is RM5,000,000.00 comprising 5,000,000 ordinary shares.

The changes in PSSB's issued share capital since incorporation are as follows:

Date of allotment	No. of ordinary shares allotted	Nature of transaction	Consideration	Cumulative no. of shares	Cumulative share capital (RM)
14 July 2006	3	Subscribers' shares	Cash	3	3.00
7 September 2006	299,997	Allotment of shares	Cash	300,000	300,000.00
18 June 2020	700,000	Allotment of shares	Cash	1,000,000	1,000,000.00
21 March 2022	500,000	Allotment of shares	Cash	1,500,000	1,500,000.00
5 April 2024	3,500,000	Allotment of shares	^(a) Otherwise than cash	5,000,000	5,000,000.00

6. INFORMATION ON OUR GROUP (Cont'd)

Note:

- (a) Bonus issue of 3,500,000 ordinary shares allotted to the existing members of PSSB as at 31 March 2024 in proportion to the number of shares held by them respectively.

(iii) Principal place of business

As at the LPD, PSSB's principal place of business is at 1B-G-09(b), 1B-G-10, 1B-G-11, 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang.

(iv) Substantial shareholder

PSSB is a wholly-owned subsidiary of our Company.

(v) Directors

As at the LPD, the Directors of PSSB are Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen.

(vi) Subsidiary or associated company

As at the LPD, PSSB does not have any subsidiary and associated company.

6.5 MATERIAL INVESTMENTS AND DIVESTITURES

Save as disclosed below, we do not have any other material investments and divestitures for the Financial Years Under Review and up to the LDP:

	FYE 2022	FYE 2023	FYE 2024	FYE 2025	1 January 2026 up to the LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
Material investments					
Computer and software	193	566	315	408	69
Furniture and fittings	84	188	11	50	4
Motor vehicles	838	-	-	105	-
Office equipment	169	69	-	2	7
Renovation	388	319	-	-	-
Capital work-in-progress	575	-	-	-	-
Equity instruments	534	55	91	85	16
Total	2,781	1,197	417	650	96
Material divestitures					
Motor vehicles	483	-	-	47	-
Equity instruments	-	106	131	-	-
Total	483	106	131	47	-

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

For the FYE 2022, our material investments of RM2.78 million mainly comprised the following:

- (a) RM0.84 million for the purchase of a passenger car for director's business travelling purpose;
- (b) RM0.58 million for capital work-in-progress and RM0.39 million for renovation pertaining to the renovation of our Penang and KL Office;
- (c) RM0.53 million for the acquisition of equity instruments in relation to unit trusts; and
- (d) RM0.19 million for the purchase of computer and software, as well as RM0.17 million for the purchase of office equipment.

For the FYE 2023, our material investments of RM1.20 million mainly comprised the following:

- (a) RM0.57 million for the purchase of computer and software;
- (b) RM0.32 million for the renovation of our KL Office; and
- (c) RM0.19 million for the purchase of furniture and fittings for our KL Office and Penang Office.

For the FYE 2024, our material investments of RM0.42 million mainly comprised of RM0.32 million for the purchase of computers and software.

For the FYE 2025, our material investments of RM0.65 million mainly comprised the following:

- (a) RM0.41 million for the purchase of computer and software;
- (b) RM0.09 million for the acquisition of equity instruments in relation to unit trusts; and
- (c) RM0.11 million for the purchase of a van.

Between 1 January 2026 and up to the LPD, our material investments of RM0.10 million comprised mainly of RM0.07 million for the purchase of computer and software as well as RM0.02 million for the acquisition of equity instruments in relation to unit trusts.

Material divestitures

Our material divestitures mainly comprised the disposal of motor vehicles in FYE 2022 and FYE 2025, as well as the disposal of equity instruments in FYE 2023 and FYE 2024. We did not have any material divestitures between 1 January 2026 and up to the LPD.

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP (Cont'd)

6.6 PROPERTY, PLANT AND EQUIPMENT

6.6.1 Properties owned by our Group

As at the LPD, our Group does not own any properties.

6.6.2 Properties rented by our Group

The summary of properties rented by our Group as at the LPD are set out below:

No.	Landlord/ Tenant	Address	Description/ Existing Use	Rented Area (approximate sq. ft.)	Monthly Rental	Date of CF/CCC/Permit	Tenure of Tenancy
1.	Landlord: Pelaburan Hartanah Berhad Tenant: PSSB	1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang ^(a)	<u>Description:</u> 3 office units on the ground floor of a 7-storey building for commercial space / office known as Unit 1B-G-29, 1B-G- 30 & 1B-G-31, Ground Floor, One Precinct <u>Existing use:</u> Group's Head Office	4,843	(a) RM19,372.00 (15 June 2024 to 14 June 2025); and (b) RM19,856.30 (15 June 2025 to 14 June 2026); and (c) RM20,340.60 (15 June 2026 to 14 June 2027)	CCC for One Precinct dated 9 October 2012 CCC for rented units dated 28 July 2025 ^(d)	15 June 2024 to 14 June 2027

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Landlord/ Tenant	Address	Description/ Existing Use	Rented Area (approximate sq. ft.)	Monthly Rental	Date of CF/CCC/Permit	Tenure of Tenancy
2.	<u>Landlord:</u> Pelaburan Hartanah Berhad <u>Tenant:</u> PSSB	1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang ^{(a)(b)}	<u>Description:</u> 3 office units on the ground floor of a 7-storey building for commercial space / office known as Unit 1B-G-09(b), 1B- G-10 & 1B-G-11, Ground Floor, One Precinct <u>Existing use:</u> Group's Head Office	2,266	RM9,517.37	CCC for One Precinct dated 9 October 2012 CCC for rented units dated 28 July 2025 ^(d)	1 October 2025 to 14 June 2027
3.	<u>Landlord:</u> Pelaburan Hartanah Berhad <u>Tenant:</u> PSSB	A5-12-1, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan ^(c)	<u>Description:</u> 1 office unit on level 12 of a 21- storey building for shop / office known as Unit 12.3, Level 12, Menara 1 Dutamas <u>Existing use:</u> Office	4,265	RM24,737.00	CF for the building dated 11 March 2010 Minor Construction Permit for rented unit dated 10 July 2025 ^(e)	1 October 2025 to 14 June 2027

6. INFORMATION ON OUR GROUP (Cont'd)

Notes:

- (a) There are private caveats bearing the following presentation numbers lodged by Amanahraya Trustees Berhad ("**ATB**") at the relevant land office on the properties rented by PSSB ("**One Precinct Rented Properties**") of which the details are set out as follows:
 - (i) Presentation No. 0799B2020007578: 1B-G-10, 1B-G-29 & 1B-G-30, Ground Floor, One Precinct; and
 - (ii) Presentation No. 0799B2020007577: 1B-G-09(b), 1B-G-11 & 1B-G-31, Ground Floor, One Precinct.

A caveat search conducted on 16 December 2024 and 10 March 2025 on Presentation No. 0799B2020007577 and Presentation No. 0799B2020007578 respectively reveals that:

 - (i) Pelaburan Hartanah Berhad has entered into a Fourth Assets Purchase Agreement dated 15 February 2016 ("**Agreement**") with ATB whereby Pelaburan Hartanah Berhad transferred the beneficial interest of 154 parcels of stratified office and retail space with approximately 381 car parking bays in a mixed development complex known as One Precinct comprising a 2-storey retail podium with 2-level basement parking and a 7-storey office held under PN 7905, Lot 17335, Mukim 12, Daerah Barat Daya, Negeri Pulau Pinang comprising One Precinct Rented Properties ("**the Lease Assets**") to ATB for a consideration of RM120,000,000.00.
 - (ii) It is a term in the respective Agreement that ATB shall not require the registration of the transfer of title of the Lease Assets to ATB. Pelaburan Hartanah Berhad will remain the registered proprietors of the Lease Assets in its capacity as a bare trustee for the ATB subject to the terms of the transaction documents entered between them.
 - (iii) Vide a Lease Agreement dated 15 February 2016, ATB on the principle of Ijarah agreed to lease the beneficial ownership of the Lease Assets to Pelaburan Hartanah Berhad in consideration of the lease payment of RM6,000,000.00 per annum to a fixed price unit trust fund called Amanah Hartanah Bumiputera ("**the Fund**") for a period of 10 years commencing from 1 March 2016 and subject to such extension and rental revision as may be agreed by the parties thereto.
 - (iv) In view of the above, ATB has lodged a private caveat over the Lease Assets to protect its interests.
- (b) PSSB currently rents part of the property known as Unit 1B-G-09(b), Ground Floor, One Precinct from Pelaburan Hartanah Berhad pursuant to the tenancy agreement signed between the parties. The remaining part of the property is currently occupied by another tenant.
- (c) PSSB currently rents part of Level 12, Menara 1 Dutamas of which the assessment address for Level 12 is A5-12-1, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan.

6. INFORMATION ON OUR GROUP (Cont'd)

- (d) The CCC has been issued in respect of the structural renovation carried out in Penang Office. Please refer to Section 6.9.2 of this Prospectus for further details.
- (e) The minor construction permit has been issued in respect of the minor renovation work carried out in KL Office. Please refer to Section 6.9.2 of this Prospectus for further details.

The Board confirms that as at the LPD, the rented properties of our Group are not in breach of any of the relevant land law and building regulations.

6.7 INTELLECTUAL PROPERTIES

As at the LPD, the Group does not have any brand names, patents, trademarks and other intellectual property rights. However, our Group has submitted the following applications for the following trademarks:

No.	Trademark	Registered Owner	Issuing Authority	Trademark Application Number	Application Date	Status	Description
1.		PSSB	MyIPO	TM2023029071	26 September 2023	Pending decision of appeal to the provisional refusal (objection) ^(a)	Class 9 ^(b)
2.		PSSB	MyIPO	TM2023029074	26 September 2023	Pending decision of appeal to the provisional refusal (objection) ^(a)	Class 42 ^(c)

6. INFORMATION ON OUR GROUP (Cont'd)

Notes:

- (a) PSSB has submitted the applications on 26 September 2023 and the applications were provisionally refused for registration on 17 April 2024 by MyIPO on the basis that the applied trademark is similar to the trademarks owned by third parties and is to be registered for goods or services identical with or similar to the trademarks owned by third parties pursuant to Section 24(2)(b) of the TMA 2019. PSSB has subsequently submitted an appeal for both applications on 23 May 2024. A hearing date for the appeal applications was held on 3 March 2026 and PSSB is currently awaiting decision from MyIPO in relation to the appeal applications.
- (b) Application software; application software for cloud computing; cloud computing software; communication software; computer hardware and software for database management; computer operating system software; computer software; computer software for business purposes; computer software for database management; computer software programs for database management; application software for cloud computing services; security software; computer hardware and computer software for database management; database management software; communication software for connecting computer network users; communications software for connecting global computer networks; computer hardware and software for providing secure remote access to computer and communication networks; network access server operating software; computer software for administration of computer local area networks; computer software for administration of local area networks; computer software for use in providing multiple user access to a global computer information network; computer software for wireless network communications; computer software for application and database integration; computer software for data processing; cloud servers; downloadable cloud-based software; downloadable cloud-computing software.
- (c) Advisory and consultancy services relating to computer software; advisory and information services relating to computer software; advisory services relating to computer software; analysis of product development; consultancy services in the field of cloud computing; programming of operating software for accessing and using a cloud computing network; computer project management in the field of electronic data processing; design and development of computer software for database management; design and development of software for database management; rental of database management software; computer security consultancy services; computer security threat analysis for protecting data; consultancy in the field of security software; development of software for secure network operations; SaaS; PaaS; electronic data storage and data backup services; computer disaster recovery planning services; consultancy relating to the recovery of computer data; electronic monitoring services being IT security services in the nature of protection and recovery of computer data; IT security services in the nature of protection and recovery of computer data; IaaS; consultancy and information services relating to information technology architecture and infrastructure; design, development, maintenance and updating of computer software for word processing, data processing and process control; development, updating and maintenance of software and database systems; digital compression of computer data; electronic data backup services; electronic monitoring services for computer security threat analysis for protecting data; electronic security monitoring services in the nature of monitoring computer systems for data security purposes; installation, maintenance and updating of database software; research, design and development of software for data management; computer and internet security consultancy and data encryption services; design and development of electronic data security systems; design and development of internet security programmes; maintenance of computer software relating to computer security and prevention of computer risks; data security consultancy; computer disaster recovery planning; recovery of computer data; development of computer software application solutions; research, design and development services relating to software application solutions.

6. INFORMATION ON OUR GROUP (Cont'd)

In the event Registrar of Trademarks affirms its decision to provisionally refused the registration of the intending trademark, PSSB is entitled to resort to further appeal to the High Court of Malaya. Notwithstanding the outcomes of the decision of Registrar of Trademarks or the High Court of Malaya, as the case may be, PSSB is at liberty to use the intending trademark in its ordinary course of business or activities, as PSSB remains a beneficial owner of the intending trademark under the common law unless proven otherwise.

If there is any incident of infringement of the intending trademark by any third party, PSSB shall nonetheless be entitled to seek equitable / specific reliefs and remedies from the Malaysian court for, *inter alia*, injunction, damages, an account of profits, statutory damages or any other orders as the court deems fit against the said third party. To do so, PSSB must first show proofs / discharge the burden of proofs that it is the first user and hence beneficial owner of the aforesaid intending trademark. If the intending trademark is duly registered, PSSB would only need to adduce the certificates of registration issue by MyIPO to discharge that burden of proof. In the event the appeals to the provisional refusal of the registration of trademarks are unsuccessful, there will be no material impact to our Group's business operations or financial condition as the management is of the view that the Group does not solely depend on its trademarks in order to secure sales.

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP (Cont'd)

6.8 MATERIAL LICENCES, PERMITS AND APPROVALS

Details of our major licences, permits and approvals for our operations as at the LPD are as follows:

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
1.	PSSB / MBPP	Business premises and signboard licence for Penang Office	26 September 2025 / 31 December 2026	(i) The license renewal payment must be made on or before the end of February each year. (ii) The license must be displayed at all times in a place that is easily visible. (iii) The license holder is required to take necessary measures to control the business activities carried out so as not to cause environmental pollution, nuisance and obstruction.	Noted Complied Noted
2.	PSSB / DBKL	Business premises license for KL Office	24 December 2025 / 23 December 2026	(i) To renew yearly license sixty (60) days before its expiry without notice from the mayor of Kuala Lumpur.	Noted
3.	PSSB / MOF	Certificate of registration for government procurement in respect of 9 field codes as stated in the attachment A of the certificate ^(a) , mainly in relation to Information and Communication Technology	12 August 2025 / 6 November 2028	(i) The company shall ensure that the registered fields in the certificate of registration do not overlap with approved field given to any other companies: (a) having the same owner or board of directors, management and employees; or (b) operating at the same premises.	Complied

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
				(ii) The MOF reserves their right to conduct visits or audits at any time without prior notice. In the event of non-compliance of the conditions of registration, the field codes and/or company's registration may be suspended/cancelled. The company, its shareholder and board of directors may be subject to disciplinary actions, including blacklisting without prior notice, if they are found to have provided false information.	Noted
				(iii) A newly registered company is prohibited from making any changes to the composition of its shareholders or directors within six (6) months from the date of its registration.	Not applicable as PSSB was registered with the Ministry of Finance on 10 November 2013.
				(iv) Failure to submit a renewal registration after one (1) year from the expiration of registration date may result in the company's deregistration with MOF and automatic removal from the ePerolehan System. The company will then be required to submit a new application.	Noted
				(v) The company's registration will be suspended / cancelled if any of the following violations occur:	Noted
				(a) the company / owner / partnership / board of directors / management commits a criminal offence and is found guilty by a court in Malaysia or abroad or is involved in civil liability.	
				(b) the company withdraws an offer before the tender is considered or rejects the offer after it has been awarded.	
				(c) the company fails to fulfill their contractual obligations under the agreements signed with the Government.	

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
				(d) the company falsifies the company's Certificate of Registration to deceive or for other purposes.	
				(e) the company allows the misuse of its company's Certificate of Registration by other individuals/companies.	
				(f) the company engages in price-fixing with other companies during government tenders or subcontracts without prior approval from the relevant government agency.	
				(vi) The company shall submit application for renewal three (3) months before the expiration date of registration.	Noted
				(vii) The company shall ensure their registration with the MOF remains valid throughout the contract period.	Noted
4.	PSSB / CIDB	Certificate of registration pursuant to CIDB Act ^(b)	3 November 2025 / 12 November 2027	(i) The certificate of registration is not transferable.	Noted
				(ii) The contractor shall not participate in any tender or carry out any construction work after the expiration of the certificate of registration and until it is renewed.	Noted
				(iii) The contractor shall not undertake to build any construction project that exceeds the value of the construction work specified under the registered grade and shall not carry out any construction project outside its registered category.	Noted
				(iv) The contractor shall submit information about any construction work or project within a period of fourteen (14) days after being awarded or before the work has begun, whichever is earlier.	Noted
					Complied

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
				(v) The contractor shall display the certificate of registration issued by the CIDB or a copy of the certificate of registration certified by the CIDB at its place of business.	Complied
				(vi) The contractor must display the registration number on the signboard at each construction site.	Noted
				(vii) The contractor shall submit application for the renewal of certificate of registration within a period of sixty (60) days before the date of expiry as stated in the certificate of registration.	Complied
				(viii) The contractor shall appoint skilled construction workers and site supervisors who are accredited and certified by the CIDB.	Noted
				(ix) The registration of any contractor may be terminated or suspended if:	Noted
				(a) The contractor fails to comply with any provisions of other written laws; or	
				(b) The contractor has been adjudged bankrupt; or	
				(c) The contractor fails to comply with any provisions of the CIDB Act; or	
				(d) The contractor has obtained the certificate of registration by making a false or fraudulent statement or representation in writing or otherwise; or	
				(e) The contractor abandons the construction work that is being carried out without any reasonable cause; or	

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
				(f) The contractor is found guilty by the court or any investigative body established under any written law for negligence in any construction works undertaken; or	
				(g) The holder of the certificate of registration has breached any term and condition imposed therein.	
5.	PSSB / MCMC	Applications Service Provider Class License (C) for the provision of internet access services	25 April 2026 / 24 April 2027	(i) The licensee shall in respect of all apparatus, equipment and installations possessed, operated, maintained or used under the license, take all proper and adequate safety measures to safeguard life or property. Including exposure to any electrical emission or radiation emanating from the apparatus, equipment or installations so used.	Noted
				(ii) The licensee shall take reasonable steps to ensure that the charging mechanism used in connection with any of its network facilities and/or network services are accurate and reliable in all material aspects.	Noted
				(iii) The licensee shall not in any way whatsoever have access to an international communications network without a Network Service Provider Individual License except by way of entering into an arrangement with a Network Service Provider Individual License holder for that purpose.	Noted
6.	PSSB / Personal Data Protection Commissioner	Certification of registration data user ^(c)	4 June 2025 / 3 June 2027	NIL	Not applicable

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licensee / Issuing Authority	Nature of License	Issuance Date / Date of Expiry	Salient Conditions imposed	Status of Compliance
7.	PSSB / NACSA	Managed Security Operations Centre Monitoring Service Licence	24 June 2025 / 23 June 2026 (Renewal: 24 June 2026 / 23 June 2027)	(i) A licensee may apply to renew its license at least thirty (30) days before the date of expiration of the license in such manner as may be prescribed.	Noted
8.	PSSB / NACSA	Penetration Testing Service License	22 May 2025 / 21 May 2026 (Renewal: 22 May 2026 / 21 May 2027)	(i) A licensee may apply to renew its license at least thirty (30) days before the date of expiration of the license in such manner as may be prescribed.	Noted

Notes:

(a) The code and description of the fields registered by PSSB with MOF are as follows:

No	Field Code	Description
1.	210101	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware (low-end technology)
2.	210102	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware (high-end technology)
3.	210103	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / computer software, operating system, database, off-the-shelf packages including maintenance
4.	210104	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / software / system development / customization and maintenance
5.	210105	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / telecommunication / networking-supply product, infrastructure, services including maintenance
6.	210106	ICT (Information Communication Technology) / computer equipment and accessories / tools and components / data management – provide service including disaster

6. INFORMATION ON OUR GROUP (Cont'd)

7. 210107 ICT (Information Communication Technology) / computer equipment and accessories / tools and components / ICT security and firewall, encryption, PKI and antivirus
8. 210108 ICT (Information Communication Technology) / computer equipment and accessories / tools and components / multimedia-products, services and maintenance
9. 210109 ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware and software leasing / renting

(b) The registration grade, categories and specialisation of the fields registered by PSSB with CIDB are as follows:

No	Grade	Tender value / construction work value (RM)	Category	Specialisation and Description
1.	G7	Unlimited	B (Building)	B04 (Building construction works – construction works of any building and plant)
2.	G7	Unlimited	CE (Civil Engineering)	CE21 (Civil engineering construction – construction works, maintenance and repair of any civil engineering construction)
3.	G7	Unlimited	ME (Mechanical and Electrical Engineering)	M15 (Miscellaneous mechanical equipment – Installation, testing, maintenance and repair of various mechanical equipment.)

(c) The code and category registered by PSSB with Personal Data Protection Commissioner are as follows:

No	Code	Category
1.	1001	Communication

The business nature of PSSB does not belong to any class of data users specified in the Schedule of Personal Data Protection (Class of Data Users) Order 2013 (“**Order 2013**”) and therefore registration under the Personal Data Protection Act 2010 (“**PDPA 2010**”) was not required. However, following the issuance of the Applications Service Provider Class License, PSSB becomes a data user in accordance with the Schedule of the Order 2013 and registration under the PDPA 2010 is mandatory.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9 GOVERNING LAWS AND REGULATIONS

Our business is regulated by, and in some instances required to be licensed under specific laws of Malaysia. The relevant laws and regulations governing our Group which do not purport to be an exhaustive description of all laws and regulations of which our business is subject to, are summarised below.

As at the LPD, save for those non-compliances disclosed herein, our Group complies with all the laws and regulations governing the conduct of our business which may materially affect our Group's operations.

6.9.1 Local Government Act 1976 ("LGA 1976")

The LGA 1976 empowers every local authority to grant licences or permits 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.

Our Group's business premises falls under the jurisdiction of the City Council of Penang Island and Kuala Lumpur City Hall. The relevant by-laws governing the conduct of our Group's business premises are as follows:

(a) **Licensing of Trades, Businesses and Industries (Penang Island) By-Laws 1991 ("By-Laws 1991")**

By-Law 3 of the By-Laws 1991 states that it is an offence for any person who uses any premise for any business activity set out in First Schedule of By-Laws 1991 without a business premise licence. Pursuant to By-Law 28, any person who contravenes this By-Laws 1991 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or a term of imprisonment not exceeding one (1) year or both and in the case of continuing offence a sum not exceeding Ringgit Malaysia Two Hundred (RM200.00) Only for each day during which the offence is continued after conviction.

(b) **Advertisement (Penang Island) By-Laws 2000 ("By-Laws 2000")**

By-Law 5 of the By-Laws 2000 provides that no person shall exhibit any advertisement (which includes signboards) without a licence. Pursuant to By-Law 17, any person who contravenes any of the provisions of the By-Laws 2000 shall be guilty of an offence and shall upon conviction be liable to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or to a term of imprisonment not exceeding one (1) year or to both such fine and imprisonment.

(c) **Licensing of Trades, Businesses and Industries (Federal Territory of Kuala Lumpur) By-Laws 2016 ("By-Laws 2016")**

By-Laws 3 of the By-Laws 2016 states that it is an offence for any person who uses any premise for any business activity without a business premise licence. Pursuant to By-Law 38, any person who contravenes this By-Laws 2016 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or a term of imprisonment not exceeding one (1) year or both and in the case of continuing offence a sum not exceeding Ringgit Malaysia Two Hundred (RM200.00) Only for each day during which the offence is continued after conviction.

6. INFORMATION ON OUR GROUP (Cont'd)

In the past, PSSB did not obtain the requisite business premises and signboard license for its Penang Office and the business premises license for its KL Office as required under the relevant laws.

Once our Group became aware that PSSB were required to apply for the said licenses, our Group took immediate steps to regularise the non-compliances by applying for the necessary licenses from the relevant local authorities, the details of which are as follows:

Business premises	Period of non-compliances	Cost incurred for rectification	Estimated time for rectification
Penang Office:			
(a) 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang	Since its relocation in September 2018 until July 2025	RM3,840.00 being the fees for licenses application, composite license and signboard licenses	Duly rectified. MBPP had issued a business premises and signboard license on 11 July 2025
(b) 1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang	Since its expansion in October 2022 until July 2025		
KL Office	Since its relocation in October 2022 until December 2024	RM200.00 being the business premises licenses application fee	Duly rectified. DBKL has issued business premises licence on 24 December 2024

There have been no investigations or regulatory actions taken against PSSB and our Directors for the past contravention in relation to business premises and signboard licence for Penang Office and business premises license for KL Office. Our Board is of the opinion that it is unlikely for PSSB to be penalised retrospectively as the business premises and/or signboard licence have been issued.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past incidents did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, PSSB holds and maintains valid business premises licences for all our operating business premises. In addition, PSSB maintains a valid signboard license in respect of the signboard displayed on our business premises. These business premises and signboard licenses are valid until its respective expiry dates and will subsequently be renewed.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9.2 Street, Drainage and Building Act 1974 ("SDBA 1974")

The SDBA 1974 together with the regulations made thereunder including the Uniform Building By-Laws 1984 provide that any person who intends to erect any building shall cause to be submitted by a principal submitting person or submitting person to the local authority such plans and specifications as may be required by any by-law made under the SDBA 1974.

According to Section 70(27)(f) of SDBA 1974, any person who occupies or permits to be occupied any building or any part thereof without a CCC shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Hundred and Fifty Thousand (RM250,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both. The CCC replaces the CF which was previously issued by local councils for projects approved prior to April 2007.

Pursuant to By-Law 25 of Uniform Building (Pulau Pinang) By-Laws 1986 ("**By-Laws 1986**"), a certificate of completion and compliance shall be issued by the principal submitting person, among others, when he certifies that he has supervised the erection and completion of the building and that to the best of his knowledge and belief the building has been constructed and completed in accordance with SDBA 1974, the By-Laws 1986 and the approved plans.

Pursuant to By-Law 17(1) of Building (Federal Territory of Kuala Lumpur) By-Laws 1985, permits may be issued by the authority for minor erections, minor alterations and additions.

Section 127 of SDBA 1974 provides that any person guilty of an offence under SDBA 1974 or any by-laws made thereunder for which no penalty is expressly provided shall be liable on conviction to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only and shall also be liable to a further fine not exceeding Ringgit Malaysia Five Hundred (RM500.00) Only for every day that the offence is continued after conviction.

In the past, PSSB undertook a major renovation at its Penang Office and minor construction works at its KL Office without first obtaining the required CCC and minor construction permit (*permit pembinaan kecil*) as required under the relevant laws. Subsequently, PSSB has engaged a qualified architect to prepare and submit the necessary plans and documentation to the relevant authorities. The details of the non-compliances are as follows:

Rented premises	Period of non-compliances	Cost incurred for rectification	Estimated time for rectification
Penang Office:			
(a) 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang	September 2018 until July 2025	RM81,000.00 being the cost of rectification and RM6,000.00 being the fine for non-compliance which was paid on 18 June 2025	Duly rectified. CCC in respect of the structural renovation carried out in the Penang Office has been issued by the qualified architect on 28 July 2025
(b) 1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang	October 2022 until July 2025		

6. INFORMATION ON OUR GROUP (Cont'd)

Rented premises	Period of non-compliances	Cost incurred for rectification	Estimated time for rectification
KL Office	October 2022 until July 2025	RM19,440.00 being the cost of rectification. DBKL had imposed a fine in respect of the non-compliances amounting to RM1,000.00 which was paid on 23 June 2025	Duly rectified. Minor construction permit respect of the minor renovation carried out at the KL Office has been issued by DBKL on 10 July 2025.

The rented units of the Penang Office are located within One Precinct that has valid CCC dated 9 October 2012, which is in compliance with Section 70(27) of SDBA 1974. Nonetheless, PSSB had operated at the Penang Office without a valid CCC for the aforementioned renovation work as it was not aware that a separate CCC was required for the renovation carried out. The non-compliance has since been duly rectified with the CCC for the interior renovation works issued on 28 July 2025 and the fine of RM6,000.00 duly paid by PSSB. Other than the said fine paid, the Group has not been imposed with any notices, penalties or compounds in relation to the non-compliance.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The non-compliances did not have a material adverse impact on our Group's financials and/or operations.

Save as disclosed above, as at the LPD, our Group is in compliance with the requirements of the SDBA 1974 and its subsidiary legislations.

6.9.3 Communications and Multimedia Act 1998 ("CMA 1998")

The CMA 1998 is an act to provide for and to regulate the converging communications and multimedia industries. Pursuant to Section 126(1) of the CMA 1998, no person shall provide, among others, any applications services without a valid individual licence or a class licence granted under the CMA 1998.

Based on Section 126(2) of CMA 1998, any person who contravenes Section 126(1) of the CMA 1998 commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia One Million (RM1,000,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both and shall also be liable to a further fine of Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only for every day or part of a day during which the offence is continued after conviction.

As at the LPD, PSSB holds a valid applications service provider class licence issued by the MCMC. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under CMA 1998 and there is no non-compliance incident in relation to CMA 1998.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9.4 Personal Data Protection Act 2010 (as amended by the Personal Data Protection (Amendment) Act 2024) ("PDPA 2010")

The PDPA 2010 regulates the processing of personal data in commercial transactions in Malaysia. Section 14(1) of the PDPA 2010 states that the Minister may, upon the recommendation of the Commissioner, by order published in the Gazette, specify a class of data controllers who shall be required to be registered as data controllers under the PDPA 2010.

Pursuant to Section 16(4) of the PDPA 2010, any person who belongs to the class of data controllers in such order and processes personal data without a certificate of registration commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia Five Hundred Thousand (RM500,000.00) Only or to imprisonment for a term not exceeding three (3) years or to both.

Pursuant to Section 2 of the Personal Data Protection (Class of Data Controllers) Order 2013, a data controller who belongs to any class of data controller as specified in the Schedule shall be registered under the PDPA 2010. One of the class of data controllers specified in the Schedule is a licensee under the CMA 1998.

As at the LPD, PSSB, which is a licensee under the CMA 1998, is registered as a data controller under the PDPA 2010. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under PDPA 2010 and there is no non-compliance incident in relation to PDPA 2010.

6.9.5 Cyber Security Act 2024 ("CSA 2024")

The CSA 2024 which came in force on 26 August 2024 is an act to manage the cyber security threats and to regulate the cyber security service providers through licensing. Pursuant to Section 27(1) of 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 license to provide a cyber security service issued pursuant to the CSA 2024.

Pursuant to Section 27(5) of CSA 2024, any person who contravenes Section 27(1) of CSA 2024 commits an offence and shall on conviction be liable to a fine not exceeding Ringgit Malaysia Five Hundred Thousand (RM500,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both.

Based on the NACSA Chief Executive Directive No. 6, a grace period up until 28 February 2025 is given for the cyber security service provider to obtain a license under the CSA 2024. PSSB, which provides the penetration testing service and managed security operation centre monitoring service, has applied for the PTSL and MSOCMSL on 23 April 2025 at the cost of RM1,000 each for the license application fee. PSSB has obtained the PTSL and MSOCMSL on 22 May 2025 and 24 June 2025 respectively. No penalty was imposed when the PTSL and MSOCMSL were issued by NACSA. The Solicitors have further obtained verbal confirmation from the officer of NACSA that no penalty will be imposed as long as PSSB is licensed under the CSA 2024 since the CSA 2024 has just been implemented, which the Solicitors have followed up with an email dated 14 July 2025.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past non-compliance did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, PSSB has obtained valid PTSL and MSOCMSL.

6. INFORMATION ON OUR GROUP (Cont'd)

6.9.6 Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 ("CIDB Act")

The CIDB Act and the regulations made thereunder govern the establishment of the CIDB and provide for its function in relation to the construction industry and all matters in connection therewith. Section 25(1) of the CIDB Act prescribes that a contractor must register with the CIDB and hold a valid certificate of registration issued by the CIDB in order to carry out or complete, undertake to complete any construction works or hold himself as a contractor. Pursuant to Section 29 of CIDB Act, failure to comply with the above shall be guilty of an offence and shall conviction be liable to a fine of not less than Ringgit Malaysia Ten Thousand (RM10,000.00) Only but not more than Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only.

As at the LPD, PSSB holds a valid certificate of registration issued by CIDB. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under CIDB Act and there is no non-compliance incident in relation to CIDB Act.

6.9.7 Occupational Safety and Health Act 1994 (as amended by the Occupational Safety and Health (Amendment) Act 2022) ("OSHA 1994")

Pursuant to Section 29A(1) of the OSHA 1994, an employer shall appoint one of his employees to act as a safety and health coordinator at the place of work if he employs five or more employees at his place. Section 29A(4) of the OSHA 1994 further provides that an employer who contravenes with this section shall be guilty of an offence and shall on conviction, be liable to a fine not exceeding Ringgit Malaysia Fifty Thousand (RM50,000.00) Only or to imprisonment for a term not exceeding six (6) months or to both.

Pursuant to Section 30(1) of the OSHA 1994, every employer shall establish a safety and health committee at the place of work if there are 40 or more persons employed at the place of work or the Director General directs the establishment of such a committee at the place of work. Section 30(4) of the OSHA 1994 states that a person who contravenes the provisions of this section shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only or to imprisonment for a term not exceeding one (1) year or to both.

In respect of the statutory requirement under Section 29A(1) of the OSHA 1994 which came into force on 1 June 2024, PSSB had only appointed safety and health coordinators for both the Penang Office and KL Office thereafter and the registration applications were approved by the Department of Occupational Safety and Health in July 2025. However, the Group has not been imposed with any penalty arising from the non-compliance which has been rectified. The Solicitors have further obtained verbal confirmation from the officer of Department of Occupational Safety and Health that no penalty will be imposed as long as a safety and health coordinator has been duly appointed.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past non-compliance did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, our Group has appointed a safety and health coordinator and establish a safety and health committee at our Penang Office and KL Office respectively.

Save as disclosed above, during the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under the OSHA 1994.

6. INFORMATION ON OUR GROUP (Cont'd)**6.9.8 Employment Act 1955 (as amended by Employment (Amendment) Act 2022) (“EA 1955”)**

The EA 1955 regulates all labour related matters including contracts of service, payment of wages, employment of women, maternity protection, rest days, hours of work, holidays, termination, lay-off and retirement benefits, employment of foreign employees and keeping of registers of employees.

Pursuant to Section 99A of EA 1955, any person who commits any offence under, or contravenes any provision of the EA 1955, or any regulations, order or other subsidiary legislation whatsoever made thereunder, in respect of which no penalty is provided, shall be liable, on conviction, to a fine not exceeding Ringgit Malaysia Fifty Thousand (RM50,000.00) Only.

During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under the EA 1995 and there is no non-compliance incident in relation to EA 1995.

6.9.9 Employees Provident Fund Act 1991(“EPFA 1991”), Employees’ Social Security Act 1969 (“ESSA 1969”) and Employment Insurance System Act 2017 (“EISA 2017”)**EPFA 1991**

Section 43(1) of the EPFA 1991 provides that every employee and every employer of a person who is an employee within the meaning of the EPFA 1991 shall be liable to pay monthly contributions on the amount of wages at the rate respectively set out in the Third Schedule of the EPFA 1991. In the event that the employer fails to pay contribution which the employer is liable to pay in respect of or on behalf of any employee in respect of any month, within the prescribed period, Section 43(2) of the EPFA 1991 provides that the employer shall be guilty of an offence and shall on conviction be liable to imprisonment for a term not exceeding three (3) years or fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to both.

Section 45(3) of the EPFA 1991 provides that where an employer fails to pay any contributions due within the prescribed period, the employer shall in addition to such contributions, be liable to pay dividend on such contributions. In the event that the employer fails to comply with Section 45(3) of the EPFA 1991, pursuant to Section 45(4), the employer shall be guilty of an offence and shall, on conviction, be liable to imprisonment for a term not exceeding three (3) years or to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to both.

In addition to payment of dividend to be paid under Section 45(3) of the EPFA 1991, Section 49(1) of the EPFA 1991 further provides that the employer shall be liable to pay late payment charges in accordance with any manner and calculation determined by the Employees Provident Fund Board.

ESSA 1969

Section 14A of the ESSA 1969 states that in respect of any period where the monthly contribution is not paid, the employer shall be liable to pay interest on such amount at such rate as may be prescribed by the regulations in respect of any period during which such amount remains unpaid.

Section 94(a) of the ESSA 1969 states that if any person fails to pay any contribution or any part thereof which is payable by him under the ESSA 1969 or fails to pay within the time prescribed by regulations any interest payable under section 14A of the ESSA 1969, he shall be punishable with imprisonment for a term which may extend to two (2) years, or with a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or both.

6. INFORMATION ON OUR GROUP (Cont'd)

In addition, Regulation 32 of the Employees' Social Security (General) Regulations 1971 ("**SOCSSO Regulations 1971**") states that an employer who is liable to pay contributions in respect of any employee shall pay such contributions not later than the fifteen (15th) day of the month immediately following the month in respect of which such contributions fall due. Pursuant to Regulation 33 of the SOCSSO Regulations 1971, an employer who fails to pay contribution within the period specified in Regulation 32 of the SOCSSO Regulations 1971 shall be liable, in addition, to pay interest at the rate of 6% per annum in respect of each day of default or delay beyond the end of such period or any other rate to be determined by the Minister by notification in a Gazette.

EISA 2017

Section 16(1) of EISA 2017 provides that all employees in the industries to which the EISA applies shall be registered and insured by the employers in such manner as prescribed by the EISA irrespective of the amount of wages and according to Section 16(5) of EISA 2017, any person who contravenes Section 16(1) of EISA 2017 commits an offence and shall on conviction be liable to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) or to imprisonment for a term not exceeding two (2) years or both.

Pursuant to Section 21 of EISA 2017, if the amount of the monthly contribution payable by the employer in respect of an employee is not paid within such period as referred to in Section 20 of EISA 2017, the employer shall be liable to pay interest on such amount at the rate as prescribed by the Minister in respect of any period during which such amount remains unpaid. Any person who contravenes Section 21 of EISA 2017 commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to imprisonment for a term not exceeding two (2) years or both.

On 14 April 2025, EPF had notified PSSB via email and subsequently via letter on 25 April 2025 that PSSB was liable to pay the outstanding EPF contributions in respect of the fixed phone allowances paid to the employees, covering the period of February 2022 up to January 2025. In addition to the outstanding EPF contributions, PSSB is also liable to pay the outstanding SOCSSO and EIS contributions and late payment interests in respect of the fixed phone allowances paid to the employees.

The details of the non-compliance are as follows:

Nature of non-compliance	Period of non-compliances	Estimated cost	Estimated time for rectification
<u>EPF</u>			
Outstanding EPF contributions	January 2019 up to January 2025	RM102,759.00	Duly rectified. Payment made on 16 April 2025 to EPF
Dividend payable for outstanding EPF contributions	January 2019 up to January 2025	RM9,936.00	Duly rectified. Payment made on 15 May 2025 to EPF
Late payment charges imposed by EPF	January 2019 up to January 2025	RM5,921.00 ^(a)	Duly rectified. Payment made on 10 July 2025 to EPF

6. INFORMATION ON OUR GROUP (Cont'd)

<u>SOC SO</u>			
Outstanding contributions	January 2019 up to January 2025	RM3,990.70	Duly rectified. Payments made between March 2025 to May 2025 to SOC SO
Late payment charges	January 2019 up to January 2025	RM785.00 ^(b)	Duly rectified. Payment was made on 23 May 2025 to SOC SO
<u>EIS</u>			
Outstanding contributions	January 2019 up to January 2025	RM1,319.60	Duly rectified. Payments made between March 2025 to May 2025 to SOC SO
Late payment charges	January 2019 up to January 2025	RM1,803.00 ^(c)	Duly rectified. Payment made on 23 May 2025 to SOC SO

Notes:

- (a) The late payment charges imposed for the late EPF contributions were reduced from RM11,824.00 to RM5,921.00 upon appeal.
- (b) The late payment charges imposed for the late SOC SO contributions were reduced from RM3,925.00 to RM785.00 upon appeal.
- (c) The late payment charges imposed for the late EIS contributions were reduced from RM6,255.00 to RM1,803.00 upon appeal.

As at the LPD, such non-compliances have been resolved and it did not result in a material adverse impact on the overall business operations and/or financial performance of our Group.

In addition, our Group has also undertaken mitigation measures, amongst others:

- (i) we have implemented an internal statutory payment process to ensure compliance with the regulatory requirements in connection with the statutory contribution, including EPF, SOC SO and EIS; and
- (ii) we have formulated internal control procedures to ensure compliance with the relevant law, rules and regulations.

Save as disclosed above, as at the LPD, our Group is in compliance with the relevant provisions under the EPFA 1991, ESSA 1969 and EISA 2017.

6. INFORMATION ON OUR GROUP (Cont'd)**6.10 EMPLOYEES**

As at the LPD, our Group has a total workforce of 129 permanent and 1 contractual employees, all of whom are local employees. We do not have any foreign workers employed within our Group.

The breakdown of our employees as at 31 December 2025 and as at the LPD is as follows:

Business function/Department	As at 31 December 2025	As at the LPD
Directors	3	3
Administrative & Human Resource	15	15
Sales and Marketing	39	42
Technical Services*	66	69
Total	123	129

Note:

* As at the LPD, the 1 contractual employee is under Technical Services.

As at the LPD, 84 employees are based in the Penang Office (including all 7 members of the Key Senior Management) and 45 employees are based in the KL Office. For information purposes, the members of the Key Senior Management frequently travel between the Penang Office and KL Office for work engagement, as well as for operations of both offices). Further, as at the LPD, none of our employees belong to any labour union and there has been no industrial dispute in the past.

6.11 MATERIAL DEPENDENCY ON COMMERCIAL OR FINANCIAL CONTRACTS, INTELLECTUAL PROPERTY RIGHTS AND PRODUCTION OR BUSINESS PROCESSES

As at the LPD, save as disclosed in Sections 6.7 and 6.8 of this Prospectus, our Group's business or profitability is not materially dependent on any other commercial or financial contracts (other than in the ordinary course of business of our Group), intellectual property rights, licences and permits and production or business processes.

6.12 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

Our Group recognises the importance of upholding principles of sustainability across our operations. This commitment is embedded in our Sustainability Policy, which serves as a guiding foundation for the continuous adoption of our environmental, social, and governance practices by our Group.

(i) Environmental

We are committed to minimising our environmental footprint by embedding sustainable practices into our business operations. Our commitment is reflected in the following initiatives:

- **Energy consumption:** We consistently encourage our employees to switch off all lights and electronic devices when not in use, particularly during lunch breaks and at the end of the workday. Additionally, motion sensor lighting has been installed in our workplace to enhance energy efficiency;

6. INFORMATION ON OUR GROUP (Cont'd)

- **Waste management:** The Group places emphasis on responsible waste management with a focus on IT assets. IT assets that cannot be refurbished or resold will be sent to approved collectors for recycling as e-waste, ensuring disposal methods do not pose risks to environmental health or data security. All disposals are handled by the IT department, and employees are not allowed to discard IT assets on their own. This centralised process provides proper control, ensures compliance with regulations, safeguards sensitive data, and supports the Group's efforts to reduce its environmental footprint; and
- **Paperless trail:** We also strive to promote a paperless culture in our offices. Our Group has adopted various software to reduce paper consumption in various business processes, such as document storage, communication and marketing. Reducing paper consumption leads to lower deforestation, less energy consumption in paper production, and reduced waste.

(ii) Social

Our Group is committed to conducting responsible business operations that prioritise the interests of all stakeholders and the local community. Recognising our employees as invaluable assets, we strive to create a healthy workplace environment and develop skilled talent through the following practices. To uphold these values, we have adopted the following practices:

- **Occupational safety and health:** We have established a Safety and Health Committee ("SHC") responsible for overseeing and implementing occupational health and safety measures and we strictly adhere to the OSHA 1994. The SHC holds regular meetings to enforce health and safety practices, review incidents, implement corrective actions, introduce preventive measures and monitor their effectiveness;
- **Equal opportunities and employment diversity:** Our Group is committed to creating a work environment where mutual respect is practised across the entire organisation. We adopt an equal opportunity and hire local policy that fosters diversity and practice equal employment opportunities with regard to gender, age, ethnicity, religion, marital status, amongst other factors;
- **Talent management and benefits:** We recognise the importance of developing a highly skilled and productive workforce as it fosters resilience and enables us to achieve our strategic priorities. To enhance knowledge, skills, and capabilities, we continuously provide on-the-job training and offer employees opportunities to participate in external training programs; and
- **Work-life balance and social activities:** We are dedicated to attracting local talent to our Group by improving the work environment, prioritising employee well-being, and promoting work-life balance while ensuring a workplace free from all forms of discrimination. We host a variety of events, including festive celebrations such as Christmas, Chinese New Year, Hari Raya, and Deepavali. Furthermore, we actively participate in Corporate Social Responsibility efforts, including providing donations to non-profit organisations.

(iii) Governance

Our Group understands that maintaining the relevant governance practices is imperative to safeguard the interests of and build trust with our investors and stakeholders. As at the LPD, our Board has progressively adopted the principles and practices as promulgated in MCCG.

6. INFORMATION ON OUR GROUP (Cont'd)

This commitment encompasses achieving and sustaining high standards of corporate governance and ethical conduct, high corporate accountability, transparency and integrity. In our efforts to uphold good corporate governance, we have also put in place the following policies:

- Code of Ethics and Conduct sets out our internal control policies and procedures, which include managing conflicts of interest, money laundering, preventing bribery and corruption, and insider trading;
- Anti-Bribery and Corruption Policy sets out our procedures to ensure compliance with applicable anti-bribery and corruption laws and regulations, including the Malaysian Anti-Corruption Commission (Amendment) Act 2018;
- Whistleblowing Policy enables stakeholders, including customers, employees, suppliers, and the local community, to report any real suspicions or accusations regarding fraud within our Group, alleged unethical actions, or inappropriate business practices conducted by our employees or external parties in business relations with us;
- Personal Data Protection Act Policy acts as guidance for the processing of personal data in commercial transactions as well as for employment purposes, in compliance with the Personal Data Protection (Amendment) Act 2024;
- Enterprise Risk Management (“ERM”) framework is in place to outline the risk governance and structure, risk policies, risk assessment process and integration of risk management into significant activities and functions. The ERM framework is guided by the principles set out in ISO31000:2018 Risk Management, which is an internationally recognised risk management framework; and
- Gender Diversity Policy provides a framework for the Group to improve its gender diversity at the Board and Key Senior Management level.

As at the LPD, there are no environmental, social and governance issues which may materially affect our Group’s business or operations as set out in this Prospectus.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW

7.1 OVERVIEW

Our Company was incorporated in Malaysia under the Act on 21 November 2024 as a private limited company under the name of Pentech Holdings Sdn Bhd. Our Company was subsequently converted into a public limited company on 26 June 2025.

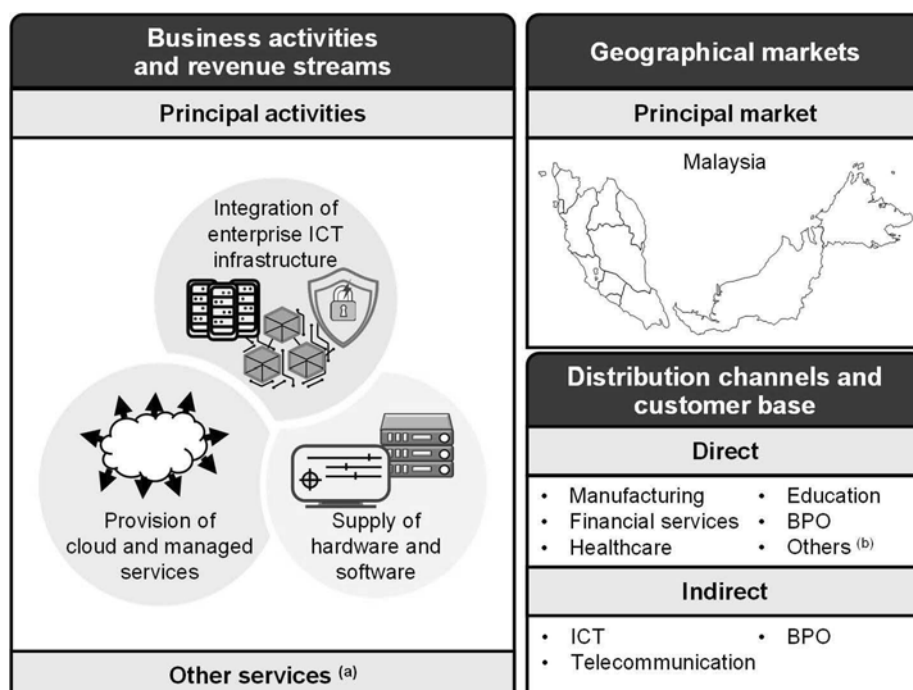
The history of our business can be traced back to the incorporation of PSSB on 14 July 2006 by our current Chief Sales Officer, Ho Huang Ken, along with Koe Chee Hoe and Khaw Paik See, who were the Directors of PSSB at the time. Following the allotment of new shares in 2006, each of the above shareholders then held one-third (approximately 33.33%) of the equity interests of PSSB.

Subsequently in 2010, our current Non-Independent Managing Director / Chief Executive Officer, Yeoh Chin Ming joined PSSB as a Sales Executive before he was appointed to his current position in 2025. In 2011, Yeoh Chin Ming acquired equity interests in aggregate of approximately 25.00% from Ho Huang Ken, Koe Chee Ho and Khaw Paik See. In the same year in 2011, Toh Say Yee acquired 25.00% equity interest from Khaw Paik See. Subsequent to the disposal of equity interest, Khaw Paik See ceased to be shareholder in 2011. Toh Say Yee joined PSSB as a Business Development Manager in 2007 before he was promoted to Senior Business Development Manager in 2011 and subsequently promoted to the title of Business Development Director in 2022. He subsequently ceased to be a member of the Board of Directors of PSSB in July 2025 and is currently a substantial shareholder and employee of PSSB with the title of Business Development Director.

In 2012, Koe Chee Hoe disposed 25.00% of equity interest to Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee. After the disposal, Koe Chee Hoe ceased to be a shareholder and each of the shareholders namely Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee held 33.33% equity interests in PSSB.

Following several rounds of allotment and issuance of new shares over the years, Yeoh Chin Ming held 50.00% equity interests, Ho Huang Ken held 25.00% and the remaining 25.00% was held by Toh Say Yee in 2024. On 3 March 2026, Pentech Holdings Berhad acquired the entire equity interest of PSSB.

A summary of our business model during the Financial Years Under Review is depicted in the diagram below:



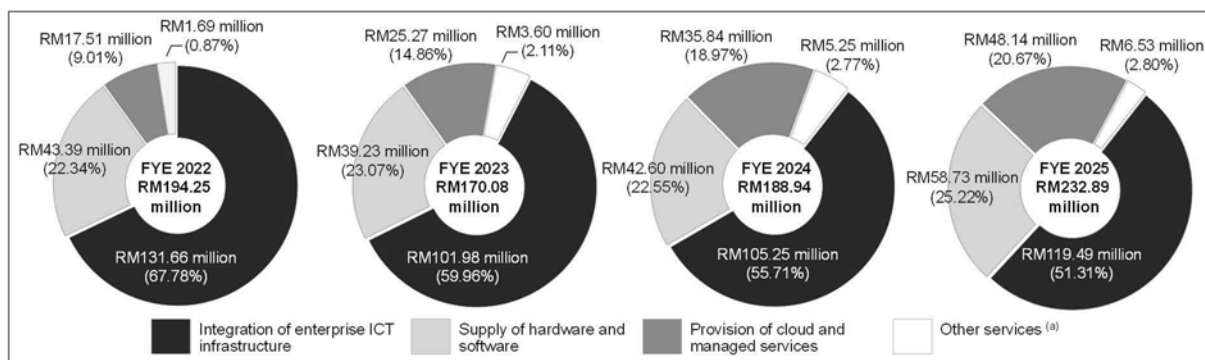
7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (a) Other services comprise the provision of technical and digital transformation services.
- (b) Other direct distribution channel customers include companies in hospitality, transportation and logistics, construction, property development and management, professional service providers, as well as government agencies and government linked companies.

7.2 PRINCIPAL ACTIVITIES

Our business is in providing enterprise ICT solutions, which include integrating enterprise ICT infrastructure, supplying hardware and software, and providing cloud, managed, and other services.



Note:

- (a) Other services include provision of technical and digital transformation services.

For the Financial Years Under Review, our revenue contribution by business activities and services is set out below:

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Integration of enterprise ICT infrastructure	131,656	67.78	101,983	59.96	105,247	55.71	119,492	51.31
Supply of hardware and software	43,395	22.34	39,231	23.07	42,598	22.55	58,730	25.22
Provision of cloud and managed services	17,506	9.01	25,271	14.86	35,844	18.97	48,141	20.67
Other services ^(a)	1,689	0.87	3,597	2.11	5,247	2.77	6,525	2.80
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Note:

- (a) Other services include provision of technical and digital transformation services.

7. BUSINESS OVERVIEW (Cont'd)

(i) Integration of enterprise ICT infrastructure

For the Financial Years Under Review, our integration of enterprise ICT infrastructure was our largest revenue contributor. They encompass the following:

(a) **Data centres:** We provide systems integration for enterprise data centres which encompasses the following:

- hardware such as servers, processors, data storage systems, and networking equipment;
- software such as hyperconverged infrastructure, virtualisation software, cloud computing platforms, and operating systems;
- ICT infrastructure management tools; and
- supporting equipment such as uninterruptible power supply systems, cooling systems, and access control systems.

We also provide business continuity planning which comprises BCP framework, risk management, business impact analysis, and backup and recovery systems.

(b) **Networks:** We provide systems integration for enterprise network infrastructure, encompassing the following:

- infrastructure such as LAN and WAN; and
- network and system management tools such as network management systems, internet protocol address management systems, network traffic optimisation systems, configuration and change management, and network monitoring diagnostic tools.

(c) **Security:** We provide integration of security systems encompassing the following:

- Network security, such as perimeter, web and application, network access control and cloud security; and
- Cybersecurity, such as network endpoint protection for any devices connected to the network, including servers, desktops, laptops, tablets, and smartphones; data loss prevention for endpoints, emails and network; and privileged access management.

All the hardware and software that we integrate are from third-party suppliers.

(ii) Supply of hardware and software

The supply of hardware and software was our second largest revenue contributor during the Financial Years Under Review. This business activity involves providing customers with hardware and/or software on a standalone basis which is independent of the provision of our other services. It encompasses the following:

(a) **Hardware:** We supply hardware such as servers/processors, data storage devices, network equipment, security equipment, server rack systems, uninterruptible power supply, desktops, laptops, and tablets, as well as peripherals such as monitors, printers, keyboards, mouse, and cables; and

(b) **Software:** The types of software that we supply to our customers include licensed third-party operating systems, collaboration, email, management tools, visualisation, hyperconverged infrastructure, security systems, and others.

Where required by our customers, we also provide installation and/or integration services for the hardware and software that we supply. All the hardware and software that we supply are sourced from third-party suppliers.

7. BUSINESS OVERVIEW (Cont'd)

(iii) Provision of cloud and managed services

The main types of cloud services that we provided during the Financial Years Under Review were PaaS and SaaS. PaaS is a cloud computing service where a third-party service provider provides and manages the platform's hardware and software including databases, servers, middleware, and development frameworks. SaaS is a cloud computing service where a third-party service provider hosts and manages its applications on its hyperscale data centre. End users access PaaS and SaaS through the internet and use the services on demand without owning and operating the underlying hardware and software. The PaaS and SaaS services that we provide to our customers are owned and operated by third parties.

In addition, a small proportion of our revenue was from providing managed cloud services, which included the management of application and cloud utility software, and related services.

We also offer managed services, which involve managing and operating specific parts of a customer's ICT infrastructure and/or applications on their behalf.

During the Financial Years Under Review, our revenue from the provision of cloud and managed services have been increasing. Moving forward, we will continue to leverage our expertise to address business opportunities in this segment, and we plan to expand our business in this segment by establishing a new SOC, upgrading our OCC infrastructure and provide additional ICT services including new AI-powered cloud and other applications as well as cybersecurity services. Please refer to Sections 7.17 of this Prospectus for further details on our strategies and plans.

(iv) Other services

Other services that we provide as part of our portfolio of offerings during the Financial Years Under Review were technical services which involve providing technical support services to end-users 24 hours per day 7 days per week as well as digital transformation services which involves setting up an intranet that serves as a central hub for our customers.

7.2.1 Strategic partnerships

We have partnerships with various third parties to provide integration of ICT enterprise infrastructure and supply of hardware and software. As at the LPD, our partners include the following:

Brands	Partnership tier/level	Geographical markets covered	Validity
Dell Technologies	Titanium Tier Partner	Malaysia	31 January 2026 to 29 January 2027
Lenovo	Gold Partner	Malaysia	Valid until 31 March 2027 ^(a)
HPE	Networking Platinum Partner, Compute Gold Partner, Hybrid Cloud Gold Partner	Malaysia	Valid until 31 December 2026 ^(a)
Microsoft	Silver Application Integration, Silver Project and Portfolio Management, Silver Data Analytics, Silver Application Development, Silver Collaboration and Content, Gold Cloud Platform, Gold Cloud Productivity, Gold Small and Midmarket Cloud Solutions, Silver Security	Worldwide	As of 22 February 2026 ^(b)
Purestorage	Elite Reseller	Malaysia	24 July 2025 to 1 February 2027

7. BUSINESS OVERVIEW (Cont'd)

Brands	Partnership tier/level	Geographical markets covered	Validity
Veeam	Silver Cloud & Service Provider	Malaysia	1 January 2026 to 30 June 2026
Broadcom (VMware division)	Select Partner	Malaysia	1 January 2026 to 31 December 2026
Fortinet	Expert	Malaysia	17 January 2026 to 16 January 2027
Sophos	Platinum Partner Reseller	Malaysia	1 April 2026 to 31 March 2027
APC Schneider Electric	Select Partner	Malaysia	16 October 2023 to 31 December 2026
Hewlett Packard	HP Amplify Power Partner, PS Lifecycle Services Specialist	Malaysia	1 November 2025 to 31 October 2026
ESET	Platinum Partner	Malaysia	Valid until 31 December 2026 ^(a)
Nutanix	Enrolled Reseller	Malaysia	Certified as of 3 March 2026 ^(b)
Oracle	Partner Network Member	Malaysia	16 December 2025 to 15 December 2026

Notes:

(a) Commencement date is not stated.

(b) Expiry date is not stated.

Our partnerships with the brand principals are engaged either through issuance of certificate, accreditation or authorised reseller confirmation letter or agreement by the respective brand principals. As a partner of the above-mentioned ICT services or products brands, our business benefits from the brand equity and customer loyalty developed by our partners, technical support, training for our personnel, and product and technology updates where relevant, as well as incentives and rebates subject to meeting the specific criteria such as sales target, technical certifications, customer satisfaction, and compliance with the partner programme's terms and conditions. The incentives and rebates are determined periodically (either monthly, quarterly or annually) depending on our ability to meet the specific criteria, including sales target. We maintain brand independence while establishing partnerships with these ICT service and product providers. Our customers are free to choose any brand of ICT services or products.

These partnerships are subject to periodic review, and the benefits may be adjusted, reduced, or discontinued at our partners' discretion. In the event of non-renewal or loss of partnership status, or if we do not meet the specific criteria, we will not be entitled to the benefits, including incentives and rebates, which will impact our financial performance and profitability.

Nevertheless, in the event of non-renewal or loss of partnership, we will still be able to provide our services to our customers, as we can source these brands of products from other suppliers who are authorised partners. These partnerships are non-exclusive, and there are other system integrators or resellers who also hold similar partnership tiers with the same brands. As such, we are not materially dependent on such strategic partnerships. Please refer to Section 9.1.3 of this Prospectus for further details on the risk relating to the dependency on strategic partnerships.

7. BUSINESS OVERVIEW (Cont'd)

7.3 OUR PRODUCTS AND SERVICES

7.3.1 Integration of enterprise ICT infrastructure

7.3.1.1 Overview

The integration of enterprise ICT infrastructure accounted for 67.78% (RM131.66 million), 59.96% (RM101.98 million), 55.71% (RM105.25 million), and 51.31% (RM119.49 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively.

Enterprise ICT infrastructure refers to the combination of hardware, software, networks, and services that form the foundation of an organisation's digital operations. It is specifically designed to support secure, reliable, and efficient functions across various aspects of the organisation, including digital communications, data processing and management, internal business processes, and customer-facing services. Unlike public infrastructure, such as internet services, which are intended for general public access, enterprise ICT infrastructure is dedicated to internal organisational needs and the delivery of services to their customers and stakeholders. It ensures the seamless integration of systems and resources, enabling the organisation to operate efficiently and meet its business objectives. Our integration of ICT infrastructure services is focused on the enterprise level, not the public infrastructure level.

ICT hardware, such as servers and processors, storage devices, security systems, communication equipment, and embedded or installed software, is housed in a dedicated physical facility known as a data centre. A data centre is equipped with essential infrastructure, including primary and backup power supplies, cooling systems, physical security measures, and high-speed connectivity to both internal networks and external communication channels.

7.3.1.2 Scope of work

During the Financial Years Under Review, our enterprise ICT infrastructure integration projects covered data centres, networking, and security systems. Data centre integration typically includes all key components such as processing, storage, and communication hardware, along with associated operating systems, application and utility software, and supporting infrastructure such as power supply and cooling systems. While networking and security systems are standard elements of a data centre, we also undertake integration of these components as standalone projects.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

Our scope of work for enterprise ICT infrastructure for data centres, networking, and security systems includes the following main components:

- 1) **Engineering and system design:** This phase is the key stage that governs the successful integration of enterprise ICT infrastructure. It involves comprehensive planning and detailed design to ensure the proposed solution meets the organisation's functional, operational, and strategic needs. The key components of this phase include the following:
 - **User requirements study and analysis:** This stage focuses on thoroughly understanding the operating environment and business needs related to the data centre, network, and security systems. Key activities include stakeholder engagement, workload and application assessment, and capacity planning. Stakeholder engagement involves discussions with key stakeholders to gather detailed information on user requirements, business processes, operational boundaries, performance expectations, and future scalability plans. Workload and application assessment involves evaluating current and anticipated application workloads to inform system design and guide hardware and software selection. Capacity planning estimates the required processing power, storage capacity, and network bandwidth for both current operations and future expansion.
 - **System and technical design:** This involves developing a high-level architecture that integrates all major infrastructure elements. Architecture design defines an integrated system comprising processing, storage, networking, security components, and associated software. Technology selection identifies suitable technologies based on requirements. This includes processing hardware such as servers and graphics processing units, storage systems such as storage area networks (SAN) and network attached storage (NAS), networking technologies such as LAN, WAN, and network fabric (a mesh of interconnected devices like switches, routers, and access points), and the software stack, which includes operating systems, application software, system and network management tools, system utilities, and automation platforms.
 - **Security design and planning:** This outlines the security framework for the infrastructure, ensuring alignment with organisational policies and regulatory requirements. It includes perimeter and internal security architecture, such as firewalls, intrusion detection systems/intrusion prevention systems (IDS/IPS), and network segmentation. It also includes access control and identity management, which involves planning for authentication, authorisation, and identity federation. Regulatory compliance is also addressed, particularly for sectors such as finance, including data protection and auditability.
 - **Network architecture and design:** This defines the network structure to ensure performance, scalability, and resilience. Network topology involves designing both the physical and logical network layouts. IP addressing and routing include developing IP schemes and routing protocols such as Open Shortest Path First (OSPF) and Border Gateway Protocol (BGP). Connectivity planning includes LAN/WAN integration and internet access points, ensuring redundancy and high availability.
 - **Physical infrastructure design:** This focuses on the physical requirements of the infrastructure, ensuring proper environmental and utility support. Space planning includes designing the data centre layout, rack arrangement, cable management via floors or ceilings, and equipment clearances. Power infrastructure specifies both primary and backup power systems with appropriate redundancy, such as UPS and generators. Cooling systems use appropriate air conditioning and ventilation systems to manage heat output based on equipment specifications. Safety and physical security considerations include fire protection and suppression, environmental monitoring, and physical access controls.

7. BUSINESS OVERVIEW (Cont'd)

The above outlines the full scope of work for our data centre integration projects. However, only the relevant components of the scope apply to standalone network or security system integrations.

This phase includes proposed hardware, software, and associated equipment, as well as securing third-party products and services such as security, telecommunications, and cloud service providers. Before proceeding to the next phase of the project, customers are required to review, approve, and formally sign off on this phase to enable procurement and implementation activities.

- 2) **Procurement:** The procurement phase follows the engineering and system design phase and involves acquiring all components necessary to implement the ICT infrastructure project according to the approved design.

We are responsible for procuring all required hardware, software, related equipment, and third-party services to fulfil the full scope of our work. All products are sourced from authorised third-party suppliers to ensure quality, compatibility, and compliance with project specifications.

In addition, we engage subcontractors, under our direct management and supervision, to carry out specific tasks such as equipment installation, power and telecommunications cabling, and other supporting services. These subcontracted activities are closely coordinated to align with the overall project schedule and quality standards.

- 3) **Site preparation:** This phase involves the physical preparation of the site for the deployment of the enterprise ICT infrastructure. We take full responsibility for managing and supervising all construction activities required to support the project. Depending on the specific requirements, this phase may include renovation and fit-out works to adapt spaces within buildings for ICT infrastructure, including raised flooring, cable trays, partitions, and utility access.

Site preparation works are primarily carried out by subcontractors, who operate under our direct management and oversight. We ensure that all activities comply with project specifications, industry standards, safety regulations, timelines and within budget.

- 4) **Installation:** The installation phase focuses on deploying the physical and digital components of the enterprise ICT infrastructure. This includes installing hardware, equipment, and associated software, and establishing connections to essential utilities and external service providers.

Key activities in this phase include:

- Installation of hardware and infrastructure equipment, such as servers, processors, storage systems, networking devices, and power management units;
- Connection to utilities, including primary and backup power systems, cooling systems, and environmental monitoring systems; and
- Integration with third-party services, such as internet and WAN connectivity, security and cloud service and platform providers.

Hardware and equipment installation is typically carried out by our in-house technical team. They are responsible for installing, configuring, and integrating hardware and software systems, including operating systems, virtualisation platforms, hyperconverged infrastructure, management tools, and any required application software.

For installations of other specialised equipment, including extra-low voltage (ELV) panels, ELV power distribution systems, and network cabling, we engage subcontractors to carry out the works under our direct management and supervision.

7. BUSINESS OVERVIEW (Cont'd)

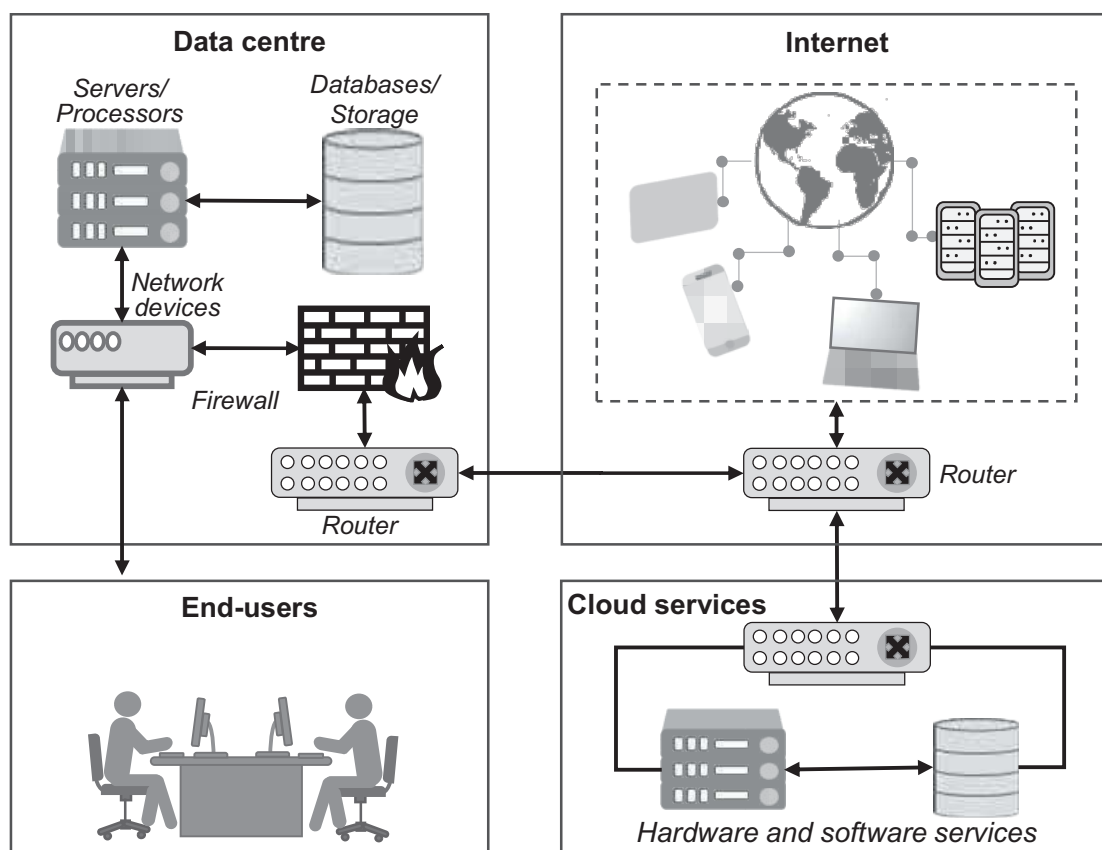
As at the LPD, we are registered with the CIDB as a grade 7 contractor in the building, civil engineering, and mechanical and electrical engineering categories.

- 5) **Testing and commissioning:** This is conducted after all hardware, software, and supporting equipment are installed. This phase ensures that the enterprise ICT infrastructure is correctly installed, fully operational, properly integrated, and performing in accordance with the approved design specifications and functional requirements, both at the component level and as a complete system.

Our team will rectify any faults, deficiencies, or performance shortfalls identified during testing to ensure full compliance with project requirements.

Our technical personnel conduct testing and commissioning closely with the customer or their appointed representatives. This includes the user acceptance test (UAT), where the customer verifies that the systems and infrastructure meet the agreed specifications and functional requirements. Once all tests and validation procedures are successfully completed, the infrastructure is officially handed over once the customer has formally signed off on the results. This marks the completion of our scope of work for the project.

Generally, the overview of an enterprise ICT infrastructure comprises the data centre, which incorporates servers/processors, databases/storage devices, networking devices and security and links all end-users to the data centre as follows:



7.3.1.3 Integration of enterprise data centres

The integration of enterprise data centre accounted for 22.19% (RM43.09 million), 26.50% (RM45.07 million), 33.29% (RM62.89 million) and 28.89% (RM67.29 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively. For the FYE 2023, FYE 2024, and FYE 2025, the integration of enterprise data centres was the largest contributor to our total revenue.

7. BUSINESS OVERVIEW (Cont'd)

A data centre is a dedicated facility, ranging from a standalone building to a designated area within a building, designed to house the hardware, software, and supporting infrastructure required for the storage, processing, and distribution of data and applications. It provides a controlled environment with the necessary power, cooling, connectivity, and security systems to ensure continuous and reliable ICT operations.

An enterprise data centre refers to a large, high-capacity facility used by organisations whose core operations depend on processing and managing substantial volumes of data. Examples include banks, insurance companies, financial service providers, manufacturers, healthcare institutions, and government agencies, all of which require robust, scalable, and secure ICT infrastructure to support mission-critical functions and high availability requirements.

The data centre projects we implement for our customers involve comprehensive systems integration, incorporating all or a combination of the following key components:

- Hardware;
- Software;
- ICT infrastructure management tools;
- Supporting equipment; and
- BCP.

1) Hardware

Data centres are typically equipped with a range of specialised hardware designed to support computing, storage, and secured data transmission. The main types of hardware include:

- **Servers/processors:** These are powerful computers designed for processing and managing data, running applications, and supporting various business services. Servers/processors are significantly more robust and expensive than standard desktops or laptops, and are often housed in racks for efficient space utilisation and cooling.
- **Data storage systems:** These include devices such as hard disk drives (HDDs) and solid-state drives (SSDs), which store vast volumes of data. Storage systems may be configured in various architectures, including Direct-Attached Storage (DAS), Network-Attached Storage (NAS), and Storage Area Networks (SAN), depending on the performance and scalability requirements.
- **Network equipment:** This includes devices such as routers, switches, and load balancers, which manage data flow both within the organisation and between external networks. In addition, firewalls and network security appliances are deployed to protect against unauthorised access and ensure secure data communication.

[The rest of this page has been intentionally left blank]

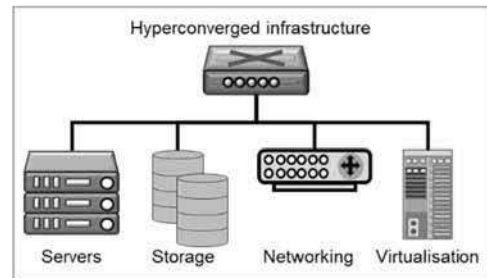
7. BUSINESS OVERVIEW (Cont'd)

2) Software

The types of software implemented in a data centre depend on the hardware deployed and the intended functions of the facility. In the data centres we develop, the following types of software are commonly installed, either individually or in combination, to meet our customers' operational and business requirements:

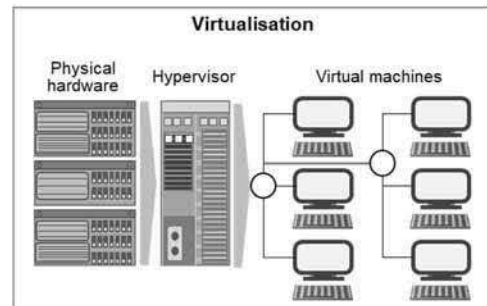
a) Hyperconverged infrastructure (HCI)

HCI is a software-defined system that consolidates computing, servers, storage, networking, and virtualisation into a single, centrally managed platform. By eliminating the need for separate, siloed ICT components, HCI offers simplified management, improved scalability, and cost efficiency.



b) Virtualisation software (Hypervisors)

Virtualisation software, also known as a hypervisor, enables the creation of multiple virtual machines (VMs) on a single physical server. Each VM functions as an independent computer with its own operating system and applications. This allows multiple users to share hardware resources simultaneously, enhancing efficiency, flexibility, and cost-effectiveness.



A common example is deploying centralised high-performance servers and storage in a data centre. End users, such as staff in remote branches, access virtual desktops from low-cost terminals via the Internet. User activity is processed and stored on the virtual machines hosted in the data centre.

Based on customer needs, we implement one or more of the following types of virtualisations:

- **Server virtualisation:** Divides a physical server into multiple virtual machines, allowing different users or applications to operate independently on the same hardware.
- **Desktop virtualisation:** Hosts and manages end-user desktops centrally. Users can securely access their desktop environments from any authorised device, enabling remote work and flexible access.
- **Storage virtualisation:** Combines multiple physical storage devices into a single, unified storage pool that simplifies data management and maximises resource use.
- **Network virtualisation:** Abstracts network resources from the underlying hardware to create software-defined networks (SDNs). This allows multiple virtual networks to run on a shared physical infrastructure.
- **Data virtualisation:** Integrates data from various sources into a single, logical view without physically moving or duplicating it. Users can access and manipulate the data as though it resides in a single database.

7. BUSINESS OVERVIEW (Cont'd)

c) Cloud computing platforms

Cloud computing software enables the delivery of services such as applications, processing power, data storage, databases, analytics, and networking over the internet. End users can access these services on demand without managing the underlying infrastructure. This model supports scalability, operational agility, and cost savings, particularly for organisations with fluctuating or expanding workloads.

d) Operating systems

Operating systems (“OS”) are critical software that manage the data centre’s hardware and provide a platform for running applications and services. Each physical server and virtual machine requires an OS to function properly. Commonly used enterprise-grade operating systems include:

- Linux distributions (e.g. Red Hat Enterprise Linux, Ubuntu Server, CentOS) – widely used for their performance, flexibility, and strong support for open-source applications.
- Microsoft Windows Server – preferred for environments that rely on Microsoft applications and services.
- VMware ESXi – a purpose-built hypervisor OS used in virtualised environments.

The choice of operating system depends on compatibility with legacy or existing systems, intended use case, performance requirements, application compatibility, and customer preferences. Operating systems also provide essential services such as user access control, file system management, task scheduling, and system security.

3) ICT infrastructure management tools

ICT infrastructure management tools consist of hardware and software systems designed to monitor, manage, and optimise the operation of data centres and other ICT environments. These tools collect, analyse, and visualise data from various sources to support informed decision-making, proactive maintenance, and efficient resource utilisation. The ICT infrastructure management solutions we provide typically include one or more of the following capabilities:

- Performance management tools monitor systems’ health, performance, and availability. They enable early detection of issues and ensure optimal operation of hardware and software components.
- Configuration management solutions automate hardware and software configuration setup, deployment, and maintenance. This helps maintain consistency and reduce human error.
- ICT asset management systems track and manage ICT assets, including hardware, software, licenses, and warranties. These systems support inventory control, lifecycle planning, and cost optimisation.
- Network management tools monitor and manage network infrastructure, including bandwidth usage, device status, connectivity, and network topology. They also help identify and troubleshoot faults in real-time.
- Security management applications safeguard ICT infrastructure against internal and external threats. They include functions such as intrusion detection, access control, vulnerability management, and compliance enforcement.

7. BUSINESS OVERVIEW (Cont'd)

- Backup and disaster recovery tools ensure that data is regularly backed up and provide capabilities for rapid restoration in the event of data loss, system failure, or other disasters. These tools help ensure business continuity.

4) Supporting equipment

In addition to core hardware, software, and management tools, data centres require a range of supporting equipment to ensure efficient, reliable, and secure operations. These systems are critical for maintaining the optimal environment and safeguarding infrastructure integrity.

- UPS systems provide immediate backup power in the event of a primary power failure. They are designed to maintain the operation of essential hardware, software, and infrastructure until longer-term backup power sources, such as diesel generators, can come online. Data centre UPS systems typically rely on high-capacity batteries, capacitors, or flywheels to deliver near-instantaneous power, preventing downtime and protecting against data loss.
- Cooling systems are essential for maintaining optimal temperature and humidity levels within the data centre. These systems usually consist of high-efficiency, centralised air conditioning units, such as computer room air conditioning (CRAC) or computer room air handling (CRAH) systems. Effective cooling ensures that servers and networking equipment operate within safe thermal limits, reducing the risk of overheating and extending equipment lifespan.
- Access control systems manage and restrict physical access to the data centre and sensitive areas. These may include biometric scanners, keycard systems, surveillance cameras, and electronic locking mechanisms. Such systems help enforce security policies by ensuring that only authorised personnel can access critical infrastructure, equipment and areas.

5) Business continuity planning

To help our customers maintain seamless operations during disruptions, we offer BCP consulting services as part of our data centre projects. These services aim to reduce and mitigate risks, safeguard data integrity, and ensure resilience in the face of unforeseen events such as cyberattacks, system failures, and natural disasters.

Our BCP services include the following key components:

- **BCP framework consulting:** We work closely with our customers to develop a comprehensive BCP framework. This involves identifying potential risks, assessing their impact on critical business operations, and formulating strategies to mitigate disruptions and accelerate recovery. Our structured approach helps ensure preparedness and business resilience.
- **Risk management:** We assist customers in identifying, evaluating, and mitigating a range of physical, cyber, and operational risks that may affect their data centre operations. Effective risk management strengthens the overall reliability and security of the infrastructure and supports uninterrupted service delivery.

7. BUSINESS OVERVIEW (Cont'd)

- **Business impact analysis (BIA):** Our BIA services evaluate the potential effects of disruptions to essential business functions and ICT services. This assessment includes determining several key factors. The recovery time objective (RTO) refers to the maximum acceptable duration of downtime before services must be restored. The recovery point objective (RPO) defines the maximum acceptable amount of data loss, measured in time. Additionally, the analysis identifies dependencies and critical infrastructure requirements necessary to maintain or restore operations.

These insights enable informed decision-making, prioritisation of recovery efforts, and strategic resource allocation to minimise operational and financial impact.

- **Backup and recovery systems design:** We support customers in designing and implementing robust backup and disaster recovery solutions. This includes identifying and deploying the necessary hardware, software, and supporting infrastructure to ensure redundancy and failover capabilities for critical systems. These systems are essential for maintaining service continuity and rapid operation restoration.

7.3.1.4 Integration of enterprise network infrastructure

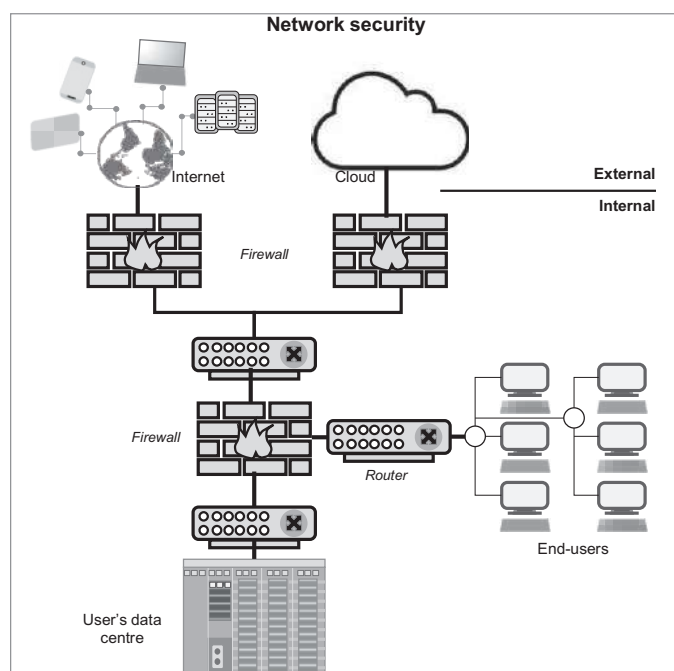
The integration of enterprise network infrastructure segment accounted for 42.07% (RM81.73 million), 22.07% (RM37.54 million), 15.81% (RM29.87 million) and 17.48% (RM40.71 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively.

Our enterprise network infrastructure integration services encompass the design, implementation, and integration of both hardware and software that connect an organisation's locations, users, and devices through wired (such as fibre optic and Ethernet cables) and wireless technologies (such as Wi-Fi, 4G, and 5G). The network's primary objective is to support secure and seamless communication, collaboration, data exchange, access to shared resources, and efficient operation of enterprise services, including virtualisation, cloud computing, and remote access, while protecting against unauthorised access, data loss, and cyberattacks.

Depending on customer requirements, our enterprise network integration projects typically consist of the following major components:

1) Network Infrastructure

Network infrastructure comprises the physical hardware and logical components that connect devices, users, and locations. It includes routers, switches, wireless access points, firewalls, and cabling, as well as the software and protocols that enable network functionality, management, and security. These components are installed across central data centres, branch offices, remote sites, and other operational facilities.



7. BUSINESS OVERVIEW (Cont'd)

We provide and integrate the following types of network infrastructure:

- **LAN:** LANs interconnect authorised devices within a limited area, such as a branch, office, or manufacturing facility. They facilitate high-speed communication, data sharing, and access to networked applications and servers.
- **WAN:** WANs extend connectivity across multiple geographic locations, enabling communication between branch offices, headquarters, data centres, and cloud environments. Our WAN integration may include:
 - VPNs: for secure remote access;
 - Software-defined WAN (SD-WAN): for intelligent routing and performance optimisation;
 - Load balancing: to distribute network traffic across multiple connections or servers, improving reliability and availability.
- **Wireless Infrastructure:** Wireless LAN (Wi-Fi) and mobile broadband (4G/5G) connectivity are provided for mobile devices and remote access, with appropriate security controls to prevent unauthorised access.
- **Edge and core networking:** We also deploy edge network devices (such as branch routers and access switches) and core network devices (such as aggregation switches and core routers) to form a robust, hierarchical network architecture.
- **Network security devices:** Integrated firewall systems, intrusion detection/prevention systems (IDS/IPS), and unified threat management (UTM) appliances are installed to provide layered security against internal and external threats.

2) Network and System Management Tools

Network management tools are software platforms used to monitor, control, and optimise the performance, security, and reliability of enterprise networks. These tools help ICT teams ensure efficient operations, rapid troubleshooting, and compliance with organisational policies and regulations.

We provide integration of the following network management tools:

- Network management system platforms provide a centralised interface for administrators to monitor network health, configure devices, detect anomalies, and manage faults. Features include dashboard visualisations, alerts, remote configuration, and performance analytics.
- IP address management tools assist in planning, assigning, managing, and tracking IP addresses within an enterprise network. They help optimise address space usage, reduce configuration errors, and support integration with DNS and DHCP services.
- Network traffic optimisation tools analyse and manage data flows across the network to enhance performance and reduce congestion. Capabilities may include traffic shaping, Quality of Service (QoS) policies, WAN optimisation, and bandwidth allocation to prioritise critical applications.
- Configuration and change management tools automate device configuration, maintain compliance, and track changes to prevent misconfigurations and reduce manual errors.

7. BUSINESS OVERVIEW (Cont'd)

- Network monitoring and diagnostic tools continuously assess the network for performance bottlenecks, packet loss, or downtime and provide diagnostics to resolve issues proactively.

7.3.1.5 Integration of enterprise security infrastructure

The security segment accounted for 3.52% (RM6.85 million), 11.39% (RM19.37 million), 6.61% (RM12.48 million), and 4.94% (RM11.49 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.

Enterprise security infrastructure comprises the technologies, policies, and processes implemented to safeguard an organisation's ICT environment, including its networks, systems, applications, and data, from unauthorised access, abuse, alteration, damage, or disruption. The primary objectives are to ensure the confidentiality, integrity, and availability of the organisation's digital assets.

Our security integration solutions are tailored to customer requirements and include the design and implementation of both network security and cybersecurity measures to protect on-premises IT infrastructure, cloud environments, and hybrid deployments.

1) Network Security

Network security focuses on protecting the underlying communication and data transfer infrastructure. Our network security solutions typically include the following components:

- **Network perimeter security:** Deployed to prevent unauthorised access to the network. This involves:
 - Firewalls (hardware or software-based) to filter incoming and outgoing traffic;
 - Intrusion prevention systems (IPS) to detect and block threats such as malware, ransomware, and DDoS attacks in real time;
 - Next-generation firewalls (NGFWs), which offer integrated threat intelligence and application-level traffic inspection.
- **Web and application security:** These solutions protect internet-facing services and applications from exploitation:
 - Web application firewalls (WAFs) to monitor and block malicious traffic targeting web applications;
 - Application delivery controllers (ADCs) to enhance application performance and provide security features;
 - Email security gateways to block spam, phishing, and malware-laden emails;
 - Secure web gateways (SWG) to enforce web access policies and inspect outbound web traffic.
- **Network access control (NAC):** Ensures that only authorised and compliant devices and users can access network resources. NAC solutions may include:
 - Authentication protocols (for example, IEEE 802.1X – port-based network access control);
 - Role-based access control;
 - Device compliance checks before granting access.

7. BUSINESS OVERVIEW (Cont'd)

- **Cloud security:** Securing cloud resources is critical as enterprises increasingly adopt cloud solutions. We implement:
 - . Cloud firewalls to protect cloud-hosted applications;
 - . Cloud access security brokers (CASBs) to enforce security policies between users and cloud service providers, offering visibility, compliance controls, and threat protection.

2) Cybersecurity

Cybersecurity solutions are aimed at protecting endpoint devices, systems, and data from evolving digital threats, including both internal and external risks. Our cybersecurity offerings include:

- **Endpoint protection:** Security measures deployed directly on end-user devices and servers, including antivirus and anti-malware solutions, endpoint detection and response (EDR) for real-time threat detection and incident response, and extended detection and response (XDR), which integrates data across multiple security layers (e.g., network, cloud, endpoints) for advanced threat detection and centralised response.
- **Data loss prevention (DLP):** DLP systems are designed to prevent sensitive data from being lost, misused, or accessed by unauthorised users. We implement endpoint DLP for monitoring data use on user devices; network DLP for monitoring data in transit; and Email DLP for scanning outgoing communications.
- **Privileged access management (PAM):** PAM solutions control, monitor, and audit access to critical systems and sensitive data by users with elevated privileges. These tools help prevent credential theft and privilege escalation, enforce least-privilege access, log and monitor privileged user activities, and trigger alerts and automated responses for suspicious behaviour.

3) Security Monitoring and Incident Response

We also offer real-time security monitoring and incident response capabilities to help customers detect, respond to, and recover from security incidents efficiently through our managed detection response (MDR) service, which includes:

- Security monitoring for continuous monitoring of network traffic, endpoint activity, and user behaviour, early detection of threats and anomalies, and integration with threat intelligence feeds to recognise known threat signatures.
- Incident response for predefined procedures for identifying, containing, eradicating, and recovering from security incidents, forensic analysis to understand root causes and prevent recurrence, and post-incident reporting and recommendations for improving security posture

4) Security Information and Event Management (SIEM)

We implement and integrate SIEM platforms to provide a centralised system for collecting, analysing, and responding to security events across the ICT environment:

- Log aggregation and correlation from firewalls, endpoints, servers, and other devices;
- Real-time alerting and dashboards for monitoring security posture;
- Advanced analytics to identify complex attacks or patterns; and
- Support for compliance reporting (for example, International Organization for Standardization/International Electrotechnical Commission (ISO/IEC) 27001 - Information Security Management System, and Personal Data Protection Act 2010 (PDPA)).

SIEM is particularly valuable for organisations with complex, high-risk environments that require 24/7 security visibility and detailed incident analysis.

7. BUSINESS OVERVIEW (Cont'd)

7.3.1.6 Completed and ongoing projects

(a) Completed projects

During the Financial Years Under Review and up to the LPD, we have completed a total of 1,312 projects (including purchase orders/contracts). Our Group's completed projects with a purchase order value of RM3.00 million and above during the Financial Years Under Review and up to the LPD are summarised below:

No.	Project description	Industry of customers	Commencement date ^(a)	Completion date ^(a)	Purchase order value ^(b)
					(RM' million)
1.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of managed and other services for the upgrade of ICT infrastructure of a financial institution	BPO	September 2021	January 2022	3.88
2.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of managed and other services for the new production facilities of a manufacturer in the E&E industry	Manufacturing	October 2021	December 2022	66.91
3.	Integration of enterprise data centres for the upgrade or enhancement of existing facilities for a financial institution	Financial services	January 2023	March 2023	4.60
4.	Integration of enterprise data centres and network infrastructure for the expansion of a medical centre	Healthcare	March 2022	May 2023	3.29
5.	Integration of enterprise data centres and network infrastructure, as well as provision of managed and other services for the new production facilities of a manufacturer in the E&E industry	Manufacturing	March 2023	November 2024	3.32
6.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of managed and other services for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	March 2022	December 2023	9.14

7. BUSINESS OVERVIEW (Cont'd)

No.	Project description	Industry of customers	Commencement date ^(a)	Completion date ^(a)	Purchase order value ^(b)
					(RM' million)
7.	Integration of enterprise data centres and provision of managed and other services for the upgrade or enhancement of existing facilities for a financial institution	Financial services	December 2023	February 2024	5.69
8.	Integration of enterprise data centres for the upgrade or enhancement of existing facilities for a financial institution	Financial services	June 2024	April 2025	5.84
9.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of other services for the new production facilities of a manufacturer in the E&E industry	Intelligent automation services	July 2022	September 2024	5.60
10.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of managed and other services for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	November 2023	December 2024	4.37
11.	Integration of enterprise data centres and network infrastructure, supply of hardware and software, as well as provision of managed and other services for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	February 2025	August 2025	23.49
12.	Integration of enterprise data centres for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	August 2025	February 2026	4.00
13.	Integration of enterprise data centres for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	October 2025	February 2026	3.71

7. BUSINESS OVERVIEW (Cont'd)

No.	Project description	Industry of customers	Commencement date ^(a)	Completion date ^(a)	Purchase order value ^(b)
					(RM' million)
14.	Integration of enterprise data centres for the upgrade or enhancement of existing facilities for a financial institution	Financial services	January 2026	March 2026	3.83
Subtotal					147.67
Remaining projects ^(c)					266.81
Total					414.48

Notes:

- (a) The commencement date of each project is based on the date of purchase orders. The completion date of each project is based on the date of the final invoice following the handover to the customer.
- (b) Purchase order value of each project includes the original purchase order value and subsequent purchase orders, if any.
- (c) The remaining projects were contributed by 1,298 purchase orders/contracts completed during the Financial Years Under Review, with purchase order/contract value less than RM3.00 million as at the LPD.

(b) Ongoing projects

As at the LPD, we have a total of 622 ongoing projects (including purchase orders/contracts secured). The details of our Group's ongoing projects with a purchase order/contract value of RM0.50 million and above are summarised below:

No.	Project description	Industry of customer	Commencement date ^(a)	Expected Completion date ^(a)	Purchase order/contract value ^(b)	Remaining purchase order/contract value as at the LPD
					(RM' million)	(RM' million)
1.	Integration of enterprise data centres for a mass transit facility	Transportation	January 2025	June 2026	2.27	0.13
2.	Provision of managed services for a financial institution	Financial services	December 2023	November 2027	7.57	0.23

7. BUSINESS OVERVIEW (Cont'd)

No.	Project description	Industry of customer	Commencement date ^(a)	Expected Completion date ^(a)	Purchase order/contract value ^(b)	Remaining purchase order/contract value as at the LPD
					(RM' million)	(RM' million)
3.	Integration of enterprise security infrastructure for a financial institution	Financial services	June 2024	June 2027	2.93	0.98
4.	Integration of enterprise network infrastructure for a financial institution	Financial services	January 2025	April 2027	1.55	0.40
5.	Supply of hardware and software for a water utility company	Utility	December 2024	January 2028	0.76	0.44
6.	Integration of enterprise data centres and network infrastructure for a financial institution	Financial services	August 2025	May 2026	3.10	0.08
7.	Integration of enterprise network and security infrastructure for the upgrade or enhancement of existing facilities of a manufacturer in the E&E industry	Manufacturing	August 2025	June 2026	10.83	4.77
8.	Integration of enterprise data centres for a financial institution	Financial services	February 2026	May 2031	42.40	42.05
9.	Integration of enterprise network infrastructure for a medical device manufacturer	Manufacturing	March 2026	June 2026	1.57	1.57
10.	Integration of enterprise data centres, as well as the supply of hardware and software for a distributor of medical and laboratory equipment	Distribution	December 2025	June 2026	1.79	0.06
11.	Integration of enterprise network infrastructure, as well as provision of managed services for a manufacturer in the E&E industry	Manufacturing	January 2026	June 2026	0.59	0.45
12.	Provision of cloud services for a battery manufacturer	Manufacturing	September 2024	December 2026	1.16	0.26

7. BUSINESS OVERVIEW (Cont'd)

No.	Project description	Industry of customer	Commencement date ^(a)	Expected Completion date ^(a)	Purchase order/contract value ^(b)	Remaining purchase order/contract value as at the LPD
					(RM' million)	(RM' million)
13.	Integration of enterprise network infrastructure, as well as provision of managed services for a manufacturer in the E&E industry	Manufacturing	March 2026	July 2026	0.61	0.61
14.	Integration of enterprise network infrastructure for a hotel operator	Hospitality	December 2025	June 2026	1.16	0.01
15.	Integration of enterprise network infrastructure, as well as provision of managed services for a financial institution	Financial services	February 2026	June 2026	0.73	0.36
16.	Integration of enterprise data centres for a for a manufacturer in the E&E industry	Manufacturing	March 2026	May 2026	0.96	0.96
17.	Provision of cloud services for a business process outsourcing company	BPO	November 2025	November 2026	1.02	0.39
18.	Provision of cloud services for a business process outsourcing company	BPO	October 2025	November 2026	0.73	0.37
19.	Integration of enterprise data centres for a manufacturer in the E&E industry	Manufacturing	April 2026	May 2026	0.91	0.22
20.	Integration of enterprise network infrastructure, as well as the provision of managed services for a financial institution	Financial services	April 2026	June 2030	4.67	4.67
21.	Integration of enterprise data centres and network infrastructure for a manufacturer in the E&E industry	Manufacturing	April 2026	June 2026	2.63	2.61
22.	Integration of enterprise data centres and network infrastructure, as well as the provision of managed services for a manufacturer in the E&E industry	Manufacturing	April 2026	June 2026	2.27	2.27

7. BUSINESS OVERVIEW (Cont'd)

No.	Project description	Industry of customer	Commencement date ^(a)	Expected Completion date ^(a)	Purchase order/contract value ^(b)	Remaining purchase order/contract value as at the LPD
					(RM' million)	(RM' million)
23.	Integration of enterprise network infrastructure for a manufacturer in the E&E industry	Manufacturing	April 2026	June 2026	1.15	0.13
24.	Integration of enterprise data centres and network infrastructure for a manufacturer in the chemical industry	Manufacturing	April 2026	June 2026	0.53	0.53
25.	Integration of enterprise data centres for a remittance provider	Financial services	April 2026	June 2026	0.52	0.52
Subtotal					94.41	65.07
Remaining projects ^(c)					26.52	22.64
Total					120.93	87.71

Notes:

- (a) The commencement date of each project is based on the date of purchase orders/contracts. The expected completion date of each project is based on the estimated delivery date as communicated with the customers.
- (b) Purchase order/contract value of each project includes original purchase order/contract value and subsequent purchase orders, if any.
- (c) The remaining projects were contributed by 334 customers based on 622 purchase orders/contracts secured with purchase order/contract value less than RM0.50 million as at the LPD.

7. BUSINESS OVERVIEW (Cont'd)

7.3.2 Supply of hardware and software

The supply of hardware and software collectively accounted for 22.34% (RM43.40 million), 23.07% (RM39.23 million), 22.55% (RM42.60 million), and 25.22% (RM58.73 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.

This business activity involves supplying hardware and software to our customers and, when required, providing installation and integration services. The supply of hardware and software is on a standalone basis, independent of the provision of our other services.

During the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, the supply of hardware accounted for 20.09% (RM39.03 million), 20.29% (RM34.50 million), 19.76% (RM37.33 million), and 22.90% (RM53.33 million) of our total revenue respectively. The types of hardware that we supplied during the Financial Years Under Review included the following:

- Data centre hardware such as servers/processors, data storage systems (such as hard disk drives and solid-state drives), and networking equipment (such as routers and switches);
- Data centre supporting equipment such as UPS systems;
- Devices such as desktops, laptops, and tablets; and
- Peripherals such as monitors, printers, keyboards, mouse, and cables.

The supply of software accounted for 2.25% (RM4.37 million), 2.78% (RM4.73 million), 2.79% (RM5.27 million), and 2.32% (RM5.40 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively. The types of software that we supply to our customers include licensed third-party operating systems, office productivity, security, and other software.

The hardware and software integration services that we provide involve the following:

- Installing and connecting hardware to the power supply, peripherals, and network at the location;
- Installing and configuring the required software and/or applications;
- Integrating new hardware and software with existing systems, if required; and
- Testing the new hardware and software to ensure they function properly.

7.3.3 Provision of cloud and managed services

For the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, the provision of cloud and managed services collectively accounted for 9.01% (RM17.51 million), 14.86% (RM25.27 million), and 18.97% (RM35.84 million), and 20.67% (RM48.14 million) of our total revenue respectively. The main types of cloud services that we provide are third-party PaaS and SaaS, while a small proportion of our revenue was from providing managed cloud services.

The PaaS and SaaS are sourced from third-party cloud service providers who own and operate the underlying hardware and software. We act as an intermediary where we license these services on behalf of the owners to our customers. These services are as follows:

- PaaS refers to cloud computing services where a third party provides and manages the hardware and software tools, including databases, servers, middleware, and development frameworks. This allows users to develop, run, and manage their applications over the internet without owning or administering the underlying platform.
- SaaS is a cloud computing model where applications are hosted and managed on a third-party provider's infrastructure. End-users access and use these applications via the internet, without the necessity of purchasing, licensing, installing, or managing them.

The **provision of managed cloud services** involves the management of application and cloud utility software, and related services.

7. BUSINESS OVERVIEW (Cont'd)

In addition, we also offer managed services, which involves managing and operating specific parts of a customer's ICT infrastructure and/or applications on their behalf, including preventive maintenance and ensuring business continuity with hardware replacement, if required.

7.3.4 Other services

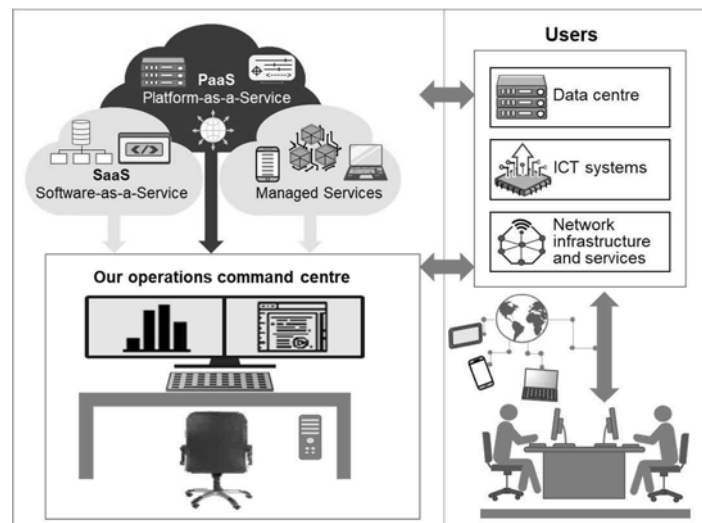
The provision of other services collectively accounted for 0.87% (RM1.69 million), 2.11% (RM3.60 million), and 2.77% (RM5.25 million), and 2.80% (RM6.53 million) of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.

The other services that we provide include the following:

- **Technical services:** This involves providing technical support services to end-users 24 hours per day, 7 days per week to help ensure that ICT infrastructure and/or applications are always available, and that any problems are fixed as quickly as possible. As the initial point of contact, our role is to log end-user queries or issues and to resolve them directly if possible. If the issue persists, we will escalate it to the relevant partner for further assistance.
- **Digital transformation services:** This involves setting up an intranet that serves as a central hub for the company news and information, organisational chart and employee directory, HR-related resources and documents, a document library, as well as systems for document approval and digital signatures.

7.3.5 Operations command centre

We have an in-house OCC that is linked and manages two functions as follows:



- Cloud and managed services

Through our OCC, we monitor, control and facilitate the provision of the following services:

- cloud services comprising PaaS and SaaS; and
- managed services comprising networks, virtualisation, hyperconverged infrastructure and application systems,

- User systems and users

Through our OCC, we are linked to all our users who want us to provide the following:

- monitor of system and hardware performance;
- respond to system alerts and messages;
- rectify system warnings and faults; and

7. BUSINESS OVERVIEW (Cont'd)

monitor and rectify cybersecurity and other security breaches or imminent breaches.

At our OCC, we have the following functions and features based on customers' requirements:

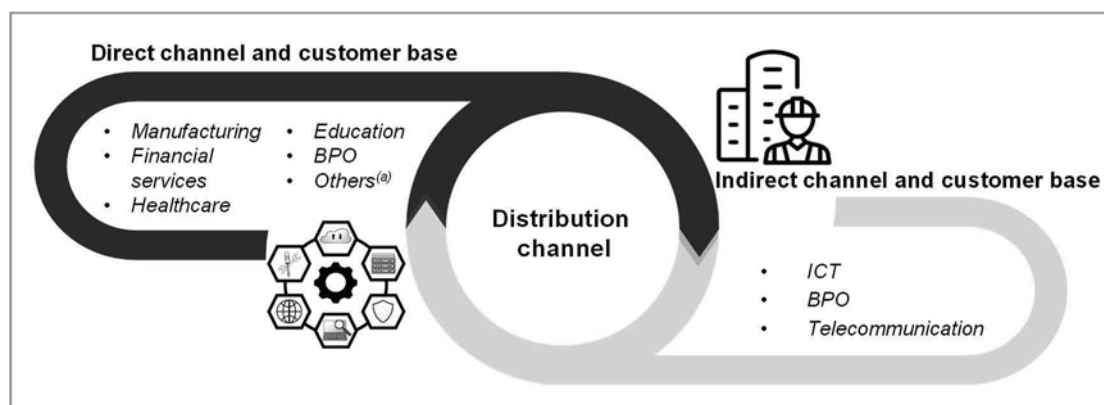
- connection and access to all the systems that we manage and/or provide;
- system data collection and analytics;
- dashboard of system, network and user operations and performance; and
- storage of system data.

We offer 24/7 monitoring through our OCC, primarily based in Kuala Lumpur, Malaysia. Our team will first attempt to resolve any issues remotely from the OCC. We will dispatch our technical staff to the site to address and resolve the issue if needed. In addition, the provision of cloud and managed services are also facilitated and supported by Penang Office, which also serves as a secondary OCC, to support disaster recovery to ensure business continuity and uninterrupted operations.

Our customers also have access to the information relating to their systems on our OCC. This information is accessible through the network infrastructure linking our OCC to user premises and remotely through the Internet.

7.3.6 Distribution channels and customers

We utilise the direct and indirect distribution channels for our sales and marketing, as follows:



Note:

- (a) Mainly include companies in hospitality, transportation and logistics, construction, property development and management, professional service providers, as well as government agencies and government linked companies.

We use the direct distribution channel, where our customers mainly comprise businesses that engage us to provide our services and/or supply hardware and software. By working closely with our customers, we gain a detailed technical understanding of their needs and build long-term business relationships with them, including placing us in a position to secure follow-on business from them, such as projects to expand or upgrade their ICT infrastructure, supply additional hardware and/or software, and provide managed and/or technical services.

We also utilise the indirect distribution channel where we are engaged by ICT and business process outsourcing companies to implement the project and deliver the ICT infrastructure, hardware, software and/or other ICT services to the end-users.

The revenue contribution from our direct and indirect distribution channels and the types of customers for the Financial Years Under Review is summarised in the following table:

7. BUSINESS OVERVIEW (Cont'd)

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Direct	191,969	98.83	162,808	95.72	185,214	98.03	229,258	98.44
Manufacturing	140,369	72.27	87,683	51.55	101,855	53.91	132,076	56.71
Financial services	2,472	1.27	20,105	11.82	25,721	13.61	27,103	11.64
Healthcare	9,839	5.07	6,786	3.99	9,341	4.95	12,998	5.58
Education	3,558	1.83	9,878	5.81	7,698	4.07	6,280	2.70
Business process outsourcing	10,963	5.64	7,267	4.27	6,160	3.26	6,090	2.61
Other service providers ^(a)	24,768	12.75	31,089	18.28	34,439	18.23	44,711	19.20
Indirect^(b)	2,277	1.17	7,274	4.28	3,722	1.97	3,630	1.56
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Notes:

(a) Mainly include companies in hospitality, transportation and logistics, construction, property development and management, professional service providers, as well as government agencies and government linked companies.

(b) Mainly include ICT, business process outsourcing and telecommunication companies.

7.3.7 Modes of operations

During the Financial Years Under Review and up to the LPD, our business is based on the following modes of operation:

- Non-recurrent revenue: fixed lump sum purchase orders; and
- Recurrent revenue: fixed periodic charges.

7.3.7.1 Non-recurrent revenue: Fixed lump sum purchase orders

We mainly operate on fixed lump sum purchase orders for the following business activities:

- Integration of enterprise ICT infrastructure;
- Supply of hardware and software; and
- Other services, including technical, and digital transformation services.

The customer will issue the fixed lump sum purchase order for their project that will specify, among others, the following:

- Services, hardware and/or software required, including the scope of work, specifications, quantity (if relevant), and other details;
- Agreed pricing and total value of the purchase orders;
- Payment schedule and terms;
- Installation site and/or delivery address;
- Project timeline or delivery lead time (where applicable); and
- Completion and/or delivery date.

We invoice the customer according to the payment schedule in the purchase order, which may comprise one or a combination of the following:

7. BUSINESS OVERVIEW (Cont'd)

- A downpayment order upon confirmation of the purchase order. The downpayment amount is based on a specified percentage of certain services, hardware and/or software or the entire purchase order; and/or
- Progress payments based on the achievement of specified milestones as we provide the services and/or supply the products.

7.3.7.2 Recurrent revenue: Fixed periodic charges

Our cloud and managed services projects are mainly based on fixed periodic charges contracts.

The fixed periodic charges contract will specify, among others, the following:

- The scope of services covered by the contract;
- Fixed periodic charges;
- Payment schedule and terms;
- Contract duration and terms of extension (where applicable); and
- Service level agreement.

During the contract duration period, we will invoice the customer based on fixed periodic charges and a payment schedule (either yearly, half-yearly, quarterly, or monthly, depending on the contract). The fixed periodic charges do not change unless there is a price adjustment mechanism or an agreement with the customer to revise the charges.

7.3.7.3 Performance penalties

Depending on the terms as stipulated in the purchase orders, our purchase orders may include provisions for performance penalties if we fail to meet our obligations. These penalties typically take the form of LAD or SLA penalties.

LAD:

LAD penalties are incurred when specified services, hardware, or software are not completed or delivered by the agreed-upon deadline, and the delay is our responsibility. Penalties are commonly calculated as either a fixed daily amount, or a percentage of the total purchase order value per day, depending on the terms. In some cases, the maximum total LAD is capped at a percentage of the total value of the purchase orders.

SLA penalties:

SLA provisions, common in cloud and managed services, guarantee specific service levels. These guarantees may include:

- specified service, system uptime, or availability;
- achievement of performance metrics (e.g., data transfer and processing rates);
- timely response to customer issue resolution requests; and
- adherence to data security standards.

We may be liable for fixed-amount SLA penalties per breach if we fail to meet these specified conditions. Please refer to Section 9.1.4 of this Prospectus for further details of the risk factors associated with delays in project implementation and completion, and the fulfilment of orders.

7.3.7.4 Warranty Provisions

Generally, we offer product warranties for the supply of hardware. The warranty period is typically a fixed duration of 12 to 36 months from the date of delivery to our customers and is provided on a back-to-back basis with our suppliers or partners. Under this arrangement, our suppliers or partners are responsible for replacing any defective products returned due to manufacturing defects. We do not provide warranties for software.

7. BUSINESS OVERVIEW (Cont'd)**7.4 PRINCIPAL MARKETS**

Our principal market is Malaysia and we have our head office located in Penang and a branch office in Kuala Lumpur. We do not have a physical presence in any foreign country. However, we have served customers in foreign countries during the Financial Years Under Review.

Our Group's revenue for the Financial Years Under Review segmented by geographical markets are set out below:

	Audited							
	FYE2022		FYE2023		FYE2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	192,363	99.03	156,233	91.86	183,231	96.98	223,910	96.14
Foreign countries ^(a)	1,883	0.97	13,849	8.14	5,705	3.02	8,978	3.86
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Note:

- (a) Include Singapore, Thailand, the USA, Taiwan, the Czech Republic, the United Kingdom, Switzerland, India, Hong Kong, the Philippines, Germany, Japan, China, the Seychelles, Austria, Indonesia, Myanmar, Cambodia, Australia, South Korea, Brazil, Bulgaria, Colombia, Vietnam, Spain, Romania, Istanbul and, United Arab Emirates. The revenue from foreign countries is mainly billings to our customers' related entities in foreign countries. This is mainly for the integration of enterprise ICT infrastructure projects, supply of hardware and software, and provision of cloud and managed services for our customers in Malaysia. Our Group does not have physical presence in foreign countries and does not undertake projects or supply to foreign countries.

7.5 PRINCIPAL PLACE OF BUSINESS AND LOCATION OF OPERATIONS

As at the LPD, our Group's principal place of business is in Malaysia, where our head office is located at One Precinct, Pulau Pinang, and we have a branch office at Menara 1 Dutamas, Kuala Lumpur. Please refer to Section 6.6.2 for further details of our operational facilities.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

7.6 COMPETITIVE STRENGTHS

Our competitive advantages and key strengths will provide us with the platform to grow our business. These are as follows:

7.6.1 We have a track record of approximately 20 years in the ICT industry

We have an established track record of approximately 20 years in the ICT industry, starting with the supply of ICT hardware and software to businesses in Malaysia since 2006. In 2011, we carried out our first integration of ICT infrastructure comprising among others, cabling and electrical works, access control systems and network switches for the data centre of an E&E product manufacturer in Bayan Lepas, Penang, providing us with a track record of approximately 15 years in enterprise ICT infrastructure. For the FYE 2025, the integration of enterprise ICT infrastructure, and supply of hardware and software collectively accounted for 76.53% (RM178.22 million) of our total revenue. Our established expertise comes from successfully carrying out a diverse range of ICT and integration projects, enabling us to effectively optimise and enhance complex ICT systems. This long track record has enabled us to build a reputation for reliability and quality, fostering trust and customer loyalty with our customers.

With approximately two decades of experience, we have developed robust internal processes and effective practices specifically for enterprise ICT integration, ensuring efficient and high-quality project outcomes. Our long track record also demonstrates our adaptability to the dynamic ICT industry, keeping our solutions relevant and current. In addition, it has allowed us to cultivate a broad network of industry experts and resources, providing us with an advantage in sourcing optimal solutions and accessing appropriate technologies for our customers.

Our extensive track record will assure prospective customers of our capabilities. It also serves as a strong reference to help us secure new projects and create a platform for our business's continuing growth.

7.6.2 We fulfil the needs of customers with stringent requirements

Our capabilities extend to meeting the demands of customers requiring adherence to stringent regulatory and internal standards. These regulatory and internal standards include compliance with data protection law, security standards for the protection of sensitive information such as financial transaction, and operational requirements such as uptime and disaster recovery.

During the Financial Years Under Review, we implemented the integration of enterprise ICT infrastructure projects, including data centres, networks, and security solutions, for customers and end users in highly regulated industries in Malaysia, such as financial services and healthcare. In addition, we served multinational companies with stringent internal requirements and standards. These customers and end users must ensure that their data centres and networks comply with strict regulations related to security, data protection, privacy, and availability while maintaining their data's integrity.

Our customers in the financial services and healthcare industries collectively accounted for 6.34%, 15.81%, 18.56%, and 17.22% of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.

Our proven ability to meet stringent customer requirements reflects our capabilities and assures prospective customers of our capacity to meet their needs. This strengthens our position to secure new projects and provides the platform for business sustainability and growth.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**7.6.3 We have in-house capabilities to carry out engineering and system design to provide a total integration of enterprise ICT infrastructure systems**

We have the technical expertise to perform engineering and system design for the integration of enterprise ICT infrastructure, including data centres, networks, and security systems. The integration of enterprise data centres, all of which require engineering and system design, accounted for 22.19% (RM43.09 million), 26.50% (RM45.07 million), 33.29% (RM62.89 million), and 28.89% (RM67.29 million) of our total revenue for FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.

As at the LPD, our technical team comprises 69 personnel including ICT systems engineers and architects, who are equipped to carry out engineering and system design work.

Our ability to handle engineering and system design functions internally means we do not need to rely on external parties for these services. This allows us to undertake complete solution projects and offer customers the convenience of a single point of service, providing a distinct advantage over companies that might focus only on hardware or software integration. This differentiation helps in securing orders with greater value and support our business growth.

7.6.4 We are brand independent and can offer suitable solutions to our customers

Although we have established partnerships with several principals, we are not contractually bound to offer only their products or services. Our brand independence allows us to provide our customers with enterprise ICT infrastructure, cloud solutions, and related services by selecting suitable combination of hardware, software, services and platforms to meet their specific needs.

Our flexibility in choosing from a wide range of third-party brands and suppliers enables us to customise solutions based on our customers' security, reliability, performance, and cost-effectiveness requirements.

Our independence also expands our addressable market, as we can meet diverse customer requirements across various sectors. These advantages support the sustainability and growth of our business by enabling us to secure new projects and build long-term customer relationships.

7.6.5 We mainly use the direct distribution channels to address business opportunities

Our direct distribution channel contributed 98.83%, 95.72%, 98.03% and 98.44% of our total revenue for FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively. This approach allows us to engage closely with business owners, enabling a better understanding of their requirements and challenges. By applying our engineering and design expertise, we are able to deliver highly customised solutions tailored to specific customer needs. Additionally, maintaining direct relationships fosters customer loyalty, positions us as a trusted partner, increases the potential for repeat business and fosters positive word-of-mouth referrals.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**7.6.6 We have two revenue streams comprising non-recurrent revenue as well as recurrent revenue that provides assurance of revenue for the duration of such contracts**

Our business operations comprise two revenue models, one of which is non-current revenue based on fixed lump sum purchase orders, while the other is recurrent revenue based on fixed periodic charges as depicted below:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Non-recurrent revenue	176,740	90.99	144,811	85.14	153,092	81.03	184,747	79.33
Integration of enterprise ICT infrastructure	131,656	67.78	101,983	59.96	105,247	55.71	119,492	51.31
Supply of hardware and software	43,395	22.34	39,231	23.07	42,598	22.55	58,730	25.22
Other services	1,689	0.87	3,597	2.11	5,247	2.77	6,525	2.80
Recurrent revenue	17,506	9.01	25,271	14.86	35,844	18.97	48,141	20.67
Provision of cloud and managed services	17,506	9.01	25,271	14.86	35,844	18.97	48,141	20.67
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Our business model is mainly based on non-recurrent revenue, which accounted for more than 80.00% of our total revenue for the FYE 2022 to FYE 2024, and approximately 80.00% for the FYE 2025.

Our recurrent revenue stream provides assurance of a continuing revenue stream for the contract period. It moderates some of the lumpy revenue of our project and order-based business. Our product and service diversity provides us with an avenue for business sustainability and growth.

7.6.7 We are led by experienced Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and Key Senior Management team to drive our business growth

We have an experienced key senior management team headed by Yeoh Chin Ming (our Non-Independent Managing Director / Chief Executive Officer), Tan Hooi Bee (Non-Independent Executive Director) and Juleen Teh Sue Leen (Non-Independent Executive Director), who bring with them over 27 years, 34 years and 21 years of relevant industry experience, respectively. They have played vital roles in leading the Group's growth and success.

Our Non-Independent Managing Director / Chief Executive Officer and Non-Independent Executive Directors are supported by a team of experienced key senior management with extensive experience across a range of business activities, including sales, finance, technology and enterprise business development. Our other key senior management team comprises the following:

- Ho Huang Ken (our Chief Sales Officer), has approximately 22 years of experience in sales;
- Ooi Hooi Yin (our Chief Financial Officer), has approximately 25 years of experience in finance and accounting related matters;
- Lim Wei Ghee (our Chief Technology Officer), has approximately 28 of experience in the information technology related field;

7. BUSINESS OVERVIEW (Cont'd)

- Quah Chea Siang (our Head of Enterprise Business Development), has approximately 21 years of experience in business development.

Please refer to Sections 5.1.2, 5.2.2 and 5.4.2 of this Prospectus for the profiles of our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and Key Senior Management team.

7.7 MARKETING STRATEGIES AND ACTIVITIES

7.7.1 Our marketing positioning

We adopt the following market positioning to secure new customers and develop business opportunities:

- **Comprehensive enterprise ICT infrastructure solutions:** We position ourselves as a provider offering comprehensive enterprise ICT infrastructure solutions with a proven capability in engineering, designing, procuring, installing, testing and commissioning of complete data centres, networking and security solutions depending on our customers' requirements. We also supply hardware and software as well as offer cloud computing services (including PaaS and SaaS) to our customers.
- **In-house engineering and system design capabilities:** Our in-house expertise in performing engineering and system design for enterprise ICT infrastructure integration distinguishes us, enabling us to offer comprehensive, one-stop solutions to our clients. As at the LPD, our technical team comprises 69 personnel including ICT systems engineers and architects equipped to execute engineering and system design work. This in-house capability allows us to create and implement customised solutions that precisely meet individual customer specifications without reliance on external parties for this critical function.
- **Brand independence:** We position ourselves as a brand-independent provider of enterprise ICT infrastructure, supply of hardware and software, and provision of cloud and other services that can offer our customers the most suitable and optimal combination of hardware, software, services and platforms to meet their specific needs. Although we have established partnerships with several principals, we are not contractually bound to offer only their products or services.
- **Established track record:** With approximately 20 years of proven experience in the ICT industry, we leverage our established track record to provide strong references, build confidence with prospective clients, create a solid foundation for continued business growth, and assure customers of our capabilities. We commenced supplying hardware and software to businesses in Malaysia in 2006, and we successfully executed our first ICT infrastructure integration project, focusing on the integration of cabling and electrical works, access control systems, CCTV, network switches, and phone systems for an E&E product manufacturer in Bayan Lepas, Penang, in 2011.

7.7.2 Marketing strategies and activities

We actively pursue new projects, expand our customer base, and drive growth through targeted marketing activities and strategies, which include the following:

- **Active customer engagement and feedback:** We prioritise actively engaging with our customers to gather direct feedback on our services and gain a deep understanding of their evolving needs. This continuous dialogue enables us to enhance the services we provide consistently. Furthermore, customer feedback is integral to refining our overall marketing strategy and improving our service offerings to meet market demands better.

7. BUSINESS OVERVIEW (Cont'd)

- **Proactive business development:** We proactively identify and approach prospective customers to showcase our capabilities and proven track record. We aim to secure invitations to submit proposals and participate in relevant tenders, expanding our project pipeline and market presence.
- **Maximising from our direct distribution channel:** We are committed to ongoing engagement with our direct distribution channel customers to cultivate a deeper technical understanding of their specific requirements. This in-depth knowledge is crucial in enabling us to deliver the most effective and tailored solutions that address their unique challenges and drive their success. Our direct distribution channel accounted for 98.83%, 95.72%, 98.03% and 98.44% of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.
- Continue to develop our indirect distribution channel: Concurrently, we will maintain and actively strengthen our collaborations with key operators within our indirect distribution channel comprising mainly ICT, business process outsourcing and telecommunication companies. This strategic approach will enable us to leverage the established business networks of our indirect channel partners to access a broader addressable market and expand our reach. Our indirect distribution channel accounted for 1.17%, 4.28%, 1.97% and 1.56% of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, respectively.

We participate in exhibitions and events to raise our profile and meet with prospective customers as part of our marketing strategy. The exhibitions and events that we have participated during the Financial Years Under Review and up to the LPD are listed in the following table:

Year	Exhibition/Event name	Location
2022	The World Congress on Innovation & Technology (WCIT) 2022	Penang
2023	Dell Technologies Forum 2023	Kuala Lumpur
2024	Dell Technologies Forum 2024	Kuala Lumpur
2024	CTOS SME Biz Day 2024	Kuala Lumpur
2024	PSDC SME Tech Summit 2024	Penang
2024	HPE VSTECS Astar Dinner & Learn Internal Enablement	Kuala Lumpur
2025	PIKOM Northern Region Conference 2025	Penang
2025	Data Centre & Cloud Infra Summit	Kuala Lumpur
2025	AIMS 15.0 Business Manager Forum	Kuala Lumpur
2025	Microsoft AI Tour	Kuala Lumpur

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

During the Financial Years Under Review and up to the LPD, we also organised or collaborated with technology partners to co-organise events as follows:

Year	Event name	Location	Partner
2022	A New Approach to the Future of Security	Kuala Lumpur & Penang	HPE
2023	Empowering Your Digital Journey with Pentech & Microsoft	Ipoh	Microsoft
2024	Pentech & Microsoft: The Next-level Security & Copilot in 2024	Kuala Lumpur & Penang	Microsoft
2024	Ultimate Test Drive ML-Powered Next Generation Firewall	Penang	Palo Alto Networks, Exclusive Networks
2024	Chinese New Year Appreciation Dinner	Perak	Microsoft, Ingram Micro
2024	Chinese New Year Appreciation Dinner	Penang	HP
2024	Chinese New Year Appreciation Dinner	Kuala Lumpur	VSTECS Astar, AvePoint, HPE
2024	Elevate Your Endpoint Security	Kuala Lumpur	Nextgen Group
2024	Raya Open House with Pentech	Selangor & Penang	Cisco, PureStorage
2024	Pentech & Microsoft: The Next-level Security & Copilot in 2024	Kuala Lumpur & Penang	Microsoft
2024	Streamline Workforce Management	Penang	Microsoft, Check Point
2024	Pentech & Huawei: The Executive Roundtable	Penang	Huawei
2024	Cybersecurity Modernization for Lasting Resilience	Penang	CrowdStrike
2024	Revolutionizing Data Management with AI	Kuala Lumpur	PureStorage, VMware, Commvault
2024	Pentech Solution Day 2024	Selangor & Penang	-
2024	Microsoft Copilot Webinar	-	-
2025	Chinese New Year Appreciation Dinner	Kuala Lumpur	PureStorage, AvePoint
2025	Microsoft Copilot Webinar	-	-
2025	Staying Ahead 2025: Defend, Detect, Recover	Penang	Veeam, Scalify, Fortinet, CrowdStrike
2025	Veeam Webinar	-	Veeam
2025	Microsoft Fabric, Security & Cloud Readiness: Future-Proof Your Business	Penang	Microsoft
2025	AI, Security & Cloud Readiness: Future-Proof Your Business	Kuala Lumpur	Microsoft
2025	Go Pro Series: Evolving with Cyber Security, Mastering Data Resilience	Kuala Lumpur	Veeam

7. BUSINESS OVERVIEW (Cont'd)

Year	Event name	Location	Partner
2025	Raya Open House	Kuala Lumpur	Dell, Microsoft, Avepoint
2025	Fortifying Cyber Resilience: Prepare, Protect, and Recover with Confidence	Penang	PureStorage
2025	Next Gen Infrastructure: Agility, Performance, Simplicity	Penang	PureStorage, Cisco
2026	Chinese New Year Appreciation Dinner	Penang	-
2026	Chinese New Year Appreciation Dinner	Kuala Lumpur	-

7.7.3 Sales and marketing team

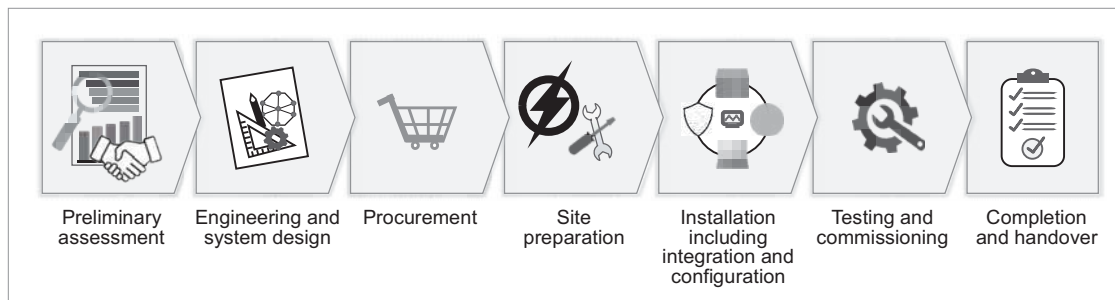
As at the LPD, our sales and business development are led by Ho Huang Ken, our Chief Sales Officer and Toh Say Yee, our Business Development Director, respectively. They lead our in-house sales and marketing team comprising 42 employees as at the LPD. In addition, they are supported by our technical team of 69 personnel comprising ICT systems engineers and architects in preparing proposals as well as tender and quotation submissions.

7.8 PROCESS FLOW

7.8.1 Integration of enterprise ICT infrastructure

Our integration of enterprise ICT infrastructure comprises the integration of hardware, software, management tools, supporting equipment for data centres, and network and security infrastructure. Our scope of work for the integration of enterprise ICT infrastructure covers the end-to-end process from engineering and system design up to testing and commissioning.

The business process flow for the integration of enterprise ICT infrastructure is depicted below:



Preliminary assessment

When a prospective customer expresses interest, we will engage with them to gather detailed information and conduct a preliminary assessment. This includes understanding their needs, technical requirements, and budget. It also involves conducting a site visit to the customer's premises to assess and evaluate their existing ICT infrastructure, physical layout and connection to utilities such as power, cooling and networks.

Based on the information gathered, our team will prepare and submit a proposal to the customer. The proposal will include quotations and our proposed solutions for their ICT infrastructure. Discussions will be held with the prospective customer, and the proposal will be fine-tuned to meet their specific needs and requirements. The finalised proposal will include, among others, scope of work, conceptual design, equipment and software, third-party suppliers, pricing, payment terms, and timeline.

7. BUSINESS OVERVIEW (Cont'd)

Engineering and system design

Upon acceptance of the proposal by our customer, we will then commence the detailed engineering and system design process, involving the following:

- Detailed layout design of the entire ICT infrastructure including the network topology, server/processor, storage systems, security and utilities.
- Storage and data management design comprising the data storage systems and servers/processors taking into consideration the capacity and performance, data protection and backup system, as well as migration plan, if relevant.
- Network design including the layout of the network such as placement of routers, switches and firewalls, network infrastructure, routing protocols, bandwidth requirements, network security configurations and connection to network services.
- Security design including the network access control, firewalls and intrusion prevention systems, and endpoint security.

During this stage, we will also finalise the specifications for the hardware, software, and other equipment.

Procurement

Once the design and specifications are finalised, our team will start to procure the required hardware such as servers/processors, data storage systems, networking equipment including routers and switches, supporting equipment such as uninterrupted power supply (UPS) systems and other devices and peripherals. We will also need to procure software such as virtualisation software, operating systems, management tools and security software. During this stage, we will also engage third-party subcontractors for renovation and installation works.

Site preparation

Depending on the project, our scope of work may involve physical preparation of the existing space within buildings to set up the enterprise ICT infrastructure. This includes construction of raised floor and false ceiling, as well as electrical works such as cabling installation, installation of cooling systems and UPS. We will engage third-party subcontractors to carry out construction works under our management and supervision.

Installation including integration and configuration

Generally, the installation of hardware and other equipment are carried out by our in-house technical team, who will carry out the software installation, integration and configuration.

For installations of other specialised equipment including extra-low voltage (ELV) panels, ELV power systems, and network cabling, we engage subcontractors to carry out the works under our direct management and supervision.

Testing and commissioning

Following the completion of installation, integration and configuration of the entire ICT infrastructure, we will carry out testing and commissioning together with the customer. This is to ensure that the entire infrastructure and systems is properly installed and integrated, fully functional, and operates and performs in accordance with the design and requirements on an individual basis and as a system.

Completion and handover

Upon completion of the acceptance tests and validation with our customer, the system will be officially handed over to our customer.

7. BUSINESS OVERVIEW (Cont'd)

7.8.2 Supply of hardware and software

Our supply of hardware and software are standalone activities based on purchase orders. We will purchase them from third parties and deliver them to the specified location.

The business process flow for the supply of hardware and software is depicted below:



Order confirmation and processing

The process for supply of hardware and software typically begins with customer enquiry or request for quotation on the products that they intend to purchase. We will then prepare the quotations based on customer specifications or requirements. Once our customer review and agrees to the quotation, they will then issue purchase orders with details including the list of products, quantity, delivery date and address.

Procurement

We will first check if we have stocks, as we may carry certain products such as notebooks and selected network switches. For those items that we do not have in stock, we will then source and place orders with our suppliers. Generally, the delivery lead time for the purchases of the hardware range within 2 weeks as we mainly purchase these products from local suppliers. Software is typically purchased through subscription or licence fees and downloaded digitally.

Delivery

After we receive the products, we will check to ensure that the quantity received is based on the amount in the purchase orders and are the correct specification that we require. Our team will then pack and arrange for the products to be delivered to our customer.

Set up and configuration

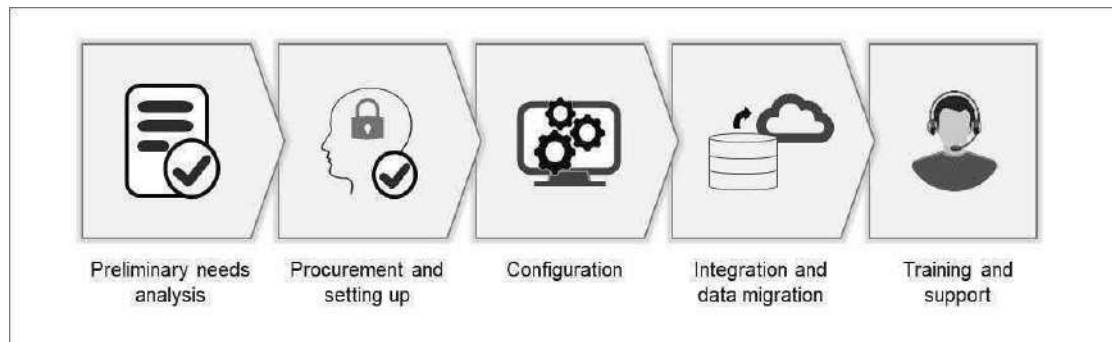
For the supply of hardware and software, our service includes installing and connecting the hardware to the power supply, peripherals and network, installation and configuration of the software, and testing to ensure that they function properly.

7. BUSINESS OVERVIEW (Cont'd)

7.8.3 Provision of cloud services

Our provision of cloud services is to facilitate our customers to use third-party cloud services. This segment of our business are standalone activities based on purchase orders. We will purchase the required cloud services on behalf of our customers.

The business process flow for the provision of cloud services is depicted below:



Preliminary needs analysis

We will engage with prospective customer to understand their business needs and requirements. This includes understanding the user needs such as specific collaboration or communication requirements, the type of services required, assessing the existing infrastructure, as well as budget.

Based on the information gathered, our team will prepare and submit a proposal to the customer. The proposal will include quotations and proposed solution including the provider and type of cloud services, the type of plans, number of licences and the integration and/or migration plans. Discussions will be held with the prospective customer, and the proposal will be fine-tuned to meet their specific needs and requirements. The finalised proposal will include details, including our scope of work, service provider, number of licences, pricing, payment terms, and timeline.

Procurement and setting up

Upon acceptance of proposal, we will then proceed with the purchase of the required licences and plans based on customer's requirements and number of users, assignment of the licence types to each user as well as account creation. This also include assisting in setting up the user profiles, configure initial settings and guidance on the use of applications.

Configuration

Subsequently we will then proceed with the configuration including setting up organisational structure, defining user roles and permissions, as well as setting access controls and authentication which generally involves authentication mechanisms and also manage the user access.

Integration and data migration (if required)

Depending on the scope of work, we may be required to integrate the cloud services with other existing system, software or platform and ensure seamless data flow and interoperability. For data migration, the data from the existing systems will be transferred in batches and upon completion, we will carry out testing and validation to ensure data integrity, accuracy and completeness.

Training

We provide training to the customer on the use and management of the new cloud system, to facilitate a smooth transition, improve user proficiency, and maximise the system's effectiveness within the customer's operational environment. In addition, we will also provide training materials including user guides and video tutorials for reference.

7. BUSINESS OVERVIEW (Cont'd)

7.8.4 Provision of managed services

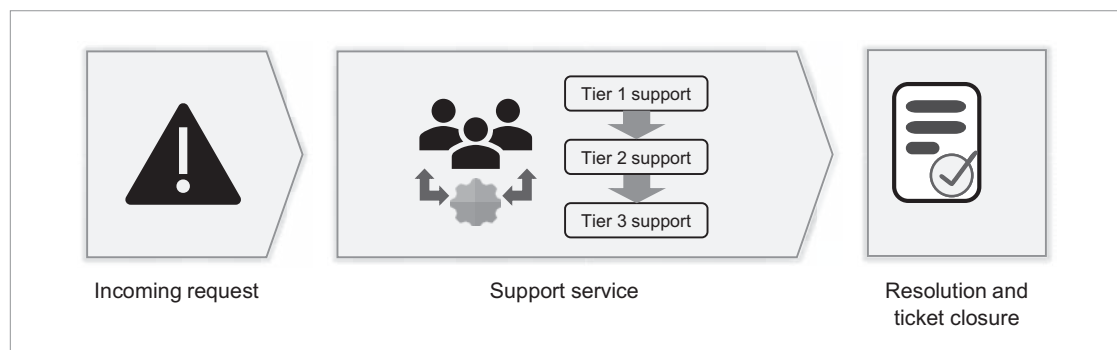
Our managed services encompass the comprehensive management and operation of specific aspects of our customers' ICT infrastructure and applications, along with proactive preventive maintenance.

We maintain continuous monitoring of our customers' ICT infrastructure including domestic and foreign customers, through our operations command centre, complemented by round-the-clock support services available throughout the duration of the contract. This ensures consistent availability of ICT infrastructure and applications, and prompt resolution of any problems. The service levels provided to our customers vary depending on the customer's requirements. Generally, our service level agreement may include one or more of the following:

- uptime/availability ranging between 99.8% and 99.9% annually;
- response time to incidents depending on the business impact and customers' requirements. For example, the response time for critical issues ranges from 15 to 30 minutes, and for issues with minimal or no business impact, it ranges from 2 to 8 hours; and
- resolution time, which varies depending on the severity of issues or incidents and customers' requirements. For example, critical issues must be resolved within 2 hours, and those with minimal or no business impact must be resolved within 48 hours.

Our preventive maintenance programme involves scheduled remote and on-site activities aimed at verifying and maintaining optimal infrastructure performance, thereby reducing the likelihood of disruptions. These activities typically include health checks (covering server/processor and memory utilisation), detection of errors or warnings, performance-enhancing firmware upgrades, and the provision of detailed reports outlining findings and recommendations.

The business process flow for our provision of managed services is depicted below:



Incoming request

Our customers may report any problems or issues relating to the hardware, software, network or application via telephone, email or ticketing support system. A ticket will be created to log all the information including the description of the issue, affected premises, system or user, time of occurrence and report, as well as the actions taken by us to resolve the issue.

Support service

Tier 1 support

Our tier 1 support team will attend to the ticket received and classify the tickets based on urgency and severity. They will diagnose and resolve the problem where possible, which typically include basic troubleshooting and common issues. In the event the issue cannot be resolved by our tier 1 support team, it will then be escalated and routed to our tier 2 technical support.

7. BUSINESS OVERVIEW (Cont'd)***Tier 2 support***

Our tier 2 support typically involves our system and software support personnel who would first carry out remote troubleshooting to identify and resolve the problems. If the problem cannot be resolved remotely, we will then mobilise our technical personnel to the customer's site to fix the problem.

Tier 3 support

Tier 3 is the highest level of technical support, managed by our most experienced engineers and subject matter experts. This includes handling complex and critical issues that cannot be resolved by Tier 1 or Tier 2 teams such as fixing system bugs, collaborating with developers, and designing long-term or permanent solutions to prevent recurrence. In cases beyond our internal capability, issues may be escalated to the product's vendor for further assistance.

Resolution and ticket closure

Once the problem is resolved, our customer will have to sign off on the report and the ticket will be closed.

7.9 RESEARCH AND DEVELOPMENT

We do not carry out any research and development activity, and as such, we have not recognised any research and development expenditure during the Financial Years Under Review.

7.10 TYPES, SOURCES AND AVAILABILITY OF MATERIALS AND SERVICES

The major types of input materials that we purchased for the Financial Years Under Review are set out below:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Hardware ^(a)	114,676	68.22	80,339	56.95	85,167	54.49	109,071	56.55
Software ^(b)	51,126	30.42	55,995	39.69	65,887	42.15	79,850	41.40
Subcontracted services ^(c)	2,286	1.36	4,747	3.36	5,252	3.36	3,949	2.05
Total purchases	168,088	100.00	141,081	100.00	156,306	100.00	192,870	100.00

Notes:

- (a) Include servers/processors, data storage systems, networking equipment including switches, supporting equipment such as UPS systems and other devices and peripherals.
- (b) Include operating systems, management tools, security tools and software, virtualisation software, as well as business and production applications.
- (c) Refer to third-party subcontractors that we engage to carry out equipment installation, power and telecommunications cabling, and other supporting services.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

The breakdown of input materials purchased by country of origin of our suppliers for the Financial Years Under Review is set out below:

Materials	RM'000	FYE 2022		RM'000	FYE 2023	
		Domestically sourced (%)	Imported (%)		Domestically sourced (%)	Imported (%)
Hardware	114,676	99.71	0.29	80,339	99.91	0.09
Software	51,126	99.91	0.09	55,995	99.91	0.09
Subcontracted services	2,286	100.00	-	4,747	100.00	-
Total purchases	168,088	99.77	0.23	141,081	99.92	0.08

Materials	RM'000	FYE 2024		RM'000	FYE 2025	
		Domestically sourced (%)	Imported (%)		Domestically sourced (%)	Imported (%)
Hardware	85,167	99.98	0.02	109,071	99.46	0.54
Software	65,887	99.90	0.10	79,850	99.49	0.51
Subcontracted services	5,252	100.00	-	3,949	100.00	-
Total purchases	156,306	99.94	0.06	192,870	99.48	0.52

7. BUSINESS OVERVIEW (Cont'd)

7.11 OPERATIONAL CAPACITY AND UTILISATION

As we are principally involved in integrating enterprise ICT infrastructure, supplying hardware and software, and providing cloud and other services, capacity and utilisation measurements do not apply to our business operations. This is mainly because we primarily use standard office tools like computers and application software, and any cloud services we utilise are provided by third-party vendors.

7.12 TECHNOLOGIES USED OR TO BE USED

We use various ICT technologies for the provision of our products and services as follows:

- cloud computing and services;
- hyperconverged infrastructure software;
- backup and disaster recovery systems;
- ICT management tools;
- network and applications security;
- AI enabled tools such as powerplatform, Copilot and fabric platform;
- virtualisation software; and
- Others such as operating systems, security hardware and software, storage hardware and software, network hardware, software and services; and office applications software.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**7.13 MAJOR CUSTOMERS**

Our Group's top 5 customers for the Financial Years Under Review are as follows:

FYE 2022

No.	Customer	Country of operations	Main type of product sold/services sold	Revenue contribution		^(a) Length of Business Relationship Years
				RM'000	%	
1.	Customer A Group	Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software	69,356	35.71	3
2.	Customer B Group	Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software	6,157	3.17	8
3.	Customer C Group	Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software	5,292	2.72	3
4.	Customer D Group	Malaysia	Integration of enterprise ICT infrastructure	4,805	2.47	3
5.	Customer E	Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software	4,433	2.28	Less than 1 year
Subtotal				90,043	46.35	
Total Group revenue				194,246		

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

FYE 2023

No.	Customer	Country of operations	Main type of product sold/services sold	Revenue contribution		^(a) Length of Business Relationship Years
				RM'000	%	
1.	Customer F Group	Malaysia	Integration of enterprise ICT infrastructure	11,623	6.83	Less than 1 year
2.	Customer A Group	Malaysia	Integration of enterprise ICT infrastructure	10,025	5.89	4
3.	Customer D Group	Malaysia	Integration of enterprise ICT infrastructure and supply of hardware and software	5,529	3.25	4
4.	Customer G Group	Malaysia, Brazil, India and South Korea	Integration of enterprise ICT infrastructure, provision of cloud services	5,362	3.15	2
5.	Customer H	Taiwan	Integration of enterprise ICT infrastructure, supply of hardware and software, provision of cloud and managed services	4,939	2.90	Less than 1 year
Subtotal				37,478	22.02	
Total Group revenue				170,082		

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**FYE 2024**

No.	Customer	Country of operations	Main type of product sold/services sold	Revenue contribution		^(a)Length of Business Relationship
				RM'000	%	Years
1.	Customer F Group	Malaysia	Integration of enterprise ICT infrastructure	7,459	3.95	1
2.	ASE Electronics (M) Sdn Bhd	Malaysia	Integration of enterprise ICT infrastructure, supply of hardware and software	6,263	3.31	13
3.	Customer A Group	Malaysia	Integration of enterprise ICT infrastructure	5,614	2.97	5
4.	Customer I	Malaysia	Integration of enterprise ICT infrastructure	5,494	2.91	Less than 1 year
5.	Customer J	Malaysia	Integration of enterprise ICT infrastructure	5,123	2.71	8
Subtotal				29,953	15.85	
Total Group revenue				188,936		

7. BUSINESS OVERVIEW (Cont'd)**FYE 2025**

No.	Customer	Country of operations	Main type of product sold/services sold	Revenue contribution		^(a)Length of Business Relationship
				RM'000	%	Years
1.	Customer A Group	Malaysia	Integration of enterprise ICT infrastructure	24,447	10.50	6
2.	Customer K	Malaysia	Supply of hardware and software	9,340	4.01	14
3.	Customer L	Malaysia	Provision of cloud and managed services	6,061	2.60	8
4.	Customer J	Malaysia	Integration of enterprise ICT infrastructure	6,031	2.59	9
5.	Customer G Group	Malaysia, Thailand and India	Integration of enterprise ICT infrastructure, provision of cloud services	4,492	1.93	4
Subtotal				50,371	21.63	
Total Group revenue				232,888		

Note:

(a) Length of relationship as at the respective financial year.

Although Customer A Group accounted for 35.71% and 10.50% of our total revenue for the FYE 2022 and FYE 2025 respectively, we are not dependent on them as a customer as the nature of our business is project based. In FYE 2022, the revenue was mainly contributed by the integration of enterprise ICT infrastructure related to the implementation of the integration of network infrastructure at their new production facilities in Penang. This said project was completed in the same year and subsequently their revenue contribution decreased to 5.89% and 2.97% in FYE 2023 and FYE 2024 respectively. The revenue in FYE 2023 and FYE 2024 was mainly contributed by the subsequent orders secured to provide integration of network infrastructure for the upgrade or enhancement of their existing facilities. In FYE 2022, the revenue was mainly contributed by the integration of enterprise ICT infrastructure related to the implementation of the integration of network infrastructure at their new production facilities in Penang. In FYE 2025, the revenue was mainly contributed by the integration of enterprise ICT infrastructure related to the implementation of the integration of enterprise data centres and network infrastructure for the upgrade or enhancement of their existing facilities.

7. BUSINESS OVERVIEW (Cont'd)

During the Financial Years Under Review, no other top 5 customer accounted for more than 10.00% of our total revenue for a particular financial year, and we are not dependent on any of these top 5 customers. For information purposes, the top 5 customers that were not named as top 5 customers in other Financial Years Under Review still remain as customers of the Group in the subsequent years up to the LPD, with the exception of Customer H and Customer I as there were no further revenue contributions from these customers subsequent to FYE 2025, following the completion of works within FYE 2025.

7.14 MAJOR SUPPLIERS

Our Group's top 5 suppliers for the Financial Years Under Review are as follows:

FYE 2022

No.	Supplier	Country of operations	Main type of product sold/services supplied	Purchases contribution		^(a) Length of Business Relationship Years
				RM'000	%	
1.	Ingram Micro Malaysia Sdn Bhd ^(b)	Malaysia	Hardware, software, cloud licenses	79,641	47.38	12
2.	Tec D Distribution (Malaysia) Sdn Bhd ^(c)	Malaysia	Hardware, software, cloud licenses	28,677	17.06	15
3.	VSTECS Group ^(d)	Malaysia	Hardware, software	15,407	9.17	16
4.	Fortesys Sdn Bhd	Malaysia	Hardware, software	11,446	6.81	1
5.	M-Link System Group ^(e)	Malaysia	Hardware, software	4,142	2.46	12
Subtotal				139,313	82.88	
Total Group purchases				168,088		

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

FYE 2023

No.	Supplier	Country of operations	Main type of product sold/services supplied	Purchases contribution		^(a) Length of Business Relationship Years
				RM'000	%	
1.	Ingram Micro Malaysia Sdn Bhd ^(b)	Malaysia	Hardware, software, cloud licenses	35,527	25.18	13
2.	Tec D Distribution (Malaysia) Sdn Bhd ^(c)	Malaysia	Hardware, software, cloud licenses	22,528	15.97	16
3.	VSTECS Group ^(d)	Malaysia	Hardware, software	20,029	14.20	17
4.	Techdata Systems Sdn Bhd	Malaysia	Hardware, software	6,444	4.57	13
5.	OGX Networks Sdn Bhd	Malaysia	Hardware, software	6,050	4.29	6
Subtotal				90,578	64.21	
Total Group purchases				141,081		

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**FYE 2024**

No.	Supplier	Country of operations	Main type of product sold/services supplied	Purchases contribution		^(a)Length of Business Relationship
				RM'000	%	Years
1.	Ingram Micro Malaysia Sdn Bhd ^(b)	Malaysia	Hardware, software, cloud licenses	33,875	21.67	14
2.	VSTECs Group ^(d)	Malaysia	Hardware, software	29,543	18.90	18
3.	Tec D Distribution (Malaysia) Sdn Bhd ^(c)	Malaysia	Hardware, software, cloud licenses	26,186	16.75	17
4.	Westcon Solutions (M) Sdn Bhd ^(f)	Malaysia	Hardware, software	11,063	7.08	10
5.	OGX Networks Sdn Bhd	Malaysia	Hardware, software	8,198	5.24	7
Subtotal				108,865	69.64	
Total Group purchases				156,306		

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)**FYE 2025**

No.	Supplier	Country of operations	Main type of product sold/services supplied	Purchases contribution		^(a)Length of Business Relationship
				RM'000	%	Years
1.	Ingram Micro Malaysia Sdn Bhd ^(b)	Malaysia	Hardware, software, cloud licenses	55,283	28.66	15
2.	VSTECs Group ^(d)	Malaysia	Hardware, software	41,015	21.27	19
3.	Tec D Distribution (Malaysia) Sdn Bhd ^(c)	Malaysia	Hardware, software, cloud licenses	29,970	15.54	18
4.	Westcon Solutions (M) Sdn Bhd ^(f)	Malaysia	Hardware, software	8,314	4.31	11
5.	M-Link System Group ^(e)	Malaysia	Hardware, software	7,240	3.75	15
Subtotal				141,822	73.53	
Total Group purchases				192,870		

Notes:

- (a) Length of relationship as at the respective financial year.
- (b) A subsidiary of Ingram Micro Holding Corporation, which is listed on the New York Stock Exchange.
- (c) A subsidiary of TD Synnex Corporation, which is listed on the New York Stock Exchange.
- (d) VSTECs Group comprise VSTECs Astar Sdn Bhd VSTECs Pericom Sdn Bhd, and VSTECs Ku Sdn Bhd, which are subsidiaries of VSTECs Berhad listed on the Main Market of Bursa Securities ("**VSTECs Group**").
- (e) M-Link System Group comprises M-Link System (M) Sdn Bhd and VBT Management Sdn Bhd (formerly known as "M-Link System (Penang) Sdn Bhd").
- (f) A subsidiary of Datatec Limited, which is listed on the Johannesburg Stock Exchange.

7. BUSINESS OVERVIEW (Cont'd)

Ingram Micro Malaysia Sdn Bhd, Tec D Distribution (Malaysia) Sdn Bhd, and the VSTECS Group each accounted for more than 10.00% of our total purchases of materials and services for 2 or more financial years during the Financial Years Under Review.

- (i) **Ingram Micro Malaysia Sdn Bhd** mainly supplied hardware, software, and cloud services licenses to us and accounted for 47.38%, 25.18%, 21.67%, and 28.66% of our total purchases of materials and services for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively. They were our largest supplier for each of these financial years.
- (ii) **Tec D Distribution (Malaysia) Sdn Bhd** mainly supplied hardware, software, and cloud services licenses to us and accounted for 17.06%, 15.97%, 16.75%, and 15.54% of our total purchases of materials and services for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively.
- (iii) **VSTECS Group** mainly supplied hardware and software to us and accounted for 9.17%, 14.20%, 18.90% and 21.27% of our total purchases of materials and services for the FYE 2022, FYE 2023 FYE 2024, and FYE 2025 respectively.

Although they each accounted for 10% or more of our total purchases for each of the Financial Years Under Review, we are not dependent on them as the products and services that we purchase from them are either common ICT products or have many alternative suppliers. During the Financial Years Under Review, we primarily purchase from Ingram Micro Malaysia Sdn Bhd, Tec D Distribution (Malaysia) Sdn Bhd, and the VSTECS Group mainly because of favourable commercial terms including pricing, order quantities, payment and delivery terms. If we have to switch suppliers, we may not be able to secure similar commercial terms, which may negatively impact our financial performance.

Nevertheless, Ingram Micro Malaysia Sdn Bhd, Tec D Distribution (Malaysia) Sdn Bhd, and the VSTECS Group are not the sole or exclusive suppliers in Malaysia for the types of hardware, software, and cloud services that we purchase from them. Should there be a need to do so, we can purchase these hardware, software, and cloud services from other suppliers. In addition to Ingram Micro Malaysia Sdn Bhd, Tec D Distribution (Malaysia) Sdn Bhd, and the VSTECS Group, we also purchased similar hardware, software and cloud services from 12 suppliers who are authorised distributors during the Financial Years Under Review.

Furthermore, we are brand-independent in terms of the hardware, software, and cloud services that we provide to our customers. Consequently, if required we can source equivalent hardware, software, and/or cloud services from different brands and suppliers.

For information purposes, the top 5 suppliers that were not named as top 5 suppliers in other Financial Years Under Review still remain as suppliers of the Group in the subsequent years up to the LPD.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

7.15 SEASONALITY

During the Financial Years Under Review and up to the LPD, we did not experience any material seasonality in our business.

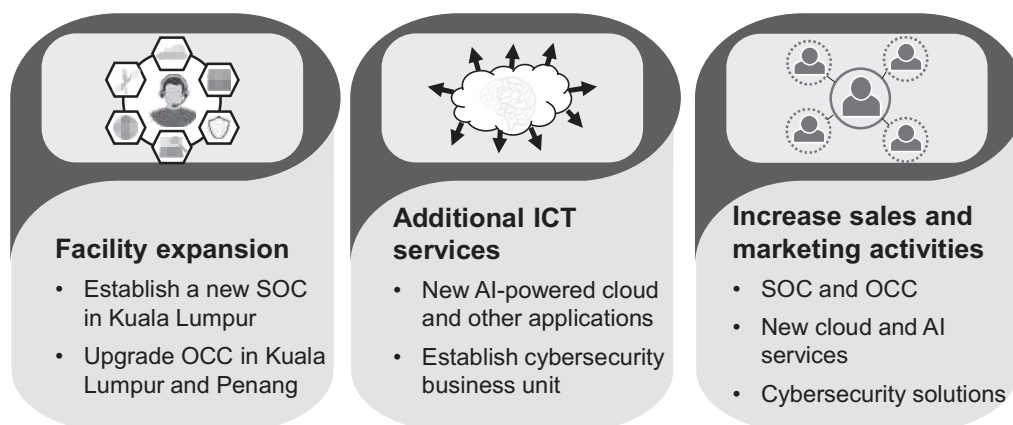
7.16 INTERRUPTIONS TO BUSINESS

We did not experience any material interruptions to our business during the past 12 months of our operations and up to the LPD.

7.17 BUSINESS STRATEGIES AND FUTURE PLANS

7.17.1 Overview of our strategies and plans

Moving forward, we will continue to focus on our principal business activities, namely the integration of enterprise ICT infrastructure, the supply of hardware and software, and the provision of cloud and other services. Our strategies and plans are focused on expanding facilities to provide new services and enhance our ability to serve our customers. Our business strategies and plans are summarised in the following diagram:



7.17.2 Facility expansion

7.17.2.1 Establish a new SOC

As part of our strategies and plans, we intend to establish a new security operation centre (new SOC) in Kuala Lumpur. We plan to rent an office space of approximately 2,800 sq. ft. in Kuala Lumpur to house the new SOC. Our plan to establish the new SOC in Kuala Lumpur is mainly to address the larger potential business opportunities as well as access to larger talent pool in the Kuala Lumpur/Selangor region as compared to Penang. In June 2025, we obtained the MSOCMSL issued by NACSA, which will allow us to provide managed services for cybersecurity through our new SOC.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

This new SOC aims to monitor specific networks to detect, analyse, and respond to security incidents in real time. We intend to use it to monitor and provide security for our customers' networks. To carry out network security functions, we plan to equip the new SOC with:

- hardware such as servers, data storage systems, routers, switches, and firewalls;
- software including network management, security, backup and disaster recovery tools; and
- supporting equipment like UPS, cooling, and access control systems.



The new SOC will be staffed and operated by our employees 24 hours a day, 7 days a week. These employees will be responsible for monitoring the networks and providing appropriate responses to security incidents, such as DDoS, hacking, ransomware attacks and other security breaches.

As at the LPD, we have identified the premises for the new SOC which is located within the premises of our KL Office, and we are in the midst of negotiations and finalising the tenancy agreement. In addition, we have also commenced the hiring process for the new SOC and have hired 2 new employees who are expected to commence work by June 2026. Our indicative timeline for establishing the new SOC is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	- Enter into a tenancy agreement for the new SOC premises. - Start renovation works and the installation of hardware, software, and supporting equipment.
3 rd quarter of 2026	Testing and commissioning of installed hardware, software, and supporting equipment.
4 th quarter of 2026	Commence new SOC operations.

The total estimated cost of establishing the new SOC is RM9.40 million, which we plan to fund entirely using IPO proceeds. The breakdown of the estimated costs is as follows:

	(a) Estimated cost (RM'000)
Establish a new SOC	
Rental ^(b)	600
Renovations and furniture, fittings, and office equipment	1,200
New employees for the new SOC ^(c)	3,400
Hardware, software, and supporting equipment ^(d)	
- Hardware with embedded software	4,100
- Supporting equipment	100
Total	9,400

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (a) Estimated costs are based on quotations received and rental rates of our existing premises.
- (b) The rental of office premises with a built-up area of around 2,800 sq. ft. in Kuala Lumpur for 36 months.
- (c) We plan to progressively hire a total of 14 additional employees between 2026 and 2028 to be stationed at the new SOC, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the new SOC have been hired and they are expected to commence work by June 2026.
- (d) Comprised the initial capital expenditure for the purchases of hardware with embedded software and supporting equipment.

7.17.2.2 Upgrade of our OCC infrastructure

Our primary OCC is located in Kuala Lumpur which serves as the centralised hub for monitoring, managing, and supporting our customers' ICT infrastructure and systems, facilitating the delivery of our cloud and managed services. In addition, the provision of cloud and managed services are also facilitated and supported by our Penang Office, which also serves as a secondary OCC, to support disaster recovery to ensure business continuity and uninterrupted operations.

To strengthen our service delivery capabilities, we plan to upgrade our OCC infrastructure in Kuala Lumpur, as well as upgrade the existing facility in our Penang Office, by installing new hardware and software to enhance access coverage, monitoring, and incident response capabilities. The upgrading of OCC infrastructure is not expected to cause any disruption to our existing operations. The upgrades include:

- hardware such as network and security equipment, as well as laptops; and
- software including network monitoring tools, asset management tools, case management solutions and AI-powered application.

We plan to hire additional employees in 2026 comprising ICT system engineers and other personnel, to support the expansion of our OCC operations in Kuala Lumpur as well as Penang. As at the LPD, we have also commenced the hiring process for the OCC and have hired 7 new employees including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

[The rest of this page has been intentionally left blank]

7. BUSINESS OVERVIEW (Cont'd)

The indicative timeline for upgrading of our OCC is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	• Commence installation of the hardware and software
3 rd quarter of 2026	• Testing and commissioning of installed hardware and software
4 th quarter of 2026	• Completion of the upgrade of the OCC • Commence service offering with the AI-powered application

We plan to upgrade the OCC in Kuala Lumpur and Penang within 36 months from the proposed IPO. The total estimated cost of upgrading our OCC is RM8.10 million, which we plan to fund entirely using IPO proceeds. The breakdown of the estimated costs is as follows:

Upgrade of OCC	^(a)Estimated cost (RM'000)
Hardware and software ^(b) :	
- Hardware with embedded software	2,200
- Software licences	2,500
New employees for the OCC ^(c)	3,400
Total	8,100

Notes:

- (a) Estimated costs are based on quotations received.
- (b) Comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.
- (c) We plan to hire 11 additional employees in 2026 for our OCC operations, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, we have also commenced the hiring process for the OCC and have hired 7 new employees including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

7.17.3 Additional ICT services**7.17.3.1 New AI-powered cloud and other applications**

We plan to expand our business by providing new AI-powered cloud and other AI-powered applications. AI refers to using hardware and software to perform tasks that are typically associated with human intelligence, such as learning, identifying patterns and responding to queries. Some examples of other AI-powered applications include cybersecurity, inventory management, demand forecasting, and customer or technical support chatbot.

7. BUSINESS OVERVIEW (Cont'd)

By leveraging our expertise in ICT integration and provision of cloud services, we plan to provide AI-powered cloud services which integrated AI-powered cybersecurity to ensure secure and resilient operations. This includes embedding security at every layer in the systems for continuous threat monitoring across integrated platform and automate detection and response in real time. This AI-powered cloud services will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in AI-powered cloud and other applications. Some of the key focus areas include:

- data pipeline security with the use of AI model to detect anomalous data injections and enable validation of data source at real time;
- to protect application programming interface (API) from misuse, the use of AI is designed to automatically detect abnormal usage patterns, block excessive requests, and identify suspicious behaviour when users access the machine learning services in the cloud;
- infrastructure monitoring for unusual activities such as unauthorised access to systems, attempts to steal data, or attackers moving from one system to another within the network to gain wider access;
- using AI behaviour profiling to enforce dynamic access policies for identity and access management including detect and block account takeover or privilege escalation attempts by attackers or unauthorised insiders; and
- Others include keeping defence up to date by continuously learning from new cyber threats. This includes using AI to analyse dark web activities or malicious code, as well as building security checks directly into our development process to detect potential risks.

We plan to set up a development team for our expansion of new AI-powered cloud services and other AI-powered applications, which includes hiring new software developers and other personnel, as well as purchasing the required hardware and software licences. This team will be based at our Penang and KL Office. We plan to set up this team within 12 months from the IPO. As at the LPD, we have also commenced the hiring process for the development team and have hired 2 new employees as at the LPD who are expected to commence work by June 2026.

The indicative timeline for development of new AI-powered cloud and other applications is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	• Purchase of the hardware and software
3 rd quarter of 2026	• Commence development of the AI-powered cloud and other applications • Testing of applications
4 th quarter of 2026	• Pilot launch of AI-powered cloud and other applications

7. BUSINESS OVERVIEW (Cont'd)

Our budget for setting up this development team is RM3.54 million, which we plan to fund entirely using IPO proceeds. The breakdown of the budget is as follows:

Develop AI-powered cloud and other AI-powered applications	Budget allocation (RM'000)
Hiring development team members ^(a)	2,200
Purchase hardware and software licences ^(b) :	
- Hardware	300
- Software licences	1,040
Total	3,540

Notes:

- (a) We plan to hire 7 additional employees in 2026 for the development team, comprising artificial intelligence/machine learning engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the development team have been hired and they are expected to commence work by June 2026.
- (b) Estimated costs are based on quotations received. The estimated costs comprised the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences. Estimated costs for the purchase of hardware and software licenses are based on quotations received.

If the costs of developing the AI-powered cloud and other AI-powered applications exceed the budget allocation, the shortfall will be financed through our internally generated funds and/or bank borrowings.

7.17.3.2 Establish a business unit to provide cybersecurity solutions

We also intend to expand our business to provide cybersecurity solutions. Our existing integration of security infrastructure mainly focuses on integrating security hardware with embedded software, as well as web and application software. The existing services are carried out by our network department. This new business unit will focus on delivering end-to-end cybersecurity services that help organisations protect their IT infrastructure, systems, and data from cyber threats. Cybersecurity involves the implementation of technologies, processes, and policies aimed at safeguarding systems, networks, and data from a range of cyber threats, including malware, phishing, ransomware, data theft or destruction, information breaches, and operational disruptions. The provision of cybersecurity solutions will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in cybersecurity solutions. Our cybersecurity business unit focuses on developing and delivering solutions tailored to the needs of prospective customers. The new SOC will then be able to provide managed security services, including real-time monitoring, incident detection, analysis, and response, to safeguard against cyber threats. These services will help ensure continuous protection and resilience of our clients' IT infrastructure and systems.

We plan to set up a team by hiring cybersecurity engineers, architects, and other technical personnel, as well as purchasing the required hardware and software licences. This team will be based at our Penang and KL Office. We plan to set up this team within 12 months from the IPO. As at the LPD, we have also commenced the hiring process for the cybersecurity team and have hired 2 new employees of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.

7. BUSINESS OVERVIEW (Cont'd)

The indicative timeline for the establishment of a business unit to provide cybersecurity solutions is as follows:

Indicative timeline	Milestones
2 nd quarter of 2026	• Purchase of the hardware and software
3 rd quarter of 2026	• Commence installation of hardware and software
4 th quarter of 2026	• Commence offering of cybersecurity solutions

Our budget for developing these ICT services is RM3.20 million which we plan to fund entirely using IPO proceeds. The breakdown of the budget is as follows:

Develop other ICT services	Budget allocation (RM'000)
Hiring cybersecurity team members ^(a)	2,900
Purchase hardware and software licences ^(b) :	
- Hardware with embedded software	200
- Software licenses	100
Total	3,200

Notes:

- (a) We plan to hire 6 additional employees in 2026 for the cybersecurity business unit comprising cybersecurity architects, engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the cybersecurity team have been hired of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.
- (b) Comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.

If the costs of setting up a cybersecurity business unit exceeds the budget allocation, the shortfall will be financed through our internally generated funds and/or bank borrowings.

7.17.4 Increase sales and marketing activities

As part of our growth plans, we intend to increase our sales and marketing activities to promote our new SOC, OCC, as well as new cloud, AI, and cybersecurity services.

We will adopt a proactive sales and marketing approach, including:

- **Digital marketing:** We will run targeted digital campaigns to educate the market on the benefits of our ICT services, execute paid media initiatives, and continuously optimise our website and social media channels to reach and engage our target audiences.
- **Events, webinars, and demonstrations:** We will organise cyber showcase events, product launches, customer journey showcases, and hands-on demonstration sessions to provide direct, interactive experiences for potential customers. In addition, we will collaborate with technology partners and cloud providers to co-host forums and industry-specific webinars.
- **Public relations initiatives:** We will utilise press releases and media coverage to strengthen our brand positioning and enhance visibility with industry stakeholders, the public, and media.

8. IMR REPORT

27 April 2026

The Board of Directors
Pentech Holdings Berhad
Unit 1B-G-09(b), 1B-G-10, 1B-G-11
1B-G-29, 1B-G-30 & 1B-G-31
Lengkok Mayang Pasir, One Precinct
11950 Bayan Lepas
Pulau Pinang

Dear Sirs and Madams

Vital Factor Consulting Sdn Bhd

Company No.: 199301012059 (266797-T)

V Square @ PJ City Centre (VSQ)

Block 6 Level 6, Jalan Utara

46200 Petaling Jaya

Selangor, Malaysia

Tel: (603) 7931-3188

www.vitalfactor.com

**Independent Assessment of the
Enterprise Information and Communications Technology Services Industry in Malaysia**

We are an independent business consulting and market research firm based in Malaysia, established in 1993. We offer consulting services, including business plans, opportunity evaluations, commercial due diligence, feasibility studies, financial and industry assessments, and market research. Since 1996, we have been involved in corporate exercises such as initial public offerings, reverse takeovers, chain listings, transfers to the Main Market, and business regularisations for publicly listed companies on Bursa Malaysia Securities Berhad (Bursa Securities). Our corporate exercise services encompass business overviews, independent industry assessments, management discussions and analyses, and business and industry risk assessments for prospectuses, shareholders' circulars and information memorandums.

We have been engaged to provide an independent assessment of the enterprise information and communications technology services industry in Malaysia for inclusion in the prospectus of Pentech Holdings Berhad for its initial public offering and listing of its shares on the ACE Market of Bursa Securities. This report has been prepared independently and objectively, with all reasonable due care taken to ensure its accuracy and completeness.

We believe the report provides a true and fair assessment of the industry, considering the limitations of timely and available information, and analyses based on secondary and primary market research as of the report date. However, it should be noted that our assessment pertains to the industry as a whole and may not reflect the performance of any specific company. We accept no responsibility for the decisions or actions of readers based on this document. This report should not be construed as a recommendation to buy, not buy, sell or not sell the securities of any company.

Please be aware that our report may include disclosures, assessments, opinions, and forward-looking statements that are subject to hitherto unknown or undisclosed information, uncertainties, and contingencies. These statements are based on secondary information and primary market research, and despite careful analysis, the industry is influenced by various known and unforeseen factors that could cause actual outcomes and future results to differ materially from these statements.

Yours sincerely

Wooi Tan
Managing Director

Wooi Tan holds a Bachelor of Science from the University of New South Wales and a Master of Business Administration from the University of Technology, Sydney. He is a Fellow of the Australian Marketing Institute and the Institute of Managers and Leaders, Australia. With over 30 years of experience in business consulting and market research, he has also assisted companies in their initial public offerings and listings on Bursa Malaysia Securities Berhad.

8. IMR REPORT (Cont'd)



Date of Report: 27 April 2026

INDEPENDENT ASSESSMENT OF THE ENTERPRISE INFORMATION AND COMMUNICATIONS TECHNOLOGY SERVICES INDUSTRY IN MALAYSIA

1. OVERVIEW OF PENTECH GROUP'S BUSINESS AND REPORT PARAMETERS

- Pentech Holdings Berhad, together with its subsidiary (Pentech Group), is mainly involved in providing enterprise information and communications technology (ICT) products and services, which include integrating enterprise ICT infrastructure such as data centres, networks, and security, supplying hardware and software, and providing cloud, managed, and other services. The two main user industries for Pentech Group's services are manufacturing and financial services. The above areas shall form the focus of this report. Enterprise ICT focuses on large organisations. All information pertains to Malaysia unless stated otherwise.

2. INDUSTRY OVERVIEW

- ICT combines different elements such as text, images, sound, data processing, communication tools, and devices to create useful functions, solutions, platforms, and user experiences. Enterprise ICT refers to the infrastructure, hardware, software, networks, and services used within an organisation to support digital communications, data processing and management, business processes, and customer-facing services. It is fundamental in supporting the operations of businesses, public sector functions, and other organisations. Enterprise ICT encompasses the integration, deployment, and management of a wide range of digital technologies, including computing systems, networking infrastructure, storage solutions, software applications, and cybersecurity frameworks.
- ICT generally covers hardware, software, and communications, and services associated with them, such as operations and support that enable users to create, access, store, transmit, process, and display information.
 - Hardware** refers to the physical components and devices that are mainly involved in the input, processing, output, storage, and communication of information. Most hardware has embedded software.
 - Software** refers to sets of instructions or algorithms in the form of computing programs to read, process, output, and communicate information. Software is typically classified into the following:
 - System software**, which is used to manage computing system resources, such as operating systems which manage hardware resources and hosting other software to run such as Windows and Linux; firmware which is embedded within hardware devices that allows them to operate, such as basic input/output system (BIOS) commonly built into the central processing unit (CPU) of a device; device drivers that allows communications with hardware devices; utility which are tools to perform system maintenance, optimisation, management and housekeeping; programming languages, tools and databases; security against unauthorised access to systems and networks; and visualisation that allows multiple virtual machines or operating systems to run on a single physical computer or server.
 - Application software**, which is designed to perform specific tasks for end-users, including, among many others, word processing, spreadsheet management, enterprise resource planning, web browsers, and platforms.
 - Communications** refer to the integrated equipment (hardware) and program (software) used to process and communicate (transmit and receive) data. Communications can be based on wired (fixed line) or wireless (fixed, mobile, and satellite) configured into various types of networks, including personal area networks, local area networks (LAN), and wide area networks (WAN), as well as the internet that connects multiple networks.



8. IMR REPORT (Cont'd)



- **Operations and support** refer to human capital in the provision of skills, knowledge, and efforts to create, operate, and maintain hardware, software, and communications, as well as providing support to users of ICT. Examples include ICT managed service providers, system designers and developers, data centre operators, help desk support, and computer hardware technicians.
- Pentech Group is involved in integrating enterprise ICT infrastructure, which includes integrating hardware, software, and communications within an enterprise environment. It also supplies hardware and software, including virtualisation software. It provides cloud and managed services, including the provision of access to hardware resources such as storage and processors, networking, and virtualisation software, along with their ongoing management.
- The ICT industry has undergone a significant transformation, evolving from traditional in-house setups to shared environments, and now towards cloud and managed services. Initially, organisations invested heavily in their infrastructure, managing servers, networks, and software independently. This traditional model was capital-intensive, difficult to scale, and often inefficient due to fragmented systems. It also requires a wide range of ICT expertise, which is costly and difficult to attract and retain.
- As technology advances, particularly with the rise of virtualisation and cloud computing, the industry shifts to a shared model. This allowed multiple users or departments to access pooled resources, improving flexibility, reducing costs, and enhancing infrastructure utilisation. Today, the trend has moved further towards managed ICT services, where businesses outsource all or part of their ICT operations to specialised providers. These providers handle everything from infrastructure management to cybersecurity, enabling organisations to reduce operational burdens and focus on their business or functional strategic priorities. This transition reflects a broader shift in ICT from ownership to service consumption, driven by the need for greater agility, efficiency, and business alignment.

2.1 Enterprise ICT Systems, Products and Services

- The adoption of a combination of advanced digital technologies enables digital transformation within an enterprise setting. Some of the technologies and services that Pentech Group is involved in include, among others, virtualisation, hyperconverged infrastructure, cloud computing, ICT security, and business continuity planning. These technologies allow businesses to modernise their operations, improve scalability, and enhance efficiency.
- **Virtualisation** is a technology that uses a hypervisor, which is a software layer, to create multiple virtual machines (VMs) on a single physical host. Each VM operates independently, with its operating system and applications, while sharing the same underlying hardware resources such as CPU, storage, and networking. This approach enhances scalability, flexibility, and cost-efficiency in enterprise environments. Several types of virtualisations serve distinct functions, including, among others:
 - **Server virtualisation** involves dividing a physical server into multiple VMs, allowing it to serve different users or applications simultaneously. This optimises server usage and reduces hardware requirements.
 - **Desktop virtualisation** enables centralised management and deployment of desktop environments to multiple authorised end-user devices. It enhances security and simplifies support by hosting desktops on central servers.
 - **Storage virtualisation** combines multiple physical storage devices into a single, unified virtual storage pool. This allows for more efficient use of storage resources, easier management, and increased scalability.
 - **Network virtualisation** abstracts physical network components, such as switches, routers, and connectivity, into a software-defined network. It allows administrators to centrally manage and reconfigure the network without modifying the underlying physical infrastructure. This enables the creation of multiple virtual networks over a shared physical network, streamlining operations and enhancing agility.

8. IMR REPORT (Cont'd)



- **Data virtualisation** integrates data from various sources into a single, unified view without physically moving or duplicating it. It enables faster access to real-time data and supports diverse data formats.
- **Hyperconverged infrastructure (HCI)**, a software-defined solution that leverages virtualisation to integrate computing, networking, and storage into a single, centrally managed system. It simplifies deployment and management by eliminating the complexity of siloed, traditional data centre architectures.
- **Cloud computing**, also referred to as the cloud, involves the on-demand delivery of shared IT resources over the Internet. Cloud services are hosted in centralised facilities such as data centres (for storage), server farms (for compute power), and networking infrastructure (such as routers and switches). Key cloud service models include:
 - **Platform-as-a-Service (PaaS)** model provides a platform for software developers and engineers to develop, run, and manage applications, without managing the underlying infrastructure, such as network, servers, operating systems, utilities, or storage. Some examples include GitHub, Heroku, and Docker.
 - **Software-as-a-Service (SaaS)** model offers fully managed applications to end-users over the Internet. Service providers will manage and run the applications, and users are not required to install the applications on their computers. Some examples include Office 365, Slack, and Dropbox.
 - **Infrastructure-as-a-Service (IaaS)** model provides the fundamental computing resources, such as servers, networking features, and data storage space for the network architects and technical administrators in a virtual environment that allows access for multiple users. Some examples include Amazon Web Services, Microsoft Azure, and Google Cloud Platform.
 - **Storage-as-a-Service (STaaS)** model provides access to a virtual data storage centre through the public cloud, private cloud, or hybrid cloud for storage and backup needs. Some examples include Google Drive and Amazon S3.
- **Managed services** involve outsourcing specific ICT components or facilities to specialised service providers to enhance business operations and meet evolving organisational needs. These include the delivery of application-based solutions such as enterprise resource planning, accounting and finance, salesforce automation, retail management, and supply chain management. In addition, managed ICT services often cover support functions such as system maintenance, software and hardware upkeep, technical assistance, user support, and helpdesk or on-site services.
- **ICT security** encompasses the measures, controls, and procedures used to safeguard the organisation's ICT infrastructure and systems, such as networks, systems, applications, and data, from unauthorised access, abuse, alteration, damage, attack, or theft. This is to ensure the integrity, authenticity, availability, and confidentiality of an enterprise's data and system.
- **Business continuity planning (BCP)** is a vital enterprise framework designed to ensure uninterrupted operations during unforeseen disruptions like cyberattacks, system failures, or natural disasters. Its main goal is to minimise downtime and prevent severe consequences. A strong BCP typically involves risk assessment, a business impact analysis to set recovery goals, and disaster response procedures. Organisations must also implement supporting technologies, such as backup and recovery systems and essential hardware and software.

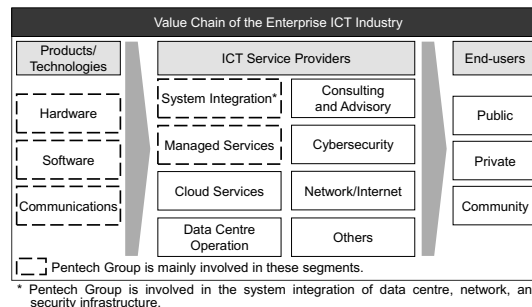
2.2 Value Chain of the Enterprise ICT Industry

- The enterprise ICT industry value chain comprises a series of interconnected activities, spanning from the development of ICT products and technologies to system integration and service delivery. These processes collectively create value for end-users, including public and private organisations, as well as the general community.

8. IMR REPORT (Cont'd)



- The enterprise ICT value chain starts with the supply of core components like hardware, software, and communication technologies. System integrators then take these components to design, configure, and deploy complete ICT systems tailored to an organisation's needs. Alongside them, consulting and advisory firms offer strategic ICT planning, architectural design, and digital transformation roadmaps, but they typically do not supply or integrate the technologies themselves. Beyond system integration, broader ICT services also encompass other key providers:
 - Managed service providers who remotely manage an organisation's ICT infrastructure and end-user systems;
 - Cloud service providers who are responsible for developing, providing, facilitating, and delivering cloud services;
 - Data centre operators who manage colocation and host facilities, including processors, servers, storage systems, and communications;
 - Cybersecurity service providers who develop, own, and/or manage cyber and network protection systems;
 - Network and internet service providers that offer connectivity services; and
 - Others, such as website designers and site maintenance providers.
- Pentech Group provides integration of data centre, network, and security infrastructure, as well as cloud and managed services. For the provision of cloud services, Pentech Group acts as an intermediary to license software on behalf of the principals to customers.



3. GOVERNMENT INITIATIVES

- The launch of the Malaysia Digital Economy Blueprint (MyDIGITAL) in 2021 has outlined Malaysia's strategic direction to become a digitally driven, high-income nation and a regional digital economy leader. MyDIGITAL reinforces the Government's commitment to digital transformation across all sectors, targeting RM70 billion in digital investments and the creation of 500,000 high-skilled jobs by 2025. It aligns with key national agendas such as the 12th Malaysia Plan and the Shared Prosperity Vision 2030.
- The Malaysian Government, through Malaysia Digital Economy Corporation Sdn Bhd (MDEC), will award Malaysia Digital status (MD status, formerly known as MSC status) to eligible companies to participate in and undertake any of Malaysia Digital's activities. Companies with MD status will be offered a set of incentives, rights, and privileges from the Government, subject to necessary approvals and compliance with applicable conditions, laws, and regulations.
- Companies with MD status are eligible for the Malaysia Digital Tax Incentive Scheme, specifically tailored to stimulate high-value digital investments and technology-driven growth. The scheme comprises two main categories: New Investment and Expansion, both of which are designed to deepen digital capabilities and enhance Malaysia's positioning as a regional digital hub.
 - The New Investment incentive targets newly incorporated companies, allowing them to enjoy either a reduced tax rate, 0% on qualifying intellectual property income (IP) and 5% or 10% on non-IP income for up to 10 years, or an investment tax allowance of 60% or 100% of qualifying capital expenditure up to 100% of statutory income for up to 5 years.
 - The Expansion incentive allows existing MD or MSC status companies to scale their operations or venture into new digital activities. These companies may enjoy a reduced tax rate of 15% on qualifying IP and non-IP income for up to 5 years, or an investment tax allowance of 30% or 60% of qualifying capital expenditure up to 100% of statutory income for up to 5 years.
- The Malaysian Government is actively empowering local businesses, especially small and medium-sized enterprises (SMEs), through various digitalisation initiatives. Under Budget 2026, RM50 million has been allocated for a Digital Matching Grant for SMEs and a Digital Grant for vendors

8. IMR REPORT (Cont'd)

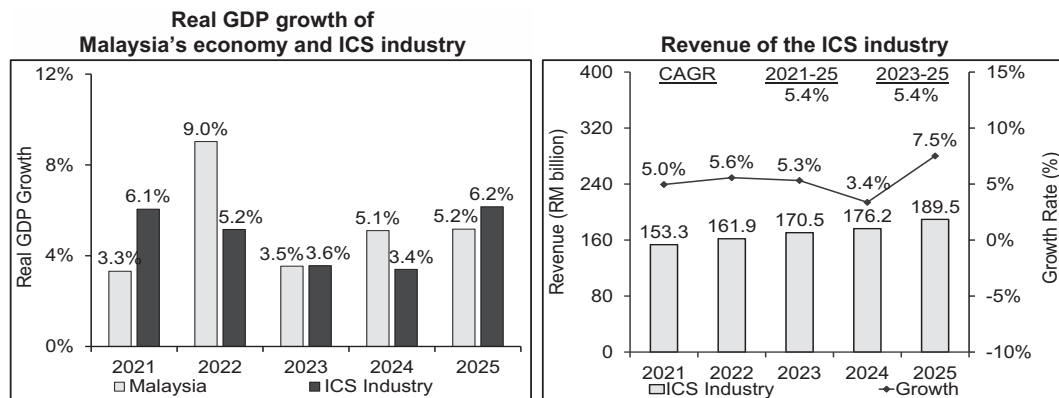


under Bank Simpanan Nasional (BSN) to boost the adoption of digital tools. Additionally, Bank Negara Malaysia (BNM) has provided a RM3 billion loan facility under the BNM SME Fund towards underserved businesses and key activities such as digitalisation, automation, innovation, and green transition. (Source: Ministry of Finance (MoF)) These efforts aim to accelerate digital inclusion, enhance productivity, and prepare SMEs to succeed in the digital economy.

4. PERFORMANCE OF THE ENTERPRISE ICT INDUSTRY

4.1 Economy and ICT Activities

- A country's economic activities and growth, as measured by real Gross Domestic Product (GDP), are key to the sustainability and growth of communities and businesses, which drives the consumption of ICT products and services. In 2025, the real GDP of Malaysia grew by 5.2%, driven by domestic demand and an improvement in household spending underpinned by improved labour market conditions, expansion in investment, as well as robust external demand from the electrical and electronics products and tourism activities (Source: BNM).



ICS = information and communication services (Source: DoSM)

- Information and communication services (ICS) include publishing activities, motion picture, video and television programme production, sound recording and music publishing activities, broadcasting and programming activities, telecommunications, computer programming, consultancy and related activities, and other information service activities.
- The real GDP growth of the ICS industry declined from 6.1% in 2021 to 3.4% in 2024. Similarly, the ICS industry's revenue growth rate declined from 5.0% in 2021 to 3.4% in 2024. These moderated growth rates were mainly due to slower growth in telecommunications.
- Between 2023 and 2025, the ICS industry experienced steady growth. In 2025, the real GDP of the ICS industry grew by 6.2%, primarily due to the increasing demand for digital connectivity and data services in the telecommunication segment. In 2026, the industry is expected to further expand by 4.3%, primarily driven by advances in artificial intelligence technologies, along with the expansion of data centres and cloud computing infrastructure. (Source: MoF) Similarly, revenue of the ICS industry has been increasing at a CAGR of 5.4% between 2023 and 2025. In 2025, revenue of the ICS industry continued to grow by 7.5%.

4.2 Digital Economy

- The rollout of the fifth generation of cellular network technology (5G) in Malaysia, driven by government initiatives like MyDIGITAL, the Jalinan Digital Negara (JENDELA) plan, and the rapid deployment of Digital Nasional Berhad, has significantly improved network infrastructure.
- Expansion of fibre networks will provide high-speed and reliable broadband services, thereby enhancing the electronic communications and applications that are crucial for transmitting data. The expansion of fibre networks is essential to support the growing demand for digital technology amid greater digitalisation in the economy. This is especially pertinent for the provision of enterprise

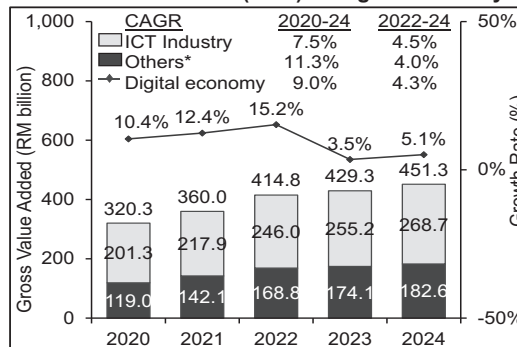
8. IMR REPORT (Cont'd)



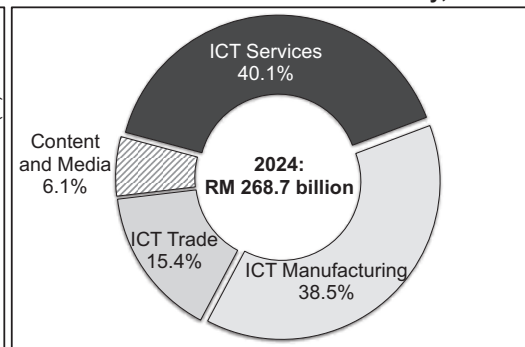
ICT systems integration, and managed and cloud services. As of 31 July 2025, 5G coverage in populated areas reached 82.4%, with ongoing efforts to address the remaining coverage gaps. (Source: Malaysian Communications and Multimedia Commission)

- The contribution of ICT to the economy is measured by the total GVA of the ICT industry and the e-commerce of other industries. GVA measures the value of output produced by ICT economic activities, excluding the value of intermediate inputs. The ICT industry is further divided into ICT manufacturing, ICT trade, ICT services, and content and media segments.

Gross Value Added (GVA) of Digital Economy



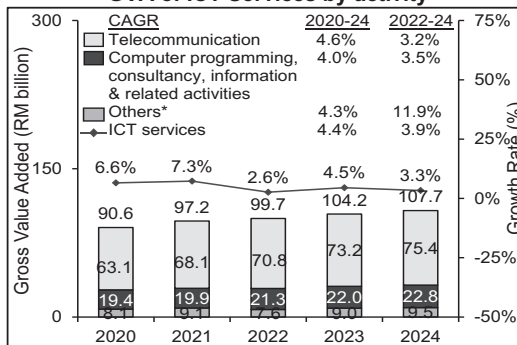
Breakdown of GVA of the ICT Industry, 2024



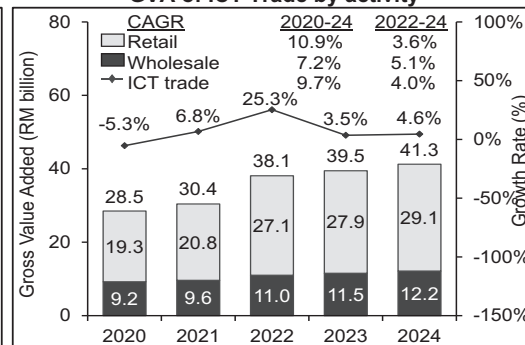
Notes: Latest available data. * Others include e-commerce from other industries (Source: DoSM)

- Between 2022 and 2024, the contribution of the digital economy to Malaysia's economy grew at a CAGR of 4.3%. The growth rate of GVA of the digital economy decreased from 15.2% in 2022 to 3.5% in 2023, was due to the lower growth from ICT manufacturing, ICT trade, and e-commerce from other industries in 2023. In 2024, the digital economy's contribution to Malaysia's economy increased by 5.1%, representing 23.4% of the country's overall GDP. Of this, 59.5% was attributed to the ICT industry, while the remaining 40.5% was accounted for by e-commerce from other industries (Source: DoSM). In 2024, ICT services contributed the highest GVA to the ICT industry with 40.1% of the total GVA of the ICT industry, followed by ICT manufacturing, ICT trade, and content and media products with 38.5%, 15.4%, and 6.1% respectively.

GVA of ICT Services by activity



GVA of ICT Trade by activity



Notes: Latest available data. * Others include publishing, motion picture, video and television programme production, sound recording and music publishing, programming, and broadcasting. (Source: DoSM)

- Overall, the GVA of ICT services grew at a CAGR of 3.9% between 2022 and 2024. In 2024, under the ICT services segment, telecommunication services were the main segment, representing 70.0% of the GVA of ICT services, followed by computer programming, consultancy, information and related activities, and others with 21.2% and 8.8% respectively. Pentech Group is mainly involved in providing enterprise ICT solutions, which include integrating enterprise ICT infrastructure such as data centres, networks, and security, supplying hardware and software, and providing cloud, managed, and other services. These activities generally fall within ICT services, incorporating computer programming, consultancy, information and related activities segment. Between 2022 and 2024, computer programming, consultancy, information and related activities registered a CAGR of 3.5% in terms of GVA. In 2024, the GVA of computer programming, consultancy, information and related activities grew by 3.4% to RM22.8 billion compared to RM22.0 billion in 2023 (Source: DoSM).

8. IMR REPORT (Cont'd)



- Pentech Group's supply of hardware and software falls within the ICT trade. Between 2022 and 2024, the GVA of the ICT trade grew at a CAGR of 4.0% to RM41.3 billion in 2024. The GVA growth rate of ICT trade declined from 25.3% in 2022 to 3.5% in 2023, mainly due to the high base effect in 2022 arising from the increase in demand for hardware and software for digitalisation immediately after the pandemic period. In 2024, the retail trade dominated, accounting for 70.5% of the total GVA, while the remaining 29.5% contributed by the wholesale segment.

5. DIGITALISATION CONDITIONS IN MALAYSIA

- The growing adoption of digital technologies, such as cloud computing, big data analytics, and enterprise software, has a significant impact on the performance and growth of the enterprise ICT services industry in Malaysia.
- In Malaysia, the utilisation of digital technologies, specifically within the manufacturing and financial services industries, may provide insights into the overall ICT environment for these sectors. This is pertinent given that Pentech Group predominantly serves these two industries. Digital technologies have been gradually adopted in both industries. Based on the survey conducted by the DoSM, the usage of digital technologies within the manufacturing and financial services industries is shown in the table below:

Overall Usage of Digital Technologies in Malaysia

	Digital technologies*	Cloud computing	Data analytics	Management software
2019	81.7%	46.8%	6.3%	41.9%
2021	90.4%	56.6%	16.7%	46.7%
2022	93.9%	58.5%	23.7%	50.7%
2023	n.a.	59.8%	24.2%	51.4%

Usage of Digital Technologies in the Manufacturing Industry

	Digital technologies*	Cloud computing	Data analytics	Management software
2019	87.7%	46.3%	4.3%	48.4%
2021	90.9%	54.0%	15.5%	52.7%
2022	93.1%	55.6%	17.3%	53.9%
2023	n.a.	58.8%	19.7%	57.2%

Usage of Digital Technologies in the Financial Services Industry

	Digital technologies*	Cloud computing	Data analytics	Management software
2019	89.2%	44.2%	5.3%	41.6%
2021	96.6%	60.0%	10.6%	45.7%
2022	90.8%	65.0%	15.0%	52.0%
2023	n.a.	65.0%	15.1%	52.6%

Note: Latest available data. n.a. = not available. * Include social media, mobile internet and technologies, cloud computing, data analytics, management software, online collaborative platforms, and others. (Source: DoSM)

- Overall, Malaysia has demonstrated steady progress in digital technology adoption, with the rate rising from 81.7% in 2019 to 93.9% in 2022. Nevertheless, adoption gaps remain in key areas such as cloud computing, data analytics, and management software. Addressing these gaps, coupled with the momentum from recent technological advancements and ongoing government initiatives, presents opportunities for the ICT industry.

6. END-USER INDUSTRIES

6.1 Manufacturing Industry

- Enterprise ICT in manufacturing enables efficient data processing across production facilities, allowing real-time monitoring, analytics, and informed decision-making to optimise operations and improve productivity. The manufacturing industry remains one of the key drivers towards Malaysian economic development. In 2025, the manufacturing industry contributed 23.0% towards the growth of the Malaysian economy (Source: DoSM). As such, the number of manufacturing companies forms the base addressable market for such enterprise ICT services.

8. IMR REPORT (Cont'd)



- According to the latest available statistics by DoSM, in 2022, there were 54,505 establishments within the manufacturing industry, of which 51,481 were micro, small, and medium enterprises. Establishments refer to individual facilities or production sites, and a single entity may operate multiple establishments. This was used as a proxy to provide some indications towards the number of manufacturing companies in the country. In 2022, these establishments spent a total of RM256.9 million, with RM136.9 million on computer hardware, RM77.4 million on computer software, and RM42.7 million on telecommunications equipment respectively. (Source: DoSM)

6.2 Financial Services Industry

- Enterprise ICT is crucial for financial institutions, facilitating high-volume data processing, real-time analytics, and secure handling of sensitive information. A strong ICT infrastructure ensures speed, accuracy, and reliability, essential for decision-making, risk assessment, fraud detection, regulatory compliance, and customer service. It enables seamless system integration, supporting complex data environments and operational efficiency.
- To bolster resilience, Bank Negara Malaysia (BNM) issued a Business Continuity Management policy on December 19, 2022, guiding financial institutions in developing robust continuity frameworks. As of this report's date, Malaysia has 238 BNM-registered financial sector participants, including various banks, insurance companies, and payment operators (Source: BNM). Additionally, as of December 31, 2025, there were 1,767 commercial bank branches nationwide (Source: Vital Factor analysis). This extensive network of financial entities and branches represents a significant addressable market for the enterprise ICT industry, driven by their need for comprehensive, secure, and scalable ICT solutions.

7. COMPETITIVE LANDSCAPE

- The enterprise ICT services industry in Malaysia is diversified, where market participants offer a wide range of ICT solutions and technologies. The industry players vary in size, ranging from small and medium-sized enterprises to large domestic or multinational corporations. There is no published data on the number of companies involved in the provision of enterprise ICT services in Malaysia. The following companies operate in similar business segments to Pentech Group. They are provided to offer an indication of the performance of some operators within the industry. This list is not exhaustive.

Company	FYE/ FPE ⁽¹⁾	Rev ⁽²⁾ (RM mil)	GP ⁽²⁾ (RM mil)	GP ⁽²⁾ margin	NP ⁽²⁾ (RM mil)	NP ⁽²⁾ margin
CTC Global S/B ⁽³⁾	Mar-25	918.0	97.8	10.7%	37.7	4.1%
Pentech Group	Dec-25	232.9	34.8	14.9%	10.6	4.5%
Bridgenet Solutions S/B ⁽⁴⁾	Dec-25	221.3	30.8	13.9%	7.5	3.4%
Hitachi Sunway Information Systems ⁽⁵⁾	Mar-25	209.2	81.1	38.7%	6.2	2.9%
JOS (Malaysia) S/B ⁽⁶⁾	Dec-24	181.3	27.2	15.0%	3.2	1.7%
Cloudpoint Technology Berhad ⁽⁷⁾	Dec-24	145.0	37.7	26.0%	20.6	14.2%
CLL Systems S/B	Dec-24	127.1	30.4	23.9%	11.4	9.0%
Infoline Tec Group Berhad ⁽⁷⁾	FPE Mar-25 ⁽⁸⁾	114.5	51.3	44.8%	14.3	12.4%
Integrated Global Solutions S/B ⁽⁹⁾	Dec-24	108.5	21.3	19.7%	8.2	7.5%

FYE= Financial Year Ended; FPE= Financial Period Ended; Rev= Revenue; GP= Gross Profit NP= Net Profit; mil= million; S/B= Sendirian Berhad.

(1) Latest audited financial data from the Companies Commission of Malaysia, annual reports, and Pentech Group. (2) It may include other business activities, products or services at the group or company level. (3) A subsidiary of Itochu Corporation, a listed entity on the Tokyo Stock Exchange. (4) A subsidiary of CelcomDigi Berhad, a listed entity on the Main Market of Bursa Securities. (5) Hitachi Sunway Information Systems S/B. A subsidiary of Hitachi Limited, a listed entity on the Tokyo Stock Exchange. (6) A subsidiary of StarHub Limited, a listed entity on the Singapore Exchange Securities Trading Limited. (7) A listed entity on the Main

8. IMR REPORT (Cont'd)



Market of Bursa Securities. (8) The financial period covered the period from 1 January 2024 to 31 March 2025. (9) A subsidiary of TIME dotCom Berhad, a listed entity on the Main Market of Bursa Securities.

- The companies listed above are primarily engaged in providing enterprise ICT system integration services with revenue exceeding RM100 million. They may also supply ICT hardware and software, as well as offer cloud services. Additionally, they must have an operational presence in Malaysia and provide up-to-date financial information.

8. BARRIERS TO ENTRY

- The barriers to entry in the enterprise ICT services industry are low. This is primarily evidenced by the number of members registered with the National ICT Association of Malaysia (Persatuan Industri Komputer dan Multimedia Malaysia – PIKOM), although registrations are not mandatory. As at the date of this report, there were 579 companies registered with PIKOM. Of these, 161 companies were registered as system integrators, and 72 companies were registered as resellers. Pentech Group is registered with PIKOM under both the system integrators and resellers categories. (Source: Vital Factor analysis)
- There are no stringent licensing or regulatory requirements for market entry. As a service-based industry, the capital investment required is minimal, since most hardware and software components can be procured from third-party vendors. However, new entrants may face challenges in establishing credibility, as track record and technical expertise, particularly in hardware, software, and communications, are important. Therefore, attracting and retaining skilled and experienced talent is essential in this industry.

9. INDUSTRY SIZE AND SHARE

- Some industry statistics relevant to the enterprise ICT services industry in Malaysia and the market share of Pentech Group are estimated as below:

2025 – Gross output value	Industry size ^(a) (RM billion)	Pentech Group	
		Revenue (RM million) ^(b)	Market share
Computer programming, consultancy, information and related activities ⁽¹⁾	24.3 ⁽²⁾	174 ⁽³⁾	Less than 1% ⁽⁴⁾
ICT wholesale trade	12.9 ⁽⁵⁾	59 ⁽⁶⁾	Less than 1% ⁽⁷⁾

Source: (a) DoSM and Vital Factor analysis; (b) Pentech Group.

(1) These activities are part of the broader ICT services. (2) Extrapolated from the gross output value in 2024 to 2025 based on the latest available data = (gross output value of computer programming, consultancy, information and related activities in 2024 = RM22.8 billion) x (1 + GDP growth of the ICS industry in 2025 (6.5%)) (3) Pentech Group's revenue from the integration of enterprise ICT infrastructure, the provision of cloud and managed services, and other services. (4) ((3) divided by (2)) x 100%. (5) Extrapolated from the gross output value in 2024 to 2025 based on the latest available data = (gross output value of ICT wholesale trade in 2024 = RM12.2 billion) x (1 + GDP growth of the ICS industry in 2025 (6.5%)) (6) Pentech Group's revenue from the supply of hardware and software. (7) ((6) divided by (5)) x 100%.

10. INDUSTRY OUTLOOK AND PROSPECTS

Key factors influencing the outlook and prospects of the industry include the following:

- Growth in the Malaysian economy provides a growing platform for industry operators. In 2026, the Malaysian economy is projected to grow by 4.0% to 5.0%. Despite global trade and geopolitical tensions, the Malaysian economy is expected to continue growing, mainly supported by improved domestic demand, including rising household expenditure on the back of improved labour market conditions, ongoing investment activity, sustained external demand for electronic and electrical (E&E) products, and increased tourism activity. (Source: BNM)

8. IMR REPORT (Cont'd)



- The continued expansion of data-intensive industries such as manufacturing and financial services contributes to a favourable operating environment for enterprise ICT service providers. These sectors rely heavily on robust data processing, secure infrastructure, and system reliability to support their operations. In 2025, both industries further expanded by 4.5% and 0.3% respectively, compared to 2024 (*Source: DoSM*). In 2026, the manufacturing industry is expected to grow by 4.3%, particularly supported by the electrical and electronics and consumer-related industries, while the finance services industry is projected to expand by 2.8%, which is in tandem with the sustained economic activities. (*Source: BNM and MoF*)
- Government-driven initiatives to accelerate digitalisation across multiple sectors, such as MyDIGITAL, MD status and the National Industrial Revolution 4.0 Policy (Industry4WRD), are set to support the digitalisation agenda further. These efforts are expected to drive sustained demand for end-to-end ICT infrastructure integration, encompassing cloud platforms, data centre infrastructure, network architecture, and cybersecurity systems. Additionally, Malaysia's push towards becoming a regional digital hub has attracted multinational technology firms, increasing the need for scalable and secure ICT infrastructure.
- The Automation Capital Allowance incentive by Malaysian Investment Development Authority (MIDA), which supports the adoption of Industry 4.0 technologies such as big data analytics, system integration, and Internet of Things (IoT) in manufacturing operations, is expected to accelerate automation initiatives in the manufacturing and services industries (*Source: MIDA*). This will provide opportunities for operators within the industry.
- The 13th Malaysia Plan focuses on strengthening Malaysia's digital economy through a range of government initiatives that may create opportunities for industry players. Key initiatives include enhancing digital infrastructure, establishing a national data bank, promoting digitalisation among micro, small, and medium-sized enterprises, and advancing the digitalisation of public services. (*Source: Ministry of Economy*)
- Technological improvements in ICT hardware, such as enhanced processing power, energy efficiency, scalability, and built-in intelligence, have enabled organisations to support more complex digital workloads, including AI applications, big data analytics, and cloud computing. These advancements are facilitating broader adoption of digital technologies across industries. Consequently, demand for enterprise ICT services is expected to grow, as businesses seek end-to-end solutions to modernise their ICT infrastructure, integrate advanced hardware with software platforms, and ensure secure and seamless digital transformation.
- In 2025, Malaysia recorded a 22.7% increase in reported cybersecurity incidents, reaching 7,616 cases (*Source: Ministry of Digital*). The rapid advancement of AI presents new opportunities to enhance cybersecurity by integrating AI technology into ICT applications, enabling effective threat detection and response. AI technology can drive greater resiliency by continuously learning from emerging threats and automating incident responses. Pentech Group plans to expand its capabilities in this area.
- Nevertheless, the rapidly evolving ICT landscape presents notable challenges for industry players. Emerging technologies such as artificial intelligence (AI), edge computing, and multi-cloud architectures are reshaping enterprise ICT environments, requiring ICT service providers to continuously enhance their technical capabilities to remain competitive and meet increasingly complex client demands.
- In 2025, Malaysia's approved investment in the ICT industry amounted to RM152.9 billion, representing a growth of 12.4% compared to 2024. Foreign investment accounted for 59.2% (RM90.5 billion) of the total approved investment, while domestic investment accounted for the remaining 40.8% (RM62.4 billion). This was mainly driven by advances in digital technologies, such as cloud computing, AI, and data-driven services, which supported Malaysia's digitalisation initiatives. (*Source: MIDA*)

9. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO ALL OTHER RELEVANT INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

9.1 RISKS RELATING TO OUR BUSINESS OPERATIONS

9.1.1 We face cybersecurity and other security risks for the systems we integrate and the provision of services to our customers

For the Financial Years Under Review, we provided integration of enterprise ICT infrastructure as well as cloud and managed services. These services are subject to cybersecurity and other security risks that may adversely affect our customers. For the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, the combined revenue from the integration of enterprise ICT infrastructure, and provision of cloud and managed services accounted for 76.79% (RM149.16 million), 74.82% (RM127.25 million), 74.68% (RM141.09 million) and 71.98% (RM167.63 million), respectively.

We integrate enterprise ICT infrastructure by combining hardware, software, and related equipment within data centres. In some projects, we are specifically responsible for integrating network and security systems, which are susceptible to cybersecurity threats. These systems may also face other security risks such as data theft, manipulation, and destruction, and physical damage.

Additionally, we offer cloud-based services, including PaaS, SaaS, and managed cloud and other services. As we are directly responsible for delivering these services, any cybersecurity or other security breaches could significantly impact our customers.

We may face legal action for any cybersecurity or other security breaches of the systems we integrate or the services that we provide. Such actions may adversely affect us financially, use up our resources to defend our position and injure our market reputation.

For the Financial Years Under Review, we were not subjected to any legal or regulatory actions regarding cybersecurity or other security breaches of the systems that we integrated or the services we provided. Nevertheless, there is no assurance that moving forward, we may not face legal or regulatory actions regarding cybersecurity or other security breaches of the systems that we integrate or the services we provide.

9.1.2 Our revenue may experience fluctuations from year to year, and our business and financial performance are dependent on our ability to continually secure new projects

Our financial performance may vary from year to year and is subject to potential decline. For example, our revenue decreased by 12.44% to RM170.08 million in FYE 2023 (FYE 2022: RM194.25 million), before increasing by 11.09% to RM188.94 million in FYE 2024, and further increased by 23.26% to RM232.89 million in FYE 2025.

Our business is mainly project and order-based, and during the Financial Years Under Review, most of our revenue was derived from fixed lump-sum contracts or purchase orders that are non-recurring in nature. In general, these projects are deemed completed upon the completion of our scope of work and customer acceptance or handover. For the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, our non-recurrent revenue accounted for 90.99% (RM176.74 million), 85.14% (RM144.81 million), 81.03% (RM153.09 million) and 79.33% (RM184.75 million), respectively.

9. RISK FACTORS (Cont'd)

Consequently, our ability to continually secure new and sizable projects to replenish our order book will determine our business sustainability and financial performance. If we fail to secure sufficient new projects to replenish our order book, our business sustainability and financial performance may be adversely affected, resulting in decreases in revenue and/or profitability. As at the LPD, the remaining purchase orders for the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of other services, was RM82.18 million. In addition, we have subsisting contracts for the provision of cloud and managed services, which generally range from 1 year to 5 years, and the revenue will be recognised as and when services are rendered. As at the LPD, the remaining contract value for the provision of cloud and managed services was RM5.53 million.

Although we proactively seek to secure new projects by submitting tender applications, proposals, and quotations, and negotiating with existing and prospective customers, there is no guarantee that these efforts will be successful. In addition, there can be no assurance that the new contracts and purchase orders we secure will be sufficiently sizable to sustain our business and financial performance.

9.1.3 Our business and financial performance is dependent on hardware, software, and services from third-party suppliers, as well as strategic partnerships

Our integration of enterprise ICT infrastructure, supply of hardware and software, provision of cloud and managed services, and other related services relies on hardware, software, and services provided by third-party suppliers. These include hardware such as servers, processors, data storage systems, and networking equipment; software such as hyperconverged infrastructure, virtualisation software, cloud computing platforms, and operating systems; ICT infrastructure management tools; and supporting equipment such as uninterruptible power supply systems, cooling systems, and access control systems. Additionally, we utilise third-party cloud services for our provision of PaaS and SaaS.

The successful implementation of our projects and delivery of services (such as cloud services) depend on the continuous availability and reliability of these third-party hardware, software, and services. Our operations are also subject to risks arising from global supply chain disruptions, which may be influenced by various factors, including shortages of semiconductor components such as memory chips and storage devices, semiconductor supply constraints and geopolitical developments. These factors may, in turn, lead to increased hardware costs and longer lead time, which may adversely affect our results of operations and financial performance.

We are also reliant on the security, quality, effectiveness, and efficiency of the products and services provided by these suppliers. Any failure or shortcoming on their part may adversely affect our operations, financial performance, and reputation.

During the Financial Years Under Review and up to the LPD, we did not encounter any material disruptions in supply or significant issues related to the security, quality, or performance of third-party hardware, software, or services. However, there is no assurance that we will not face such challenges in the future, including difficulties in securing necessary supplies or encountering performance-related shortcomings from third-party providers. These challenges may negatively affect our operational and financial performance.

Furthermore, we are exposed to the risk of increased hardware and software costs sourced from suppliers who are the authorised distributors or resellers in Malaysia. During the Financial Years Under Review, the purchases of hardware and software are mainly sourced domestically from suppliers in Malaysia, where domestically sourced hardware, software and subcontracted services accounted for 99.77%, 99.92%, 99.94% and 99.48% of our total purchases for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively. In the event we are not able to pass on the increased costs to our customers, or if we absorb the increased cost to maintain competitiveness or to prioritise customer retention, this will have a negative impact on our financial performance and profitability. For information purposes, the increased cost of hardware and software which our Group was not able to fully passed on to our customers has resulted in the decrease in GP margin during the FYE 2025. Nonetheless, our Group will continuously monitor the cost of hardware and software and to regulate our pricing with our customers to maintain our competitiveness, to ensure that it does not materially impact our financial performance and profitability moving forward.

9. RISK FACTORS (Cont'd)

In addition, we have partnerships with various brands of ICT hardware, software and solution service provider partners, which offer us benefits such as incentives and rebates. These benefits are subject to meeting specific criteria such as sales target, technical certifications, customer satisfaction, and compliance with the partner programme's terms and conditions. In the event we do not meet the specific criteria, we will not be entitled to the benefits, including incentives and rebates, and this will impact our financial performance and profitability. These benefits are also subject to periodic review and may be adjusted, reduced, or discontinued at the discretion of our partners.

Any adverse changes to these arrangements, including the reduction or removal of benefits such as incentives or rebates, or the non-renewal or loss of partner accreditation or partnership status, may negatively impact our financial performance and credibility.

9.1.4 Our business and financial performance may be affected by delays in project implementation and completion, and the fulfilment of orders

Adherence to project implementation timelines and the achievement of completion date targets stipulated within our contracts and purchase orders are important. Delays in project implementation or the fulfilment of orders may result in adverse consequences, including cost overruns, delays in revenue recognition, a reduction in our scope of work, or the suspension or termination of the contract or purchase order.

Furthermore, certain of our contracts and purchase orders incorporate provisions for performance penalties including liquidated ascertain damages (LAD) and SLA penalties. These provisions entitle customers to lodge a claim against us in the event of our failure to meet the stipulated project completion or delivery date, or any mutually agreed extension thereof, where such delay is attributable to us. Subject to the specific terms of the applicable LAD clause, the penalty may be a fixed sum or a percentage of the contract value per day of delay, with an upper limit on the total LAD liability. Our financial performance could be negatively impacted should customers pursue LAD claims against us.

Moreover, any failure to meet project completion or delivery dates has the potential to damage our relationships with the affected customers, potentially impairing our ability to secure future engagements with them and harming our reputation. These factors may collectively undermine our business sustainability and future financial performance.

For provision of cloud and managed services, we are required to provide specific service levels including specified service, system uptime, or availability, achievement of performance metrics, timely response to customer issue resolution requests, and adherence to data security standards. We may be liable for fixed-amount SLA penalties per breach if we fail to meet these specified conditions. Our financial performance could be negatively impacted should customers impose penalties to us.

During the Financial Years Under Review and up to the LPD, we did not encounter any material delays in the implementation and completion of our projects and purchase orders, nor did we incur any LAD or SLA penalties. Nevertheless, there can be no assurance that we will not experience delays in project implementation and completion, or that we will not incur LAD or SLA penalties in the future.

9.1.5 We are subject to the risk of penalties arising from shortcomings in the work carried out by our subcontractors

We use subcontractors to assist in the implementation of certain projects, particularly for tasks such as renovation and fit-out works (where applicable), power and telecommunications cabling, and installation of specialised equipment. Our purchases of subcontracted services amounted to RM2.29 million (1.36%), RM4.75 million (3.36%), RM5.25 million (3.36%), and RM3.95 million (2.05%) of our total purchases of input materials and services for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively.

9. RISK FACTORS (Cont'd)

There is a risk that the work we deliver to our customers, including the integration of enterprise ICT infrastructure projects and the supply of hardware and software, may contain defects or not meet customer specifications due to deficiencies on the part of our subcontractors. This could arise if they provide substandard services or products. We also face the risk of failing to meet our project or delivery schedules if our subcontractors underperform or are late in providing their services or products. Consequently, these subcontractor shortcomings and failures may lead to our customers taking action against us, such as lodging LAD claims or making warranty claims, depending on the nature of the issue and our contractual agreements. Furthermore, our reputation could suffer as we bear the ultimate responsibility for the project's success.

While we have back-to-back agreements with some subcontractors requiring them to rectify any defects or shortcomings within their scope of work at no additional cost to us, we may still incur supplementary expenses in addressing customer claims and/or rectifying defects and fulfilling warranty obligations.

During the Financial Years Under Review and up to the LPD, we did not receive any customer claims for LAD or warranty issues that were attributable to subcontractor shortcomings. However, there is no assurance that we will not be subject to penalties or incur costs due to subcontractor deficiencies in the future.

9.1.6 We may not be able to collect the full amount from customers to whom we have extended credit

We are exposed to credit risk as there is a possibility that we may not be able to fully recover amounts owed by customers to whom we have extended credit. During the Financial Years Under Review, the normal credit terms granted to our customers are cash terms to 90 days, with other terms assessed and approved on a case-by-case basis. Our average trade receivables turnover periods were 52 days, 67 days, 72 days and 66 days for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively, which are within our normal credit period.

If a customer fails to pay within the stipulated credit terms, we may need to make allowances for impairment losses on trade receivables or write off bad debts, which could negatively impact our financial performance. In FYE 2024, we recognised individually assessed impairment losses on trade receivables of RM0.40 million pertaining to the past due outstanding amount from a customer in the services industry, which PSSB had provided cloud services to for the period between July 2024 and September 2024.

PSSB had in numerous attempts requested for payment of the outstanding amount from the customer but to no avail. Pursuant thereto, PSSB had issued notices of demand to the customer and its guarantor on 24 October 2024 and 30 December 2024 respectively. However, the customer and its guarantor had still failed to settle the outstanding amount. As such, PSSB had on 20 March 2025 filed a civil suit on the customer and its guarantor to recover the outstanding receivables. Default judgements were subsequently recorded against the customer and its guarantor on 1 July 2025 and 29 July 2025 respectively.

As at the LPD, the customer's guarantor has paid PSSB a sum of RM0.05 million on 19 March 2026 as part payment of the outstanding amount. The guarantor and PSSB are currently in the midst of finalising the terms and conditions of a settlement agreement whereby the guarantor has agreed to pay PSSB the balance of the outstanding amount in instalments. The recovery of the outstanding receivables will be recognised as other income.

We also wrote off bad debts amounting to RM0.02 million, RM0.07 million and RM0.06 million in FYE 2022, FYE 2023 and FYE 2024 respectively. Although the impairment losses and bad debts written off were not material during the Financial Years Under Review, there is no assurance that such losses will not materially affect our financial performance in the future.

9. RISK FACTORS (Cont'd)

9.1.7 Our financial performance may be adversely affected by the early termination, suspension, or reduction in the scope of our projects

Prior to the completion of our scope of work, our customers may terminate, suspend, or reduce the scope of their contractual agreements or purchase orders with us. These actions may be initiated due to various factors, including material non-performance by either party, insolvency, payment defaults, modifications to the customer's strategic plans, our inability to perform or complete the contracted work, mutual agreement between the involved parties, or events beyond the control of either party.

The early termination, suspension, or reduction in the scope of work of our contracts or purchase orders could adversely affect our financial performance. This impact could potentially arise from the loss of anticipated revenue and profit, the risk of being unable to recover billed revenue, and the inability to recoup costs incurred.

During the Financial Years Under Review and up to the LPD, we did not encounter any early termination, suspension, or reduction in the scope of our contracts and purchase orders. Nevertheless, there is no assurance that we will not experience any early termination, suspension, or reduction in the scope of work of our contracts in the future.

9.1.8 Our business growth may be constrained by insufficient technical resources for support and development

As an ICT systems integration and service provider company, our ability to deliver complex ICT infrastructure projects and high-quality services depends on the availability of skilled and experienced professionals. A shortage of qualified personnel, such as ICT systems engineers and architects, and technical support staff, may lead to project delays, increased operational costs, and reduced service quality.

The total number of skilled technical employees we had for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 was 45, 54, 59 and 66, respectively, including ICT systems engineers and architects as well as technical services and support personnel.

This talent shortage could also limit our capacity to take on new projects or expand our service offerings, constraining our business growth. Moreover, intense competition for skilled resources may result in higher staff turnover or the need to offer more competitive compensation packages, which could further impact our financial performance. During the Financial Years Under Review and up to the LPD, we have not encountered any talent shortage which materially affected our business operations and financial performance. Nevertheless, failure to attract, train, and retain the necessary talent may, therefore, adversely affect our operational efficiency and long-term growth prospects.

9.1.9 Failure to implement our business strategies and plans may limit our growth prospects

Our business strategies and plans are centred on our core business activities, including the integration of enterprise ICT infrastructure, the supply of hardware and software, and the provision of cloud and other services. These strategies include, but are not limited to, facility expansion including establishing a new SOC in Kuala Lumpur and expanding our OCC in Kuala Lumpur and Penang, developing additional ICT services encompassing new AI-powered cloud and other applications, and cybersecurity solutions. Please refer to Section 7.17 of this Prospectus for further details on our business strategies and plans.

Our growth prospects are linked to our ability to execute these business strategies and plans effectively and promptly. However, several factors could impede our successful implementation, including securing sufficient funding, limitations in human resources and expertise, economic uncertainties, regulatory changes, and unexpected delays. Consequently, there is no assurance that we can execute our business strategies and plans successfully or according to schedule, nor is there any assurance that they will achieve commercial success or provide us with the expected benefits.

9. RISK FACTORS (Cont'd)

9.1.10 Our insurance coverage may not fully cover the losses and liabilities associated with our business operations and are subject to renewal

Certain aspects of our business involve performing work at customer premises, including the integration of enterprise ICT infrastructure projects, and the installation of supplied hardware and software. These on-site activities expose us to various risks, including workplace accidents.

We also face potential customer claims or legal actions for losses resulting from failures in our systems, hardware, software, and cloud or other services. Furthermore, we may be liable or involved in legal proceedings due to cybersecurity or other security breaches linked to our products and services.

As at the LPD, we have various insurance coverages for our operational facilities and employees, including fire, inventory, burglary, money, public liability, employer's liability as well as group personal accident coverage. In addition, we will also procure insurance coverage such as contractor's all-risk insurance and workmen's compensation for our projects where required.

Our insurance policies are subject to periodic renewal, which may result in changes to premiums, deductibles, insured limits, or other policy terms. A significant increase in premiums or deductibles, or a substantial reduction in insured limits, could lead to higher costs to maintain our current level of coverage or necessitate a reduction in that coverage. Should a claim or liability exceed the insured limits of our policies, we would be responsible for the shortfall, which could materially impact our financial position.

Notwithstanding the insurance coverage we maintain, there can be no assurance that such coverage would be sufficient or even applicable to indemnify us against all potential liabilities arising from incidents that result in claims or legal proceedings.

During the Financial Years Under Review and up to the LPD, we did not incur any material losses or liabilities that resulted in claims under our insurance policies.

9.1.11 We are dependent on our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors, Key Senior Management, and skilled ICT personnel

We are dependent on Yeoh Chin Ming (our Non-Independent Managing Director / Chief Executive Officer), Tan Hooi Bee (Non-Independent Executive Director) and Juleen Teh Sue Leen (Non-Independent Executive Director), for their experience, expertise, technical knowledge, for the continuing operations and growth of our business. We are also dependent on our key senior management for the experience, expertise and technical knowledge in their respective areas of responsibility, namely Ho Huang Ken (our Chief Sales Officer), Ooi Hooi Yin (our Chief Financial Officer), Lim Wei Ghee (our Chief Technology Officer) and Quah Chea Siang (our Head of Enterprise Business Development). Furthermore, our business operations are also dependent on our skilled ICT personnel, particularly in implementing our integration of enterprise ICT infrastructure projects. As at the LPD, we employ 69 systems engineers and architects as well as technical services and support personnel.

Our daily business operations, financial performance, and the successful execution of our business strategies could be negatively impacted if we lose the services of one or more of our Executive Directors or Key Senior Management and cannot promptly find suitable replacements. Similarly, an insufficient number of skilled ICT personnel to implement our projects could have adverse effects.

Please refer to Sections 5.1.2, 5.2.2 and 5.4.2 of this Prospectus for the profiles of our Directors and Key Senior Management.

9. RISK FACTORS (Cont'd)

9.2 RISKS RELATING TO OUR INDUSTRY

9.2.1 We are subject to competition from providers of similar services

We are subject to competition from providers of similar services, including the integration of enterprise ICT infrastructure, the supply of hardware and software, and the provision of cloud and other services. Our competitors may offer, among other things, lower pricing, better payment terms, alternative or better products and technologies, and faster project completion.

This competitive landscape presents a risk that it may become more challenging for us to secure new projects or maintain an adequate profit margin, which could hinder our ability to sustain and grow our business.

9.2.2 We are subject to economic, social, political and regulatory risks in Malaysia as well as global events

Our business operations and financial performance are susceptible to adverse effects stemming from changes in the political, social, economic, and regulatory landscape of Malaysia. These potential negative developments encompass, but are not limited to, shifts in political leadership, geopolitical conflicts, trade sanctions, civil unrest, pandemics such as the COVID-19 outbreak, fluctuations in economic conditions, interest rate volatility, alterations in taxation methods, changes in government fiscal and monetary policies (including foreign exchange controls), inflation, deflation, modifications to tax policies and customs duties, and shifts in unemployment trends.

In July 2025, the government of the USA had imposed a 19.00% tariff ("US Tariff") on most imported goods from Malaysia, effective from 8 August 2025, and certain products were exempted from the US Tariff. On 20 February 2026, the USA announced a temporary 10.00% global tariff, effective 24 February 2026 for 150 days. Some goods, including certain electronics, will not be subject to the temporary tariff. The tariff rates and exemptions are subject to changes. As we do not export our products to the USA, the imposition of the US Tariff is not expected to have any direct impact on our business operations and financial performance.

Furthermore, our business may also be impacted by global events, including geopolitical developments, financial crises, trade conflicts and sanctions, as well as acts of terrorism, riots and wars. These factors can significantly influence both business and consumer confidence and spending. As these changes and events are beyond our control, there is no assurance that they will not happen or that they may not materially impact our business operations and financial performance. The recent escalation of the Middle East conflict between Iran and Israel has affected the shipping environment due to the closure of the Strait of Hormuz. These developments may result in higher shipping and logistics costs, increased raw material costs, shipment delays and supply chain disruptions. As at the LPD, we have not experienced any increases in costs arising from the geopolitical developments. However, there can be no assurance that any further geopolitical developments that are beyond our control will not lead to a slowdown in the economy, and potential increases in the cost of hardware and software. In the event this occurs, it may adversely affect our business operations and financial performance.

9.2.3 We are exposed to risks related to ICT technology changes and innovations

The ICT industry is characterised by continuous technological advancements and innovations. Consequently, there is a risk that demand for our services, including integration of enterprise ICT infrastructure, supply of hardware and software, and provision of cloud and other services, may decrease if we fail to keep abreast of emerging technologies and innovations. Recent examples of such technological shifts include the increasing adoption of specific hardware, software, and network standards and protocols, operating systems, and transformative innovations like AI and cloud services.

While we continuously assess emerging ICT technological changes and innovations and integrate those we deem relevant to enhance our services and operations, there is no assurance that our adoption efforts will be as successful as our competitors. Failure to promptly adapt to pertinent ICT technology changes and innovations could negatively impact our future prospects and financial performance.

9. RISK FACTORS (Cont'd)

9.3 RISKS RELATING TO INVESTMENT IN OUR SHARES

9.3.1 There has been no prior market for our Shares

Prior to our Listing, there has been no public market for our Shares. Hence, there is no assurance that upon our Listing, an active market for our Shares will develop, or if developed, that such market can be sustained. Our IPO Price was determined after taking into consideration a number of factors, including but not limited to our financial and operating history, our competitive strengths, our future plans and strategies, as well as the industry overview as detailed in Sections 7 and 8 of this Prospectus. 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 price at which holders would be able to sell our Shares.

There can be no assurance that the 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 The trading price and volume of our Shares following our Listing may be volatile

After our Listing, the trading price and volume of our Shares could be subject to fluctuations in response to various factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These factors may include the followings:

- (i) material variation in our financial results and operations;
- (ii) success or failure of our management in implementing future plans, 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 related events or factors;
- (v) changes in market valuation and share prices of companies with similar businesses to our Group that may be listed on Bursa Securities;
- (vi) additions or departures of key personnel;
- (vii) fluctuations in stock market prices and volumes;
- (viii) involvement in claims, litigation, arbitration or other form of dispute resolution; and/or
- (ix) changes in government policy, legislation or regulation.

In addition, the performance of Bursa Securities is very much dependent on external factors such as the performance of the regional and world bourses and the inflow or outflow of foreign funds. Sentiments are also largely driven by internal factors such as economic and political conditions of the country as well as the growth potential of various sectors of the economy. These factors invariably contribute to the volatility of trading volume witnessed on Bursa Securities, thus adding risks to the market price of our Shares.

9. RISK FACTORS (Cont'd)

9.3.3 Our Promoter and Substantial Shareholders will be able to exert significant influence over our Company

Upon our Listing, our Promoter and Substantial Shareholders will collectively hold 448,005,000 Shares (directly and indirectly via Evernorth), which represents 72.26% of our enlarged issued share capital upon Listing. As a result, our Promoter and Substantial Shareholders will be able to, in the foreseeable future, effectively control the business direction and management of our Group, including the election of Directors, the timing and payment of dividends as well as having majority voting control over our Company and as such, will likely influence the outcome of matters requiring the vote of our shareholders, unless they are required to abstain from voting either by law and/or by the relevant guidelines or regulations. There can be no assurance that the interests of our Promoter and Substantial Shareholders will be aligned with those of our other shareholders.

9.3.4 We may not be able to declare dividends to our shareholders

Our Group's ability to pay dividends to our shareholders is dependent on, amongst others, our future financial performance, cash flow positions, capital requirements, compliance with bank covenants as well as the implementation of our business plans. Our ability to pay dividends to our shareholders may be affected should these factors deteriorate and as such, there can be no assurance that we will be able to pay dividends to our shareholders. In addition, dividends are not guaranteed and our Board, at its discretion, may decide not to pay dividends at any time and for any reasons. If we do not pay our shareholders dividends, or if the dividends paid are lower compared to levels anticipated by our investors, the market price of our Shares may be negatively affected, reducing the value of any investment in our Shares.

9.3.5 Our Listing may be potentially delayed or aborted

Our Listing may be potentially delayed or aborted should any of the following events occur:

- (i) we are unable to meet the public shareholding spread requirements under the Listing Requirements, where at least 25.00% of our issued share capital for which listing is sought must be held by a minimum number of 200 public shareholders each holding not less than 100 Shares at the point of our Listing;
- (ii) our Sole Underwriter exercising its rights under the Underwriting Agreement to discharge itself from its obligation therein; or
- (iii) revocation of approvals from relevant authorities for our Listing for whatever reason.

Where prior to the issuance and allotment of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(f) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and our Company shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which the Company shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or
- (ii) our Listing is aborted, investors will not receive any of our IPO Shares, all monies paid in respect of all applications for our IPO Shares will be refunded free of interest.

9. RISK FACTORS (Cont'd)

Where subsequent to the issuance and allotment of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the Applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, the Company 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 pursuant to Section 245(7)(b) of the CMSA; or
- (ii) our Listing is aborted other than pursuant to a stop order by the SC, the 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. Such cancellation can be implemented by the sanction of our shareholders by special resolution in a general meeting and supported by either:
 - (a) consent of 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 recovered within a short period of time or at all under such circumstances; or
 - (b) solvency statement from our Directors.

[The rest of this page has been intentionally left blank]

10. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, subject to certain exemptions, a “related party transaction” is a transaction entered into by a listed issuer or its subsidiary, which involves the interest, direct or indirect, of a related party. A “related party” is defined as a director, major shareholder or person connected with such director or major shareholder (including a director or major shareholder within the preceding 6 months before the transaction was entered into). “Major shareholder” means a shareholder with a shareholding of 10% or more (or 5% or more where such person is the largest shareholder in the company) of all the voting shares in the company.

10.1 RELATED PARTY TRANSACTIONS

10.1.1 Material related party transactions entered into by our Group

Save for the Acquisition and the transactions as disclosed below, our Directors confirmed that there are no existing and/or proposed related party transactions which are material to our Group entered or to be entered into by our Group with a related party for the Financial Years Under Review and up to the date of this Prospectus:

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE 2022	FYE 2023	FYE 2024	FYE 2025	1 January 2026 up to the date of this Prospectus
				RM'000	RM'000	RM'000	RM'000	RM'000
1.	PSSB and Yeoh Chin Ming	Yeoh Chin Ming , being our Promoter, Substantial Shareholder and Non-Independent Managing Director, is also a director of PSSB and a major shareholder of PSSB with 50% equity interest	Repayment of advances that were given to PSSB by Yeoh Chin Ming prior to FYE 2022	85 (0.71% of our Group's NA)	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE 2022	FYE 2023	FYE 2024	FYE 2025	1 January 2026 up to the date of this Prospectus
				RM'000	RM'000	RM'000	RM'000	RM'000
2.	PSSB and Ho Huang Ken	Ho Huang Ken , being our Substantial Shareholder and Key Senior Management, was a director of PSSB from 14 July 2006 and up to 2 July 2025 and a major shareholder of PSSB with 25% equity interest	Repayment of advances that were given to PSSB by Ho Huang Ken prior to FYE 2022	46 (0.38% of our Group's NA)	-	-	-	-
3.	PSSB and Toh Say Yee	Toh Say Yee , being our Business Development Director, was a director of PSSB from 15 August 2011 and up to 2 July 2025 and a major shareholder of PSSB with 25% equity interest	Repayment of advances that were given to PSSB by Toh Say Yee prior to FYE 2022	13 (0.11% of our Group's NA)	-	-	-	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

The transactions in relation to the advances and repayment between the Group and our related parties were not conducted on arm's length basis as they were interest free. However, all such transactions have been fully settled as at the date of this Prospectus. Moving forward, our Group will not receive any advances/payment from our related parties, nor provide any advances/payment on behalf to our related parties.

Upon Listing, in the event that our Group enters into any material related party transactions in accordance with the Listing Requirements, we will seek our shareholders' approval accordingly. However, if such related party transactions are deemed as recurrent related party transactions, we may then seek a general mandate from our shareholders to enter into these transactions without having to seek separate shareholders' approval each time our Group wishes to enter into such recurrent related party transactions during the validity period of the mandate.

In the event that there are any proposed related party transactions that require the prior approval of our shareholders, our Directors, Substantial Shareholders and/or persons connected with them, which have any interest, direct or indirect, in the transaction, will hence abstain from voting in respect of their direct and/or indirect shareholdings, if any. Such interested Directors and/or Substantial Shareholders will also undertake to ensure that the person(s) connected with them will abstain from voting on the resolution approving the proposed related party transaction at a general meeting of our Company.

In addition, our Audit Committee will, amongst others, review the terms of the related party transactions (if any) moving forward and report to our Board for further action to safeguard the interest of our Group and our minority shareholders, as well as to mitigate any potential conflict of interest situation. Further details on our monitoring and oversight practices in relation to related party transactions and conflicts of interest are set out in Section 10.3 of this Prospectus.

10.2 OTHER TRANSACTIONS**10.2.1 Related party transactions entered into that are unusual in nature or conditions**

Our Board has confirmed that our Group has not entered into any transactions that are unusual in nature or conditions, involving goods, services, tangible or intangible assets, with a related party for the Financial Years Under Review and up to the LPD.

10.2.2 Loans and/or financial assistance made to or for the benefit of related parties

Our Board has confirmed that there are no outstanding loans and/or financial assistance (including guarantees of any kind) made by us to or for the benefit of any related party for the Financial Years Under Review and up to the LPD.

10.2.3 Loans and/or financial assistance from related parties to our Group

Our Board has confirmed that there are no outstanding loans and/or financial assistance (including guarantees of any kind) made by any related party to our Group as at the LPD.

10. RELATED PARTY TRANSACTIONS (Cont'd)**10.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS**

Upon our Listing, our AC will review the terms of all related party transactions (including any recurrent related party transactions) to ensure that they are negotiated and agreed upon in the best interest of our Company on an arm's length basis, are in the ordinary course of business, not more favourable to the related party than those generally available to the public, and are not to the detriment to the interest of our Company's minority shareholders. Any such review will be reported to our Board for its further deliberation. In the event that there are any proposed related party transactions that involve the direct or indirect interest of our Directors, our interested Director(s) shall disclose to our Board the nature and extent of their interest, including all matters in relation to the proposed related party transactions that they are aware or should reasonably be aware of, which is not in our best interest. Our interested Director(s) shall also abstain from any AC and/or our Board's deliberations and voting on the relevant resolution(s) in respect of such proposed related party transactions.

Further, we will be required to seek our shareholders' approval each time we enter into material related party transactions in accordance with the Listing Requirements. However, if the related party transactions are deemed as recurrent related party transactions, we may seek a general mandate from our non-interested shareholders to enter into these transactions, subject to annual renewal and that our Directors will disclose in our Company's annual report the aggregate value of material recurrent related party transactions conducted pursuant to the mandate during the financial year, if any. The interested person shall abstain from all deliberations and voting on the relevant resolutions in respect of such proposed related party transactions at our general meetings. Pursuant to the Listing Requirements, related party transactions may be aggregated to determine their materiality if the related party transactions occurred within a 12-month period, are entered with the same party or with parties connected to one another or if the transactions involve the acquisition or disposal of securities or interests in one particular corporation/asset or of various parcels of land contiguous to each other.

[The rest of this page has been intentionally left blank]

11. CONFLICT OF INTEREST

11.1 INTEREST IN ENTITIES CARRYING ON A SIMILAR TRADE AS OUR GROUP OR WHICH ARE OUR CUSTOMERS AND/OR SUPPLIERS

As at the LPD, none of our Directors and/or Substantial Shareholders of our Group have any interest, whether direct or indirect, in other businesses or corporations which are carrying on a similar trade as that of our Group or which are the customers and/or suppliers of our Group save and except as disclosed below:

(a) Interest in entities which are customers of the Group

(i) BWYS Group Berhad

No.	Name of company	Principal activities	Nature of interest
1.	(a) BW Scaffold Industries Sdn Bhd	(a) Sales and rental of scaffoldings	See Swee Sie is our Independent Non-Executive Director. She is also an Independent Non-Executive Director of BWYS Group Berhad ^(a)
	(b) BW Yee Seng Steel Industries Sdn Bhd	(b) Manufacture of sheet metal products, and trading of steel materials and steel related products	
	(c) YS Global Industries Sdn Bhd	(c) Manufacture of industrial racking systems	
	(d) BWYS Metech Sdn Bhd (formerly known as YS Success Industries Sdn Bhd)	(d) Manufacturing of industrial racking systems and welded pipes, and trading of steel materials and steel related products	
	(e) BW Yee Seng (Timur) Sdn Bhd	(e) Manufacture of sheet metal products, and trading of steel materials and steel related products	
collectively, the wholly-owned subsidiaries of BWYS Group Berhad (" BWYS Subsidiaries ")			

Note:

- (a) See Swee Sie was appointed as an Independent Non-Executive Director of BWYS Group Berhad on 1 August 2023.

Our Group supplied software and hardware to BWYS Subsidiaries for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 with the total transaction value of RM86,507.90, RM25,145.94, RM44,130.00 and RM37,755.00, respectively.

11. CONFLICT OF INTEREST (Cont'd)

Our Board is of the view that the above transactions do not give rise to a conflict of interest situation to our Group as See Swee Sie was appointed to our Board on 1 February 2026. The above transactions were undertaken prior to her appointment to our Board.

In the event our Group enters into transactions with BWYS Subsidiaries after our Listing, such transactions will be carried out on arm's length basis and on normal commercial terms which are not more favourable to BWYS Subsidiaries than those generally available to third parties.

In order to safeguard the interest of our Group and minority shareholders, our AC will monitor such related party transactions and assess the extent of conflict of interest and where appropriate, consider and implement the necessary measures as further elaborated below.

(ii) Mount Miriam Cancer Hospital ("Mount Miriam")

No.	Name of company	Principal activities	Nature of interest
2.	Mount Miriam	Provision of comprehensive oncology and palliative care services	See Swee Sie is our Independent Non-Executive Director. She is a director of Mount Miriam Cancer Hospital ^(a)

Note:

(a) See Swee Sie was appointed as a director of Mount Miriam Cancer Hospital on 10 November 2023.

Our Group has supplied software and hardware to Mount Miriam for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 with the total transaction value of RM98,325.00, RM39,990.00 and RM85,668.00 and RM75,185.00, respectively. The transaction value from 1 January 2026 up to 26 February 2026 is RM21,676.00.

Our Board is of the view that the above interests do not give rise to a conflict of interest situation as See Swee Sie was appointed to our Board on 1 February 2026. As such, save for one transaction undertaken in the month of February 2026 (transaction value of below RM1,000.00), the remaining transactions were undertaken prior to her appointment to our Board. Further, See Swee Sie is not involve in the day-to-day management or operations of Mount Miriam and our Group. In addition, Mount Miriam is a company limited by guarantee which is formed for non-profit purpose and principally to manage and operate the hospital. See Swee Sie does not receive any personal benefit, financial interest, or any profit whatsoever from Mount Miriam.

In the event our Group enters into transactions with Mount Miriam after our Listing, such transactions will be carried out on arm's length basis and on normal commercial terms which are not more favourable to Mount Miriam than those generally available to third parties.

In order to safeguard the interest of our Group and minority shareholders, our AC will monitor such related party transactions and assess the extent of conflict of interest and where appropriate, consider and implement the necessary measures as further elaborated below.

11. CONFLICT OF INTEREST (Cont'd)

In order to mitigate any possible conflict of interest situation, the Directors will declare to the AC and the Board of their interests in other companies at the onset and as and when there are changes in their respective interests in companies outside the Group.

Our AC will then evaluate if such a Director's involvement gives rise to an actual or potential conflict of interest with our Group's business after the disclosure is provided by such Director. After a determination has been made on whether there is an actual or potential conflict of interest of a Director, the AC will then report its findings to our Board. Our Board upon reviewing the recommendation by our AC, will engage in deliberation, review the matter and decide on the next course of action. When a potential conflict of interest is disclosed, our AC and Board will carefully evaluate the situation and may consider various feedback and actions to address the matter. The options considered shall not be limited to the following:

- (a) request for additional information;
- (b) evaluate the nature of the conflict;
- (c) determine the impact;
- (d) seek independence expertise;
- (e) mitigation measures;
- (f) enforcement; and
- (g) disciplinary actions.

Where a Director has disclosed a conflict of interest, the conflicted Director shall abstain from any discussion of the Board and Board committees relating to the subject of the conflict of interest and the conflicted Director shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue. The conflicted Director, may however at the request of the Chairman of the Board and Board committees, be present at the Board and Board committees' meeting for the purposes of answering any questions.

In circumstances where a Director is determined to have a significant, ongoing and irreconcilable conflict of interest with our Group, and where such conflict of interest significantly impedes the Director's ability to carry out his fiduciary responsibility to our Group, our AC may take necessary disciplinary actions, such as reassignment, termination, or other appropriate measures.

[The rest of this page has been intentionally left blank]

11. CONFLICT OF INTEREST (Cont'd)**11.2 DECLARATION OF CONFLICT OF INTEREST BY OUR ADVISERS****11.2.1 PIVB**

PIVB, being our Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent, is a wholly owned subsidiary of Public Bank Berhad (“PBB”). PIVB together with PBB and its other subsidiary companies (“PBB Group”) form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses.

PBB Group may in the future, engage in transactions with and perform services for our Group and/or our affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the PBB Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group, our shareholders, our and/or their affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity services or senior loans of any member of our Group and/or our affiliates.

This is a result of the businesses of the PBB Group generally acting independently of each other, and accordingly, there may be situations where parts of PBB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interest of our Group. Nonetheless, PBB Group is required to comply with applicable laws and regulations issued by the relevant authorities, which required, among others, segregation between dealing and advisory activities and Chinese Wall between different business divisions within the PBB Group.

PIVB has confirmed that there is no existing or potential conflict of interest in their capacity as the Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent for our IPO.

11.2.2 Wong & Loh

Messrs. Wong & Loh has confirmed that there is no existing or potential conflict of interest in their capacity as the solicitors to our Group for our IPO.

11.2.3 Baker Tilly

Baker Tilly has confirmed that there is no existing or potential conflict of interest in its capacity as the auditors and reporting accountants for our IPO.

11.2.4 Vital Factor

Vital Factor has confirmed that there is no existing or potential conflict of interest in its capacity as the independent market researcher for our IPO.

11.2.5 Resolve IR Sdn Bhd

Resolve IR Sdn Bhd has confirmed that there is no existing or potential conflict of interest in its capacity as the independent internal control review consultant for our IPO.

[The rest of this page has been intentionally left blank]

12. FINANCIAL INFORMATION

12.1 HISTORICAL FINANCIAL INFORMATION

The historical audited combined financial information of our Group for the Financial Years Under Review presented in this section have been extracted from the Accountants' Report set out in Section 14 of this Prospectus.

You should read the historical audited combined financial information below together with:

- Management's Discussion and Analysis of Financial Condition and Results of Operations set out in Section 12.3 of this Prospectus; and
- Accountants' Report set out in Section 14 of this Prospectus.

Pentech Holdings Berhad was only incorporated on 21 November 2024 to facilitate our Listing. As such, the historical combined financial information of our Group has been prepared as if our Group had been operating as a single economic entity throughout the Financial Years Under Review.

The historical audited combined financial information included in this Prospectus does not reflect our Group's results of operations, financial position and cash flows in the future. Moreover, our Group's past operating results are not indicative of our Group's future operating performance.

12.1.1 Historical audited combined statements of profit or loss and other comprehensive income

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Revenue	194,246	170,082	188,936	232,888
Cost of sales	(170,871)	(144,929)	(157,565)	(198,089)
GP	23,375	25,153	31,371	34,799
Other income	96	299	60	61
Selling and distribution expenses	(5,828)	(7,318)	(8,740)	(10,422)
Administrative expenses	(8,232)	(7,605)	(9,596)	(10,282)
Other expense	(251)	-	-	(40)
Profit from operation	9,160	10,529	13,095	14,116
Finance income	48	207	375	391
Finance costs	(33)	(51)	(30)	(41)
PBT	9,175	10,685	13,440	14,466
Income tax expenses	(2,356)	(2,862)	(3,477)	(3,876)
PAT for the financial year representing total comprehensive income for the financial year	6,819	7,823	9,963	10,590
EBITDA ^(a)	10,076	11,878	14,440	15,482
GP margin (%) ^(b)	12.03	14.79	16.60	14.94
PBT margin (%) ^(c)	4.72	6.28	7.11	6.21
PAT margin (%) ^(c)	3.51	4.60	5.27	4.55
Effective tax rate(%) ^(d)	25.68	26.79	25.87	26.79
Basic and diluted EPS (sen) ^(e)	1.10	1.26	1.61	1.71

12. FINANCIAL INFORMATION (Cont'd)

Notes:

- (a) EBITDA is computed as follows:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
PAT	6,819	7,823	9,963	10,590
Less:				
Finance income	(48)	(207)	(375)	(391)
Add:				
Income tax expenses	2,356	2,862	3,477	3,876
Depreciation	916	1,349	1,345	1,366
Finance costs	33	51	30	41
EBITDA	10,076	11,878	14,440	15,482

- (b) GP margin is calculated based on GP divided by revenue.
- (c) PBT margin and PAT margin are calculated based on the respective PBT and PAT divided by revenue.
- (d) Effective tax rate is calculated based on income tax expenses divided by PBT.
- (e) Basic EPS is calculated based on PAT divided by our enlarged issued share capital of 620,000,000 Shares upon Listing. Our Company has not issued any dilutive potential ordinary shares and hence, the diluted earnings per share is equal to the basic earnings per share.

[The rest of this page has been intentionally left blank]

12. FINANCIAL INFORMATION (Cont'd)**12.1.2 Historical audited combined statements of financial position**

	Audited as at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	2,850	3,187	2,757	2,575
Right-of-use assets	1,280	728	822	960
Other investment	2,917	3,029	3,024	3,069
Deferred tax assets	854	1,064	1,280	1,072
Trade and other receivables ^(a)	-	-	-	270
Total non-current assets	7,901	8,008	7,883	7,946
Current assets				
Inventories	511	756	^(e) 3,379	^(e) 1,663
Trade and other receivables ^(a)	27,229	35,932	40,164	49,167
Contract assets ^(b)	9	22	-	263
Fixed deposits with licensed bank	-	-	-	47
Cash and short-term deposits	3,051	10,789	12,616	23,633
Total current assets	30,800	47,499	56,159	74,773
Total assets	38,701	55,507	64,042	82,719
EQUITY				
Share capital	-	-	-	5
Invested equity	1,500	1,500	5,000	5,000
Retained earnings	10,543	16,866	17,429	26,519
Total equity	12,043	18,366	22,429	31,524
LIABILITIES				
Non-current liabilities				
Loans and borrowings	356	163	104	-
Lease liabilities	789	304	336	576
Total non-current liabilities	1,145	467	440	576
Current liabilities				
Loans and borrowings	215	193	96	-
Lease liabilities	545	495	526	899
Trade and other payables ^(c)	22,066	32,620	33,861	43,819
Contract liabilities ^(d)	2,017	2,962	5,722	5,103
Current tax liabilities	670	404	968	798
Total current liabilities	25,513	36,674	41,173	50,619
Total liabilities	26,658	37,141	41,613	51,195
Total equity and liabilities	38,701	55,507	64,042	82,719

[The rest of this page has been intentionally left blank]

12. FINANCIAL INFORMATION (Cont'd)

Notes:

- (a) The breakdown of trade and other receivables is as follows:

	Audited as at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Trade				
Non-current				
Finance lease receivables	-	-	-	270
Current				
Trade receivables	26,880	35,528	39,667	45,632
Less: Impairment losses for trade receivables	-	-	(403)	(403)
Finance lease receivables ^(aa)	-	-	-	241
	<u>26,880</u>	<u>35,528</u>	<u>39,264</u>	<u>45,740</u>
Non-trade				
Other receivables ^(bb)	11	17	80	1,226
Deposits	338	387	340	297
Prepayments ^(cc)	-	-	480	2,174
	<u>349</u>	<u>404</u>	<u>900</u>	<u>3,697</u>
Total	<u>27,229</u>	<u>35,932</u>	<u>40,164</u>	<u>49,437</u>

Sub-notes:

- (aa) The finance lease receivables are pertaining to the receivables arising from the leasing of laptops under a 36-month lease arrangement.
- (bb) The increase in other receivables was attributed mainly to incentives, rebates and interest income.
- (cc) The higher prepayments in FYE 2025 was due mainly to IPO expenses.

The Company's trade receivables that are impaired at the reporting date and the reconciliation of movement in the impairment of trade receivables are as follows:

	Audited as at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
At 1 January	-	-	-	403
Charge for the financial year				
- Individually assessed	-	-	403	-
At 31 December	-	-	403	403

Trade receivables that are individually determined to be credit impaired at the reporting date arose from trade receivables which have defaulted on payments.

- (b) Contract assets represent the Group's rights to consideration for the satisfaction of performance obligation but yet to be billed. Contract assets are transferred to receivables when the Group issues invoices to the customer.

12. FINANCIAL INFORMATION (Cont'd)

(c) The breakdown of trade and other payables are as follows:

	Audited as at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Trade				
Trade payables	17,192	27,932	28,490	33,714
Non-trade				
Other payables	838	1,249	2,221	3,144
Accruals	4,036	3,439	3,150	5,461
Dividend payable	-	-	-	1,500
	<u>4,874</u>	<u>4,688</u>	<u>5,371</u>	<u>10,105</u>
Total	22,066	32,620	33,861	43,819

(d) Contract liabilities represent deposits received or invoices issued for goods and services for which performance obligations have not been satisfied. The contract liabilities are expected to be recognised as revenue over a period of 1 to 5 years when the performance obligations are satisfied. The higher contract liabilities as at FYE 2024 was mainly due to upfront payments received and billings issued to our customers for our integration of enterprise ICT infrastructure projects secured and managed services which have yet to be delivered or rendered. The contract liabilities declined as at FYE 2025 upon delivery of goods or services rendered.

(e) The increase in inventories in FYE 2024 was mainly driven by higher purchases of hardware at the end of FYE 2024 for our integration of enterprise ICT infrastructure, as well as supply of hardware. Subsequently, the inventories decreased in FYE 2025 following the use of hardware for our projects.

12.1.3 Historical audited combined statements of cash flows

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities				
PBT	9,175	10,685	13,440	14,466
Adjustments for:				
Bad debts written off	19	66	64	-
Depreciation of property, plant and equipment	602	778	756	747
Depreciation of right-of-use assets	314	571	589	619
Deposit forfeited	8	-	11	-
Dividend income	(7)	(5)	(4)	-
Fair value loss/(gain) on other investments	251	(148)	(50)	40
Finance costs	33	51	30	41
(Gain)/loss on disposal of other investment	-	(15)	15	-
(Gain) on disposal of property, plant and equipment	(94)	-	-	(11)
Impairment loss on trade receivables	-	-	403	-
Interest Income	(41)	(202)	(371)	(391)
Inventories written off	-	-	38	*
Net unrealised (gain)/loss on foreign exchange	-	-	(9)	15
Property, plant and equipment written off	16	27	-	*
Selling profit from finance lease	-	-	-	(48)
Operating profit before working capital changes	10,276	11,808	14,912	15,478

12. FINANCIAL INFORMATION (Cont'd)

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Changes in working capital:				
Inventories	(169)	(245)	(2,661)	1,716
Receivables	941	(8,769)	(4,701)	(8,718)
Contract assets	6	(13)	22	(263)
Payables	(7,022)	10,554	1,241	8,458
Contract liabilities	815	945	2,760	(619)
Net cash generated from operations	4,847	14,280	11,573	16,052
Income tax paid	(2,550)	(3,338)	(3,129)	(3,838)
Interest paid	(33)	(51)	(30)	(41)
Interest received	41	202	371	391
Net cash from operating activities	2,305	11,093	8,785	12,564
Cash flows from investing activities				
Acquisition in equity instruments	(534)	(55)	(91)	(85)
Net change in pledged deposits	-	-	-	(54)
Income from lease receivables	-	-	-	215
Dividend income	7	5	4	-
Proceeds from disposal of equity instruments	-	106	131	-
Proceeds from disposal of property, plant and equipment	94	-	-	11
Purchases of property, plant and equipment	(1,747)	(1,142)	(326)	(565)
Net cash used in investing activities	(2,180)	(1,086)	(282)	(478)
Cash flows from financing activities				
Dividend paid on shares	(1,000)	(1,500)	(5,900)	-
Net changes in amount owing to directors	(144)	-	-	-
Proceeds from issuance of ordinary shares	500	-	-	-
Net changes in lease liabilities	(260)	(554)	(620)	(869)
Repayment of hire purchase payables	(184)	(215)	(156)	(200)
Net cash used in financing activities	(1,088)	(2,269)	(6,676)	(1,069)
Net (decrease)/increase in cash and cash equivalents	(963)	7,738	1,827	11,017
Cash and cash equivalents at the beginning of the financial year	4,014	3,051	10,789	12,616
Cash and cash equivalents at the end of the financial year	3,051	10,789	12,616	23,633

[The rest of this page has been intentionally left blank]

12. FINANCIAL INFORMATION (Cont'd)**12.2 CAPITALISATION AND INDEBTEDNESS**

The table below summarises our capitalisation and indebtedness as at 31 March 2026, which has been adjusted for the effect of the Public Issue including utilisation of proceeds:

	Unaudited	Pro Forma I	Pro Forma II	Pro Forma III
	As at 31 March 2026	After the Public Issue	After Pro Forma I and the utilisation of proceeds	After Pro Forma II and the Proposed LTIP
	RM'000	RM'000	RM'000	RM'000
Indebtedness				
<u>Current</u>				
<u>Unsecured and unguaranteed</u>				
- Lease liabilities	907	907	907	907
<u>Non-Current</u>				
<u>Unsecured and unguaranteed</u>				
- Lease liabilities	347	347	347	347
Total indebtedness	1,254	1,254	1,254	1,254
Total indebtedness (excluding lease liabilities)	-	-	-	-
Capitalisation				
Shareholders' equity	33,222	67,621	64,681	64,681
Total capitalisation and indebtedness (excluding lease liabilities)	33,222	67,621	64,681	64,681
Gearing ratio^(a)	-	-	-	-

Note:

(a) Calculated based on total indebtedness divided by total capitalisation (excluding lease liabilities).

12. FINANCIAL INFORMATION (Cont'd)

12.3 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following management's discussion and analysis of our Group's financial conditions and results of operations for the Financial Years Under Review should be read in conjunction with the combined financial statements of our Group and the accompanying notes in the Accountants' Report as set out Section 14 of this Prospectus.

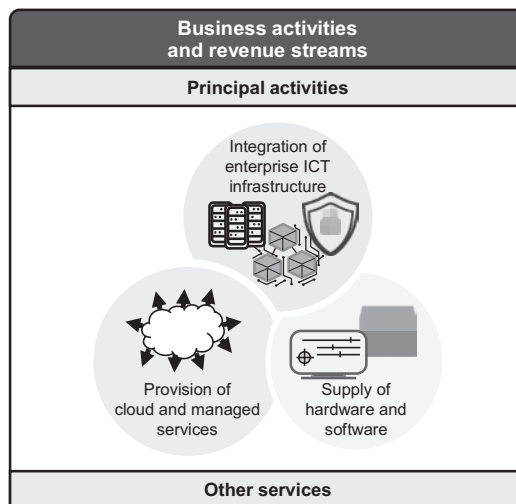
There are no accounting policies which are peculiar to our Group because of the nature of the business or industry which we are involved in.

12.3.1 Overview of our operations

Our business is in providing enterprise ICT solutions, and we are primarily involved in the integration of enterprise ICT infrastructure, which encompasses data centres, networks and security.

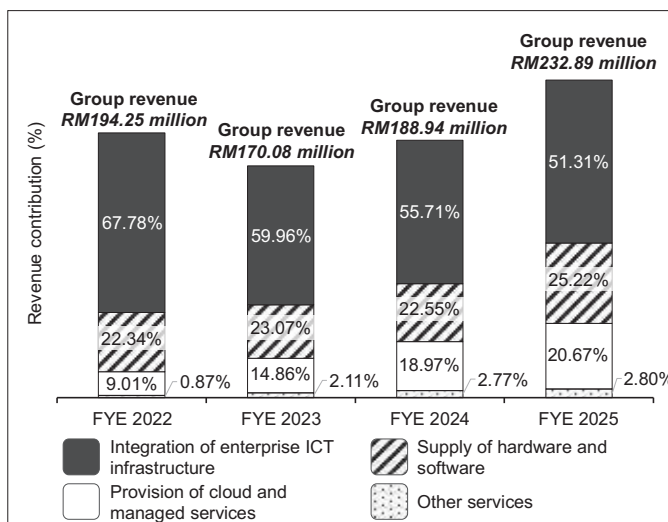
We are also involved in the supply of hardware and software, provision of cloud and managed services, as well as other services including technical services and digital transformation services.

We principally operate in Malaysia, where our head office is in Penang and we have an operational office in Kuala Lumpur. For the Financial Years Under Review, sales to our customers are primarily denominated in RM.



Please refer to Section 7.2 of this Prospectus for further information about our business activities.

For the Financial Years Under Review, our revenue was mainly derived from the integration of enterprise ICT infrastructure segment which accounted for 67.78%, 59.96%, 55.71% and 51.31% of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively. This is followed by the supply of hardware and software which contributed 22.34%, 23.07%, 22.55% and 25.22% of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively. Revenue generated from the integration of enterprise ICT infrastructure, and supply of hardware and software segments are recognised when goods are delivered and accepted by the customers.



Revenue from the provision of cloud and managed services accounted for 9.01%, 14.86%, 18.97%, and 20.67% of our total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively, and the remaining 0.87%, 2.11%, 2.77%, and 2.80% of our total revenue for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025 respectively were derived from other services comprising technical services and digital transformation services. Revenue from such services is recognised over time upon services rendered and accepted by customers.

12. FINANCIAL INFORMATION (Cont'd)**12.3.2 Segmental analysis by revenue****(i) Revenue segmented by business activities and services**

The segmental analysis of our revenue by business activities and services for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 are set out below:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Integration of enterprise ICT infrastructure	131,656	67.78	101,983	59.96	105,247	55.71	119,492	51.31
Supply of hardware and software	43,395	22.34	39,231	23.07	42,598	22.55	58,730	25.22
Provision of cloud and managed services	17,506	9.01	25,271	14.86	35,844	18.97	48,141	20.67
Other services ^(a)	1,689	0.87	3,597	2.11	5,247	2.77	6,525	2.80
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Note:

(a) Other services include provision of technical and digital transformation services.

(ii) Revenue segmented by geographical markets

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	192,363	99.03	156,233	91.86	183,231	96.98	223,910	96.14
Foreign countries ^(a)	1,883	0.97	13,849	8.14	5,705	3.02	8,978	3.86
Total revenue	194,246	100.00	170,082	100.00	188,936	100.00	232,888	100.00

Note:

(a) The revenue from foreign countries mainly comprised billings to our customers' related entities in foreign countries. This is mainly for the integration of enterprise ICT infrastructure projects, and supply of hardware and software in Malaysia, as well as the provision of cloud and managed services for our customers in foreign countries. The revenue from foreign countries includes project-based and recurring revenue. Our Group do not have physical presence in foreign countries and do not undertake projects or supply to foreign countries.

(a) FYE 2023 compared to FYE 2022

Our total revenue decreased by RM24.16 million or 12.44% to RM170.08 million in FYE 2023 (FYE 2022: RM194.25 million). This was due mainly to the decrease in revenue from the integration of enterprise ICT infrastructure as well as the supply of hardware and software segments.

12. FINANCIAL INFORMATION (Cont'd)**Integration of enterprise ICT infrastructure**

The revenue from the integration of enterprise ICT infrastructure segment declined by RM29.67 million or 22.54% to RM101.98 million in FYE 2023 (FYE 2022: RM131.66 million), attributed mainly to the decrease in revenue from the systems integration for enterprise network infrastructure by RM44.18 million or 54.06% in FYE 2023. This was due to the decrease in revenue from a major customer, who was a manufacturer in the E&E industry, following the completion of the integration of network infrastructure at their new production facilities in Penang in FYE 2022.

The decrease in revenue from the integration of enterprise ICT infrastructure segment was partially offset by an increase in the collective revenue from both the systems integration for security and data centre infrastructure by RM14.51 million or 29.06% in FYE 2023. This was contributed mainly by the project secured from a new customer, a financial institution for the systems integration of security and data centre infrastructure at its operational facility in Kuala Lumpur.

Supply of hardware and software

Our revenue from the supply of hardware and software segment decreased by RM4.16 million or 9.60% to RM39.23 million in FYE 2023 (FYE 2022: RM43.40 million). This was mainly due to lower orders for the supply of hardware from our customers including manufacturers, service providers and healthcare providers in FYE 2023.

Provision of cloud and managed services

Revenue from the provision of cloud and managed services increased by RM7.77 million or 44.36% to RM25.27 million in FYE 2023 (FYE 2022: RM17.51 million). This was attributed mainly to the increase in revenue from PaaS and SaaS by RM6.69 million or 42.02%, arising from higher demand from our customers. The increase in demand were mainly from our customers in various sectors including manufacturing, BPO and financial services sectors.

Other services

Revenue from other services increased by RM1.91 million or 112.97% to RM3.60 million in FYE 2023 (FYE 2022: RM1.69 million). This was contributed primarily to the increase in revenue from the provision of technical services arising from the higher demand for our services.

(b) FYE 2024 compared to FYE 2023

Our total revenue increased by RM18.85 million or 11.09% to RM188.94 million in FYE 2024 (FYE 2023: RM170.08 million). This was contributed by the increase in revenue from all segments.

Integration of enterprise ICT infrastructure

The revenue from the integration of enterprise ICT infrastructure segment increased by RM3.26 million or 3.20% to RM105.25 million in FYE 2024 (FYE 2023: RM101.98 million), attributed to the increase in revenue from the systems integration for data centre infrastructure by RM17.82 million in FYE 2024. This was attributed mainly to the projects secured for the integration of data centre infrastructure for the following customers:

- (i) projects secured from various manufacturers in the E&E industry for the integration of data centre infrastructure at their production facilities in Penang; and

12. FINANCIAL INFORMATION (Cont'd)

- (ii) project secured from a new customer, a financial institution for the integration of data centre infrastructure at its operational facility in Kuala Lumpur.

The increase in revenue from the integration of enterprise ICT infrastructure segment was partially moderated by the following:

- (i) decrease in revenue from the systems integration for network infrastructure by RM7.67 million in FYE 2024. This was due mainly to the decrease in orders for network infrastructure from a major customer who was a manufacturer in the E&E industry; and
- (ii) decrease in revenue from the systems integration for security infrastructure by RM6.89 million in FYE 2024. This was attributed mainly to the decrease in revenue from a financial institution following the completion of the integration of security infrastructure in the previous FYE 2023.

Supply of hardware and software

Our revenue from the supply of hardware and software segment increased by RM3.37 million or 8.58% to RM42.60 million in FYE 2024 (FYE 2023: RM39.23 million). This was mainly due to increase in orders for the supply of hardware in FYE 2024 from our customers who were primarily manufacturers.

Provision of cloud and managed services

Revenue from the provision of cloud and managed services increased by RM10.57 million or 41.84% to RM35.84 million in FYE 2024 (FYE 2023: RM25.27 million). This was attributed to the increase in revenue from the provision of PaaS and SaaS by RM8.80 million or 38.91%, driven by higher demand from our customers. The increase in demand were mainly from our customers who were from the manufacturing, financial services, professional service providers, healthcare and logistics sectors as well as government linked companies.

The increase was also partly attributed to the increase in revenue from managed services by RM1.78 million or 66.78% in FYE 2024, arising from an increase in revenue contribution from existing customers as well as new customers.

Other services

Revenue from other services increased by RM1.65 million or 45.87% to RM5.25 million in FYE 2024 (FYE 2023: RM3.60 million). This was due mainly to the increase in revenue from the provision of technical services on the back of increased demand from customers.

(c) FYE 2025 compared to FYE 2024

Our total revenue increased by RM43.95 million or 23.26% to RM232.89 million in FYE 2025 (FYE 2024: RM188.94 million). This was contributed by the increase in revenue from all segments.

Integration of enterprise ICT infrastructure

The revenue from the integration of enterprise ICT infrastructure segment increased by RM14.25 million or 13.53% to RM119.49 million in FYE 2025 (FYE 2024: RM105.25 million). This was attributed to the increase in revenue from the systems integration for network infrastructure by RM10.84 million in FYE 2025, as well as increase in revenue from the systems integration for data centre infrastructure by RM4.40 million in FYE 2025. This was attributed mainly to the integration of network and data centre infrastructure project for a manufacturer in the E&E industry who is our major customer for their production facilities in Penang and this said project was completed in FYE 2025.

12. FINANCIAL INFORMATION (Cont'd)**Supply of hardware and software**

Our revenue from the supply of hardware and software segment increased by RM16.13 million or 37.87% to RM58.73 million in FYE 2025 (FYE 2024: RM42.60 million). This was mainly due to increase in orders for the supply of hardware in FYE 2025 from our customers.

Provision of cloud and managed services

Revenue from the provision of cloud and managed services increased by RM12.30 million or 34.31% to RM48.14 million in FYE 2025 (FYE 2024: RM35.84 million). This was attributed to the increase in revenue from the provision of PaaS and SaaS by RM9.83 million or 31.30%, driven by higher demand from our customers. The increase in demand were mainly from our customers who were from the manufacturing, BPO and logistics sectors, as well as professional service providers. The increase was also partly attributed to the increase in revenue from managed services by RM2.47 million or 55.63% in FYE 2025.

Other services

Revenue from other services increased by RM1.28 million or 24.36% to RM6.53 million in FYE 2025 (FYE 2024: RM5.25 million). This was due mainly to the increase in revenue from the provision of technical services on the back of increased demand from customers.

12.3.3 Segmental analysis by the cost of sales

The segmental analysis of our cost of sales by components for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 are set out below:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Hardware and software costs	162,804	95.28	133,757	92.29	145,399	92.28	182,867	92.32
- Hardware	111,360	65.17	78,320	54.04	81,576	51.77	105,103	53.06
- Software	51,444	30.11	55,437	38.25	63,823	40.51	77,764	39.26
Subcontractors' services	1,904	1.11	4,581	3.16	3,744	2.38	5,926	2.99
Staff costs	6,163	3.61	6,591	4.55	8,422	5.34	9,296	4.69
Total	170,871	100.00	144,929	100.00	157,565	100.00	198,089	100.00

12. FINANCIAL INFORMATION (Cont'd)

The segmental analysis of our cost of sales by business segments for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 are set out below:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Integration of enterprise ICT infrastructure	117,345	68.67	89,218	61.56	89,960	57.10	107,329	54.18
Supply of hardware and software	39,485	23.11	35,183	24.28	38,622	24.51	54,732	27.63
Provision of cloud and managed services	13,972	8.18	20,305	14.01	28,584	18.14	35,619	17.98
Other services ^(a)	69	0.04	223	0.15	399	0.25	409	0.21
Total	170,871	100.00	144,929	100.00	157,565	100.00	198,089	100.00

Note:

(a) Other services include provision of technical and digital transformation services.

Our cost of sales by composition comprises the following:

(i) Hardware and software costs

The cost of hardware and software mainly comprised the following:

- (a) hardware including servers/processors, data storage systems, networking equipment including switches, supporting equipment such as UPS systems and other devices and peripherals; and
- (b) software including operating systems, management tools, security tools and software, virtualisation software, as well as business and production applications.

Our hardware and software costs declined by RM29.05 million or 17.84% to RM133.76 million in FYE 2023 (FYE 2022: RM162.80 million). The decrease was mainly due to the lower hardware and software costs for the systems integration for enterprise network infrastructure, as reflected in the decrease in revenue from this category by 54.06% in FYE 2023. The decrease was partly offset by the higher hardware and software cost for the systems integration for security and data centre infrastructure on the back of higher revenue in FYE 2023.

Our hardware and software costs increased by RM11.64 million or 8.70% to RM145.40 million in FYE 2024 (FYE 2023: RM133.76 million). This was mainly due to higher cost of hardware and software for the provision of cloud and managed services, as well as the supply of hardware and software segments, on the back of increase in revenue of 41.84% and 8.58% in FYE 2024 respectively.

12. FINANCIAL INFORMATION (Cont'd)

Our hardware and software costs increased by RM37.47 million or 25.77% to RM182.87 million in FYE 2025 (FYE 2024: RM145.40 million). This was mainly attributed to the higher hardware and software costs for the systems integration for network and data centre infrastructure, as reflected in the increase in revenue from these categories by 16.42% in FYE 2025. In addition, the increase was also partly attributed to the higher hardware and software costs for the supply of hardware and software, as well as provision of cloud and managed services, on the back of increase in revenue of 37.87% and 34.31% in FYE 2025 respectively.

(ii) Subcontracted services

Subcontracted services generally refer to third-party subcontractors that we engage to carry out site preparation works (where applicable), cabling, and other supporting services mainly for the integration of enterprise ICT infrastructure projects. The cost of subcontracted services fluctuates based on the requirements of each project.

Our cost of subcontracted services increased by RM2.68 million or 140.60% to RM4.58 million in FYE 2023 (FYE 2022: RM1.90 million). This was attributed mainly to the subcontracted services engaged to carry out mainly equipment installation, power and telecommunications cabling, and other supporting services for the systems integration of the data centre infrastructure projects.

The cost of subcontracted services decreased by RM0.84 million or 18.27% to RM3.74 million in FYE 2024 (FYE 2023: RM4.58 million), due to the decrease in subcontracted services required mainly equipment installation, power and telecommunications cabling, and other supporting services for our systems integration projects.

Our cost of subcontracted services increased by RM2.18 million or 58.28% to RM5.93 million in FYE 2025 (FYE 2024: RM3.74 million). This was attributed mainly to the subcontracted services engaged to carry out mainly equipment installation, power and telecommunications cabling, and other supporting services for the systems integration of the data centre infrastructure projects.

(iii) Staff costs

Staff costs comprised salaries, bonuses, statutory contributions and other related costs for our ICT systems engineers and architects who are involved in engineering and system design works as well as our technical services and support personnel.

Our staff costs increased by RM0.43 million or 6.94% to RM6.59 million in FYE 2023 (FYE 2022: RM6.16 million). This was attributed to increase in the number of ICT systems engineers and architects, as well as technical service and support personnel, from 45 personnel as at FYE 2022 to 54 personnel as at FYE 2023, coupled with an increase in salaries, mainly for the integration of enterprise ICT infrastructure as well as provision of cloud and managed services segments.

Our staff costs further increased by RM1.83 million or 27.78% to RM8.42 million in FYE 2024 (FYE 2023: RM6.59 million). This was attributed to the increase in the number of ICT systems engineers and architects, as well as technical service and support personnel, from 54 personnel as at FYE 2023 to 59 personnel as at FYE 2024, coupled with an increase in salaries as well as bonuses, mainly for the integration of enterprise ICT infrastructure as well as provision of cloud and managed services segments.

Our staff costs increased by RM0.87 million or 10.38% to RM9.30 million in FYE 2025 (FYE 2024: RM8.42 million). This was attributed to the increase in the number of ICT systems engineers and architects, as well as technical service and support personnel, from 59 personnel as at FYE 2024 to 66 personnel as at FYE 2025, coupled with an increase in salaries, mainly for the integration of enterprise ICT infrastructure as well as provision of cloud and managed services segments.

12. FINANCIAL INFORMATION (Cont'd)**12.3.4 Segmental analysis by GP and GP margin**

The segmental analysis of our GP and GP margins by business activities and services for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 are set out below:

	FYE 2022			FYE 2023			FYE 2024			FYE 2025		
	GP RM'000	% of GP	GP Margin %	GP RM'000	% of GP	GP Margin %	GP RM'000	% of GP	GP Margin %	GP RM'000	% of GP	GP Margin %
Integration of enterprise ICT infrastructure	14,311	61.22	10.87	12,765	50.75	12.52	15,287	48.73	14.52	12,163	34.95	10.18
Supply of hardware and software	3,910	16.73	9.01	4,048	16.10	10.32	3,976	12.68	9.33	3,998	11.49	6.81
Provision of cloud and managed services	3,534	15.12	20.19	4,966	19.74	19.65	7,260	23.14	20.25	12,522	35.98	26.01
Other services ^(a)	1,620	6.93	95.91	3,374	13.41	93.80	4,848	15.45	92.40	6,116	17.58	93.73
Group GP / GP margin	23,375	100.00	12.03	25,153	100.00	14.79	31,371	100.00	16.60	34,799	100.00	14.94

Note:

- (a) Other services include provision of technical and digital transformation services. The GP margin for other services have been on a declining trend between FYE 2022 and FYE 2024, mainly due to higher labour costs for the provision of technical services.

[The rest of this page has been intentionally left blank]

12. FINANCIAL INFORMATION (Cont'd)**(a) FYE 2023 compared to FYE 2022**

Our GP increased by RM1.78 million or 7.61% to RM25.15 million in FYE 2023 (FYE 2022: RM23.38 million), and GP margin improved from 12.03% in FYE 2022 to 14.79% in FYE 2023.

Integration of enterprise ICT infrastructure

GP from the integration of enterprise ICT infrastructure segment decreased by RM1.55 million or 10.80% to RM12.77 million in FYE 2023 (FYE 2022: RM14.31 million). The decrease was due mainly to the decrease in GP from the systems integration for enterprise network infrastructure by RM2.61 million or 40.37% in FYE 2023. This was reflected in the decrease in revenue of 54.06% from network infrastructure following the completion of an integration of network infrastructure project in Penang for a major customer.

The decrease in GP was partially offset by an increase in GP from the integration for security infrastructure by RM1.22 million in FYE 2023, mainly attributed to the systems integration of security and data centre infrastructure project for a financial institution at its operational facility in Kuala Lumpur.

GP margin from the integration of enterprise ICT infrastructure segment improved from 10.87% in FYE 2022 to 12.52% in FYE 2023. This was attributed to the increase in GP margin from the systems integration of enterprise network infrastructure from 7.92% in FYE 2022 to 10.28% in FYE 2023. The increase in GP margin was following the completion of the integration of network infrastructure project for a manufacturer in the E&E industry which was associated with a lower margin in FYE 2022.

Supply of hardware and software

GP from the supply of hardware and software segment increased by RM0.14 million or 3.53% to RM4.05 million in FYE 2023 (FYE 2022: RM3.91 million), and GP margin improved from 9.01% in FYE 2022 to 10.32% in FYE 2023. The higher margin was attributed to the decrease in the cost of sales for the supply of hardware which decreased by 13.62%, on the back of lower average cost of hardware. This was reflected in the proportion of cost of hardware against the revenue for the supply of hardware which decreased by 2.26% in FYE 2023.

Provision of cloud and managed services

Our GP from the provision of cloud and managed services increased by RM1.43 million or 40.52% to RM4.97 million in FYE 2023 (FYE 2022: RM3.53 million). This was contributed by the increase in GP from managed services of RM0.86 million on the back of increase in revenue by RM1.07 million mainly arising from managed cloud services. In addition, the GP in FYE 2023 was partly contributed by the increase in GP of RM0.57 million or 20.25% from the provision of PaaS and SaaS, which was also reflected in the increase in revenue by 42.02% in FYE 2023.

Our GP margin from the provision of cloud and managed services decreased from 20.19% in FYE 2022 to 19.65% in FYE 2023. This was attributed to the decrease in GP margin from the provision of PaaS and SaaS on the back of higher cost of sales arising from increase in the software costs.

12. FINANCIAL INFORMATION (Cont'd)**Other services**

GP from other services increased by RM1.75 million or 108.27% to RM3.37 million in FYE 2023 (FYE 2022: RM1.62 million). This was contributed mainly by the increase in GP from the provision of technical services of RM1.70 million or 105.00% in FYE 2023, on the back of higher demand which was reflected in the revenue growth of 109.00% in FYE 2023.

GP margin from other services decreased from 95.91% in FYE 2022 to 93.80% in FYE 2023. This was mainly attributed to the higher cost of sales for the provision of technical services which increased by 202.90%, on the back of higher labour costs. This was reflected in the increase in proportion of cost of sales against the revenue for the provision of technical services by 1.83% in FYE 2023.

(b) FYE 2024 compared to FYE 2023

Our GP increased by RM6.22 million or 24.72% to RM31.37 million in FYE 2024 (FYE 2023: RM25.15 million), and GP margin improved from 14.79% in FYE 2023 to 16.60% in FYE 2024.

Integration of enterprise ICT infrastructure

Our GP from the integration of enterprise ICT infrastructure increased by RM2.52 million or 19.76% to RM15.29 million in FYE 2024 (FYE 2023: RM12.77 million). This was attributed to the increase in GP from the systems integration of data centre infrastructure by RM2.29 million or 34.22% in FYE 2024, as reflected in the revenue growth of 39.54% in FYE 2024. This was contributed mainly by the projects secured for the integration of data centre infrastructure at production facilities of customers in the manufacturing and banking and finance sectors.

GP margin from the integration of enterprise ICT infrastructure segment increased from 12.52% in FYE 2023 to 14.52% in FYE 2024. This was contributed by the improvement in GP margin from the systems integration of network and security infrastructure. Despite the decrease in revenue and GP from these segments in FYE 2024, the GP margin improved due mainly to the lower average cost of hardware and software for the implementation of the network and security infrastructure. This was reflected in the lower proportion of cost of sales over the revenue for the network and security infrastructure which decreased by 4.23% in FYE 2024.

Supply of hardware and software

GP from the supply of hardware and software segment declined by RM0.07 million or 1.78% to RM3.98 million in FYE 2024 (FYE 2023: RM4.05 million). This was mainly attributed to the higher cost of sales for the supply of hardware which increased by 9.65% in FYE 2024. This was due to the higher average cost of hardware as reflected in the increase of 0.98% in the proportion of cost of hardware over the revenue for the supply of hardware in FYE 2024. This has consequently resulted in the decline in GP margin for the supply of hardware and software segment from 10.32% in FYE 2023 to 9.33% in FYE 2024.

Provision of cloud and managed services

The GP from the provision of cloud and managed services increased by RM2.29 million or 46.19% to RM7.26 million in FYE 2024 (FYE 2023: RM4.97 million). This was contributed by the increase in GP from the provision of PaaS and SaaS as well as managed services by RM1.19 million and RM1.11 million in FYE 2024 respectively, which was reflected in the revenue growth of 38.91% and 66.78% in FYE 2024 respectively.

12. FINANCIAL INFORMATION (Cont'd)

The GP margin from the provision of cloud and managed services improved from 19.65% in FYE 2023 to 20.25% in FYE 2024, due mainly to the increased GP contribution from the higher margin segment namely provision of managed services with a GP margin of 60.95% in FYE 2024.

Other services

GP from other services increased by RM1.47 million or 43.69% to RM4.85 million in FYE 2024 (FYE 2023: RM3.37 million). This was contributed mainly by the increase in GP from the provision of technical services of RM1.46 million or 44.08% in FYE 2024, on the back of higher demand as reflected in the revenue growth of 46.26% in FYE 2024.

GP margin from other services declined from 93.80% in FYE 2023 to 92.40% in FYE 2024. This was mainly attributed to the higher cost of sales for the provision of technical services which increased by 80.86%, on the back of higher labour costs. This was reflected in the increase in proportion of cost of sales against the revenue for the provision of technical services by 1.40% in FYE 2024.

(c) FYE 2025 compared to FYE 2024

Our GP increased by RM3.43 million or 10.93% to RM34.80 million in FYE 2025 (FYE 2024: RM31.37 million), while GP margin declined from 16.60% in FYE 2024 to 14.94% in FYE 2025.

Integration of enterprise ICT infrastructure

Our GP from the integration of enterprise ICT infrastructure decreased by RM3.12 million or 20.44% to RM12.16 million in FYE 2025 (FYE 2024: RM15.29 million) and GP margin from the integration of enterprise ICT infrastructure segment decreased from 14.52% in FYE 2024 to 10.18% in FYE 2025.

Despite an increase in revenue from the integration of enterprise ICT infrastructure of 13.53% in FYE 2025, the decline in GP and GP margin was partly due to the increased cost of hardware and software, which were not fully passed on to the customers. This was primarily due to the management's commercial decision to prioritise relationships with customers in view of the increased cost from suppliers. The increased cost was reflected in the higher proportion of cost of sales over revenue for the systems integration of enterprise ICT infrastructure which increased by 4.34% in FYE 2025. Following this, we have informed the customers on the increased costs and the subsequent orders are quoted based on the increased costs. In addition, the decline in GP margin was also partly due to the completion of higher margin projects in FYE 2024.

Supply of hardware and software

GP from the supply of hardware and software segment increased marginally by RM0.02 million or 0.55% to RM4.00 million in FYE 2025 (FYE 2024: RM3.98 million), while GP margin declined from 9.33% in FYE 2024 to 6.81% in FYE 2025. Despite an increase in revenue from the supply of hardware and software of 37.87% in FYE 2025, the GP only increased marginally by 0.55% while GP margin declined. This was attributed to the increased sales to customers with lower margins which was primarily due to the management's commercial decision to prioritise relationships with customers to create future opportunities for cross-selling and upselling.

12. FINANCIAL INFORMATION (Cont'd)**Provision of cloud and managed services**

The GP from the provision of cloud and managed services increased by RM5.26 million or 72.48% to RM12.52 million in FYE 2025 (FYE 2024: RM7.26 million). This was contributed by the increase in GP from the provision of PaaS and SaaS as well as managed services by RM2.94 million and RM2.32 million in FYE 2025 respectively, which was reflected in the revenue growth of 31.30% and 55.63% in FYE 2025 respectively.

The GP margin from the provision of cloud and managed services improved from 20.25% in FYE 2024 to 26.01% in FYE 2025. This was due mainly to the lower average cost of sales including software and staff costs which was reflected in the lower proportion of cost of sales over revenue for the provision of cloud and managed services by 5.76% in FYE 2025.

Other services

GP from other services increased by RM1.27 million or 26.16% to RM6.12 million in FYE 2025 (FYE 2024: RM4.85 million). This was contributed mainly by the increase in GP from the provision of technical services by RM1.24 million or 25.85% in FYE 2025, on the back of higher demand as reflected in the revenue growth of 24.36% in FYE 2025.

GP margin from other services improved from 92.40% in FYE 2024 to 93.73% in FYE 2025. This was mainly attributed to the lower average cost of sales as reflected in the decrease in proportion of cost of sales against revenue of other services by 1.33% in FYE 2025.

12.3.5 Finance and other income

The table below provides a breakdown of our finance and other income:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Interest income	48	33.33	207	40.91	375	86.21	391	86.51
Gain on disposal of PPE	94	65.28	-	-	-	-	11	2.43
Others	(a)2	1.39	(b)299	59.09	(c)60	13.79	(d)50	11.06
Total	144	100.00	506	100.00	435	100.00	452	100.00

Notes:

- (a) Comprised wage subsidy received.
- (b) Comprised mainly fair value on equity investment, net realised gain on foreign exchange as well as gain on disposal of other investment.
- (c) Comprised mainly fair value on equity investment.
- (d) Comprised mainly selling profit from finance lease.

12. FINANCIAL INFORMATION (Cont'd)**(a) FYE 2023 compared to FYE 2022**

Our finance and other income increased by RM0.36 million or 251.39% to RM0.51 million in FYE 2023 (FYE 2022: RM0.14 million). This was due primarily to the increase in interest income by RM0.16 million in FYE 2023 mainly from the money market fund. In addition, the other income in FYE 2023 was also attributed to the fair value on equity investment of RM0.15 million as well as realised gains on foreign exchange of RM0.14 million.

(b) FYE 2024 compared to FYE 2023

Our finance and other income decreased by RM0.07 million or 14.03% to RM0.44 million in FYE 2024 (FYE 2023: RM0.51 million). This was due mainly to the decrease in fair value on equity investment by RM0.10 million coupled with the absence of realised gains on foreign exchange in FYE 2024.

The decrease was partially offset by the increase in interest income by RM0.17 million in FYE 2024 mainly from the money market fund.

(c) FYE 2025 compared to FYE 2024

Our finance and other income increased by RM0.02 million or 3.91% to RM0.45 million in FYE 2025 (FYE 2024: RM0.44 million). This was due mainly to the increase in interest income by RM0.02 million in FYE 2025 mainly from the money market fund.

12.3.6 Selling and distribution expenses

The table below provides a breakdown of our selling and distribution expenses:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Staff costs	5,082	87.20	6,215	84.93	7,988	91.40	9,333	89.55
Travelling expenses	357	6.13	562	7.68	512	5.86	791	7.59
Others ^(a)	389	6.67	541	7.39	240	2.74	298	2.86
Total	5,828	100.00	7,318	100.00	8,740	100.00	10,422	100.00

Note:

- (a) Comprised marketing expenses, warehousing related costs as well as depreciation of motor vehicles.

(a) FYE 2023 compared to FYE 2022

Our selling and distribution expenses increased by RM1.49 million or 25.57% to RM7.32 million in FYE 2023 (FYE 2022: RM5.83 million). This was attributed mainly to the increase in staff costs by RM1.13 million due to an increase in the number of sales and marketing personnel from 22 employees as at FYE 2022 to 29 employees as at FYE 2023, coupled with an increase in salaries in FYE 2023.

(b) FYE 2024 compared to FYE 2023

Our selling and distribution expenses further increased by RM1.42 million or 19.43% to RM8.74 million in FYE 2024 (FYE 2023: RM7.32 million). This was contributed by the increase in staff costs by RM1.77 million arising from an increase in the number of sales and marketing personnel from 29 employees as at FYE 2023 to 34 employees as at FYE 2024, coupled with an increase in the salaries and higher commission paid in FYE 2024.

12. FINANCIAL INFORMATION (Cont'd)**(c) FYE 2025 compared to FYE 2024**

Our selling and distribution expenses further increased by RM1.68 million or 19.24% to RM10.42 million in FYE 2025 (FYE 2024: RM8.74 million). This was attributed to the increase in staff costs by RM1.35 million arising from an increase in the number of sales and marketing personnel from 34 employees as at FYE 2024 to 39 employees as at FYE 2025, coupled with an increase in salaries.

12.3.7 Administrative and other expenses

The table below provides a breakdown of our administrative and other operating expenses:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Staff costs	1,135	13.38	1,330	17.49	2,300	23.97	2,385	23.11
Directors' remunerations	2,268	26.74	2,291	30.12	2,320	24.18	2,199	21.30
Staff welfare	3,083	36.34	1,600	21.04	2,070	21.57	2,298	22.26
Depreciation	886	10.44	1,318	17.33	1,321	13.77	1,322	12.81
- Property, plant and equipment	572	6.74	747	9.82	732	7.63	703	6.81
- Right-of-use assets	314	3.70	571	7.51	589	6.14	619	6.00
Others	^(a) 1,111	13.10	^(b) 1,066	14.02	^(c) 1,585	16.51	^(d) 2,118	20.52
Total	8,483	100.00	7,605	100.00	9,596	100.00	10,322	100.00

Notes:

- (a) Comprised mainly office related expenses, loss on equity investment, corporate social responsibility expenses and subscription fees.
- (b) Comprised mainly office related expenses, corporate social responsibility expenses, and subscription fees.
- (c) Comprised mainly impairment loss on trade receivables, office related expenses, subscription fees and corporate social responsibility expenses.
- (d) Comprised mainly subscription fees, professional fees, office related expenses, corporate social responsibility expenses, as well as realised and unrealised loss on foreign exchange.

(a) FYE 2023 compared to FYE 2022

Our administrative and other expenses decreased by RM0.88 million or 10.35% to RM7.61 million in FYE 2023 (FYE 2022: RM8.48 million). This was attributed to the decrease in staff welfare of RM1.48 million in FYE 2023 due mainly to the absence of company trip in FYE 2023.

The decrease in administrative and other expenses was partially offset by the increase in depreciation by RM0.43 million mainly arising from the rental of additional office space in Penang, renovation, as well as higher additions of computer and software.

12. FINANCIAL INFORMATION (Cont'd)**(b) FYE 2024 compared to FYE 2023**

Our administrative and other expenses increased by RM1.99 million or 26.18% to RM9.60 million in FYE 2024 (FYE 2023: RM7.61 million). This was contributed mainly to the increase in staff costs by RM0.97 million due to higher bonus payments as well as an increase in staff welfare by RM0.47 million arising from expenses for annual dinner, training, transportation as well as medical related expenses.

In FYE 2024, there was an impairment loss on trade receivables of RM0.40 million pertaining to the past due outstanding amount from a customer in the services industry. As at the LPD, we have taken legal proceedings against this customer for the recovery of the outstanding receivables. Please refer to Section 9.1.6 of this Prospectus for further details on the litigation.

(c) FYE 2025 compared to FYE 2024

Our administrative and other expenses increased by RM0.73 million or 7.57% to RM10.32 million in FYE 2025 (FYE 2024: RM9.60 million). This was attributed mainly to the increase in others by RM0.53 million due to increase in professional fees and subscription fees, as well as an increase in staff welfare by RM0.23 million.

12.3.8 Finance costs

The table below provides a breakdown of our finance costs:

	FYE 2022		FYE 2023		FYE 2024		FYE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Interest expense on:								
Lease liabilities	10	30.30	30	58.82	24	80.00	38	92.68
Hire purchase payables	23	69.70	21	41.18	6	20.00	3	7.32
Total	33	100.00	51	100.00	30	100.00	41	100.00

(a) FYE 2023 compared to FYE 2022

For the FYE 2023, our finance costs increased by 54.55% or RM0.02 million to RM0.05 million (FYE 2022: RM0.03 million). This was mainly attributed to interest expense on lease liabilities in relation to rental of additional office space in Penang.

(b) FYE 2024 compared to FYE 2023

For the FYE 2024, our finance costs decreased by 41.18% or RM0.02 million to RM0.03 million (FYE 2023: RM0.05 million), mainly attributed to decrease in interest expenses following the settlement of hire purchase for the purchase of 2 motor vehicles.

(c) FYE 2025 compared to FYE 2024

For the FYE 2025, our finance costs increased by 36.67% or RM0.01 million to RM0.04 million (FYE 2024: RM0.03 million), mainly attributed to increase in interest expense on lease liabilities following the renewal of tenancy for our office in Penang and Kuala Lumpur.

12. FINANCIAL INFORMATION (Cont'd)**12.3.9 PBT, PAT and taxation**

The PBT, PAT and taxation for the Financial Years Under Review are set out below:

	FYE 2022	FYE 2023	FYE 2024	FYE 2025
PBT (RM'000)	9,175	10,685	13,440	14,466
PBT margin	4.72%	6.28%	7.11%	6.21%
Total taxation (RM'000)	2,356	2,862	3,477	3,876
Effective tax rates	25.68%	26.79%	25.87%	26.79%
PAT (RM'000)	6,819	7,823	9,963	10,590
PAT margin	3.51%	4.60%	5.27%	4.55%

FYE 2023 compared to FYE 2022

Our PBT increased by RM1.51 million or 16.46% to RM10.69 million in FYE 2023 (FYE 2022: RM9.18 million), and PBT margin improved from 4.72% in FYE 2022 to 6.28% in FYE 2023. This was attributed mainly to the increase in GP and GP margin in FYE 2023. Please refer to Section 12.3.4 of this Prospectus for further details on our GP and GP margin.

Similarly, our PAT increased by RM1.00 million or 14.72% to RM7.82 million in FYE 2023 (FYE 2022: RM6.82 million) and PAT margin improved from 3.51% in FYE 2022 to 4.60% in FYE 2023.

Our effective tax rates were 25.68% and 26.79% in FYE 2022 and FYE 2023 respectively, which were higher than the statutory tax rate of 24.00%. This was mainly due to the non-deductible expenses mainly comprising expenses for entertainment for FYE 2022 and FYE 2023, as well as company trip and fair value loss on equity investments for FYE 2022.

FYE 2024 compared to FYE 2023

Our PBT increased by RM2.76 million or 25.78% to RM13.44 million in FYE 2024 (FYE 2023: RM10.69 million), and PBT margin improved from 6.28% in FYE 2023 to 7.11% in FYE 2024. This was attributed mainly to the increase in GP and GP margin in FYE 2024. Please refer to Sections 12.3.4 of this Prospectus for further details on our GP and GP margin.

Similarly, our PAT increased by RM2.14 million or 27.36% to RM9.96 million in FYE 2024 (FYE 2023: RM7.82 million) and PAT margin improved from 4.60% in FYE 2023 to 5.27% in FYE 2024.

Our effective tax rate was 25.87% in FYE 2024, which was higher than the statutory tax rate of 24.00%. This was mainly due to the non-deductible expenses mainly comprising expenses for entertainment, impairment loss on trade receivables, as well as upkeep of motor vehicles.

FYE 2025 compared to FYE 2024

Our PBT increased by RM1.03 million or 7.63% to RM14.47 million in FYE 2025 (FYE 2024: RM13.44 million). This was attributed mainly to the increase in GP in FYE 2025. Similarly, our PAT increased by RM0.63 million or 6.29% to RM10.59 million in FYE 2025 (FYE 2024: RM9.96 million).

Meanwhile, our PBT margin declined from 7.11% in FYE 2024 to 6.21% in FYE 2025, and PAT margin declined from 5.27% in FYE 2024 to 4.55% in FYE 2025. This was due mainly to the decline in GP margin from 16.60% in FYE 2024 to 14.94% in FYE 2025. Please refer to Section 12.3.4 of this Prospectus for further details on our GP and GP margin.

Our effective tax rate was 26.79% in FYE 2025, which was higher than the statutory tax rate of 24.00%. This was mainly due to the non-deductible expenses mainly comprising expenses for entertainment, unrealised loss on foreign exchange as well as professional fees.

12. FINANCIAL INFORMATION (Cont'd)**12.4 SIGNIFICANT FACTORS AFFECTING OUR OPERATIONS AND FINANCIAL PERFORMANCE****(a) Our business and financial performance are dependent on our ability to continually secure new projects**

Our business is mainly project-based, and during the Financial Years Under Review, most of our revenue was derived from fixed lump-sum contracts or purchase orders that are non-recurring in nature. In general, these projects are deemed completed upon the completion of our scope of work and customer acceptance or handover. For the FYE 2022, FYE 2023, FYE 2024, and FYE 2025, our non-recurrent revenue accounted for 90.99% (RM176.74 million), 85.14% (RM144.81 million), 81.03% (RM153.09 million), and 79.33% (RM184.75 million), respectively.

Consequently, our ability to continually secure new and sizable projects to replenish our order book will determine our business sustainability and financial performance. If we fail to secure sufficient new projects to replenish our order book, our business sustainability and financial performance may be adversely affected, resulting in decreases in revenue and/or profitability.

Although we proactively seek to secure new projects by submitting tender applications, proposals, quotations, and negotiating with existing and prospective customers, there is no guarantee that these efforts will be successful. In addition, there can be no assurance that the new contracts and purchase orders we secure will be sufficiently sizable to sustain our business and financial performance.

(b) Our business and financial performance is dependent on hardware, software, and services from third-party suppliers, as well as strategic partnerships

Our integration of enterprise ICT infrastructure, supply of hardware and software, provision of cloud and managed services, and other related services relies on hardware, software, and services provided by third-party suppliers. These include hardware such as servers, processors, data storage systems, and networking equipment; software such as hyperconverged infrastructure, virtualisation software, cloud computing platforms, and operating systems; ICT infrastructure management tools; and supporting equipment such as uninterruptible power supply systems, cooling systems, and access control systems. Additionally, we utilise third-party cloud services for our provision of PaaS and SaaS.

The successful implementation of our projects and delivery of services (such as cloud services) depend on the continuous availability and reliability of these third-party hardware, software, and services. Our operations are also subject to risks arising from global supply chain disruptions, which may be influenced by various factors, including shortages of semiconductor components such as memory chips and storage devices, semiconductor supply constraints and geopolitical developments. These factors may, in turn, lead to increased hardware costs and longer lead time, which may adversely affect our results of operations and financial performance.

We are also reliant on the security, quality, effectiveness, and efficiency of the products and services provided by these suppliers. Any failure or shortcoming on their part may adversely affect our operations, financial performance, and reputation.

During the Financial Years Under Review and up to the LPD, we did not encounter any material disruptions in supply or significant issues related to the security, quality, or performance of third-party hardware, software, or services. However, there is no assurance that we will not face such challenges in the future, including difficulties in securing necessary supplies or encountering performance-related shortcomings from third-party providers. These challenges may negatively affect our operational and financial performance.

12. FINANCIAL INFORMATION (Cont'd)

Furthermore, we are exposed to the risk of increased hardware and software costs sourced from suppliers who are the authorised distributors or resellers in Malaysia. In the event we are not able to pass on the increased costs to our customers, or if we absorb the increased cost to maintain competitiveness or to prioritise customer retention, this will have a negative impact on our financial performance and profitability.

In addition, we have partnerships with various brands of ICT hardware, software and solution service provider partners, which offer us benefits such as incentives and rebates. These benefits are subject to meeting specific criteria such as sales target, technical certifications, customer satisfaction, and compliance with the partner programme's terms and conditions. In the event we do not meet the specific criteria, we will not be entitled to the benefits, including incentives and rebates, and this will impact our financial performance and profitability. These benefits are also subject to periodic review and may be adjusted, reduced, or discontinued at the discretion of our partners.

Any adverse changes to these arrangements, including the reduction or removal of benefits such as incentives or rebates, or the loss of partner accreditation or partnership status, may negatively impact our financial performance and credibility.

(c) Our business and financial performance may be affected by delays in project implementation and completion, and the fulfilment of orders

Adherence to project implementation timelines and the achievement of completion date targets stipulated within our contracts and purchase orders are important. Delays in project implementation or the fulfilment of orders may result in adverse consequences, including cost overruns, delays in revenue recognition, a reduction in our scope of work, or the suspension or termination of the contract or work order.

Furthermore, certain of our contracts and purchase orders incorporate provisions for LAD as a provision for performance penalties. These provisions entitle customers to lodge a claim against us in the event of our failure to meet the stipulated project completion or delivery date, or any mutually agreed extension thereof, where such delay is attributable to us. Subject to the specific terms of the applicable LAD clause, the penalty may be a fixed sum or a percentage of the contract value per day of delay, with an upper limit on the total LAD liability. Our financial performance could be negatively impacted should customers pursue LAD claims against us.

Moreover, any failure to meet project completion or delivery dates has the potential to damage our relationships with the affected customers, potentially impairing our ability to secure future engagements with them and harming our reputation. These factors may collectively undermine our business sustainability and future financial performance.

During the Financial Years Under Review and up to the LPD, we did not encounter any material delays in the implementation and completion of our projects and purchase orders, nor did we incur any LAD. Nevertheless, there can be no assurance that we will not experience delays in project implementation and completion, or that we will not incur LAD in the future.

(d) Our financial performance may be adversely affected by the early termination, suspension, or reduction in the scope of our projects

Prior to the completion of our scope of work, our customers may terminate, suspend, or reduce the scope of their contractual agreements or purchase orders with us. These actions may be initiated due to various factors, including material non-performance by either party, insolvency, payment defaults, modifications to the customer's strategic plans, our inability to perform or complete the contracted work, mutual agreement between the involved parties, or events beyond the control of either party.

12. FINANCIAL INFORMATION (Cont'd)

The early termination, suspension, or reduction in the scope of work of our contracts or purchase orders could adversely affect our financial performance. This impact could potentially arise from the loss of anticipated revenue and profit, the risk of being unable to recover billed revenue, and the inability to recoup costs incurred.

During the Financial Years Under Review and up to the LPD, we did not encounter any early termination, suspension, or reduction in the scope of our contracts and purchase orders. Nevertheless, there is no assurance that we will not experience any early termination, suspension, or reduction in the scope of work of our contracts in the future.

(e) Our revenue may experience fluctuations from year to year

Our financial performance may vary from year to year and is subject to potential decline. For example, our revenue decreased by 12.44% to RM170.08 million in FYE 2023 (FYE 2022: RM194.25 million), before increasing by 11.09% to RM188.94 million in FYE 2024 and further increased by 23.26% to RM232.89 million in FYE 2025.

As our business is primarily project and order-based, our performance depends on our ability to execute projects and orders on schedule and to continuously secure new projects or orders to sustain and grow our business. As at the LPD, the remaining purchase orders for the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of other services, was RM82.18 million. In addition, we have subsisting contracts for the provision of cloud and managed services, which generally range from 1 year to 5 years, and the revenue will be recognised as and when services are rendered. As at the LPD, the remaining contract value for the provision of cloud and managed services was RM5.53 million.

Despite the revenue growth in FYE 2025 and the secured orders we have as at the LPD, there is no assurance that we will consistently secure new orders or implement ongoing projects as planned. Consequently, we cannot guarantee that our revenue or other financial performance indicators will not decline in the future.

(f) We may not be able to collect the full amount from customers to whom we have extended credit

We are exposed to credit risk as there is a possibility that we may not be able to fully recover amounts owed by customers to whom we have extended credit. During the Financial Years Under Review, the normal credit terms granted to our customers are cash terms to 90 days, with other terms assessed and approved on a case-by-case basis. Our average trade receivables turnover periods were 52 days, 67 days, 72 days, and 66 days for FYE 2022, FYE 2023, FYE 2024, and FYE 2025, respectively, which are within our normal credit period.

If a customer fails to pay within the stipulated credit terms, we may need to make allowances for impairment losses on trade receivables or write off bad debts, which could negatively impact our financial performance. In FYE 2024, we recognised individually assessed impairment losses on trade receivables of RM0.40 million pertaining to the past due outstanding amount from a customer in the services industry. As at the LPD, the customer's guarantor has paid PSSB a sum of RM0.05 million on 19 March 2026 as part payment of the outstanding amount. The guarantor and PSSB are currently in the midst of finalising the terms and conditions of a settlement agreement whereby the guarantor has agreed to pay PSSB the balance of the outstanding amount in instalments. The recovery of the outstanding receivables will be recognised as other income.

We also wrote off bad debts amounting to RM0.02 million, RM0.07 million and RM0.06 million in FYE 2022, FYE 2023 and FYE 2024 respectively. Although the impairment losses and bad debts written off were not material during the Financial Years Under Review, there is no assurance that such losses will not materially affect our financial performance in the future.

12. FINANCIAL INFORMATION (Cont'd)**(g) Impact of inflation**

Our financial performance for the Financial Years Under Review was not materially affected by the inflation. However, there can be no assurance that future inflation will not have an impact on our business and financial performance.

(h) Government/economic/fiscal/monetary policies

Our business is subject to the risks relating to government, economic, fiscal or monetary policies. Any unfavourable changes in the government policies, economic conditions, or fiscal or monetary policies may materially affect our operations in Malaysia.

12.5 LIQUIDITY AND CAPITAL RESOURCES**12.5.1 Working capital**

Our business has been financed mainly by internal sources of funds comprising shareholders' equity and cash generated from our operations. Based on our audited consolidated statements of financial positions as at 31 December 2025, we have:

- (i) cash and bank balances of RM23.63 million; and
- (ii) working capital of RM24.15 million, being the difference between current assets of RM74.77 million and current liabilities of RM50.62 million.

As at 31 December 2025, we do not have any bank borrowings and our current ratio was 1.48 times.

Our Directors are of the opinion that, after taking into consideration our cash and cash equivalents, cash generated from our business operations, the amount of banking facilities and proceeds to be raised from the Public Issue, we will have adequate working capital to meet our present and foreseeable requirements for at least 12 months from the date of this Prospectus.

12.5.2 Cash flow

The following is the summary of our statement of cash flow for the FYE 2022, FYE 2023, FYE 2024, and FYE 2025. This should be read in conjunction with the Accountant's Report as set out in Section 14 of this Prospectus.

	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Net cash from operating activities	2,305	11,093	8,785	12,564
Net cash (used in) investing activities	(2,180)	(1,086)	(282)	(478)
Net cash (used in) financing activities	(1,088)	(2,269)	(6,676)	(1,069)
Net (decrease)/increase in cash and cash equivalents	(963)	7,738	1,827	11,017
Cash and cash equivalents at the beginning	4,014	3,051	10,789	12,616
Cash and cash equivalent at the end	3,051	10,789	12,616	23,633

Our cash and cash equivalents are mainly held in RM. There are no legal, financial or economic restrictions on our subsidiaries' ability to transfer funds to our Company in cash dividends, loans or advances, subject to the availability of distributable reserves.

12. FINANCIAL INFORMATION (Cont'd)**(a) Net cash from operating activities****FYE 2022**

For FYE 2022, our net cash from operating activities was RM2.31 million after taking into account the following:

- (i) decrease of RM7.02 million in payables mainly attributed to timely payments to our major suppliers for the purchase of hardware and software and cloud licensing fees;
- (ii) decrease of RM0.94 million in receivables mainly attributed to lower outstanding trade receivables;
- (iii) increase of RM0.82 million in contract liabilities which were mainly attributed to upfront payments received and billings issued to our customers for our integration of enterprise ICT infrastructure projects secured and managed services which have yet to be delivered or rendered;
- (iv) increase of RM0.17 million in inventories which were mainly attributed to the purchases of hardware for our integration of enterprise ICT infrastructure; and
- (v) tax payments of RM2.55 million.

FYE 2023

For FYE 2023, our net cash from operating activities was RM11.09 million after taking into account the following:

- (i) increase of RM8.79 million in receivables as there was a higher outstanding of trade receivables attributed to slower payments from customers;
- (ii) increase of RM10.55 million in payables as this was mainly attributed to higher purchases of hardware and software at the end of FYE 2023 for our integration of enterprise ICT infrastructure, as well as supply of hardware and software;
- (iii) increase of RM0.95 million in contract liabilities which were mainly attributed to upfront payments received and billings issued to our customers for our integration of enterprise ICT infrastructure projects secured and managed services which have yet to be delivered or rendered;
- (iv) increase of RM0.25 million in inventories which were mainly attributed to purchases of hardware for our integration of enterprise ICT infrastructure, as well as supply of hardware; and
- (v) tax payments of RM3.34 million.

FYE 2024

For FYE 2024, our net cash from operating activities was RM8.79 million after taking into account the following:

- (i) increase of RM4.70 million in receivables which were mainly attributed to higher billings issued at the end of FYE 2024 upon the works performed and fulfilment of orders;
- (ii) increase of RM2.66 million in inventories which were mainly driven by purchases of hardware for our integration of enterprise ICT infrastructure, as well as supply of hardware;
- (iii) increase of RM2.76 million in contract liabilities which were mainly due to upfront payments received and billings issued to our customers for our integration of enterprise ICT infrastructure projects secured and managed services which have yet to be delivered or rendered;

12. FINANCIAL INFORMATION (Cont'd)

- (iv) increase of RM1.24 million in payables which were mainly attributed to higher purchases of hardware at the end of FYE 2024 for our projects; and
- (v) tax payments of RM3.13 million.

FYE 2025

For FYE 2025, our net cash from operating activities was RM12.56 million after taking into account the following:

- (i) increase of RM8.46 million in payables which were mainly attributed to higher purchases of hardware during the last quarter of FYE 2025 for our projects;
- (ii) increase of RM8.72 million in receivables which were mainly attributed to higher billings issued at the end of FYE 2025 upon the works performed and fulfilment of orders, coupled with increase in prepayments relating to IPO expenses;
- (iii) decrease of RM1.72 million in inventories following the use of hardware for our projects; and
- (iv) tax payments of RM3.84 million.

(b) Net cash from investing activities**FYE 2022**

For FYE 2022, our net cash used in investing activities was RM2.18 million mainly attributed to the following:

- (i) RM1.75 million of cash used for purchase of property, plant and equipment, including motor vehicles, office renovation, purchase of computer and software, furniture and fittings and office equipment; and
- (ii) RM0.53 million of cash used for the acquisition of equity instruments in relation to unit trusts.

FYE 2023

For FYE 2023, our net cash used in investing activities was RM1.09 million mainly attributed to the RM1.14 million of cash used for purchase of property, plant and equipment, including purchase of computer and software, furniture and fittings, office equipment, and office renovation.

This was partially offset by RM0.11 million of proceeds received from the disposal of equity instruments.

FYE 2024

For FYE 2024, our net cash used in investing activities was RM0.28 million, mainly attributed to RM0.33 million of cash used for purchase of property, plant and equipment which were mainly for the purchase of computers and software.

This was partially offset by RM0.13 million of proceeds received from the disposal of equity instruments.

12. FINANCIAL INFORMATION (Cont'd)**FYE 2025**

For FYE 2025, our net cash used in investing activities was RM0.48 million, mainly attributed to RM0.57 million of cash used for purchase of property, plant and equipment which were mainly for the purchase of computers and software, as well as a motor vehicle. This was partially offset by RM0.22 million of income from lease receivables.

(c) Net cash used in financing activities**FYE 2022**

For FYE 2022, our net cash used in financing activities was RM1.09 million mainly attributed to the following:

- (i) RM1.00 million of dividends paid to shareholders;
- (ii) RM0.26 million of net changes in lease liabilities in relation to rental paid for our offices;
- (iii) RM0.18 million of repayment of hire purchase payables in relation to motor vehicles;
- (iv) RM0.14 million of net changes in amount owing to directors in relation to repayment of advances previously provided; and
- (v) RM0.50 million of proceeds received from the issuance of ordinary shares.

FYE 2023

For FYE 2023, our net cash used in financing activities was RM2.27 million, mainly attributed to the following:

- (i) RM1.50 million of dividends paid to shareholders;
- (ii) RM0.55 million of net changes in lease liabilities in relation to rental paid for our offices; and
- (iii) RM0.22 million of repayment of hire purchase payables in relation to motor vehicles.

FYE 2024

For FYE 2024, our net cash used in financing activities was RM6.68 million, mainly attributed to the following:

- (i) RM5.90 million of dividends paid to shareholders;
- (ii) RM0.62 million of net changes in lease liabilities in relation to rental paid for our offices; and
- (iii) RM0.16 million of repayment of hire purchase payables in relation to motor vehicles.

FYE 2025

For FYE 2025, our net cash used in financing activities was RM1.07 million, mainly attributed to the following:

- (i) RM0.87 million of net changes in lease liabilities in relation to rental paid for our offices and leasing of laptops; and
- (ii) RM0.20 million of repayment of hire purchase payables in relation to motor vehicles.

12. FINANCIAL INFORMATION (Cont'd)**12.5.3 Bank borrowings**

As at 31 December 2025, we do not have any bank borrowings.

Our Group has not defaulted on any payment of either principal sums and/or interest in relation to the borrowings for Financial Years Under Review, and up to the LPD.

As at the LPD, our Group is not in breach of any terms and conditions or covenants associated with the credit arrangements or bank loans, which can materially affect the financial position and results of business operations.

12.6 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES

As at the LPD, save as disclosed above, our Group did not use any other financial instruments.

Our main treasury policy and objective is to maintain sufficient working capital or liquidity and cash and cash equivalents to finance our operations, coupled with adequate credit facilities to meet estimated commitments arising from our operational expenditure and financial liabilities.

The combination of internal and external sources of funds includes mainly cash generated from our operations, cash and cash equivalents.

12.7 CAPITAL COMMITMENTS

As at the LPD, our Group's material capital commitments are summarised as follows:

	Capital commitment RM'000	Source of funds	
		Internally generated funds/bank borrowings RM'000	IPO proceeds RM'000
Approved but not contracted for:			
Establish a new SOC	5,400	-	5,400
- renovation, furniture, fittings, and office equipment	1,200	-	1,200
- purchase of hardware, software and supporting equipment	4,200	-	4,200
Upgrade of OCC infrastructure	4,700	-	4,700
- purchase of hardware, software and supporting equipment	4,700	-	4,700
Additional ICT services	1,640	-	1,640
- purchase of hardware and software licenses	1,640	-	1,640
Total	11,740	-	11,740

12.8 MATERIAL LITIGATION AND CONTINGENT LIABILITIES**(i) Material Litigation**

We are not engaged in any other material litigation, claim or arbitration either as plaintiff or defendant and do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially or adversely affect our position or business as at the LPD.

12. FINANCIAL INFORMATION (Cont'd)**(ii) Contingent Liabilities**

As at the LPD, we do not have any contingent liabilities, which upon becoming enforceable, may have a material adverse impact on our results of operations or financial position.

12.9 KEY FINANCIAL RATIOS

Our key financial ratios for the Financial Years Under Review are as follows:

	FYE 2022	FYE 2023	FYE 2024	FYE 2025
Average trade receivable turnover period (days) ^(a)	52	67	72	66
Average trade payable turnover period (days) ^(b)	46	57	65	57
Average inventory turnover period (days) ^(c)	1	2	5	5
Current ratio (times) ^(d)	1.21	1.30	1.36	1.48
Gearing ratio (times) ^(e)	0.05	0.02	0.01	N/A

Notes:

- (a) Computed based on average trade receivables over total revenue and multiplied by 365 days. Average trade receivables are calculated by adding the closing balance of trade receivables of the financial year with that of the previous financial year, and dividing the total by 2.
- (b) Computed based on average trade payables over total cost of sales and multiplied by 365 days. Average trade payables are calculated by adding the closing balance of trade payables of the financial year with that of the previous financial year, and dividing the total by 2.
- (c) Computed based on average inventories over total cost of sales and multiplied by 365 days. Average trade inventories are calculated by adding the closing balance of inventories of the financial year with that of the previous financial year, and dividing the total by 2.
- (d) Computed based on the current assets over the current liabilities as at the respective financial year.
- (e) Computed based on the total bank borrowings (hire purchases) over the total equity as at the respective financial year.

12.9.1 Trade receivables turnover period

	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Trade receivables	26,880	35,528	39,264	45,229
Revenue	194,246	170,082	188,936	232,888
Average trade receivable turnover period (days) ^(a)	52	67	72	66

Note:

- (a) Computed based on average trade receivables over total revenue and multiplied by 365 days. Average trade receivables are calculated by adding the closing balance of trade receivables of the financial year with that of the previous financial year, and dividing the total by 2.

We deal with our customers on credit terms and the credit terms that we generally grant to our customers are cash term to 90 days.

12. FINANCIAL INFORMATION (Cont'd)

Our average trade receivables turnover period increased from 52 days as at FYE 2022 to 67 days as at FYE 2023. This was attributed to slower payments from customers which was reflected in the higher proportion of past due amounts which accounted for 63.83% of our total trade receivables as at FYE 2023 (FYE 2022: 48.58%).

Our average trade receivables turnover period increased from 67 days as at FYE 2023 to 72 days as at FYE 2024. This was mainly attributed to higher outstanding trade receivables from customers with longer credit terms.

Our average trade receivables turnover period improved from 72 days as at FYE 2024 to 66 days as at FYE 2025. This was mainly attributed to improvement in collections from customers as reflected in the lower proportion of outstanding trade receivables over revenue which decreased from 20.78% in FYE 2024 to 19.42% in FYE 2025.

The ageing analysis of our Group's trade receivables as at 31 December 2025 is as follows:

	Trade receivables as at 31 December 2025	Subsequent collections as at the LPD	Net trade receivables after subsequent collections up to the LPD
	RM'000	RM'000	RM'000
Not past due	33,773	33,013	760
Past due:			
1 – 30 days	6,776	6,595	181
31 – 60 days	2,519	2,441	78
61 – 90 days	1,824	1,082	742
More than 90 days	337	242	95
	45,229	43,373	1,856

As at the LPD, RM43.37 million or 95.90% of our outstanding trade receivables as at 31 December 2025 has been collected. The remaining RM1.86 million or 4.10% are outstanding as at the LPD.

12.9.2 Trade payables turnover period

	FYE 2022	FYE 2023	FYE 2024	FYE 2025
	RM'000	RM'000	RM'000	RM'000
Trade payables	17,192	27,932	28,490	33,714
Cost of sales	170,871	144,929	157,565	198,089
Average trade payables turnover period (days) ^(a)	46	57	65	57

Note:

- (a) Computed based on average trade payables over total cost of sales and multiplied by 365 days. Average trade payables are calculated by adding the closing balance of trade payables of the financial year with that of the previous financial year, and dividing the total by 2.

12. FINANCIAL INFORMATION (Cont'd)

We deal with our suppliers on credit terms and credit terms granted to us are as follows:

	<u>FYE 2022</u>	<u>FYE 2023</u>	<u>FYE 2024</u>	<u>FYE 2025</u>
Normal credit terms (days)	7 - 60	7 - 60	7 - 60	7 - 60

Our average trade payables turnover period increased from 46 days as at FYE 2022 to 57 days as at FYE 2023. This was attributed to higher purchases of hardware and software at the end of FYE 2023 for our integration of enterprise ICT infrastructure, as well as supply of hardware and software.

Our average trade payables turnover period increased from 57 days as at FYE 2023 to 65 days as at FYE 2024. This was attributed to higher purchases of hardware and software at the end of FYE 2024 for our integration of enterprise ICT infrastructure, as well as supply of hardware and software. The average trade payables turnover period of 65 days for FYE 2024 which has exceeded the normal credit terms mainly due to slow payments to our suppliers as a result of slower collection from our customers with longer credit terms. As at the LPD, the Group has subsequently paid the remaining outstanding trade payables.

Our average trade payables turnover period improved from 65 days as at FYE 2024 to 57 days as at FYE 2025. This was mainly attributed to improvement in payments to our suppliers.

The ageing analysis of our Group's trade payables as at 31 December 2025 is as follows:

	Trade payables as at 31 December 2025	Subsequent payments as at the LPD	Net trade payables after subsequent payments up to the LPD
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Not past due	24,269	24,129	140
Past due:			
1 – 30 days	8,958	8,958	-
31 – 60 days	333	333	-
61 – 90 days	85	50	35
More than 90 days	69	66	3
	<u>33,714</u>	<u>33,536</u>	<u>178</u>

As at the LPD, RM33.54 million or 99.47% of our outstanding trade payables has been paid. The remaining RM0.18 million or 0.53% are still outstanding as at the LPD.

12.9.3 Inventory turnover ratio

	<u>FYE 2022</u>	<u>FYE 2023</u>	<u>FYE 2024</u>	<u>FYE 2025</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Inventories	511	756	3,379	1,663
Cost of sales	170,871	144,929	157,565	198,089
Average inventory turnover period (days) ^(a)	1	2	5	5

12. FINANCIAL INFORMATION (Cont'd)

Note:

- (a) Computed based on average inventories over total cost of sales and multiplied by 365 days. Average trade inventories are calculated by adding the closing balance of inventories of the financial year with that of the previous financial year, and dividing the total by 2.

Our average inventory turnover periods increased from 1 day as at FYE 2022 to 2 days as at FYE 2023 and 5 days as at FYE 2024. This was attributed to the purchases of hardware at the end of FYE 2024 for our integration of enterprise ICT infrastructure, as well as supply of hardware.

Our average inventory turnover period remained at 5 days as at FYE 2025.

12.9.4 Current ratio

	<u>FYE 2022</u>	<u>FYE 2023</u>	<u>FYE 2024</u>	<u>FYE 2025</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Current assets	30,800	47,499	56,159	74,773
Current liabilities	25,513	36,674	41,173	50,619
Current ratio (times) ^(a)	1.21	1.30	1.36	1.48

Note:

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

Our current ratio improved to 1.30 times as at FYE 2023 (FYE 2022: 1.21 times) which were mainly attributed to higher outstanding of trade receivables as well as cash and bank balances.

Our current ratio improved to 1.36 times as at FYE 2024 (FYE 2023: 1.30 times) which were mainly attributed to higher outstanding of trade receivables as well as cash and bank balances.

Our current ratio further improved to 1.48 times as at FYE 2025 (FYE 2024: 1.36 times) which were attributed to higher cash and bank balances, outstanding trade receivables as well as prepayments relating to IPO expenses.

12.9.5 Gearing ratio

	<u>FYE 2022</u>	<u>FYE 2023</u>	<u>FYE 2024</u>	<u>FYE 2025</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Bank borrowings	571	356	200	-
Total equity	12,043	18,366	22,429	31,524
Gearing ratio (times) ^(a)	0.05	0.02	0.01	N/A

N/A = Not applicable.

Note:

- (a) Computed based on the total bank borrowings (hire purchases) over the total equity as at the respective financial year.

Our gearing ratio improved for the Financial Years Under Review and this was attributed to the lower outstanding of hire purchases resulting from repayments over the years.

The improvements were also attributed to the higher retained earnings, which increased by 59.97% to RM16.87 million as at FYE 2023 (FYE 2022: RM10.54 million) and continued to increase by 3.34% to RM17.43 million as at FYE 2024. Furthermore, the invested equity increased to RM5.00 million during FYE 2024 (FYE 2023: RM1.50 million).

We do not have any bank borrowings as at 31 December 2025.

12. FINANCIAL INFORMATION (Cont'd)**12.10 IMPACT OF INTEREST RATES, COMMODITY PRICES AND/OR FOREIGN EXCHANGE RATES ON OUR GROUP'S OPERATIONS****(i) Interest rate risk**

We are not subject to interest rate increase as our borrowings for the Financial Years Under Review were comprised of hire purchases for our motor vehicles which are on a fixed interest rate basis. As at 31 December 2025, we do not have any bank borrowings. Our finance cost increased from RM0.03 million in FYE 2022 to RM0.05 million in FYE 2023. In FYE 2024 and FYE 2025, our finance cost was RM0.03 million and RM0.04 million respectively. Nevertheless, there can be no assurance that we will not be subjected to interest rate risk in the future.

(ii) Commodity price fluctuation risk

Due to the nature of our business, we are not affected by fluctuations in commodity prices.

(iii) Foreign exchange risk

While our Group primarily operates within the Malaysian market and engages in minimal foreign currency transactions, we are still exposed to foreign currency fluctuation risk. Although the majority of our transactions are conducted in RM, any unfavourable fluctuation in foreign currency rates may have an adverse impact on our financial performance. A depreciation of the RM against the currencies which we transact will lead to higher revenue in RM after conversion, whereas it will also lead to higher purchases in RM after conversion. Conversely, appreciation of the RM against the currencies which we transact will lead to lower revenue and lower purchases in RM after conversion.

However, given that our exposure to foreign exchange fluctuations is limited, the direct impact on our financial results is relatively minimal. We will continuously monitor foreign currency fluctuations to ensure that any potential impacts are identified and addressed in a timely manner.

12.11 ORDER BOOK

In general, we secured orders for our products and services based on purchase orders. This includes the project-based services for the integration of enterprise ICT infrastructure, as well as supply of hardware and software, and provision of other services. As at the LPD, the remaining purchase orders for the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of other services, was RM82.18 million. In addition, we have subsisting contracts for the provision of cloud and managed services, which generally range from 1 year to 5 years, and the revenue will be recognised as and when services are rendered. As at the LPD, the remaining contract value for the provision of cloud and managed services was RM5.53 million.

12.12 TREND INFORMATION

As at the LPD, save as disclosed in this Prospectus and to the best of our Board's knowledge and belief, our operations have not been and are not expected to be affected by any of the following:

- (i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our financial performance, position and operations other than those discussed in this section, Section 7 and Section 9 of this Prospectus;
- (ii) material commitment for capital expenditure, save as disclosed in Section 12.7 of this Prospectus;

12. FINANCIAL INFORMATION (Cont'd)

- (iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group, save as disclosed in this section, Section 7 and Section 9 of this Prospectus;
- (iv) known trends, demands, commitments, events or uncertainties that had resulted in a material impact on our Group revenue and/or profits save for those that have been disclosed in this section, Section 7 and Section 9 of this Prospectus;
- (v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not indicative of the future financial performance and position other than those disclosed in this section, Section 7 and Section 9 of this Prospectus; and
- (vi) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's liquidity and capital resources, other than those discussed in this section, Section 7 and Section 9 of this Prospectus.

12.13 SIGNIFICANT CHANGES

There are no significant changes that have occurred, which may have a material effect on our financial position and results subsequent to the FYE 2025 and up to the LPD.

12.14 ACCOUNTING POLICIES AND AUDIT QUALIFICATION

There are no accounting policies which are peculiar to our Group because of the nature of the business and industry which we are involved in. For further details on the significant accounting policies of our Group, please refer to Note 3 of the Accountants' Report as set out in Section 14 of this Prospectus. The Accountants' Report does not contain any audit qualification for the Financial Years Under Review.

12.15 DIVIDEND POLICY

No inference should be made from any of the foregoing statements as to our actual future profitability or our ability to pay dividends in the future.

The actual dividend that our Board may recommend or declare in any particular financial year or period will be subject to the factors outlined below as well as any other factors deemed relevant by our Board.

In considering the level of dividend payments, if any, upon recommendation by our Board, we intend to consider various factors including:

- (i) our level of cash, gearing, return on equity and retained earnings;
- (ii) our expected financial performance;
- (iii) our projected levels of capital expenditure and other investment plans;
- (iv) our working capital requirements; and
- (v) any contractual restrictions and/or commitments.

Notwithstanding the above, our Group presently does not have a fixed dividend policy. Our Group's ability to distribute dividends or make other distributions to our shareholders is subject to various factors, such as profits recorded and excess of funds not required to be retained for working capital of our business.

12. FINANCIAL INFORMATION (Cont'd)

As at the LPD, save for any applicable financial covenants and the Act, and subject to the availability of distributable profits and reserves, there are no dividend restrictions imposed on us or our subsidiary.

Investors should note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect of our future dividends which are subject to modifications (including non-declaration thereof) at our Board's discretion. We cannot assure you that we will be able to pay dividends or that our Board will declare dividends in the future. There can also be no assurance that future dividends declared by our Board, if any, will not differ materially from historical dividend levels. See Section 9.3.4 of this Prospectus for factors which may affect or restrict our ability to pay dividends.

The following table sets out the dividends declared and/or paid by our Group for the Financial Years Under Review:

	FYE 2022	FYE 2023	FYE 2024	FYE 2025	From 1 January 2026 up to the LPD
Dividends declared and paid (RM'000)	1,000	1,500	5,900	^(b) 1,500	^(b) 1,500
PAT (RM'000)	6,819	7,823	9,963	10,590	-
Dividend payout ratio ^(a)	14.66%	19.17%	59.22%	14.16%	-

Note:

- (a) Computed based on dividends declared and paid divided by PAT.
- (b) Dividend declared on 31 December 2025 and paid on 12 February 2026.

During the Financial Years Under Review and up to the LPD, all the dividend declared and paid was funded entirely by internally generated funds. The dividends will not affect the execution and implementation of our future plans or strategies. Our Group also believes that they have sufficient funding from our Group's internally generated funds for its operations and expansion plans.

No dividend was declared from 1 January 2026 to the LPD. Further, our Board has no intention to declare any further dividends up to the completion of our Listing.

[The rest of this page has been intentionally left blank]

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION



27 April 2026

The Board of Directors
Pentech Holdings Berhad
 1B-G-09(b), 1B-G-10, 1B-G-11
 1B-G-29, 1B-G-30 & 1B-G-31
 Lengkok Mayang Pasir
 One Precinct
 11950 Bayan Lepas
 Pulau Pinang

Dear Sirs/Madams,

Baker Tilly Monteiro Heng PLT
 20190600600(LLP0019411-LCA)
 Chartered Accountants (AF 0117)
 Baker Tilly Tower
 Level 10, Tower 1, Avenue 5
 Bangsar South City
 59200 Kuala Lumpur, Malaysia

T : +603 2297 1000
 F : +603 2282 9980

info@bakertilly.my
www.bakertilly.my

PENTECH HOLDINGS BERHAD ("Pentech" or the "Company")

REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2025 FOR INCLUSION IN THE PROSPECTUS

We have completed our assurance engagement to report on the compilation of the pro forma combined statements of financial position of Pentech and the combining entity, namely Pentech Solution Sdn. Bhd. (collectively referred to as the "Group") for which the Board of Directors ("Board") of Pentech are solely responsible. The pro forma combined statements of financial position consists of the pro forma combined statements of financial position as at 31 December 2025 together with the accompanying notes thereon, as set out in the accompanying statements, for which we have stamped for the purpose of identification.

The applicable criteria on the basis of which the Board of Pentech have compiled the pro forma combined statements of financial position are as described in Note 2 to the pro forma combined statements of financial position and in accordance with the requirements of Chapter 9 of the *Prospectus Guidelines* issued by the Securities Commission Malaysia ("Prospectus Guidelines") and the Guidance Note for Issuers of Pro Forma Financial Information issued by the Malaysian Institute of Accountants ("Applicable Criteria").

The pro forma combined statements of financial position of the Group has been compiled by the Board of Pentech, for illustrative purposes only, for inclusion in the prospectus of Pentech ("Prospectus") in conjunction with the listing of and quotation for the entire enlarged issued share capital of Pentech on the ACE Market of Bursa Malaysia Securities Berhad comprising the Subsequent Event and Public Issue ("IPO"), after making certain assumptions and such adjustments to show the effects on the pro forma combined financial position of the Group as at 31 December 2025 adjusted for the Subsequent Event, Acquisition, Public Issue and utilisation of proceeds as described in Notes 1.2, 1.3.1, 1.3.2, and 3.2.1 respectively.

As part of this process, information about the Group's pro forma combined financial position has been extracted by the Board of Pentech from the audited combined financial statements of the Group for the financial year ended ("FYE") 31 December 2025, on which reporting accountants' report dated 27 April 2026 has been issued. The audited combined financial statements of Pentech and its combining entity for the FYE 31 December 2025 were reported by us to the Board of Pentech without any modification.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

Reporting Accountant's Report on the Compilation of the
Pro Forma Combined Statements of Financial Position
as at 31 December 2025 for inclusion in the Prospectus



Directors' Responsibility for the Pro Forma Combined Statements of Financial Position

The Board of Pentech are responsible for compiling the pro forma combined statements of financial position based on the Applicable Criteria.

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the *By-Laws (on Professional Ethics, Conduct and Practice)* issued by the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies *International Standard on Quality Management 1 (ISQM 1), Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance and 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.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, on whether the pro forma combined statements of financial position has been compiled, in all material respects, by the Board of Pentech based on 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 the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Board of Pentech have compiled, in all material respects, the pro forma combined statements of financial position based on the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma combined statements of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma combined statements of financial position.

The purpose of the pro forma combined statements of financial position included in the Prospectus is solely to illustrate the impact of significant events or transactions on the unadjusted financial information of Pentech as if the events had occurred or the transaction had been undertaken at an earlier date selected for illustrative purposes only. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions would have been as presented.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

Reporting Accountant's Report on the Compilation of the
Pro Forma Combined Statements of Financial Position
as at 31 December 2025 for inclusion in the Prospectus



Reporting Accountants' Responsibilities (Continued)

A reasonable assurance engagement to report on whether the pro forma combined statements of financial position has been compiled, in all material respects, based on the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board of Pentech in the compilation of the pro forma combined statements of financial position of the Group provide a reasonable basis for presenting the significant effects directly attributable to Listing Scheme as described in Note 1.3 to the pro forma combined statements of financial position, and to obtain sufficient appropriate evidence about whether:

- (a) The pro forma combined statements of financial position of the Group has been properly prepared on the basis and assumptions set out in the accompanying notes to the pro forma combined statements of financial position, based on the audited combined financial statements of the Group for the FYE 31 December 2025, and in manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its audited financial statements for the FYE 31 December 2025; and
- (b) Each material adjustment made to the information used in the preparation of the pro forma combined statements of financial position of the Group is appropriate for the purpose of preparing the pro forma combined statements of financial position.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events or transactions in respect of which the pro forma combined statements of financial position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma combined statements of financial position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our opinion

In our opinion: the pro forma combined statements of financial position of the Group has been compiled, in all material respects, on the basis as described in the notes thereon on the pro forma combined statements of financial position and in accordance with the requirements of the Applicable Criteria.

Other matter

This report has been prepared for inclusion in the Prospectus of Pentech in connection with the IPO. As such, this report should not be used, circulated, quoted or otherwise referred to in any document or used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this report contrary to the aforesaid purpose.

Yours faithfully,

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

Paul Tan Hong
No. 03459/11/2027 J
Chartered Accountant

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

1. INTRODUCTION

The pro forma combined statements of financial position of Pentech Holdings Berhad ("**Pentech**" or the "**Company**") and its combining entity, namely Pentech Solution Sdn. Bhd. ("**PSSB**") (hereinafter collectively referred to as the "**Group**") has been compiled by the Board of Pentech, for illustrative purposes only, for inclusion in the prospectus of Pentech ("**Prospectus**") in conjunction with the listing of and quotation for the entire enlarged issued share capital of RM56,804,000 comprising 620,000,000 ordinary shares in Pentech ("**Pentech Shares**" or "**Shares**") on the ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing**").

1.1 In conjunction with the admission of Pentech to the Official List of Bursa Securities and the Listing, Pentech had undertaken the following transactions:

1.2 Subsequent Event

Payment of Dividends

On 12 February 2026, PSSB made payment for dividends declared on 31 December 2025 amounting to RM1.50 million in respect of the Financial Year Ended ("**FYE**") 31 December 2025.

1.3 Listing Scheme

1.3.1 Acquisition

On 19 June 2025, Pentech entered into a conditional share sale agreement for the acquisition of the entire issued share capital of PSSB of RM5,000,000 comprising 5,000,000 ordinary shares from the shareholders of PSSB for a total purchase consideration of RM22,400,000 satisfied entirely via the issuance and allotment of 448,000,000 new Pentech Shares at an issue price of RM0.05 per Pentech Share.

For information purposes, the purchase consideration of RM22,400,000 was arrived at on a "willing buyer-willing seller" and after taking into account the audited net assets ("**NA**") of PSSB as at 31 December 2024.

The Acquisition was completed on 3 March 2026.

1.3.2 Public Issue

The public issue of 171,995,000 new Pentech Shares at the issue price of RM0.20 per Pentech Share, representing 27.74% of the enlarged issued share capital of Pentech, will be allocated in the following manner:

- (i) 31,000,000 IPO Shares, representing 5.00% of the enlarged issued share capital of Pentech Group, made available for application by the Malaysian Public;



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (*Cont'd*)

PENTECH HOLDINGS BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

1.3.2 Public Issue (continued)

- (ii) 31,000,000 IPO Shares, representing 5.00% of the enlarged issued share capital of Pentech Group, made available for application by the eligible Directors, employees and persons who have contributed to the success of the Group;
- (iii) 32,495,000 IPO Shares, representing 5.24% of the enlarged issued share capital of Pentech Group, made available by way of private placement to selected investors; and
- (iv) 77,500,000 IPO Shares, representing 12.50% of the enlarged issued share capital of Pentech Group, made available by way of private placement to selected Bumiputera investors approved by the Ministry of Investment, Trade and Industry of Malaysia.

(Collectively hereinafter referred to as "Public Issue").

1.3.3 Share Transfers

In conjunction with the IPO, during the prescribed period (1 day after the launching date of the Prospectus up to a period of 30 days), Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee will transfer an aggregate of 372,000,000 Shares to Evernorth Capital Sdn Bhd, an investment holding company owned by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00% respectively.

1.3.4 Listing

Admission of Pentech to the Official List of Bursa Securities and the listing of and quotation for its entire enlarged issued share capital of RM56,804,000 comprising 620,000,000 Pentech Shares on the ACE Market.

1.4 Long Term Incentive Plan ("LTIP")

In conjunction with the Listing, Pentech will establish a LTIP comprising the Employees Share Option Scheme ("ESOS") and Employees Share Grant Scheme, to be granted to eligible employees (including executive directors) of the Group who meet the criteria of eligibility for participation in the LTIP in accordance with the by-laws governing the LTIP ("LTIP By-Laws").

The LTIP will be administered by the LTIP committee and governed by the rules, terms and conditions of the LTIP By-Laws. The maximum number of Shares which may be made available under the LTIP shall not in aggregate exceed 10.00% of the total number of issued Shares (excluding treasury shares, if any) at any one time throughout the duration of the LTIP.



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

1.4 LTIP (continued)

Subject to the discretion of the LTIP committee and in conjunction with the Listing, the Company intends to grant ESOS options to eligible employees of up to 2.00% of the total number of the entire issued and enlarged share capital subject to the LTIP By-Laws. The ESOS options to be granted shall vest over 2 tranches, commencing from the first anniversary of the date of the Listing as follows:

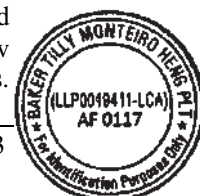
First anniversary of the date of the Listing	50.00%
Second anniversary of the date of the Listing	50.00%

For the purpose of the pro forma, the Directors of Pentech have illustrated the granting of the ESOS options of 12,400,000 Shares, representing 2.00% of the entire issued and enlarged share capital of Pentech comprising 620,000,000 Shares at a subscription price equivalent to the issue price of each IPO share at RM0.20.

The weighted average fair value of RM0.0806 per ESOS is determined by an external independent valuer with appropriately recognised professional qualifications.

2. BASIS OF PREPARATION OF THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

- 2.1 The pro forma combined statements of financial position has been prepared to illustrate the pro forma combined financial position of the Group as at 31 December 2025, adjusted for the Subsequent Event, Acquisition, Public Issue and utilisation of proceeds as described in Notes 1.2, 1.3.1, 1.3.2 and 3.2.1, respectively.
- 2.2 The pro forma combined statements of financial position have been prepared based on audited combined financial statements of the Group for the FYE 31 December 2025.
- 2.3 The audited combined financial statements of the Group for FYE 31 December 2025 were reported by the auditors to the Board of Pentech on 27 April 2026 without any modifications.
- 2.4 The pro forma combined statements of financial position of the Group has been prepared for illustrative purposes only and such information may not, because of its nature, give a true picture of the actual financial position and the results of the Group and does not purport to predict the future financial position and results of the Group.
- 2.5 The pro forma combined statements of financial position of the Group has been properly prepared on the basis set out in the accompanying notes to the pro forma combined statements of financial position based on the accountants' report of the Group for FYE 31 December 2025, which have been prepared in accordance with the Malaysian Financial Reporting Standards and the International Financial Reporting Standards.
- 2.6 The pro forma combined statements of financial position of the Group have been prepared in a manner consistent with both the format of the audited combined financial statements and accounting policies adopted by the Group in the preparation of its audited combined financial statements for FYE 31 December 2025 and the adoption of the following new accounting policies, which had been adopted by the Group as the group accounting policies.



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)
PENTECH HOLDINGS BERHAD
3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

- 3.1 The pro forma combined statements of financial position of the Group as set out below, for which the directors of Pentech are solely responsible, have been prepared for illustrative purposes only, to show the effects on the audited combined statements of financial position of the Group as at 31 December 2025, had the Subsequent Event, Acquisition, Public Issue and Utilisation of Proceeds as described in Note 1.2, 1.3.1 and 1.3.2, and utilisation of proceeds as described in Note 3.2.1 been effected on that date, and should be read in conjunction with the notes accompanying thereto.

	Combined Statements of Financial Position as at 31 December 2025 [#] RM'000	After Subsequent Event RM'000	After the Acquisition RM'000	Pro Forma I After Pro Forma I and the Public Issue RM'000	Pro Forma II After Pro Forma II and the Utilisation of Proceeds RM'000	Pro Forma III After Pro Forma III and the Proposed LTIP RM'000
ASSETS						
Non-current asset						
Property, plant and equipment	2,575	2,575	2,575	2,575	2,575	2,575
Right-of-use assets	960	960	960	960	960	960
Other investment	3,069	3,069	3,069	3,069	3,069	3,069
Deferred tax assets	1,072	1,072	1,072	1,072	1,072	1,072
Trade and other receivables	270	270	270	270	270	270
	7,946	7,946	7,946	7,946	7,946	7,946
Current assets						
Inventories	1,663	1,663	1,663	1,663	1,663	1,663
Trade and other receivables	49,167	49,167	49,167	49,167	47,449	47,449
Contract assets	263	263	263	263	263	263
Fixed deposits with licensed bank	47	47	47	47	47	47
Cash and short-term deposits	23,633	22,133	22,133	56,532	54,239	54,239
	74,773	73,273	73,273	107,672	103,661	103,661
TOTAL ASSETS	82,719	81,219	81,219	115,618	111,607	111,607
EQUITY AND LIABILITIES						
Equity attributable to owners of the Group						
Share capital	5	5	22,405	56,804	55,485	55,485
Invested equity	5,000	5,000	-	-	-	-
Reorganisation reserve	-	-	(17,400)	(17,400)	(17,400)	(17,400)
LTIP reserve	-	-	-	-	-	999
Retained earnings	26,519	26,519	26,519	26,519	23,827	22,828
TOTAL EQUITY	31,524	31,524	31,524	65,923	61,912	61,912



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)
PENTECH HOLDINGS BERHAD
3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)
3.1 (Continued)

		Pro Forma I	Pro Forma II	Pro Forma III	Pro Forma IV	
	Combined Statements of Financial Position as at 31 December 2025 [#] RM'000	After Subsequent Event RM'000	After the Acquisition RM'000	After Pro Forma I and the Public Issue RM'000	After Pro Forma II and the Utilisation of Proceeds RM'000	After Pro Forma III and the Proposed LTIP RM'000
Non-current liabilities						
Loan and borrowings	-	-	-	-	-	-
Lease liabilities	576	576	576	576	576	576
	576	576	576	576	576	576
Current liabilities						
Loan and borrowings	-	-	-	-	-	-
Lease liabilities	899	899	899	899	899	899
Trade and other payables	43,819	42,319	42,319	42,319	42,319	42,319
Contract liabilities	5,103	5,103	5,103	5,103	5,103	5,103
Current tax liabilities	798	798	798	798	798	798
	50,619	49,119	49,119	49,119	49,119	49,119
TOTAL LIABILITIES	51,195	49,695	49,695	49,695	49,695	49,695
TOTAL EQUITY AND LIABILITIES	82,719	81,219	81,219	115,618	111,607	111,607

[The remainder of this page is intentionally left blank]



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)
PENTECH HOLDINGS BERHAD
3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)
3.1 (Continued)

	Statements of Financial Position as at 31 December 2025 [#]	After Subsequent Event	Pro Forma I After the Acquisition	Pro Forma II After Pro Forma I and the Public Issue	Pro Forma III After Pro Forma II and the Utilisation of Proceeds	Pro Forma IV After Pro Forma III and the Proposed LTIP
Number of ordinary shares in issue ('000)						
Share capital ('000)	5	5	448,005	620,000	620,000	620,000
Invested equity ('000)	5,000	5,000	-	-	-	-
Total	5,005	5,005	448,005	620,000	620,000	620,000
NA attributable to the owners of the Company (RM'000)	31,524	31,524	31,524	65,923	61,912	61,912
NA per share attributable to the owners of the Company (RM)	6.30	6.30	0.07	0.11	0.10	0.10

Notes:

[#] *Extracted from Group's audited combined financial statements for the FYE 31 December 2025*



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 Notes to the pro forma combined statements of financial position are as follows:

3.2.1 The proceeds from the Public Issue would be used in the following manner:

Purposes	RM'000	%	Estimated time frame for defrayment (from listing date)
Establishment of new Security Operations Centre ("SOC") ⁽¹⁾	9,400	27.33	Within 36 months
Upgrade of the Group's Operations Command Centre ("OCC") infrastructure ⁽¹⁾	8,100	23.55	Within 36 months
Business expansion to provide additional ICT services ⁽¹⁾	6,740	19.59	Within 36 months
Marketing expenses and promotional activities ⁽¹⁾	3,500	10.17	Within 36 months
Working capital requirements	2,159	6.28	Within 24 months
Estimated listing expenses ⁽²⁾	4,500	13.08	Within 3 months
Total	34,399	100.00	

Notes:

(1) As at the date of this letter, the Group has yet to enter into any contractual binding agreement or issue any purchase order in relation to establishment of new SOC, upgrade of the Group's OCC, business expansion to provide additional ICT services and marketing expenses and promotional activities. Accordingly, the utilisation of proceeds earmarked for the establishment of new SOC, upgrade of the Group's OCC, business expansion to provide additional ICT services and marketing expenses and promotional activities are not reflected in the pro forma combined statements of financial position.

(2) The estimated listing expenses totaling RM4.50 million to be borne by the Company comprise of, among others, underwriting, placement and brokerage fees, professional fees as well as other miscellaneous expenses.

As at 31 December 2025, out of the RM4.50 million earmarked for listing expenses, RM2.21 million has been incurred. Of the RM2.21 million, RM0.49 million has been charged to the Retained Earnings Account whereas the remaining RM1.72 million is recognised as Prepayments. Upon the Public Issue, of the total RM4.50 million earmarked for listing expenses, RM1.32 million will be capitalised in Share Capital Account as these are directly attributable expenses relating to the new issuance of shares.



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 (Continued)

3.2.2 The pro forma combined statements of financial position should be read in conjunction with the notes below:

(a) Adjusted for Subsequent Event

Adjusted for subsequent event as described in Notes 1.2 on the audited combined statements of financial position of the Group as at 31 December 2025 has the following impact on the audited combined statements of financial position of the Group as at 31 December 2025:

	(Decrease)	
	Effects on Total Assets RM	Effects on Total Equity RM
Cash and bank balances	(1,500)	-
Trade and other payables		
- Dividends payable	-	(1,500)
	<u>(1,500)</u>	<u>(1,500)</u>

(b) Pro Forma I

Pro Forma I incorporates the effects of the Acquisition as described in Note 1.3.1 on the audited combined statements of financial position of the Group as at 31 December 2025.

Acquisition of PSSB

The reorganisation reserve arising from the Acquisition of PSSB are as below:

	RM'000
Purchase consideration	22,400
Less: Share capital of combining entities	<u>(5,000)</u>
Reorganisation reserve	<u>17,400</u>



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 (Continued)

3.2.2 (Continued)

(b) Pro Forma I (continued)

The Acquisition will have the following impact on the audited combined statements of financial position of the Group as at 31 December 2025:

	Increase/(Decrease)	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Share capital	-	22,400
Invested equity	-	(5,000)
Reorganisation reserve	-	(17,400)
	-	-

(c) Pro Forma II

Pro Forma II incorporates the cumulative effects of Pro Forma I and the Public Issue as described in Note 1.3.2 and Note 1.3.3 respectively.

The Public Issue will have the following impact on the pro forma combined statements of financial position of the Group as at 31 December 2025:

	Increase	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Cash and bank balances	34,399	-
Share capital	-	34,399
	34,399	34,399

Upon the completion of the Public Issue of 171,995,000 Pentech Shares, its entire enlarged issued share capital would amount to RM56,804,000 comprising 620,000,000 Pentech Shares.



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 (Continued)

3.2.2 (Continued)

(d) Pro Forma III

Pro Forma III incorporates the cumulative effects of Pro Forma II and the utilisation of proceeds from the Public Issue of RM34.40 million and after netting off RM4.50 million of estimated listing expenses.

The remaining proceeds expected from the Public Issue of RM29.90 million will be used in the manner as described in Note 3.2.1.

The proceeds arising from the Public Issue earmarked for the establishment of new SOC, upgrade of the Group's OCC, business expansion to provide additional ICT services and marketing expenses and promotional activities and Group's working capital purposes of RM29.90 million will be included in the Cash and Bank Balances Account.

As at 31 December 2025, out of the RM4.50 million earmarked for listing expenses, RM2.21 million has been incurred. Of the RM2.21 million, RM0.49 million has been charged to the Retained Earnings Account whereas the remaining RM1.72 million is recognised as Prepayments. Upon the Public Issue, of the total RM4.50 million earmarked for listing expenses, RM1.32 million will be capitalised in Share Capital Account as these are directly attributable expenses relating to the new issuance of shares.

The utilisation of proceeds will have the following impact on the pro forma combined statements of financial position of the Group as at 31 December 2025:

	Decrease	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Prepayments	(1,718)	-
Cash and bank balances	(2,293)	-
Share capital	-	(1,319)
Retained earnings	-	(2,692)
	<u>(4,011)</u>	<u>(4,011)</u>



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

PENTECH HOLDINGS BERHAD

3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 (Continued)

3.2.2 (Continued)

(d) Pro Forma IV

Pro Forma IV incorporates the cumulative effects of Pro Forma III and the LTIP as described in Note 1.4.

Share Option Reserve

The allocated fair value of the ESOS is credited to the LTIP Reserve Account, which is non-distributable. The LTIP Reserve Account will be transferred to the Share Capital Account upon the exercise of the option.

For the preparation of the Pro Forma Combined Statements for Financial Position, the value of the options is based on the relative fair value of the ordinary shares by reference to the following information:

Valuation model	:	Binomial Options Pricing Model
Fair value of option	:	RM0.0806
Tenure of option	:	5 years
Dividend	:	1.21%
Risk-free interest rate	:	3.40%

As the above variables are subject to change upon the implementation of the granting of the ESOS as described in Note 1.4, the actual quantum of the components of the LTIP Reserve will only be determined upon the issuance of the option. As such, the actual quantum may differ from the amount computed above.

The granting of the ESOS will have the following impact on the Pro Forma Combined Statements of Financial Position of the Group as at 31 December 2025:

	Increase/ (Decrease) Effects on Total Equity RM'000
Retained earnings	(999)
LTIP reserve	999
	<u>-</u>



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)
PENTECH HOLDINGS BERHAD
3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)
3.2 (Continued)
3.2.3 Movements in share capital and reserves are as follows:

	Share capital RM'000	Invested equity RM'000	Reorganisation reserve RM'000	LTIP reserve RM'000	Retained earnings RM'000	Total RM'000
Combined statements of financial position of the Group as at 31 December 2025	5	5,000	-	-	26,519	31,524
Arising from Subsequent Event	-	-	-	-	-	-
After Subsequent Event	5	5,000	-	-	26,519	31,524
Arising from the Acquisition	22,400	(5,000)	(17,400)	-	-	-
Per Pro Forma I	22,405	-	(17,400)	-	26,519	31,524
Arising from the Public Issue	34,399	-	-	-	-	34,399
Per Pro Forma II	56,804	-	(17,400)	-	26,519	65,923
Arising from the defrayment of estimated listing expenses in relation to the Listing	(1,319)	-	-	-	(2,692)	(4,011)
Per Pro Forma III	55,485	-	(17,400)	-	23,827	61,912
Arising from the LTIP	-	-	-	999	(999)	-
Per Pro Forma IV	55,485	-	(17,400)	999	22,828	61,912



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)
PENTECH HOLDINGS BERHAD
3. PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

3.2 (Continued)

3.2.4 Movements in cash and bank balances are as follows:

	RM'000
Combined statements of financial position of the Group as at 31 December 2025	23,633
Arising from Subsequent Event	(1,500)
After Subsequent Event	22,133
Arising from the Acquisition	-
Per Pro Forma I	22,133
Arising from the Public Issue	34,399
Per Pro Forma II	56,532
Arising from the defrayment of estimated listing expenses in relation to the Listing	(2,293)
Per Pro Forma III	54,239
Arising from the LTIP	-
Per Pro Forma IV	54,239



**13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA
COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)**

PENTECH HOLDINGS BERHAD

APPROVAL BY BOARD OF DIRECTORS

Approved and adopted on behalf of the Board of Directors of Pentech Holdings Berhad in
accordance with a resolution dated

27 APR 2026



.....
Yeoh Chin Ming
Director



.....
Juleen Teh Sue Leen
Director



14. ACCOUNTANTS' REPORT

27 April 2026

The Board of Directors
Pentech Holdings Berhad
 1B-G-09(b), 1B-G-10, 1B-G-11
 1B-G-29, 1B-G-30 & 1B-G-31
 Lengkok Mayang Pasir
 One Precinct
 11950 Bayan Lepas
 Pulau Pinang

Dear Sirs/Madams,

Baker Tilly Monteiro Heng PLT
 201906000600(LLP0019411-LCA)
 Chartered Accountants (AF 0117)
 Baker Tilly Tower
 Level 10, Tower 1, Avenue 5
 Bangsar South City
 59200 Kuala Lumpur, Malaysia

T: +603 2297 1000
F: +603 2282 9980

info@bakertilly.my
www.bakertilly.my

Reporting Accountants' opinion on the Combined Financial Statements contained in the Accountants' Report of Pentech Holdings Berhad ("Pentech" or the "Company")

Opinion

We have audited the accompanying combined financial statements of the Company and its combining entity (collectively known as the "Group") as detailed in Note 2 to the combined financial statements, which comprise the combined statements of financial position as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025, the combined statements of comprehensive income, combined statements of changes in equity and combined statements of cash flows for the financial years ended ("FYE(s)") 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025, and notes to the combined financial statements, including material accounting policy information, as set out on pages 6 to 71.

In our opinion, the accompanying combined financial statements contained in the Accountants' Report of the Company gives a true and fair view of the financial positions of the Group as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 and of its financial performance and its cash flows for the FYEs 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 in accordance with the Malaysian Financial Reporting Standards and International Financial Reporting Standards as well as 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 Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD
(Incorporated in Malaysia)

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 Combined Financial Statements

The Directors of the Company are responsible for the preparation of the combined financial statements contained in the Accountants' Report of the Company, so as to give a true and fair view in accordance with the Malaysian Financial Reporting Standards and the International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of the combined financial statements of the Group that are free from material misstatement, whether due to fraud or error.

In preparing the combined financial statements of the Group, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Reporting Accountants' Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the combined financial statements of the Group as a whole are free from material misstatement, whether due to fraud or error, and to issue a Reporting Accountants' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these combined financial statements.

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD
(Incorporated in Malaysia)

**Reporting Accountants' Responsibilities for the Audit of the Combined Financial Statements
(continued)**

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the combined financial statements of the Group, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Reporting Accountants' report to the related disclosures in the combined financial statements of the Group or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Reporting Accountants' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the combined financial statements of the Group, including the disclosures, and whether the combined financial statements of the Group represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the combining entities audit to obtain sufficient appropriate audit evidence regarding the financial information of the Group or business activities within the Group to express an opinion on the combined financial statements 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.

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD
(Incorporated in Malaysia)

Other Matter

This report is made solely to the Company and has been prepared solely to comply with the Prospectus Guidelines issued by the Securities Commission Malaysia 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 and should not be relied upon any other purpose. We do not assume responsibility to any other person for the content of this report.

A handwritten signature in black ink, appearing to read "Baker Tilly Monteiro Heng".

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

A handwritten signature in black ink, appearing to read "Paul Tan Hong".

Paul Tan Hong
No. 03459/11/2027 J
Chartered Accountant

Kuala Lumpur

Date: 27 April 2026

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

STATEMENT BY DIRECTOR

I, **YEOH CHIN MING** and **JULEEN TEH SUE LEEN**, being two of the directors of PENTECH HOLDINGS BERHAD, do solemnly hereby state that in the opinion, the accompanying combined financial statements are drawn up in accordance with the Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the financial position of the Company 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.

Signed on behalf of the Board of Directors in accordance with a resolution of the Director:



.....
YEOH CHIN MING
Director



.....
JULEEN TEH SUE LEEN
Director

Penang

Date: **27 APR 2026**

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

COMBINED STATEMENTS OF FINANCIAL POSITION

		----- As at 31 December -----			
	Note	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	5	2,850	3,187	2,757	2,575
Right-of-use assets	6	1,280	728	822	960
Other investment	7	2,917	3,029	3,024	3,069
Deferred tax assets	8	854	1,064	1,280	1,072
Trade and other receivables	10	-	-	-	270
Total non-current assets		7,901	8,008	7,883	7,946
Current assets					
Inventories	9	511	756	3,379	1,663
Trade and other receivables	10	27,229	35,932	40,164	49,167
Contract assets	11	9	22	-	263
Fixed deposits with licensed bank		-	-	-	47
Cash and short-term deposits	12	3,051	10,789	12,616	23,633
Total current assets		30,800	47,499	56,159	74,773
TOTAL ASSETS		38,701	55,507	64,042	82,719
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	13	-	-	-	5
Invested equity	13	1,500	1,500	5,000	5,000
Retained earnings		10,543	16,866	17,429	26,519
TOTAL EQUITY		12,043	18,366	22,429	31,524

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF FINANCIAL POSITION (CONTINUED)**

		----- As at 31 December -----			
	Note	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
LIABILITIES					
Non-current liabilities					
Loan and borrowings	14	356	163	104	-
Lease liabilities	15	789	304	336	576
Total non-current liabilities		1,145	467	440	576
Current liabilities					
Loan and borrowings	14	215	193	96	-
Lease liabilities	15	545	495	526	899
Trade and other payables	16	22,066	32,620	33,861	43,819
Contract liabilities	11	2,017	2,962	5,722	5,103
Current tax liabilities		670	404	968	798
Total current liabilities		25,513	36,674	41,173	50,619
TOTAL LIABILITIES		26,658	37,141	41,613	51,195
TOTAL EQUITY AND LIABILITIES		38,701	55,507	64,042	82,719

The accompanying notes form an integral part of these combined financial statements.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF COMPREHENSIVE INCOME**

		As at 31 December			
		2022	2023	2024	2025
	Note	RM'000	RM'000	RM'000	RM'000
Revenue	17	194,246	170,082	188,936	232,888
Cost of sales		(170,871)	(144,929)	(157,565)	(198,089)
Gross profit		23,375	25,153	31,371	34,799
Other income	18	96	299	60	61
Selling and distribution expenses		(5,828)	(7,318)	(8,740)	(10,422)
Administrative expenses		(8,232)	(7,605)	(9,596)	(10,282)
Other expenses		(251)	-	-	(40)
Operating profit		9,160	10,529	13,095	14,116
Finance income	19	48	207	375	391
Finance costs	20	(33)	(51)	(30)	(41)
Profit before tax	21	9,175	10,685	13,440	14,466
Income tax expenses	23	(2,356)	(2,862)	(3,477)	(3,876)
Profit for the financial year, representing total comprehensive income for the financial year		6,819	7,823	9,963	10,590
Profit attributable to:					
Owner of the Company		6,819	7,823	9,963	10,590
Total comprehensive income attributable to:					
Owner of the Company		6,819	7,823	9,963	10,590
Earnings per share					
Basic (RM)	24	4.55	5.22	1.99	2.12

The accompanying notes form an integral part of these combined financial statements.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF CHANGES IN EQUITY**

		Attributable to owners of the Company		
		Invested equity RM'000	Retained earnings RM'000	Total equity RM'000
At 1 January 2022		1,000	4,724	5,724
Total comprehensive income for the financial year				
Profit for the financial year, representing total comprehensive income for the financial year		-	6,819	6,819
Transaction with owners				
Issue of ordinary shares		500	-	500
Dividend paid on shares	25	-	(1,000)	(1,000)
At 31 December 2022		1,500	10,543	12,043
Total comprehensive income for the financial year				
Profit for the financial year, representing total comprehensive income for the financial year		-	7,823	7,823
Transaction with owners				
Dividend paid on shares	25	-	(1,500)	(1,500)
At 31 December 2023		1,500	16,866	18,366
Total comprehensive income for the financial year				
Profit for the financial year, representing total comprehensive income for the financial year		-	9,963	9,963
Transaction with owners				
Issue of bonus shares		3,500	(3,500)	-
Dividend paid on shares	25	-	(5,900)	(5,900)
At 31 December 2024		5,000	17,429	22,429

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD****Accountants' Report****COMBINED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)**

		Attributable to owners of the Company			
		Share capital RM'000	Invested equity RM'000	Retained earnings RM'000	Total equity RM'000
At 1 January 2025		-	5,000	17,429	22,429
Total comprehensive income for the financial year					
Profit for the financial year, representing total comprehensive income for the financial year		-	-	10,590	10,590
Transaction with owners					
Incorporation of a combining entity		5	-	-	5
Dividend paid on shares	25	-	-	(1,500)	(1,500)
At 31 December 2025		5	5,000	26,519	31,524

The accompanying notes form an integral part of these combined financial statements.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF CASH FLOWS**

		----- As at 31 December -----			
	Note	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
Cash flows from operating activities					
Profit before tax		9,175	10,685	13,440	14,466
Adjustments for:					
Bad debts written off		19	66	64	-
Depreciation of property, plant and equipment	5	602	778	756	747
Depreciation of right-of-use assets	6	314	571	589	619
Deposit forfeited		8	-	11	-
Dividend income		(7)	(5)	(4)	-
Fair value loss/(gain) on other investments		251	(148)	(50)	40
Finance costs		33	51	30	41
(Gain)/loss on disposal of other investment		-	(15)	15	-
(Gain) on disposal of property, plant and equipment	18	(94)	-	-	(11)
Impairment loss on trade receivables		-	-	403	-
Interest income		(41)	(202)	(371)	(391)
Inventories written off		-	-	38	*
Net unrealised (gain)/loss on foreign exchange	18/21	-	-	(9)	15
Property, plant and equipment written off	21	16	27	-	*
Selling profit on finance lease		-	-	-	(48)
Operating profit before changes in working capital		10,276	11,808	14,912	15,478
Changes in working capital:					
Inventories		(169)	(245)	(2,661)	1,716
Receivables		941	(8,769)	(4,701)	(8,718)
Contract assets		6	(13)	22	(263)
Payables		(7,022)	10,554	1,241	8,458
Contract liabilities		815	945	2,760	(619)
Net cash generated from operations		4,847	14,280	11,573	16,052
Income tax paid		(2,550)	(3,338)	(3,129)	(3,838)
Interest paid		(33)	(51)	(30)	(41)
Interest received		41	202	371	391
Net cash from operating activities		2,305	11,093	8,785	12,564

* Denotes <RM1,000

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF CASH FLOWS (CONTINUED)**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Cash flows from investing activities				
Acquisition of equity instruments	(534)	(55)	(91)	(85)
Net change in pledged deposits	-	-	-	(54)
Income from lease receivables	-	-	-	215
Dividend income	7	5	4	-
Proceeds from disposal of equity instruments	-	106	131	-
Proceeds from disposal of property, plant and equipment	94	-	-	11
Purchase of property, plant and equipment	(1,747)	(1,142)	(326)	(565)
Net cash used in investing activities	(2,180)	(1,086)	(282)	(478)
Cash flows from financing activities				
Dividends paid on shares	(1,000)	(1,500)	(5,900)	-
Net changes in amount owing to directors	(144)	-	-	-
Proceeds from issuance of ordinary shares	500	-	-	-
Net changes in lease liabilities	(260)	(554)	(620)	(869)
Repayment of hire purchase payables	(184)	(215)	(156)	(200)
Net cash used in financing activities	(1,088)	(2,269)	(6,676)	(1,069)
Net (decrease)/increase in cash and cash equivalents	(963)	7,738	1,827	11,017
Cash and cash equivalents at the beginning of the financial year	4,014	3,051	10,789	12,616
Cash and cash equivalents at the end of the financial year	3,051	10,789	12,616	23,633

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF CASH FLOWS (CONTINUED)**

- (i) During the financial years under review, the Group made the following cash payments to purchase property, plant and equipment:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Purchase of property, plant and equipment	2,247	1,142	326	565
Financed by way of lease arrangements	(500)	-	-	-
Cash payments on purchase of property, plant and equipment	1,747	1,142	326	565

- (ii) Reconciliation of changes in liabilities arising from financing liabilities are as follows:

	01.01.2022	Cash flows	<u>Non-cash</u> Others	31.12.2022
	RM'000	RM'000	RM'000	RM'000
Lease liabilities	-	(260)	1,594	1,334
Hire purchase payables	255	(184)	500	571
Amount owing to directors	144	(144)	-	-
	399	(588)	2,094	1,905

	01.01.2023	Cash flows	<u>Non-cash</u> Others	31.12.2023
	RM'000	RM'000	RM'000	RM'000
Lease liabilities	1,334	(554)	19	799
Hire purchase payables	571	(215)	-	356
	1,905	(769)	19	1,155

	01.01.2024	Cash flows	<u>Non-cash</u> Others	31.12.2024
	RM'000	RM'000	RM'000	RM'000
Lease liabilities	799	(620)	683	862
Hire purchase payables	356	(156)	-	200
	1,155	(776)	683	1,062

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**COMBINED STATEMENTS OF CASH FLOWS (CONTINUED)**

- (ii) Reconciliation of changes in liabilities arising from financing liabilities are as follows (continued):

	01.01.2025	Cash flows	Non-cash	31.12.2025
	RM'000	RM'000	Others	RM'000
			RM'000	
Lease liabilities	862	(869)	1,482	1,475
Hire purchase payables	200	(200)	-	-
	<u>1,062</u>	<u>(1,069)</u>	<u>1,482</u>	<u>1,475</u>

- (iii) Total cash outflows for leases

The Group had total cash outflows for leases of RM859,102 (2024: RM643,516, 2023: RM584,187 and 2022: RM269,970).

The accompanying notes form an integral part of these combined financial statements.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS****1. GENERAL INFORMATION**

Pentech Holdings Berhad. ("Pentech" or the "Company") was incorporated as a private company limited by shares on 21 November 2024 and was converted to a public company limited by shares on 26 June 2025 under Companies Act 2016 and is domiciled in Malaysia.

The registered office of the Company is located at 9-1, 9th Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang, Malaysia and principal place of the Company is located at 1B-G-09(b), 1B-G-10, 1B-G-11, 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang.

The principal activity of the Company is investment holding. The details of the combining entity is as follows:

Combining entity	Principal place of business/ country of incorporation	Principal activities
Pentech Solution Sdn. Bhd.	Malaysia	Integration of enterprise Information and Communication Technology ("ICT") infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services

There have been no significant changes in the nature of these principal activities during the financial years under review.

The combined financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Director on 27 April 2026.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION**

The combined financial statements of Pentech consist of the financial statements of the following entities under common control which is accounted for using the merger method of accounting (collectively hereinafter referred to as the "Group") for each of the financial years:

Entity under Common Control	FYE 31 December			
	2022	2023	2024	2025
Pentech Holdings Berhad	&	&	*	√, ^
Pentech Solution Sdn. Bhd.	√, @	√, @	√, ^	√, ^

& The financial statements were not applicable for Pentech Holdings Berhad as it was incorporated on 21 November 2024.

√ The combined financial statements of the Group include the financial statements of these combining entities prepared in accordance with the Malaysian Financial Reporting Standards ("MFRSs") and/or the International Financial Reporting Standards ("IFRSs") for the respective financial years.

* No financial statements were available for Pentech Holdings Berhad as it was incorporated on 21 November 2024.

^ The combined financial statements of the Group for the respective financial years have been prepared based on the audited financial statements which were audited by Baker Tilly Monteiro Heng PLT.

@ The combined financial statements of the Group for the respective financial years have been prepared based on the audited financial statements which were re-audited by Baker Tilly Monteiro Heng PLT for the purpose of inclusion into the combined financial statements of the Group. The audited financial statements which were lodged with Companies Commission of Malaysia were audited by a firm of chartered accountants other than Baker Tilly Monteiro Heng PLT.

The audited financial statements of all the combining entities within the Group for the relevant years reported above were not subject to any qualification or modification.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)**

Combined financial statements of the Group for FYE 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025

The combined financial statements of the Group for the relevant periods were prepared in a manner as if the entities under common control were operating as a single economic enterprise from the beginning of the earliest comparative period covered by the relevant period or the dates of incorporation of entities within the Group, if later.

Entities under common control are entities which are ultimately controlled by the same parties and that control is not transitory ("commonly controlled entities"). Control exists when the same parties have, as a result of contractual agreements, ultimate collective power to govern the financial and operating policies of each of the commonly controlled entities so as to obtain benefits from their activities, and that ultimate collective power is not transitory. The financial statements of commonly controlled entities are included in the combined financial statements from the day that control commences until the date that control ceases.

The financial information presented in the combined financial statements may not correspond to those in the combined financial statements of the Group had the relevant transactions to legally constitute a group been incorporated in the combined financial statements for the respective financial years. Such financial information in the combined financial statements does not purport to predict the financial position, results and the cash flows of the entities under common control for those financial years.

The combined financial statements are prepared under the historical cost convention except otherwise indicated in the material accounting policy information.

The accounting policies applied by the Group are consistently applied for all the financial years presented in these combined financial statements.

2.1 Statement of compliance

The combined financial statements of the Group have been prepared in accordance with the MFRSs and IFRSs.

2.2 Amendments to MFRSs

The Group has adopted the following applicable amendments to MFRSs for the current financial year:

Amendments to MFRSs

MFRS 121 The Effects of Changes in Foreign Exchange Rates

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Group and did not result in significant changes to the Group's existing accounting policies.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective**

- (a) The Group has not adopted the following new MFRS and amendments to MFRSs that have been issued, but yet to be effective.

		Effective for financial periods beginning on or after
<u>New MFRS</u>		
MFRS 18	Presentation Disclosure in Financial Statements	1 January 2027
<u>Amendments to MFRSs</u>		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2026
MFRS 7	Financial Instruments: Disclosures	1 January 2026
MFRS 9	Financial Instruments	1 January 2026
MFRS 10	Consolidated Financial Statements	1 January 2026/ Deferred
MFRS 107	Statements of Cash Flows	1 January 2026
MFRS 121	The Effects of Changes in Foreign Exchange Rates	1 January 2025
MFRS 128	Investments in Associates and Joint Ventures	Deferred

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)**

- (b) The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below.

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 replaces *MFRS 101 Presentation of Financial Statements*. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss – including “operating profit”, which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

MFRS 18 requires disclosure of explanations of the entity's company-specific measures that are related to the statement of profit or loss, referred to as management-defined performance measures (“MPMs”). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communication about the entity's financial performance, and any changes made to the MPMs in the year.

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the “operating” category in the profit or loss by nature or function or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortisation, employee benefits, impairment losses and write-downs of inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as “other” to be labelled and/or described in as faithfully representative and precise a way as possible.

Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates

Amendments to MFRS 121 respond to stakeholder feedback and concerns about diversity in practice in accounting for a lack of exchangeability between currencies.

Applying the Amendments, entities will be applying a consistent approach in determining if a currency can be exchanged into another currency. These amendments provide guidance on the spot exchange rate to be used when a currency is not exchangeable into another currency and the disclosures entities need to provide to enable users of financial statements to understand the impact on the entities' financial performance, financial position and cash flows as a result of a currency being not exchangeable into another currency.

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD
Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)**

- (b) The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below. (continued)

Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures

These narrow scope amendments to MFRS 9 clarify the classification and measurement requirements, including:

- clarify how the contractual cash flows on financial assets with environmental, social and corporate governance and similar features should be assessed, specifically the assessment of interest focuses on what an entity is being compensated for, rather than how much compensation it receives. Nonetheless, the amount of compensation the entity receives may indicate that it is being compensated for something other than basic lending risks and costs.
- clarify the date on which a financial asset or a financial liability settled via electronic payment systems is derecognised. The Amendments permit an entity to derecognise a financial liability before it delivers cash on the settlement date if specified criteria are met.

Amendments to MFRS 7 introduces new disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features that do not relate directly to basic lending risks and costs.

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate (the "functional currency"). The combined financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency, and has been rounded to the nearest thousand, unless otherwise stated.

2.5 Basis of measurement

The combined financial statements of the Group have been prepared on the historical cost basis, except as otherwise disclosed.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****3. MATERIAL ACCOUNTING POLICY INFORMATION**

Unless otherwise stated, the following material accounting policy information have been applied consistently to all the financial years presented in the financial statements of the Group.

3.1 Basis of combination/consolidation**Subsidiaries and business combination**

The Group applies the acquisition method to account for business combinations from the acquisition date when the acquired set of activities meets the definition of a business and control is transferred to the Group.

A business combination involving entities under common control is a business combination in which all the combining entities or subsidiaries are ultimately controlled by the same party and parties both before and after the business combination, and that control is not transitory. Under the merger method of accounting, the results of subsidiaries are presented as if the business combination had been affected throughout the current and previous financial years. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the difference between costs of acquisition over the nominal value of share capital of the subsidiaries is taken to reorganisation reserve or merger deficit.

3.2 Financial instruments**Financial assets - subsequent measurement and gains and losses**Financial assets at fair value through profit or loss

The Group subsequently measure these assets at fair value. Net gains and losses, including any interest and dividend income, are recognised in profit or loss.

Debt instruments at amortised cost

The Group subsequently measures these assets at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.2 Financial instruments (continued)****Financial liabilities - subsequent measurement and gains and losses**

The Group classifies the financial liabilities at amortised cost.

The Group subsequently measures other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.3 Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

All property, plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful lives (years)
Computers and software	5
Furniture and fittings	10
Motor vehicles	5
Office equipment	10
Renovation	10

3.4 Leases**(a) Lessee accounting**

The Group presents right-of-use assets and lease liabilities as separate lines in the combined statements of financial position.

Short-term leases and leases of low value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. Accordingly, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets

The right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right-of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.4 Leases (continued)****(a) Lessee accounting (continued)**Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments, that are not paid at the commencement date, discounted by using the incremental borrowing rate.

The Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(b) Lessor accounting

The Group recognises lease payments received from the leasing of laptops under operating leases as income on a straight-line basis over the lease term as part of revenue.

3.5 Inventories

Inventories are measured at the lower of cost and net realisable value. Costs comprises purchase price and directly attributable costs of bringing the inventories to their present location and condition.

3.6 Contract assets/(liabilities)

Contract assets are the right to consideration in exchange for goods or services transferred to the customers when that right is conditioned on something other than the passage of time (for example, the Group's future performance).

Contract liabilities are the obligation to transfer services to customers for which the Group has received the consideration or has billed the customers.

3.7 Revenue and other income**(a) Sale of goods**

Revenue from sale of goods is recognised when the Company has transferred control of the goods to the customer, being when the goods have been transferred and when the customer accepts the delivery of the goods.

Sales are made with credit term, which is consistent with market practice, therefore, no element of financing is deemed present. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.7 Revenue and other income (continued)****(b) Rendering of services**

Revenue from a contract to provide services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously.

The Group recognises these services rendered over time based on an accrual basis.

(c) Interest income

Interest income is recognised using the effective interest method.

(d) Other income

Other income is recognised using the accrual basis.

(e) Dividend income

Dividend income is recognised when the right to receive payment is established.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of combined financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also require the Directors to exercise their judgement in the process of applying the Group's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's combined financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's combined financial statements within the next financial year are disclosed as follows:

(a) Depreciation and useful lives of property, plant and equipment

The Group reviews the residual values, useful lives and depreciation methods at the end of each reporting period. Estimates are applied in the selection of the depreciation method, the useful lives and the residual values. The actual consumption of the economic benefits of the property, plant and equipment may differ from the estimates applied and therefore, future depreciation charges could be revised.

The carrying amounts of the Group's property, plant and equipment are disclosed in Note 5.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)**

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's combined financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's combined financial statements within the next financial year are disclosed as follows: (continued)

(b) Impairment of financial assets and contract assets

The impairment provisions for financial assets and contract assets are based on assumption about risk of default and expected loss rate. The Group uses judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The assessment of the correlation between historical observed default rates, forward-looking estimates and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and forecast of economic conditions over the expected lives of the financial assets and contract assets. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the impairment losses on the Group financial assets and contract assets are disclosed in Notes 10 and 11.

(c) Measurement of income taxes

Significant judgement is required in determining the Group's estimation for current and deferred taxes because the tax liability for the Group is uncertain. When the final outcome of the tax payable is determined with the tax authorities in each jurisdiction, the amounts might be different from the initial estimates of the tax payables. Such differences may impact the current and deferred taxes in the period when such determination is made. The Group will make adjustments for current or deferred taxes in respect of prior years in the current period on those differences arise.

The income tax expense of the Group is disclosed in Note 23.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)**

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's combined financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's combined financial statements within the next financial year are disclosed as follows: (continued)

(d) Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences based on the projected future profits of the Group to the extent that is probable that taxable profit will be available against which the temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the future performance and taxable profits of the Group.

The carrying amount of the Group's recognised deferred tax assets is disclosed in Note 8.

(e) Write-down of obsolete or slow moving inventories

The Group writes down their obsolete or slow moving inventories based on the assessment of their estimated net selling price. Inventories are written down when events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses sales trend and current economic trends when making a judgement to evaluate the adequacy of the write-down of obsolete or slow moving inventories. Where expectations differ from the original estimates, the differences will impact the carrying amount of inventories.

The carrying amounts of the Group's inventories are disclosed in Note 9.

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT

	Note	Computer and software RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Office equipment RM'000	Renovation RM'000	Capital work-in- progress RM'000	Total RM'000
Cost								
At 1 January 2022		977	142	1,393	197	429	-	3,138
Additions		193	84	838	169	388	575	2,247
Disposal		-	-	(483)	-	-	-	(483)
Written off		(196)	-	-	(11)	-	-	(207)
At 31 December 2022		974	226	1,748	355	817	575	4,695
Accumulated depreciation								
At 1 January 2022		745	56	895	71	150	-	1,917
Depreciation charge for the financial year	21	113	23	349	35	82	-	602
Disposal		-	-	(483)	-	-	-	(483)
Written off		(185)	-	-	(6)	-	-	(191)
At 31 December 2022		673	79	761	100	232	-	1,845
Carrying amount								
At 31 December 2022		301	147	987	255	585	575	2,850

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Note	Computer and software RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Office equipment RM'000	Renovation RM'000	Capital work-in- progress RM'000	Total RM'000
Cost								
At 1 January 2023		974	226	1,748	355	817	575	4,695
Additions		566	188	-	69	319	-	1,142
Written off		(401)	(26)	-	(18)	(20)	-	(465)
Reclassification		-	-	-	-	575	(575)	-
At 31 December 2023		1,139	388	1,748	406	1,691	-	5,372
Accumulated depreciation								
At 1 January 2023		673	79	761	100	232	-	1,845
Depreciation charge for the financial year	21	211	39	318	41	169	-	778
Written off		(401)	(18)	-	(9)	(10)	-	(438)
At 31 December 2023		483	100	1,079	132	391	-	2,185
Carrying amount								
At 31 December 2023		656	288	669	274	1,300	-	3,187

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

	Note	Computer and software RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Office equipment RM'000	Renovation RM'000	Total RM'000
Cost							
At 1 January 2024		1,139	388	1,748	406	1,691	5,372
Additions		315	11	-	-	-	326
At 31 December 2024		1,454	399	1,748	406	1,691	5,698
Accumulated depreciation							
At 1 January 2024		483	100	1,079	132	391	2,185
Depreciation charge for the financial year	21	232	40	275	40	169	756
At 31 December 2024		715	140	1,354	172	560	2,941
Carrying amount							
At 31 December 2024		739	259	394	234	1,131	2,757

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Note	Computer and software RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Office equipment RM'000	Renovation RM'000	Total RM'000
Cost							
At 1 January 2025		1,454	399	1,748	406	1,691	5,698
Additions		408	50	105	2	-	565
Disposal		-	-	(47)	-	-	(47)
Written off		*	-	-	-	-	*
At 31 December 2025		1,862	449	1,806	408	1,691	6,216
Accumulated depreciation							
At 1 January 2025		715	140	1,354	172	560	2,941
Depreciation charge for the financial year	21	270	40	227	41	169	747
Disposal		-	-	(47)	-	-	(47)
Written off		*	-	-	-	-	*
At 31 December 2025		985	180	1,534	213	729	3,641
Carrying amount							
At 31 December 2025		877	269	272	195	962	2,575

* Denotes <RM1,000

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

Motor vehicles of the Group with carrying amount of Nil (2024: RM359,174, 2023: RM609,679 and 2022: RM896,810) have been pledged as securities for hire purchase arrangements as disclosed in Note 14.

6. RIGHT-OF-USE ASSETS

Information about leases for which the Group is lessee is presented below:

	Note	Office building RM'000
Cost		
At 1 January 2022		-
Additions		1,594
At 31 December 2022		1,594
Additions		19
At 31 December 2023		1,613
Additions		683
Derecognition due to lease termination		(526)
At 31 December 2024		1,770
Additions		757
Derecognition due to lease termination		(1,087)
At 31 December 2025		1,440
Accumulated depreciation		
At 1 January 2022		-
Additions	21	314
At 31 December 2022		314
Additions	21	571
At 31 December 2023		885
Additions	21	589
Derecognition due to lease expired		(526)
At 31 December 2024		948
Additions	21	619
Derecognition due to lease expired		(1,087)
At 31 December 2025		480

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****6. RIGHT-OF-USE ASSETS (CONTINUED)**

	Note	Office building RM'000
Carrying amount		
At 31 December 2022		1,280
At 31 December 2023		728
At 31 December 2024		822
At 31 December 2025		960

The Group leases offices for their operation. The leases for offices generally have lease terms of two (2) years (2024: two (2) to three (3) years, 2023: two (2) to three (3) years and 2022: two (2) to three (3) years).

7. OTHER INVESTMENT

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Financial assets at fair value through profit or loss ("FVPL")				
At Fair Value				
Quoted equity investment	152	154	-	-
Unit trust	2,765	2,875	3,024	3,069
	2,917	3,029	3,024	3,069

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**8. DEFERRED TAX ASSETS/(LIABILITIES)**

	As at 1 January 2022 RM'000	Recognised in profit or loss RM'000	As at 31 December 2022 RM'000
Deferred tax assets			
Lease liabilities	-	22	22
Contract liabilities	284	198	482
Provisions	229	204	433
	<u>513</u>	<u>424</u>	<u>937</u>
Deferred tax liability			
Property, plant and equipment	<u>(73)</u>	<u>(10)</u>	<u>(83)</u>
	As at 1 January 2023 RM'000	Recognised in profit or loss RM'000	As at 31 December 2023 RM'000
Deferred tax assets			
Lease liabilities	22	6	28
Contract liabilities	482	224	706
Provisions	433	2	435
	<u>937</u>	<u>232</u>	<u>1,169</u>
Deferred tax liability			
Property, plant and equipment	<u>(83)</u>	<u>(22)</u>	<u>(105)</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**8. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)**

	As at 1 January 2024 RM'000	Recognised in profit or loss RM'000	As at 31 December 2024 RM'000
Deferred tax assets			
Lease liabilities	28	(7)	21
Contract liabilities	706	668	1,374
Provisions	435	(432)	3
	<u>1,169</u>	<u>229</u>	<u>1,398</u>
Deferred tax liability			
Property, plant and equipment	<u>(105)</u>	<u>(13)</u>	<u>(118)</u>
	As at 1 January 2025 RM'000	Recognised in profit or loss RM'000	As at 31 December 2025 RM'000
Deferred tax assets			
Lease liabilities	21	(15)	6
Contract liabilities	1,374	(126)	1,248
Provisions	3	-	3
	<u>1,398</u>	<u>(141)</u>	<u>1,257</u>
Deferred tax liability			
Property, plant and equipment	<u>(118)</u>	<u>(67)</u>	<u>(185)</u>
	----- As at 31 December -----		
	2022	2023	2024
	RM'000	RM'000	RM'000
Presented after appropriate offsetting as follows:			
Deferred tax assets	<u>854</u>	<u>1,064</u>	<u>1,280</u>
			<u>1,072</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**9. INVENTORIES**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
At lower of cost and net realisable value				
Trading goods	511	756	3,379	1,663

- (a) The cost of inventories of the Group recognised as an expense in cost of sales during the financial year in respect of continuing operations was RM188.79 million (2024: RM145.40 million, 2023: RM133.76 million and 2022: RM162.80 million).
- (b) The cost of inventories of the Group recognised as an expense in cost of sales during the financial year in respect of write-down of inventories to net realisable value was RM165 (2024: RM37,696, 2023: nil and 2022: nil).

10. TRADE AND OTHER RECEIVABLES

		----- As at 31 December -----			
	Note	2022	2023	2024	2025
		RM'000	RM'000	RM'000	RM'000
Trade					
Non-current					
Lease receivables	(b)	-	-	-	270
Current					
Trade receivables	(a)	26,880	35,528	39,667	45,632
Less: Impairment losses for trade receivables		-	-	(403)	(403)
Finance lease receivables	(b)	-	-	-	241
		26,880	35,528	39,264	45,740
Non-trade					
Other receivables		11	17	80	1,226
Deposits		338	387	340	297
Prepayments		-	-	480	2,174
		349	404	900	3,697
Total trade and other receivables		27,229	35,932	40,164	49,437

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****10. TRADE AND OTHER RECEIVABLES (CONTINUED)****(a) Trade receivables**

Trade receivables are non-interest bearing and normal credit terms offered by the Group is cash term to 90 days (2024: cash term to 90 days, 2023: cash term to 90 days and 2022: cash term to 90 days) from the date of invoices. Other credit terms are assessed and approved on a case by case basis.

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the reconciliation of movement in the impairment of trade receivables are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
At 1 January	-	-	-	403
Charge for the financial year				
- Individually assessed	-	-	403	-
At 31 December	<u>-</u>	<u>-</u>	<u>403</u>	<u>403</u>

Trade receivables that are individually determined to be credit impaired at the reporting date arose from trade receivables which have defaulted on payments.

(b) Lease receivables

Included in the Group's lease receivables are leases laptops amounting to RM510,784 (2024, 2023 and 2022: Nil) of up to 36 months (2024, 2023 and 2022: Not applicable).

There is no option given to the lessee to purchase the equipment at the end of the lease term.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****10. TRADE AND OTHER RECEIVABLES (CONTINUED)****(b) Lease receivables (continued)**

Gross investment under finance leases together with the present value of minimum lease receivable are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Minimum lease receipts				
Not later than one year	-	-	-	253
Later than one year and not later than five years	-	-	-	275
	-	-	-	528
Less: Future finance income	-	-	-	(17)
Present value of minimum lease payments	-	-	-	511
 Present value of minimum lease receipts				
Not later than one year	-	-	-	241
Later than one year and not later than five years	-	-	-	270
	-	-	-	511
Less: Amount due within twelve months	-	-	-	(241)
Amount due after twelve months	-	-	-	270

The information about the credit exposure are disclosed in Note 26(b)(i).

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****11. CONTRACT ASSETS/(LIABILITIES)**

		----- As at 31 December -----			
		2022	2023	2024	2025
	Note	RM'000	RM'000	RM'000	RM'000
Contract assets					
Contract assets relating to rendering of goods or services	(a)	9	22	-	263
Contract liabilities					
Contract assets relating to rendering of goods or services	(b)	(2,017)	(2,962)	(5,722)	(5,103)

(a) Contract assets

The contract assets represent the Group's rights to consideration for the satisfaction of performance obligation but yet to be billed. Contract assets are transferred to receivables when the Group issues invoices to the customer.

(b) Contract liabilities

The contract liabilities represent deposits received or invoices issued for goods and services for which performance obligations have not been satisfied. The contract liabilities are expected to be recognised as revenue over a period of 1 to 5 years when the performance obligations are satisfied.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**11. CONTRACT ASSETS/(LIABILITIES) (CONTINUED)****(c) Significant changes in contract balances**

	----- As at 31 December -----							
	2022		2023		2024		2025	
	Contract assets Increase/ (decrease) RM'000	Contract liabilities Increase/ (decrease) RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities Increase/ (decrease) RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities Increase/ (decrease) RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities Increase/ (decrease) RM'000
Revenue recognised that was included in contract liabilities at the beginning of the financial year	-	(1,150)	-	(1,220)	-	(1,972)	-	(5,238)
Increase due to consideration received from customer, but revenue not recognised	-	1,965	-	2,165	-	4,732	-	4,619
Increase due to revenue recognised for unbilled goods or services transferred to customers	9	-	22	-	-	-	263	-
Transfer from contract assets recognised at the beginning of the period to receivables	(15)	-	(9)	-	(22)	-	-	-

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****12. CASH AND SHORT-TERM DEPOSITS**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Cash in hand	2	2	1	5
Cash in bank	2,303	9,787	12,615	22,083
Short-term deposits	746	1,000	-	1,545
	<u>3,051</u>	<u>10,789</u>	<u>12,616</u>	<u>23,633</u>

The short-term deposits placed with licensed banks are placements with periods of less than 6 months, interest bearing at rate of 2.05% to 4.40% (2024: 1.80% to 4.10%, 2023: 2.30% to 4.10% and 2022: 1.80% to 2.70%) per annum and mature within 6 months.

13. SHARE CAPITAL/INVESTED EQUITY**(a) Share capital**

	Share Capital	
	Number of ordinary shares Unit'000	Amount RM'000
Pentech Holdings Berhad		
Issued and fully paid:		
On 21 November 2024 (date of incorporation)	<u>5</u>	<u>5</u>
At 31 December 2025	<u>5</u>	<u>5</u>

Share capital constitutes the ordinary shares of Pentech Holdings Berhad. Pentech Holdings Berhad was incorporated on 21 November 2024.

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 regard to the Company's residual assets.

(b) Invested equity

The invested equity at the end of the respective financial years is the aggregate of the share capital of the combining entities constituting the Group.

The invested equity constitutes the share capital of Pentech Solution Sdn. Bhd.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****14. LOANS AND BORROWINGS**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Non-current:				
Hire purchase payables	356	163	104	-
Current:				
Hire purchase payables	215	193	96	-
Total hire purchases payables				
Hire purchase payables	571	356	200	-

Hire purchase payables

Hire purchase payables of the Group of Nil (2024: RM199,580, 2023: RM355,897 and 2022: RM570,806) bears interest of Nil (2024: 1.80% to 2.24%, 2023: 1.80% to 2.24% and 2022: 1.8% to 2.24%) per annum and are secured by the Group's motor vehicles under hire purchase arrangements as disclosed in Note 5.

Future minimum lease payments together with the present value of the net minimum lease payments are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Minimum lease payments				
Not later than one year	236	205	103	-
Later than one year and not later than five years	372	167	107	-
	608	372	210	-
Less: Future finance charges	(37)	(16)	(10)	-
Present value of minimum lease payments	571	356	200	-
Present value of minimum lease payments				
Not later than one year	215	193	96	-
Later than one year and not later than five years	356	163	104	-
	571	356	200	-
Less: Amount due within twelve months	(215)	(193)	(96)	-
Amount due after twelve months	356	163	104	-

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****15. LEASE LIABILITIES**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Non-current:				
Lease liabilities	789	304	336	576
Current:				
Lease liabilities	545	495	526	899
Total lease liabilities				
Lease liabilities	1,334	799	862	1,475

The effective interest rates implicit in the finance leases is 1.80% (2024: 1.80%, 2023: 1.80% and 2022: 1.80%).

Future minimum lease payments together with the present value of net minimum lease payments are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Minimum lease payments				
Not later than one year	575	508	544	929
Later than one year and not later than five years	816	308	343	582
	1,391	816	887	1,511
Less: Future finance charges	(57)	(17)	(25)	(36)
Present value of minimum lease payments	1,334	799	862	1,475
Present value of minimum lease payments				
Not later than one year	545	495	526	899
Later than one year and not later than five years	789	304	336	576
	1,334	799	862	1,475
Less: Amount due within twelve months	(545)	(495)	(526)	(899)
Amount due after twelve months	789	304	336	576

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****16. TRADE AND OTHER PAYABLES**

		----- As at 31 December -----			
	Note	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
Trade					
Trade payables	(a)	17,192	27,932	28,490	33,714
Non-trade					
Other payables		838	1,249	2,221	3,144
Accruals		4,036	3,439	3,150	5,461
Dividend payable		-	-	-	1,500
		4,874	4,688	5,371	10,105
Total trade and other payables		22,066	32,620	33,861	43,819

(a) Trade payables

Trade payables are non-interest bearing and normal credit terms granted to the Group ranging from 7 to 60 days (2024: 7 to 60 days, 2023: 7 to 60 days and 2022: 7 to 60 days).

For explanation on the Group's liquidity risk management processes, refer to Note 26(b)(ii).

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**17. REVENUE**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Revenue from contract customer:				
Integration of enterprise ICT infrastructure	131,656	101,983	105,247	119,492
Supply of hardware and software	43,395	39,231	42,598	58,730
Provision of cloud and managed services	17,506	25,271	35,844	48,141
Other services	1,689	3,597	5,247	6,525
	<u>194,246</u>	<u>170,082</u>	<u>188,936</u>	<u>232,888</u>
Timing of revenue recognition:				
Over time	150,851	130,851	146,338	174,158
Point in time	43,395	39,231	42,598	58,730
	<u>194,246</u>	<u>170,082</u>	<u>188,936</u>	<u>232,888</u>

18. OTHER INCOME

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Fair value gain on other investment	-	148	50	-
Gain on disposal of other investment	-	15	-	-
Gain on disposal of property, plant and equipment	94	-	-	11
Miscellaneous	2	1	1	2
Net realised gain on foreign exchange	-	135	*	-
Unrealised gain on foreign exchange	-	-	9	-
Selling profit on finance lease	-	-	-	48
	<u>96</u>	<u>299</u>	<u>60</u>	<u>61</u>

* Denotes <RM1,000

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****19. FINANCE INCOME**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Interest income on:				
- Cash at bank	1	5	6	3
- Fixed deposit	6	30	69	-
- Other investment	34	55	91	86
- Money market fund	-	112	205	285
- Finance lease receivable	-	-	-	17
Dividend income on other investment	7	5	4	-
	<u>48</u>	<u>207</u>	<u>375</u>	<u>391</u>

20. FINANCE COSTS

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Interest expense on:				
- Lease liabilities	10	30	24	38
- Hire purchase payables	23	21	6	3
	<u>33</u>	<u>51</u>	<u>30</u>	<u>41</u>

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****21. PROFIT BEFORE TAX**

Other than disclosed elsewhere in the combined financial statements, the following items have been charged in arriving at profit before tax:

		----- As at 31 December -----			
		2022	2023	2024	2025
	Note	RM'000	RM'000	RM'000	RM'000
Auditors' remuneration					
- Statutory audit		55	53	60	60
- Reporting accountants		-	-	70	310
Bad debts written off		19	66	64	-
Deposit forfeited		8	-	11	-
Depreciation of property					
plant and equipment	5	602	778	756	747
Depreciation of right-of-					
use assets	6	314	571	589	619
Employee benefits					
expenses	22	14,648	16,427	21,030	23,213
Expenses relating to					
short-term lease		103	92	94	6
Fair value loss on other					
investment		251	-	-	40
Impairment loss on trade					
receivables		-	-	403	-
Inventories written off		-	-	38	*
Net unrealised loss on					
foreign exchanges		-	-	-	15
Net realised loss on					
foreign exchanges		-	-	38	119
Loss on disposal on					
other investment		-	-	15	-
Property, plant and					
equipment written off		16	27	-	*

* Denotes <RM1,000

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**22. EMPLOYEE BENEFITS EXPENSE**

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Salaries and other staff benefits	13,504	14,292	18,543	20,511
Defined contribution plan	1,013	1,946	2,258	2,405
Other staff related expenses	131	189	229	297
	<u>14,648</u>	<u>16,427</u>	<u>21,030</u>	<u>23,213</u>
Included in the employee benefits expenses are:				
Directors' salaries, bonuses and allowances	2,122	1,978	2,057	1,967
Defined contribution plan	143	309	260	228
Other related expenses	14	16	16	23
	<u>2,279</u>	<u>2,303</u>	<u>2,333</u>	<u>2,218</u>

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****23. INCOME TAX EXPENSE**

The major components of income tax expense for the financial years ended 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Statements of comprehensive income				
Current income tax:				
- Current income tax charge	2,770	3,048	3,784	3,700
- Adjustment in respect of prior financial years	*	24	(91)	(33)
	<u>2,770</u>	<u>3,072</u>	<u>3,693</u>	<u>3,667</u>
Deferred tax: (Note 8)				
- Reversal of temporary differences	(414)	(210)	(216)	209
Income tax expenses recognised in profit or loss	<u>2,356</u>	<u>2,862</u>	<u>3,477</u>	<u>3,876</u>

Domestic income tax is calculated at the Malaysian statutory income tax rate of 24% (2024: 24%. 2023: 24% and 2022: 24%) of the estimated assessable profit for the financial year.

The reconciliations from the tax amount at the statutory income tax rate to the Group's tax expense are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Profit before tax	9,175	10,685	13,440	14,466
Tax at Malaysian statutory income tax rate of 24%	2,202	2,564	3,226	3,472
Adjustments:				
Income not subject to tax	(22)	(78)	(33)	-
Non-deductible expenses	176	352	375	437
Adjustments in respect of current income tax of prior year	*	24	(91)	(33)
	<u>2,356</u>	<u>2,862</u>	<u>3,477</u>	<u>3,876</u>

* Denotes < RM1,000

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****24. EARNINGS PER SHARE****Basic earnings per ordinary share**

Basic earnings per ordinary share are based on the profit for the financial years attributable to owners of the Group and the weighted average number of ordinary shares outstanding during the financial years, calculated as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Profit attributable to the owners of the Group	6,819	7,823	9,963	10,590
Weighted average numbers of ordinary shares ('000)	1,500	1,500	5,000	5,000
Basic earnings per share (RM)	4.55	5.22	1.99	2.12

Diluted earnings per share

The diluted earnings per ordinary share is not applicable as the Company does not have potential dilutive equity instrument in issue as at the end of each of the financial years that have dilutive effect to the basic earnings per ordinary share.

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****25. DIVIDENDS**

	As at 31 December			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Recognised during the financial year:				
Dividends on ordinary shares:				
Single tier interim dividend of RM0.33 per ordinary share in respect of the financial year ended 31 December 2022, declared on 25 July 2022 and paid on 1 August 2022	500	-	-	-
Single tier interim dividend of RM0.33 per ordinary share in respect of the financial year ended 31 December 2022, declared on 25 November 2022 and paid on 1 December 2022	500	-	-	-
Single tier interim dividend of RM0.50 per ordinary share in respect of the financial year ended 31 December 2023, declared on 15 June 2023 and paid on 23 June 2023	-	750	-	-
Single tier interim dividend of RM0.50 per ordinary share in respect of the financial year ended 31 December 2023, declared on 30 November 2023 and paid on 8 December 2023	-	750	-	-
Single tier interim dividend of RM0.18 per ordinary share in respect of the financial year ended 31 December 2024, declared on 27 August 2024 and paid on 3 September 2024	-	-	900	-
Single tier interim dividend of RM1.00 per ordinary share in respect of the financial year ended 31 December 2024, declared on 13 November 2024 and paid on 25 November 2024	-	-	5,000	-
Single tier interim dividend of RM0.30 per ordinary share in respect of the financial year ended 31 December 2025, declared on 31 December 2025 and paid on 12 February 2026	-	-	-	1,500
	<u>1,000</u>	<u>1,500</u>	<u>5,900</u>	<u>1,500</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS****(a) Categories of financial instruments**

The following table analyses the financial instruments in the combined statements of financial position by the classes of financial instruments to which they are assigned at:

- (i) Amortised cost ("AC")
- (ii) Fair value through profit or loss ("FVPL")

	Carrying amount RM'000	AC RM'000	FVPL RM'000
At 31 December 2022			
Financial assets			
Other investments	2,917	-	2,917
Trade and other receivables (exclude prepayments)	27,229	27,229	-
Cash and short-term deposits	3,051	3,051	-
	<u>33,197</u>	<u>30,280</u>	<u>2,917</u>
Financial liabilities			
Loans and borrowings	(571)	(571)	-
Trade and other payables	(22,066)	(22,066)	-
	<u>(22,637)</u>	<u>(22,637)</u>	<u>-</u>
At 31 December 2023			
Financial assets			
Other investments	3,029	-	3,029
Trade and other receivables (exclude prepayments)	35,932	35,932	-
Cash and short-term deposits	10,789	10,789	-
	<u>49,750</u>	<u>46,721</u>	<u>3,029</u>
Financial liabilities			
Loans and borrowings	(356)	(356)	-
Trade and other payables	(32,620)	(32,620)	-
	<u>(32,976)</u>	<u>(32,976)</u>	<u>-</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(a) Categories of financial instruments (continued)**

The following table analyses the financial instruments in the combined statements of financial position by the classes of financial instruments to which they are assigned at: (continued)

- (i) Amortised cost ("AC") (continued)
(ii) Fair value through profit or loss ("FVPL") (continued)

	Carrying amount RM'000	AC RM'000	FVPL RM'000
At 31 December 2024			
Financial assets			
Other investments	3,024	-	3,024
Trade and other receivables (exclude prepayments)	39,684	39,684	-
Cash and short-term deposits	12,616	12,616	-
	<u>55,324</u>	<u>52,300</u>	<u>3,024</u>
Financial liabilities			
Loans and borrowings	(200)	(200)	-
Trade and other payables	(33,861)	(33,861)	-
	<u>(34,061)</u>	<u>(34,061)</u>	<u>-</u>
At 31 December 2025			
Financial assets			
Other investments	3,069	-	3,069
Trade and other receivables (excluding prepayments and lease receivables)	46,752	46,752	-
Cash and short-term deposits	23,633	23,633	-
	<u>73,454</u>	<u>70,385</u>	<u>3,069</u>
Financial liabilities			
Loans and borrowings	-	-	-
Trade and other payables	(43,819)	(43,819)	-
	<u>(43,819)</u>	<u>(43,819)</u>	<u>-</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management**

The Group's activities are exposed to a variety of financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The Group's overall financial risk management objective is to optimise value for its shareholders. The Group does not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Group's senior management.

(i) Credit risk

Credit risk is the risk of financial loss to the Group that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group is exposed to credit risk arises primarily from trade and other receivables. The Group has a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

The Group considers a financial asset to be in default when:

- the counterparty is unable to pay its credit obligations to the Group in full, without taking into account any credit enhancements held by the Group; or
- the contractual payment of the financial asset is more than cash term to 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

At the end of the reporting period, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Those events evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the counterparty;
- a breach of contract, including a default event;
- a concession or restructuring of loans granted by the lender of the counterparty relating to the counterparty's financial difficulty; or
- it is probable that the counterparty will enter bankruptcy or other financial reorganisation.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or source of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedure for recovery of amounts due.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(i) Credit risk (continued)****Trade receivables and contract assets**

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets is represented by the carrying amounts in the combined statements of financial position.

The carrying amounts of trade receivables and contract assets are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group considers any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk concentration profile

At the end of the reporting period, the Group determine the credit risk concentration of their trade receivables by monitoring their receivables on an ongoing basis.

The Group applies the simplified approach to providing for impairment losses prescribed by MFRS 9 *Financial Instruments*, which permits the use of the lifetime expected credit losses provision for all trade receivables. To measure the impairment losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward-looking information. Forward-looking information considered includes consideration of various external sources of actual and forecast economic information that related to the Group's core operations. The group believe that changes in economic conditions over these periods would not materially impact the impairment calculation of the receivables.

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(i) Credit risk (continued)****Trade receivables and contract assets (continued)**

The information about the credit risk exposure on the Group's trade receivables and contract assets are as follows:

			Trade receivables					
	Contract assets RM'000	Current RM'000	1 to 30 days past due RM'000	31 to 60 days past due RM'000	61 to 90 days past due RM'000	91 to 120 days past due RM'000	More than 121 days past due RM'000	Total RM'000
At 31 December 2022								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	
Gross carrying amount at default	9	13,821	7,902	3,836	475	178	668	26,880
Impairment loss	-	-	-	-	-	-	-	-
At 31 December 2023								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	
Gross carrying amount at default	22	12,850	15,606	3,825	2,057	493	697	35,528
Impairment loss	-	-	-	-	-	-	-	-
At 31 December 2024								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	1%	
Gross carrying amount at default	-	27,731	6,303	2,969	973	288	1,403	39,667
Impairment loss	-	-	-	-	-	-	(403)	(403)

14. ACCOUNTANTS' REPORT (Cont'd)

PENTECH HOLDINGS BERHAD

Accountants' Report

NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)

26. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit risk (continued)

Trade receivables and contract assets (continued)

	Trade receivables							Total RM'000
	Contract assets RM'000	Current RM'000	1 to 30 days past due RM'000	31 to 60 days past due RM'000	61 to 90 days past due RM'000	91 to 120 days past due RM'000	More than 121 days past due RM'000	
At 31 December 2025								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	1%	
Gross carrying amount at default	263	33,773	6,776	2,519	1,824	100	640	45,632
Impairment loss	-	-	-	-	-	-	(403)	(403)

[The remainder of the page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(i) Credit risk (continued)****Other receivables and other financial assets**

For other receivables and other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the combined statements of financial position.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
- actual or expected significant changes in the operating results of the counterparty;
- significant increases in credit risk on other financial instruments of the same counterparty;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the counterparty, including changes in the payment status of counterparties in the group and changes in the operating results of the counterparty.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than credit terms in making a contractual payment.

As at the end of the reporting date, the Group considers the other receivables and other financial assets as low risk and any loss allowance would be negligible.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(ii) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations when they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities between financial assets and liabilities. The Group's exposure to liquidity risk arises principally from trade and other payables and loans and borrowings.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by facilities. The Group maintains sufficient liquidity and available funds to meet daily cash needs, while maintaining controls and security over cash movements. The Group uses a series of processes to obtain maximum benefits from its flow of funds, such that they are efficiently managed to maximise income from investment and minimise cost on borrowed funds. The Group's finance department also ensures that there are sufficient unutilised stand-by facilities, funding and liquid assets available to meet both short-term and long-term funding requirements.

Maturity analysis

The maturity analysis of the Group's financial liabilities by their relevant maturity at the reporting date based on contractual undiscounted repayment obligations are as follows:

	----- Contractual cash flows -----			Total RM'000
	Carrying amount RM'000	On demand or within one year RM'000	Between one and five years RM'000	
At 31 December 2022				
Financial liabilities				
Trade and other payables	22,066	22,066	-	22,066
Loan and borrowings	571	236	372	608
Lease liabilities	1,334	575	816	1,391
	<u>23,971</u>	<u>22,877</u>	<u>1,188</u>	<u>24,065</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(ii) Liquidity risk (continued)**Maturity analysis (continued)

The maturity analysis of the Group's financial liabilities by their relevant maturity at the reporting date based on contractual undiscounted repayment obligations are as follows: (continued)

	----- Contractual cash flows -----			
	Carrying amount RM'000	On demand or within one year RM'000	Between one and five years RM'000	Total RM'000
At 31 December 2023				
Financial liabilities				
Trade and other payables	32,620	32,620	-	32,620
Loan and borrowings	356	205	167	372
Lease liabilities	799	508	308	816
	<u>33,775</u>	<u>33,333</u>	<u>475</u>	<u>33,808</u>
At 31 December 2024				
Financial liabilities				
Trade and other payables	33,861	33,861	-	33,861
Loan and borrowings	200	103	107	210
Lease liabilities	862	544	343	887
	<u>34,923</u>	<u>34,508</u>	<u>450</u>	<u>34,958</u>
At 31 December 2025				
Financial liabilities				
Trade and other payables	43,819	43,819	-	43,819
Loan and borrowings	-	-	-	-
Lease liabilities	1,475	929	582	1,511
	<u>45,294</u>	<u>44,748</u>	<u>582</u>	<u>45,330</u>

(iii) Foreign currency risk

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when sales, purchases and bank balances that are denominated in a foreign currency).

Foreign currency sensitivity analysis was not performed as the impact is insignificant.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(c) Fair value measurement**

The carrying amounts of cash and cash equivalents, receivables and payables and short-term borrowings are reasonably approximate to their fair value due to relatively short-term nature of these financial instruments.

The carrying amounts of long-term floating rate term loans is reasonable approximation of fair values as the loans will be re-priced to market interest rate on or near reporting date.

There have been no transfers between Level 1 and Level 2 during the financial year 2025 (2024, 2023 and 2022: no transfer in either directions).

The following table provides the fair value measurement hierarchy of the Group's financial instruments:

		Fair value of financial instruments not carried at fair value			
	Carrying amount RM'000	----- Fair value -----			
		Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
At 31 December 2022					
Financial assets					
Quoted equity investment	152	152	-	-	152
Unit trust	2,765	2,765	-	-	2,765
	<u>2,917</u>	<u>2,917</u>	<u>-</u>	<u>-</u>	<u>2,917</u>
Financial liability					
Loan and borrowings	356	-	-	372	372
	<u>356</u>	<u>-</u>	<u>-</u>	<u>372</u>	<u>372</u>
At 31 December 2023					
Financial assets					
Quoted equity investment	154	154	-	-	154
Unit trust	2,875	2,875	-	-	2,875
	<u>3,029</u>	<u>3,029</u>	<u>-</u>	<u>-</u>	<u>3,029</u>
Financial liability					
Loan and borrowings	163	-	-	167	167
	<u>163</u>	<u>-</u>	<u>-</u>	<u>167</u>	<u>167</u>

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****26. FINANCIAL INSTRUMENTS (CONTINUED)****(c) Fair value measurement (continued)**

	Carrying amount RM'000	Fair value of financial instruments not carried at fair value			
		----- Fair value -----			
		Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
At 31 December 2024					
Financial assets					
Unit trust	3,024	3,024	-	-	3,024
Financial liability					
Loan and borrowings	104	-	-	107	107
At 31 December 2025					
Financial assets					
Unit trust	3,069	3,069	-	-	3,069

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****27. RELATED PARTIES****(a) Identity of related parties**

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operational decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entity.

Related parties of the Group include:

- (i) Entity in which Directors have substantial financial interests;
- (ii) Entity which person connected to a director has substantial financial interest; and
- (iii) Key management personnel of the Group, comprise persons (including Directors) having the authority and responsibility for planning, directing and controlling the activities or indirectly.

(b) Significant related party transactions

There are no significant related party transactions other than disclosed elsewhere in the financial statements.

(c) Compensation of key management personnel

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Short-term employee benefits	4,118	3,305	3,481	3,686
Defined contribution plan	262	465	429	434
Other related expenses	27	31	31	44
	<u>4,407</u>	<u>3,801</u>	<u>3,941</u>	<u>4,164</u>

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****28. CAPITAL MANAGEMENT**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support its business and maximise shareholder value.

The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies and processes during financial years ended 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025.

The Group monitors capital using gearing ratio, which is total debts divided by total equity of the Group. The gearing ratio as at 31 December 2022, 31 December 2023, 31 December 2024 and 31 December 2025 are as follows:

		----- As at 31 December -----			
	Note	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
Loan and borrowings	14	571	356	200	-
Total debts		571	356	200	-
Equity attributable to owners of the Group					
Total equity		12,043	18,366	22,429	31,524
Gearing ratio (times)		0.05	0.02	0.01	N/A

There were no changes in the Group's approach to capital management during the financial years under review.

The Group is not subject to externally imposed capital requirements.

29. SIGNIFICANT EVENT DURING AND SUBSEQUENT TO THE FINANCIAL YEAR UNDER REVIEW

On 19 June 2025, the Company entered into a conditional share sale agreement with the vendors of PSSB for the acquisition of 5,000,000 PSSB Shares from the PSSB Vendors for a total purchase consideration of RM22,400,000.00 to be fully satisfied via the issuance of 448,000,000 new Shares at RM0.05 per Share.

The total purchase consideration of RM22,400,000 was arrived on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of PSSB as at 31 December 2024 of RM22.429 million.

The acquisition was completed on 3 March 2026.

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION**

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by Directors for the purpose of making decisions about resource allocation and performance assessment.

The four reportable operating segments are as follows:

Segments	Products and services
Integration of enterprise ICT infrastructure	<u>Data Centres</u> Provide systems integration for enterprise data centres which encompasses the following: • hardware such as servers, processors, data storage systems, and networking equipment; • software such as hyperconverged infrastructure, virtualisation software, cloud computing platforms, and operating systems; • ICT infrastructure management tools; and • supporting equipment such as uninterruptible power supply systems, cooling systems, and access control system; Data centres also provide business continuity planning ("BCP") which comprises BCP framework, risk management, business impact analysis, and backup and recovery systems. <u>Networks</u> Provide systems integration for enterprise network infrastructure, encompassing the following: • infrastructure such as local area network (LAN) and wide area network (WAN); and • network and system management tools such as network management systems, internet protocol address management systems, network traffic optimisation systems, configuration and change management, and network monitoring diagnostic tools. <u>Security</u> Provide integration of security systems encompassing the following: • network security, such as perimeter, web and application, network access control and cloud security; and • cybersecurity, such as network endpoint protection for any devices connected to the network, including servers desktops, laptops, tablets and smartphones, data loss prevention (DLP) for endpoints, emails and network; and privileged access management (PAM).

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**30. SEGMENT INFORMATION (CONTINUED)**

The four reportable operating segments are as follows (continued):

Segments	Products and services
Supply of hardware and software	The supply of hardware and software was our second largest revenue contributor during the Financial Years Under Review. This business activity involves providing customers with hardware and/or software on a standalone basis which is independent of the provision of our services. It encompasses the following: <u>Hardware</u> supply hardware such as servers/processors, data storage devices, network equipment, security equipment, server rack systems, uninterruptible power supply, desktops, laptops, tablets, as well as peripherals such as monitors, printers, keyboards, mouse, and cables; <u>Software</u> Supply of licensed third-party operating systems, collaboration, email, management tools, visualisation, hyperconverged infrastructure, security systems, and others. Installation and/or integration services for the hardware and software which are sourced from third-party suppliers.
Provision of cloud and managed services	The main types of cloud services that provided by the Company were PaaS and SaaS. PaaS is a cloud computing service where a third-party service provider provides and manages the platform's hardware and software including databases, servers, middleware, and development frameworks. SaaS is a cloud computing service where a third-party service provider hosts and manages its applications on its hyperscale data centre. End users access PaaS and SaaS through the internet and use the services on demand without owning and operating the underlying hardware and software.

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**30. SEGMENT INFORMATION (CONTINUED)**

The four reportable operating segments are as follows (continued):

Segments	Products and services
Other services	Provision of technical services which involve providing technical support services to end-users 24 hours per day 7 days per week as well as digital transformation services which involves setting up an intranet that serves as a central hub for our customers

There is no inter-segment pricing.

Factors used to identify reportable segments

The group is organised into business units based on its business segment purposes.

Segment profit

Segment performance is used to measure performance as Directors believe that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Performance is evaluated based on operating profit or loss which is measured differently from operating profit or loss in the combined financial statements.

Segment assets

Segment assets are not included in the internal reports that are reviewed by the Directors; hence no disclosures are made on segment assets.

Segment liabilities

Segment liabilities are not included in the internal reports that are reviewed by the Directors, hence no disclosures are made on segment liabilities.

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION (CONTINUED)**

	Integration of enterprise ICT infrastructure RM'000	Supply of hardware and software RM'000	Provision of cloud and managed services RM'000	Other services RM'000	Total RM'000
31 December 2022					
Revenue:					
Revenue from external customers	131,656	43,395	17,506	1,689	194,246
Cost of Sales	(117,345)	(39,485)	(13,972)	(69)	(170,871)
Segment profit	14,311	3,910	3,534	1,620	23,375
Other income					96
Finance income					48
Finance cost					(33)
Selling and distribution expenses					(5,828)
Administrative expenses					(8,232)
Other expenses					(251)
Income tax expenses					(2,356)
Profit for the financial year					6,819
Results:					
<i>Include in the measure of segment profit/(loss) are:</i>					
Bad debts written off					(19)
Employee benefit expense					(14,648)
Depreciation of property, plant and equipment					(602)
Depreciation of right-of use assets					(314)
Property, plant and equipment written off					(16)

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION (CONTINUED)**

	Integration of enterprise ICT infrastructure RM'000	Supply of hardware and software RM'000	Provision of cloud and managed services RM'000	Other services RM'000	Total RM'000
31 December 2023					
Revenue:					
Revenue from external customers	101,983	39,231	25,271	3,597	170,082
Cost of Sales	(89,218)	(35,183)	(20,305)	(223)	(144,929)
Segment profit	12,765	4,048	4,966	3,374	25,153
Other income					299
Finance income					207
Finance cost					(51)
Selling and distribution expenses					(7,318)
Administrative expenses					(7,605)
Income tax expenses					(2,862)
Profit for the financial year					7,823
Results:					
<i>Include in the measure of segment profit/(loss) are:</i>					
Bad debts written off					(66)
Employee benefit expense					(16,427)
Depreciation of property, plant and equipment					(778)
Depreciation of right-of use assets					(571)
Property, plant and equipment written off					(27)

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION (CONTINUED)**

	Integration of enterprise ICT infrastructure RM'000	Supply of hardware and software RM'000	Provision of cloud and managed services RM'000	Other services RM'000	Total RM'000
31 December 2024					
Revenue:					
Revenue from external customers	105,247	42,598	35,844	5,247	188,936
Cost of Sales	(89,960)	(38,622)	(28,584)	(399)	(157,565)
Segment profit	15,287	3,976	7,260	4,848	31,371
Other income					60
Finance income					375
Finance cost					(30)
Selling and distribution expenses					(8,740)
Administrative expenses					(9,596)
Income tax expenses					(3,477)
Profit for the financial year					9,963
Results:					
<i>Include in the measure of segment profit/(loss) are:</i>					
Bad debts written off					(64)
Employee benefit expense					(21,030)
Depreciation of property, plant and equipment					(756)
Depreciation of right-of use assets					(589)
Impairment lossess on trade receivables					(403)
Inventories written off					(38)

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION (CONTINUED)**

	Integration of enterprise ICT infrastructure RM'000	Supply of hardware and software RM'000	Provision of cloud and managed services RM'000	Other services RM'000	Total RM'000
31 December 2025					
Revenue:					
Revenue from external customers	119,492	58,730	48,141	6,525	232,888
Cost of Sales	(107,329)	(54,732)	(35,619)	(409)	(198,089)
Segment profit	12,163	3,998	12,522	6,116	34,799
Other income					61
Finance income					391
Finance cost					(41)
Selling and distribution expenses					(10,422)
Administrative expenses					(10,282)
Other expenses					(40)
Income tax expenses					(3,876)
Profit for the financial year					10,590
Results:					
<i>Include in the measure of segment profit/(loss) are:</i>					
Employee benefit expense					(23,213)
Depreciation of property, plant and equipment					(747)
Depreciation of right-of use assets					(619)
Inventories written off					*
Property, plant and equipment written off					*

* Denotes <RM1,000

[The remainder of this page is intentionally left blank]

14. ACCOUNTANTS' REPORT (Cont'd)**PENTECH HOLDINGS BERHAD**
Accountants' Report**NOTES TO THE COMBINED FINANCIAL STATEMENTS (CONTINUED)****30. SEGMENT INFORMATION (CONTINUED)**Geographical Information

Revenue information based on geographical location of customers are as follows:

	----- As at 31 December -----			
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Malaysia	192,363	156,233	183,231	223,910
Other countries	1,883	13,849	5,705	8,978
Total revenue	194,246	170,082	188,936	232,888

Information about major customers

Revenue from top five (5) (2024: five (5), 2023: five (5) and 2022: five (5)) customers represented approximately RM50.37 million (2024: RM29.95 million, 2023: RM37.48million and 2022: RM90.04 million) of the Group's total revenue.

[The remainder of this page is intentionally left blank]

15. ADDITIONAL INFORMATION**15.1 SHARE CAPITAL**

- (i) As at the date of this Prospectus, we have only one class of shares in our Company, namely, ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.
- (ii) No securities will be allotted or issued on the basis of this Prospectus later than 6 months after the date of this Prospectus.
- (iii) None of the share capital of our Group is under option or agreed conditionally or unconditionally to be put under option as at the date of this Prospectus.
- (iv) Save as disclosed in Section 6.1.3 of this Prospectus, our Group has not issued or proposed to issue any shares, stocks or debentures as fully or partly paid-up in cash or otherwise, within 3 years immediately preceding the date of this Prospectus.
- (v) Save for the new Shares to be issued under the Pink Form Allocation and the LTIP as disclosed in this Prospectus,
 - (a) no other Directors or employees of our Group has been or is entitled to be given or has exercised any option to subscribe for any Shares of our Company or our subsidiary; and
 - (b) there is no other scheme involving the directors and employees of our Group in the Shares of our Company or our Subsidiary.
- (vi) Save as disclosed in this Prospectus, no shares, debentures, outstanding warrants, options, convertible securities or uncalled capital of our Company or our subsidiary have been issued or proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the Financial Years Under Review as well as the subsequent period up to the LPD.
- (vii) Save as disclosed in this Prospectus, there is no intention on the part of our Directors to further issue any Shares.
- (viii) As at the date of this Prospectus, save for the LTIP, our Group does not have any outstanding warrants, options, convertible debt securities or uncalled capital.
- (ix) Save as disclosed in Section 15.4 of this Prospectus and save as provided under our Constitution and the Act, there are no other restrictions upon the holding or voting or transfer of our Shares.

[The rest of this page is intentionally left blank]

15. ADDITIONAL INFORMATION (Cont'd)**15.2 EXTRACT OF OUR CONSTITUTION**

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of our Constitution and by applicable law. The words and expressions appearing in the following provisions shall bear the same meanings used in our Constitution unless otherwise defined or the context otherwise requires:

15.2.1 Remuneration, voting and borrowing powers of Directors

The provisions in our Constitution dealing with remuneration, voting and borrowing powers of Directors are as follows:

(i) Remuneration of Directors**Clause 85 – Remuneration of Managing Director or Executive Director**

“85. A Managing Director or an Executive Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, bonus, commission, or participation in profits, or partly in one way and partly in another and other benefits) as the Board of Directors may determine.”

Clause 94 – Remuneration of Directors

- “94. (1) The Company may from time to time by an ordinary resolution passed at a General Meeting, approve the remuneration of the Directors, who hold non-executive office with the Company, for their services as non-executive Directors.
- (2) Subject to Clause 85, the fees of the Directors and any benefits payable to the Directors shall be subject to annual shareholders' approval at a General Meeting.
- (3) If the fee of each such non-executive Director is not specifically fixed by the Members, then the quantum of fees to be paid to each non-executive Director within the overall limits fixed by the Members, shall be decided by resolution of the Board. In default of any decision being made in this respect by the Board, the fees payable to the non-executive Directors shall be divided equally amongst themselves and such a Director holding office for only part of a year shall be entitled to a proportionate part of a full year's fees. The non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (4) The following expenses shall be determined by the Directors:
- (a) Traveling, hotel and other expenses properly incurred by the Directors in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company;
- (b) Other expenses properly incurred by the Directors arising from the requirements imposed by the authorities to enable the Directors to effectively discharge their duties; and

15. ADDITIONAL INFORMATION (Cont'd)

- (5) The Managing Director and Executive Directors of the Company shall be remunerated in the manner referred to in Clause 85 but such remuneration shall not include a commission on or percentage of turnover. Salaries payable to a Managing Director and/or Executive Director shall not include a commission on or percentage of turnover.”

(ii) Voting of Directors**Clause 119 – Voting at Board meetings**

- “119. (1) Subject to this Constitution, questions arising at a Board Meeting shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
- (2) Each Director is entitled to cast one (1) vote on each matter for determination.”

Clause 120 – Casting vote

- “120 In the case of an equality of votes, the chairperson of the Board Meeting is entitled to a second or casting vote, except where two (2) Directors form a quorum, the chairperson of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.”

(iii) Borrowing powers of Directors**Clause 96 – Borrowing powers**

- “96. Without limiting the generality of Clause 95(1) and (2), the Directors may, subject to the Act and the Listing Requirements, exercise all the powers of the Company to do all or any of the following for any debt, liability, or obligation of the Company or of any third party:

- (1) borrow money;
- (2) mortgage or charge its undertaking, property, and uncalled capital, or any part of the undertaking, property and uncalled capital;
- (3) issue debentures and other Securities whether outright or as security; and/or
- (4)
 - (a) lend and advance money or give credit to any person or company;
 - (b) guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company;
 - (c) secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company;

and otherwise to assist any person or company.”

15. ADDITIONAL INFORMATION (Cont'd)**15.2.2 Changes to Share Capital**

The provision in our Constitution dealing with changes to our share capital are as follows:

Clause 47 – Alteration of Capital

- “47. (1) The Company may from time to time by ordinary resolution and subject to other applicable laws or requirements:
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
 - (b) subdivide its shares or any of them into shares, whichever is in the subdivision; the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) The Company may from time to time by special resolution and subject to other applicable requirements:
- (a) cancel shares which, at the date of the passing of the resolution in that regard, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled or in such other manner allowed by law; or –
 - (b) reduce its share capital by a special resolution and confirmation by the Court in accordance with Section 116 of the Act and supported by a solvency statement in accordance with Section 117 of the Act.
- (3) The Company shall have the power, subject to and in accordance with the provisions of the Act, the Listing Requirements and any rules, regulations and guidelines in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act, the Listing Requirements and any rules, regulations and guidelines thereunder or issued by Bursa Securities and any other relevant authorities in respect thereof.”

Clause 43 – Conversion of shares into stocks

- “43. The Company may by ordinary resolution passed at a General Meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares in accordance with Sections 84(1)(b) and 86 of the Act.”

[The rest of this page is intentionally left blank]

15. ADDITIONAL INFORMATION (Cont'd)**15.2.3 Transfer of Securities**

The provision in our Constitution dealing with transfer of securities of our Company are as follows:

Clause 13, 14, 15 – Transfer and Transmission of Deposited Securities

“13. Clauses 14 and 15 shall apply to Deposited Securities.

14 The transfer of any Deposited Security or class of Deposited Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Listed Deposited Securities.

15 Where:

- (a) the Securities of the Company are listed on another Stock Exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,

the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other Stock Exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.”

Clause 16, 17, 18, 19, 20, 21, 22, 23 – Transfer and Transmission of non-Deposited Securities

“16 Clauses 17 to 23 shall apply to non-Deposited Securities.

17 (1) Subject to this Constitution and other written laws, any Shareholder or debenture holder may transfer all or any of his shares or debentures by instrument of transfer as prescribed under the Act.

(2) The instrument of transfer must be executed by or on behalf of the transferor and the transferee.

(3) The transferor shall remain as the holder of such shares or debentures until the transfer is registered and the name of the transferee is entered in the Register of Members or register of debenture holders in respect of the shares or debentures respectively.

18 (1) To enable the Company to register the name of the transferee, the following items in relation to the transfer of shares or debentures must be delivered by the transferor to the Office of the Company:

- (a) the instrument of transfer duly executed and stamped;
- (b) the certificate of the shares or debentures which the instrument of transfer relates; and

15. ADDITIONAL INFORMATION (Cont'd)

- (c) any other evidence as the Directors may reasonably require showing the right of the transferor to make the transfer.
- (2) Upon receipt of the items referred to in Clause 18(1), the Company shall, upon the approval of the Board and unless otherwise resolved, register the name of the transferee in the Register of Members or register of debenture holders (as applicable).
- 19 (1) The Directors may decline or delay to register the transfer of shares within thirty (30) days from the receipt of the instrument of transfer if:
 - (a) the shares are not fully paid shares;
 - (b) the Directors passed a resolution with full justification to refuse or delay the registration of transfer;
 - (c) the Company has a lien on the shares; and/or
 - (d) the Shareholder fails to pay the Company an amount due in respect of those shares, whether by way of consideration for the issue of the shares or in respect of the sums payable by the Shareholder in accordance with this Constitution.
- (2) Where applicable, the Company shall send a notice of the resolution referred to in Clause 19(1)(b) to the transferor and transferee, within seven (7) days of the resolution being passed by the Directors.
- 20 On giving at least fourteen (14) days' notice to the Registrar to close the Register of Members or register of debenture holders, the Company may close the Register of Members or register for any class of members or register of debenture holders (collectively, the "Registers") for the purpose of updating the Registers. The registration of transfer may be suspended at such time and for such period as the Directors may from time to time determine, provided that no part of the relevant Register(s) be closed for more than thirty (30) days in aggregate in any calendar year.
- 21 In case of the death of a Member or debenture holder, the only persons recognised by the Company as having any title to the interest of the deceased Member or debenture holder in the shares or debentures respectively shall be:
 - (1) the survivor(s), where the deceased Member or debenture holder was a Joint Holder; and
 - (2) the legal personal representatives of the deceased Member or debenture holder, where the deceased Member or debenture holder was a sole holder,

but nothing herein contained shall release the estate of a deceased Joint Holder from any liability in respect of any share which had been jointly held by him with other persons.
- 22 (1) Any person becoming entitled to a share or debenture in consequence of an Event of Transmission may, upon such evidence being produced as is properly required by the Directors, and subject as hereinafter provided, elect either to register himself as the holder of the share or debenture or to have some other person nominated by him registered as the transferee of the shares or debentures.

15. ADDITIONAL INFORMATION (Cont'd)

- (2) If the entitled person elects to register himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
 - (3) If he elects to have another person registered, he shall execute an instrument of transfer of the share or debenture in favour of that person.
 - (4) All limitations, restrictions and clauses of this Constitution relating to the right to transfer and the registration of transfers of shares or debentures shall be applicable to any such notice or transfer as if the Event of Transmission had not occurred and the notice or transfer were a transfer signed by that Shareholder or debenture holder.
- 23 (1) Upon an Event of Transmission and the receipt by the Company of the relevant notification as required under the Act together with such documentary evidence as required by the Directors from the person who is entitled to the title to the relevant shares or debentures, the Company shall register the person as a shareholder or debenture holder of the Company within sixty (60) days from its receipt of the notification (together with the required documentary evidence).
- (2) The registration of transmission of shares or debentures under Clause 23(1) shall entitle the registered holder to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if the registered holder had not suffered an Event of Transmission.
- (3) Where two (2) or more persons are jointly entitled to any shares or debentures in consequence of the death of the registered holder, they shall, for the purpose of this Constitution, be deemed to be Joint Holders of the shares or debentures."

15.2.4 Rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rights

The provisions in our Constitution in respect of the rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rights are as follows:

Clause 7 – Classes of Shares

- "7 (1) The capital of the Company shall consist of ordinary shares.
- (2) A holder of ordinary share(s) shall have the following voting rights:
- (a) Right to vote on a show of hands to one (1) vote on any resolution of the Company; and
 - (b) Right to vote on a poll to one (1) vote for every share held on any resolution of the Company.

15. ADDITIONAL INFORMATION (Cont'd)**Clause 8 – Variation of Rights**

- “8 (1) If at any time the share capital is divided into different classes of shares, the rights attached to each class of shares (unless otherwise provided by the terms of issue of the shares of that class) may only, whether or not the Company is being wound up, be varied:
- (a) with the consent in writing of the holders holding not less than seventy-five percent (75%) of the total voting rights of the holders of that class of shares; or
 - (b) by a special resolution passed by a separate meeting of the holders of that class of shares sanctioning the variation.”
- (3) The rights attached to an existing class of preference shares shall be deemed to be varied by the issue of new preference shares that rank equally with the existing class of preference shares unless such issuance was authorised by:
- (a) the terms of the issue of the existing preference shares; or
 - (b) this Constitution of the Company as in force at the time when the existing preference shares were issued.”

Clause 12 – Issue of Securities

- “12. (1) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject always to the Act, the Listing Requirements and this Constitution, the Directors have the right to:
- (a) issue and allot shares in the Company; and
 - (b) grant rights to subscribe for shares or options over unissued shares in the Company.
- (2) Subject to the Act, the Listing Requirements, this Constitution and the relevant Shareholders’ approval being obtained (which shall be deemed a waiver of Section 85 of the Act), the Directors may issue any shares (including rights or options over subscription of such shares):
- (a) with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Directors may determine;
 - (b) to any person, whether a Member or not, in such numbers or proportions as the Directors may determine; and
 - (c) for such consideration as the Directors may determine.
 - (d) no shares issued having the effect of transferring controlling interest in the Company without prior approval of members in general meeting,

15. ADDITIONAL INFORMATION (Cont'd)

- (e) in the case of shares other than ordinary shares, no special rights to be attached until the same have been expressed in the constitution,
 - (f) approval by members shall specify details of the amount of shares of options to be issued to employees/directors and a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or public issue,
 - (g) company must allot and issue securities, despatch notice of allotment to the allottees and make an application for the quotation of such securities within such periods as may be prescribed by the Exchange,
- (3) (a) Subject to the Act, the Listing Requirements and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.
- (b) 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.
- (c) The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.
- (4) Subject to Rule 6.07 or Paragraph 6.06 of the Listing Requirements (as the case may be) and notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company must not issue any shares or convertible securities if the total number of those 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 ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company except where the shares or convertible securities are issued with the prior shareholder approval in a General Meeting of the precise terms and conditions of the issue."

15. ADDITIONAL INFORMATION (Cont'd)**Clause 138 – Dividends**

- “138. (1) A dividend may be declared by:
- (a) the Directors; or
 - (b) the Members on the recommendation of the Board of Directors as it thinks appropriate.
- (2) The payment of a dividend is to those holders of such class of shares as the Directors have determined in accordance with and subject to any conditions upon which the shares have been issued.
- (3) A dividend shall not exceed the amount as authorised by the Directors.”

Clause 145 – Dividends due may be retained until registration

- “145. (5) The Directors may retain the dividends payable upon Shares in respect of which any person is under the provision as to the transmission of Shares herein before contained entitled to become a Member or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such Shares or shall transfer the same.”

Clause 146 – Capitalisation of Profits

- “146. (1) The Directors may, before declaring or recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.
- (2) Pending any such application, the reserves may, at the discretion of the Directors, be used in the business of the Company or be invested in such investments as the Directors think fit.
- (3) The Directors may carry forward such amount of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to reserves.

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 is fixed, failing which our Share Registrar will be required to transfer the Shares to the Minister of Finance, and such Shares may not be traded on Bursa Securities.

Dealing in our Shares deposited with Bursa Depository may only be effected by a Depositor by means of entries in the securities account / CDS Account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares shall be deemed to be our shareholder and shall be entitled to all rights, benefits, powers, and privileges and be subject to all liabilities, duties, and obligations in respect of, or arising from, such Shares.

15. ADDITIONAL INFORMATION (Cont'd)**15.4 LIMITATION ON THE RIGHT TO OWN SECURITIES**

Subject to Section 15.3 above, there is no limitation on the right to own our Shares, including any limitations on the right of non-resident or foreign shareholders to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

15.5 PUBLIC TAKE-OVERS

Since the beginning of the FYE 2025 and up to the LPD, there has been:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.

15.6 EXCHANGE CONTROLS

Our Group has not established any place of business outside of Malaysia and is not subject to any governmental law, decree, regulation or other legislation that may affect the repatriation of capital and remittance of profits by or to our Group.

15.7 MATERIAL CONTRACTS

Save as disclosed below, our Group has not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) within the Financial Years Under Review and up to the date of this Prospectus:

- (i) SSA dated 19 June 2025 entered into between the PSSB Vendors of the one part and our Company of the other part as detailed in Section 6.2.1 of this Prospectus. The share acquisition of PSSB was completed on 3 March 2026;
- (ii) the Underwriting Agreement dated 10 April 2026 entered into between our Company of the one part and the Sole Underwriter of the other part as detailed in Section 4.10 of this Prospectus; and
- (iii) the Placement Agreement dated 10 April 2026 entered into between our Company of the one part and the Sole Placement Agent of the other part.

15.8 CONSENTS

Our Principal Adviser, Sponsor, Sole Underwriter, Sole Placement Agent, Company Secretary, Solicitors, Share Registrar and Issuing House have given and have not subsequently withdrawn their written consents before the issuance of this Prospectus for the inclusion of their names and all references thereto in the form, manner and context in which they are included in this Prospectus.

15. ADDITIONAL INFORMATION (Cont'd)

Our Auditors and Reporting Accountants have given and have not subsequently withdrawn their written consent before the issuance of this Prospectus for the inclusion of their name and all references thereto, the Accountants' Report and the Reporting Accountants' Report on the Compilation of Pro Forma Combined Statements of Financial Position as at 31 December 2025, in the form, manner and context in which they are included in this Prospectus.

Our IMR has given and has not subsequently withdrawn its written consent before the issuance of this Prospectus with the inclusion of its name and all references thereto and the IMR Report in the form, manner and context in which they are included in this Prospectus.

15.9 RESPONSIBILITY STATEMENTS

- (i) Our Directors and Promoter 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 statements or other facts which if omitted, would make any statement in this Prospectus false or misleading.
- (ii) PIVB being our Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent in relation to 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.

15.10 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company during normal business hours for a period of 6 months from the date of this Prospectus:

- (i) our Constitution;
- (ii) the IMR Report as set out in Section 8 of this Prospectus;
- (iii) the Reporting Accountants' Report on the Pro Forma Consolidated Financial Statements as at 31 December 2025 as set out in Section 13 of this Prospectus;
- (iv) the Accountants' Report as set out in Section 14 of this Prospectus;
- (v) the material contracts as set out in Section 15.7 of this Prospectus;
- (vi) the letters of consent as set out in Section 15.8 of this Prospectus; and
- (vii) the audited financial statements of our Company and Subsidiary for the Financial Years Under Review (as may be applicable).

[The rest of this page is intentionally left blank]

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE “DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE” ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT THE ISSUING HOUSE FOR FURTHER ENQUIRIES.

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

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

16.1 OPENING AND CLOSING OF APPLICATIONS

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 20 MAY 2026

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 29 MAY 2026

Applications for the IPO Shares will open and close at the times and dates stated above.

In the event of any change to the dates or time for closing, we will advertise the notice of the change in a widely circulated daily Bahasa Malaysia and English newspapers in Malaysia, and make an announcement on the website of Bursa Securities.

Late Applications will not be accepted.

16.2 METHODS OF APPLICATIONS**16.2.1 Application for our IPO Shares by the Malaysian public and the Eligible Persons**

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

Types of Application and category of investors	Application method
Applications by the Malaysian Public	
(a) Individuals	WHITE Application Form or Electronic Share Application or Internet Share Application
(b) Non-individuals	WHITE Application Form only
Applications by the Eligible Persons	PINK Application Form only

[The rest of this page has been intentionally left blank]

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**16.2.2 Application by selected investors and Bumiputera Investors approved by MITI via private placement**

Types of Application	Application Method
Applications by:	
(a) Selected investors	Our Sole Placement Agent will contact the selected investors directly. They should follow the Sole Placement Agent's instructions.
(b) Bumiputera Investors approved by MITI	MITI will contact the Bumiputera Investors directly. They should follow MITI's instructions.

Selected investors and Bumiputera Investors approved by MITI may still apply for our IPO Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application.

16.3 ELIGIBILITY**16.3.1 General**

You must have a CDS account and a correspondence address in Malaysia. If you do not have a CDS account, you may open a CDS account by contacting any of the ADAs set out in the list of ADAs accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS account must be in your own name. **Invalid, nominee or third party CDS accounts will not be accepted** for the Applications.

Only **ONE** Application Form for each category from each Applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.

APPLICANTS WHO WISH TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST ENSURE THAT THE DETAILS PROVIDED BY THE FINANCIAL INSTITUTION TO THE ISSUING HOUSE MATCH THE INFORMATION REGISTERED UNDER THEIR CDS ACCOUNT. ANY DISCREPANCY BETWEEN THE INFORMATION PROVIDED BY YOUR FINANCIAL INSTITUTION AND THE CDS ACCOUNT RECORDS WILL RESULT IN THE REJECTION OF YOUR IPO APPLICATIONS. TO AVOID SUCH REJECTIONS, APPLICANTS ARE STRONGLY ADVISED TO CONTACT THEIR FINANCIAL INSTITUTION IN ADVANCE TO VERIFY AND CONFIRM THE DETAILS. PLEASE NOTE THAT OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE WILL NOT BE HELD RESPONSIBLE FOR ANY ISSUES OR LOSSES ARISING FROM DISCREPANCIES IN THE INFORMATION SUBMITTED.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**16.3.2 Application by the Malaysian Public**

You can only apply for our IPO Shares if you fulfil all of the following:

- (i) you must be one of the following:
 - (a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares; or
 - (b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or
 - (c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.
- (ii) you must not be a director or employee of the Issuing House, or an immediate family member of a director or employee of the Issuing House; and
- (iii) you must submit 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 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 for the allocated IPO Shares. The Eligible Persons must follow the notes and instructions in the said document and where relevant, in this Prospectus.

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

The Eligible Persons are not precluded from making additional application under the Malaysian Public category using either the White Application Form, Electronic Share Application, or Internet Share Application.

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 RM0.20 for each IPO Share.

Payment must be made out in favour of “**ACM SHARE ISSUE ACCOUNT NO. 107**” and crossed “**A/C PAYEE ONLY**” and endorsed on the reverse side with your name and address.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

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:

AscendServ Capital Markets Services Sdn Bhd
 (Registration No: 202401031272 (1577121-P))
 Office Suite No. 603 Block C
 Pusat Dagangan Phileo Damansara 1
 No. 9, Jalan 16/11
 Off Jalan Damansara
 46350 Petaling Jaya
 Selangor

- (ii) **DELIVER BY HAND AND DEPOSIT** in the Issuing House's drop-in box provided in front of AscendServ Capital Markets Services Sdn Bhd's office at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor,

so as to arrive not later than 5.00 p.m. on 29 May 2026 or by such other time and date specified in any change to the date or time for closing.

We, together with our Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

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 Participating Financial Institutions and their branches, namely, Alliance Bank Malaysia Berhad, Malayan Banking 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, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia, 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, UOB Kay Hian (M) Sdn Bhd (formerly known as UOB Kay Hian Securities (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.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

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 OUR 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 this 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 the Issuing House to Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at <https://www.ascendserv.com> within one market day after the balloting event.

Pursuant to the Listing Requirements, we are required to have a minimum of 25.00% 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 underwriting arrangements and reallocation as set out in Section 4.3.4 of this Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**16.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS**

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner.

16.9.1 For applications by way of Application Forms

- (i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your last address maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.
- (ii) If your Application is rejected because you did not provide a CDS account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or any official valid temporary identity document issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.
- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by our 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 registered post to your last address maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

16.9.2 For applications by way of Electronic Share Application and Internet Share Application

- (i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions (or arranged with the Authorised Financial Institutions) or Participating Securities Firms 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.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House, by crediting into your account with the Participating Financial Institution or Internet Participating Financial Institutions (or arranged with the Authorised Financial Institutions) or Participating Securities Firms 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 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 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 address maintained with 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 IPO Shares will be by book entries through CDS accounts. No physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

16.11 ENQUIRIES

Enquiries in respect of the Applications may be directed as follows:

Mode of application	Parties to direct the enquiries
Application Form	Issuing House Enquiry Services at telephone no. +603 7890 0238
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution, Participating Securities Firms and Authorised Financial Institution

The results of the IPO share allocation, based on successful balloting, will be published on the Issuing House's website at <https://www.ascendserv.com>. Applicants can also check the status of their application on the same website after 5:00 PM on the allotment date. Alternatively, you may contact the Authorised Depository Agents (ADAs) listed in the Detailed Procedures for Application and Acceptance, which is available in the Electronic Prospectus on the Bursa Securities website.

17. BY-LAWS FOR THE LTIP

PENTECH HOLDINGS BERHAD
Registration No. 202401049432 (1595276-A)

BY LAWS FOR THE LTIP

17. BY-LAWS FOR THE LTIP (Cont'd)**1. DEFINITIONS AND INTERPRETATIONS**

1.1 In these By-Laws, except where the context otherwise requires, the following expressions shall have the following meanings:

Act	:	Companies Act 2016, as amended from time to time including any re-enactment thereof
Adviser	:	A person registered on the Register of Sponsors who has been appointed by the Company to undertake a corporate proposal prescribed by Bursa Securities to require the services of an Adviser under the ACE Market Listing Requirements of Bursa Securities
Authorised Nominee	:	means a person who is authorised to act as a nominee according to the Rules of Bursa Depository, specifically as outlined in Part VIII of the SICDA
Board	:	The Board of Directors of the Company
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
By-Laws	:	The rules, terms and conditions of the Scheme (as may be modified, varied and/or amended from time to time)
CDS	:	Central Depository System
CDS Account	:	An account established by Bursa Depository for a depositor for the recording of deposits and withdrawal of securities and for dealings in such securities by a depositor
Company	:	Pentech Holdings Berhad (Registration No.: 202401049432 (1595276-A))
Constitution	:	The constitution of the Company, including any amendments thereto that may be made from time to time
Date of Acceptance	:	The date on which the LTIP Committee shall receive the written notice accepting the ESOS Award(s) and/or ESGS Award(s) accompanied by a payment to the Company of a sum of Ringgit Malaysia One (RM1.00) only as non-refundable consideration for the ESOS Award(s) and/or ESGS Award(s) from an Eligible Employee(s) in accordance with By-Law 28.2 and By-Law 34.2 respectively
Date of Expiry	:	Last day of the Duration of the Scheme or last day of any extended period pursuant to By-Law 14.2 and By-Law 14.3 respectively (as the case may be)
Director	:	A natural person who holds a directorship in the Company in an executive capacity and shall have the meaning of Section 2 of the Act, which for avoidance of doubt, excludes an alternate or substitute director
Disciplinary Proceedings	:	Proceedings instituted by any company in the Group against any Eligible Employee(s) or LTIP Participant(s) for any alleged misbehaviour, misconduct and/or any other acts of such Eligible Employee(s) or LTIP Participant(s) deemed to be unacceptable by the said company whether or not such disciplinary proceedings may give rise to a dismissal or termination of service of such Eligible Employee(s) or LTIP Participant(s)

17. BY-LAWS FOR THE LTIP (Cont'd)

Duration of the Scheme	:	The duration of the Scheme as defined in By-Law 14.2 and includes any extension thereof in accordance with By-Law 14.3
Effective Date	:	The date on which the Scheme comes into force as provided in By-Law 14.1. For the avoidance of doubt, irrespective that the Effective Date of the ESOS and ESGS are different, the Duration of the Scheme applies to both ESOS and ESGS, both of which will expire on the Date of Expiry
Eligible Employee(s)	:	A Director or Employee who meets the criteria of eligibility for participation in the Scheme as set out in By-Law 6 hereof
Employee	:	Any person in the employment and on the payroll of any company within the Group
Entitlement Date	:	The date (and as at the close of business) on which shareholders' name must appear in the Company's record of depositors maintained at Bursa Depository in order to be entitled to any dividends, rights, allotments and/or other distributions
ESGS	:	Employees' Share Grant Scheme as stipulated in Section 2 of these By-Laws
ESGS Award(s)	:	The award of such number of Share(s) to an Eligible Employee(s) in the manner and subject to the terms and conditions provided in these By-Laws
ESGS Award Date(s)	:	The date of which an ESGS Award(s) is awarded to an Eligible Employee(s) pursuant to a LTIP Award letter
ESGS Participant(s)	:	Eligible Employee(s) who has accepted ESGS Award(s) in the manner provided in By-Law 34
ESGS Vesting Date(s)	:	The date upon which all or any parts of the Share(s) awarded to ESGS Participant(s) are eligible to be vested upon fulfilment of all terms and vesting conditions, if any, as determined by the LTIP Committee
ESOS	:	Employees' Share Option Scheme as stipulated in Section 1 of these By-Laws
ESOS Award(s)	:	The award of such number of ESOS Option(s) to an Eligible Employee(s) to subscribe for the Share(s) at the Subscription Price in the manner and subject to the terms and conditions provided in these By-Laws
ESOS Award Date(s)	:	The date of award of such number of ESOS Option(s) to an Eligible Employee(s) to subscribe for the Share(s) at the Subscription Price in the manner and subject to the terms and conditions provided in these By-Laws
ESOS Option(s)	:	The right of ESOS Participant(s) to subscribe for the Share(s) at the Subscription Price in the manner provided in By-Law 29
ESOS Participant(s)	:	Eligible Employee(s) who has accepted the ESOS Award(s) in the manner provided in By-Law 28
ESOS Vesting Date(s)	:	The date upon which all or any part of the ESOS Options awarded to ESOS Participant(s) are eligible to be vested and are entitled to exercise the ESOS Options upon fulfilment of all terms and vesting conditions, if any, as determined by the LTIP Committee

17. BY-LAWS FOR THE LTIP (Cont'd)

Group	: The Company and its subsidiary company(ies) as defined in Section 4 of the Act (which for the avoidance of doubt shall exclude the Company's associate company(ies)) and which are not dormant. Subject to the foregoing, the expression "subsidiary company(ies)" shall for the purposes hereof include subsidiaries which are existing as at the Effective Date and such subsidiaries which the LTIP Committee may, from time to time, determine at its discretion, and subsidiaries which are incorporated or acquired at any time during the Duration of the Scheme but excludes:-
	(i) subsidiaries which have been divested in the manner provided in By-Law 25; and
	(ii) subsidiaries which are dormant
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
LTIP Scheme or Scheme	: The long-term incentive plan for ESOS Award(s) and/or ESGS Award(s) to any Eligible Employee(s) in accordance with the provisions of these By-Laws and such scheme shall be known as the "Pentech Holdings Berhad Long-Term Incentive Plan"
LTIP Award(s)	: Collectively, the ESOS Award and ESGS Award and "LTIP Award" shall mean any of them in the context of these By-Laws
LTIP Award Date(s)	: Collectively, the ESOS Award Date and ESGS Award Date and "LTIP Award Date" shall mean any of them in the context of these By-Laws
LTIP Award Vesting Date(s)	: Collectively, the ESOS Vesting Date and the ESGS Vesting Date and "LTIP Award Vesting Date", shall mean any of them in the context of these By-Laws
LTIP Committee	: The committee as appointed from time to time by the Board pursuant to By-Law 4.1 to implement and administer the LTIP in accordance with these By-Laws
LTIP Participant(s)	: Collectively, the ESOS Participant(s) and ESGS Participant(s) and "LTIP Participant" shall mean any of them in the context of these By-Laws
Market Day	: A day on which Bursa Securities is open for trading of securities
Maximum Allowable Allotment	: The maximum aggregate number of Share(s) in respect of the LTIP Award(s) that can be offered and allotted to an Eligible Employee in accordance with the provisions of By-Law 7.2(b)
Offer Period	: A period of thirty (30) days from the ESOS Award Date(s) or such longer period as may be determined by the LTIP Committee at its sole and absolute discretion during which ESOS Award(s) is valid for acceptance as stipulated in By-Law 27
Option Period	: The period commencing from the ESOS Vesting Date(s) and expiring on a date on which the ESOS Option(s) terminates, expires or lapses and/or otherwise ceases to be of any force and effect in accordance with these By-Laws and as set out in the ESOS Award(s) letter
Register of Sponsors	: A register maintained by Bursa Securities for the ACE Market of Bursa Securities specifying all persons which have been approved to act as sponsors by Bursa Securities pursuant to the Chapter 4 of the Listing Requirements and such approval has not been revoked or suspended
RM	: Ringgit Malaysia

17. BY-LAWS FOR THE LTIP (Cont'd)

- Rules of Bursa Depository : The Rules of Bursa Depository, as issued pursuant to SICDA
- Share(s) : Ordinary share(s) in the Company
- SICDA : Securities Industry (Central Depositories) Act 1991, as amended from time to time including any re-enactment thereof
- Subscription Price : The price at which ESOS Participant(s) shall be entitled to subscribe for the Share(s) upon the exercise of the ESOS Options(s), as initially determined and as may be adjusted pursuant to the provisions of By-Law 31
- Vesting Conditions : The conditions determined by the LTIP Committee and stipulated in the letter awards which must be fulfilled for the ESOS Option(s) under the ESOS Award(s) and/or the vesting of Share(s) under the ESOS Award(s) to be vested on LTIP Participant(s) as provided in By-Laws 29 and 35 respectively
- 1.2 Any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision and the Listing Requirements, policies and/or guidelines of Bursa Securities and/or other relevant authorities respectively (whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with reasonable commercial practice of persons to whom such requirements, policies, regulations and/or guidelines are addressed to by Bursa Securities and/or other relevant authorities).
- 1.3 Any reference to a statutory provision shall include that provision as from time to time modified or re-enacted whether before or after the date of these By-Laws so far as such modification or re-enactment applies or is capable of applying to the LTIP Award(s) made, offered and/or accepted within the Duration of the Scheme, and shall also include any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly replaced.
- 1.4 In these By-Laws, unless the context requires otherwise, words denoting the singular number shall include the plural number and vice versa, and words denoting one gender shall include the other gender.
- 1.5 The headings in these By-Laws are for convenience only and shall not be taken into account in the interpretation of these By-Laws.
- 1.6 If an event is to occur on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day; and if an event is to occur on a stipulated day which falls after the Date of Expiry then the stipulated day shall be taken to be the last Market Day prior to the Date of Expiry.
- 1.7 In the event of any change in the name of the Company from its present name, all references to "Pentech Holdings Berhad" in these By-Laws and all other documents pertaining to the Scheme shall be deemed to be references to the Company's new name.

2. NAME OF SCHEME

- 2.1 This Scheme shall be known as the "Pentech Holdings Berhad Long Term Incentive Plan".

3. OBJECTIVES OF THE SCHEME

- 3.1 The objectives of the establishment of this Scheme are:
- (a) to serve as a long-term incentive plan to reward the Eligible Employee(s) and to align their interest with the corporate goals and objectives of the Group;
 - (b) to recognise the contributions of Eligible Employee(s) whose services are valued and considered vital to the operations and continued growth of the Group;

17. BY-LAWS FOR THE LTIP (Cont'd)

- (c) to motivate Eligible Employee(s) to work towards better performance through greater productivity and loyalty;
- (d) to stimulate a greater sense of belonging and dedication since Eligible Employee(s) are given the opportunity to participate directly in the equity of the Company;
- (e) to retain and encourage Eligible Employee(s) to remain with the Group thus ensuring that any loss of key personnel is kept to a minimum;
- (f) to reward Eligible Employee(s) by allowing them to participate in the Group's growth and profitability and eventually realise potential capital gains arising from any appreciation in the value of the Share(s);
- (g) to make the Group's remuneration scheme more competitive to attract more skilled and experienced individuals to join the Group and contribute to its continued growth;
- (h) to provide the Group with the flexibility to determine the most appropriate LTIP Awards to reward and retain Eligible Employee(s) who have contributed to the success of the Group;
- (i) to incentivise the Directors of the Group for their contribution towards development, growth and success and strategic direction to drive long-term shareholder value enhancement of the Group; and
- (j) to incentivise the senior management and employees of the Group for their commitment, dedication and loyalty towards attainment of higher performance.

4. ADMINISTRATION AND IMPLEMENTATION OF THE SCHEME

- 4.1 The Scheme shall be administered by the LTIP Committee. The LTIP Committee shall, subject to these By-Laws, administer the Scheme in such manner as it shall deem fit and with such powers and duties as are conferred upon it by the Board. The decision of the LTIP Committee shall be final and binding but subject always to the Board's power to overrule any decision of the LTIP Committee and the Board shall not be under any obligation to give any reasons therefor.
- 4.2 The Board shall have the power to determine all matters pertaining to the LTIP Committee, including, without limitation, setting the terms of reference for the LTIP Committee, as well as determining its composition, duties, powers and limitations. The Board is also entitled, at any time and from time to time to:
- (a) rescind or terminate the appointment of any member of the LTIP Committee and appoint replacement members to the LTIP Committee;
 - (b) to change the terms of appointment of the members of the LTIP Committee;
 - (c) to determine and change the terms of reference for the LTIP Committee; and
 - (d) to assume and/or exercise or execute any of the powers and authorities conferred upon the LTIP Committee pursuant to these By-Laws.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 4.3 Without limiting the generality of By-Law 4.1, the LTIP Committee may, for the purpose of administering the Scheme, do all acts and things, rectify any error(s) in the LTIP Award(s), execute all documents and delegate any of its powers and duties relating to the Scheme as it may at its sole discretion consider to be necessary or desirable for giving effect to the Scheme including the powers to:
- (a) subject to the provisions of the Scheme, construe and interpret the Scheme and LTIP Award(s) awarded under it, to define the terms therein and to recommend to establish, amend and revoke rules and regulations relating to the Scheme and its administration. The LTIP Committee in the exercise of this power may correct any defects, supply any omission, or reconcile any inconsistency in the Scheme or in any agreement providing for the LTIP Award(s) in a manner and to the extent it shall deem necessary to expedite and make the Scheme fully effective; and
 - (b) determine all question of policy and expediency that may arise in the administration of the Scheme and generally exercise such powers and perform such acts as are deemed necessary and/or expedient to promote the best interests of the Company.
- 4.4 In implementing the Scheme, the LTIP Committee may, at its discretion, decide that any vesting of share(s) comprised in a LTIP Award(s) shall be satisfied through:
- (a) for ESGS Awards:
 - (i) acquisition and/or transfer of existing Shares from the open market of Bursa Securities; or
 - (ii) acquisition and/or transfer of the Company's treasury shares (if any);
 - (iii) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or
 - (iv) a combination of any of the above.
 - (b) for ESOS Options:
 - (i) the allotment and issuance of new Shares;
 - (ii) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or
 - (iii) a combination of any of the above.
- 4.5 In considering the modes of satisfaction as referred to above, the LTIP Committee will take into consideration factors such as the prevailing market price of the Share(s), funding considerations, dilutive effects of any such issuance on our Company's share capital base, and cash requirements of our Group.
- 4.6 For the purposes of facilitating the implementation of the Scheme, the Company and/or the LTIP Committee may (but shall not be obligated to) establish a trust to be administered by a trustee to be appointed by the Company for the Scheme from time to time ("Trustee"), if required, including but not limited for the purposes of subscribing for new Share(s), acquiring existing Share(s) from the ACE Market of Bursa Securities and/or receiving treasury shares, and transferring them to the LTIP Participant(s) at such times as the LTIP Committee shall direct ("Trust"). For the said purposes and to pay expenses in relation to the administration of the Trust, the Trustee may, to the extent permitted by law, be entitled from time to time to accept funding and/or assistance, financial or otherwise, from the Group to be paid into the bank account(s) to be established by the Trustee for the purpose of the Trust as the Trustee may direct for any such payment. The LTIP Committee shall have the discretion to revoke or suspend any such direction that has earlier been given to the Trustee.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 4.7 The Trustee, if and when the Trust is established, shall administer the Trust in accordance with the terms of a trust deed to be entered into between the Company and the Trustee ("Trust Deed"). For the purpose of administering the Trust, the Trustee shall do all such acts and things and enter into any transactions, agreements, deeds, documents or arrangements or make rules, regulations or impose terms and conditions or delegate part of its power relating to the administration of the Trust, as the LTIP Committee may in its sole and absolute discretion direct for the implementation and administration of the Trust.
- 4.8 The Company shall have power from time to time, at any time, to appoint or rescind or terminate the appointment of the Trustee as it deems fit in accordance with the provisions of the Trust Deed. The Company shall have the power from time to time, at any time, to negotiate with the Trustee to amend the provisions of the Trust Deed.
- 4.9 Should the Trust be terminated pursuant to the Trust Deed, the Trustee shall sell the remaining Shares held by the Trustee and/or its Authorised Nominee(s) and deal with such funds in accordance with the instructions of the LTIP Committee.

5. MAXIMUM NUMBER OF SHARE(S) AVAILABLE UNDER THE SCHEME

- 5.1 The maximum number of Share(s) which may be made available under the Scheme shall not in aggregate exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the Duration of the Scheme.
- 5.2 Notwithstanding the provision of By-Law 5.1 above and any other provisions contained herein, in the event the total number of the Share(s) that may be made available under the Scheme exceeds ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) as a result of the Company purchasing, cancelling and/or reducing the Share(s) in accordance with the provisions of the Act or the Company undertaking any corporate proposal and thereby diminishing the total number of issued shares of the Company, then such LTIP Award(s) awarded prior to the adjustment of the issued shares of the Company (excluding treasury shares, if any) shall remain valid and exercisable in accordance with the provisions of this Scheme. However, in such a situation, the LTIP Committee shall not make further LTIP Award(s) until the total number of the Share(s) under the subsisting LTIP Award(s) falls below ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any).

6. ELIGIBILITY

- 6.1 Subject to the discretion of the LTIP Committee, any Eligible Employee(s) who fulfils the following criteria as at the LTIP Award Date(s) shall be eligible to participate in the Scheme and qualify for consideration and/or selection by the LTIP Committee if:
- (a) in respect of an Employee, the Employee must fulfil the following criteria as at the LTIP Award Date(s):
 - (i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
 - (ii) is employed by the Group on a full-time basis or serving in a specific designation under an employment contract with the Group for a fixed duration (or any other contract as may be determined by the LTIP Committee) and is on the payroll of the Group and has not served a notice of resignation or received notice of termination;
 - (iii) must have been in employment of the Group for a continuous fixed period of at least six (6) months or such period as may be determined by the LTIP Committee from time to time (which shall include any probation period) prior to the LTIP Award Date(s); and
 - (iv) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.

17. BY-LAWS FOR THE LTIP (Cont'd)

- (b) in respect of a Director, the Director must fulfil the following criteria as at the LTIP Award Date(s):
 - (i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
 - (ii) is appointed as a Director of the Company or any company within the Group for such periods as may be determined by the LTIP Committee prior to and up to the LTIP Award Date(s) and has not served a notice of resignation or received notice of termination; and
 - (iii) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.
- 6.2 Our LTIP Committee may, at any time and from time to time, before and after a LTIP Award is granted, have the sole and absolute discretion to:
 - (a) limit the exercise of the ESOS Options to a maximum number of new Shares and/or such percentage of the total new Shares comprised in the ESOS Options during such periods within the option period;
 - (b) subject the exercise of the ESOS Options and/or ESGS to any vesting condition determined by the LTIP Committee at its sole and absolute discretion before an ESOS Options and/or ESGS can be exercised;
 - (c) impose any other terms and conditions (including the time period to exercise the ESOS Options or ESGS) as the LTIP committee may, in its sole discretion deems appropriate including amending or varying any terms and conditions imposed earlier; and/or
 - (d) stagger the allocation of ESOS Options and/or ESGS available over the duration of the LTIP and to determine the vesting period (if any) for the ESOS Options and/or ESGS granted under the LTIP.
- 6.3 Where a specific allocation of the LTIP Award(s) to be awarded to any Eligible Employee(s), who is the chief executive, Director or major shareholder of the Company, or a person connected with such chief executive, Director or major shareholder of the Company, such specific allocation to the said person requires prior shareholders' approval in a general meeting PROVIDED ALWAYS that:-
 - (a) the chief executive, Director and/or major shareholder of the Company and/or persons connected with them shall not have voted on the resolution approving the said allocation of the LTIP Award(s) to be made thereunder; and
 - (b) any such allocation is not prohibited or disallowed by the relevant authorities or by any laws or regulation.
- 6.4 The LTIP Committee may from time to time at its absolute discretion select and identify suitable Eligible Employee(s) to be offered the LTIP Award. In the event that any Eligible Employee(s) is a member of the LTIP Committee, such Eligible Employee(s) shall not participate in the deliberation or discussion of his own allocation and the Vesting Conditions of the LTIP Awards.
- 6.5 No Employee of a dormant company within the Group shall be eligible to participate in the Scheme.
- 6.6 Eligibility under the Scheme does not confer on an Eligible Employee(s) a claim or right to participate in or any rights whatsoever under the Scheme and an Eligible Employee(s) does not acquire or have any rights over or in connection with the LTIP Award(s) unless an LTIP Award has been made by the LTIP Committee to the Eligible Employee(s) and the Eligible Employee(s) has accepted the LTIP Award in accordance with By-Laws 28 and/or 34 hereof.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 6.7 Subject to these By-Laws and any applicable law, the LTIP Committee shall have the discretion, at any time and from time to time, to extend the benefit of this Scheme to any Eligible Employee(s) who is seconded to a corporation which is not within the Group but which is a corporation associated with the Group or a subsidiary of a corporation associated with the Group, and deem such Eligible Employee(s) (whether seconded before or after the coming into force of these By-Laws) to be an Employee and such a corporation to be within the Group.
- 6.8 Any Eligible Employee(s) who holds more than one (1) position within the Group and by holding such positions, the Eligible Employee(s) is in more than one category, shall only be entitled to the Maximum Allowable Allotment of any one of those category/designation of employment. The LTIP Committee shall be entitled at its sole discretion to determine the applicable category/designation of employment.

7. BASIS OF ALLOCATION AND MAXIMUM ALLOWABLE ALLOCATION

- 7.1 The allocation of the Share(s) to be made available for the LTIP Award(s) under the Scheme shall be determined by the LTIP Committee.
- 7.2 Subject to By-Law 5 and any adjustment which may be made under By-Law 10, the maximum number of Share(s) to be awarded to an Eligible Employee(s) under the Scheme at any point of time in each LTIP Award shall be at the sole and absolute discretion of the LTIP Committee after taking into consideration, inter alia, the Eligible Employee(s)' designation, length of service, work performance, contribution towards growth of the Company, and/or such other factors as the LTIP Committee deems fit, and subject to the following conditions:
- (a) Eligible Employees do not participate in the deliberation or discussion of their own allocation and the allocation to any person connected with them;
 - (b) the total number of Share(s) made available under the Scheme shall not exceed the amount in By-Law 5.1 above;
 - (c) not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Scheme shall be allocated to any Eligible Employee(s) who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Employee(s), holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any); and
 - (d) up to 50.00% of the total number of Share(s) which may be made available under the Scheme could be allocated, in aggregate, to the Director and senior management of the Group who are Eligible Employee(s) (where "**senior management**" shall be subject to any criteria as may be determined at the sole discretion of the LTIP Committee from time to time). The maximum allocation of 50.00% to the Directors and senior management was determined to incentivise the Directors for their contribution towards development, growth and success and strategic direction to drive long term shareholder value enhancement of the Group and to incentivise the senior management of the Group for their commitment, dedication and loyalty towards attainment of higher performance.

PROVIDED ALWAYS THAT it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

- 7.3 In the event that an Eligible Employee(s) is promoted, the Maximum Allowable Allotment applicable to such Eligible Employee(s) shall be the Maximum Allowable Allotment that may be awarded corresponding to the category of employee of which he then is a party, subject always to the maximum number of Share(s) available under the Scheme as stipulated under By-Law 5.1.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 7.4 In the event that an Eligible Employee(s) who is demoted/re-designated to a lower grade for whatsoever reason he shall only be entitled to the allocation of that lower grade unless an award has been made and accepted by him before such demotion/re-designated and where he has accepted an award which exceeds his Maximum Allowable Allotment under that lower grade, he shall not be entitled to any further allocation for that lower grade.
- 7.5 The Company shall ensure that the LTIP Award(s) awarded pursuant to the Scheme is verified by the Audit Committee of the Group at the end of each financial year as being in compliance with the award criteria of the LTIP Award(s) which have been disclosed to the Eligible Employee(s).
- 7.6 The LTIP Committee shall be entitled in its discretion to determine the aggregate maximum number of Shares that may be allocated between the ESOS and the ESGS which shall not in aggregate exceed 10.00% of the total number of issued Shares (excluding treasury shares, if any) from time to time, and to any one category/grade of the Eligible Employees.
- 7.7 Subject to By-Law 7.2 herein, nothing shall prevent the LTIP Committee from awarding more than one (1) LTIP Award(s) to an Eligible Employee(s) **PROVIDED THAT** the total aggregate number of Share(s) comprised in the LTIP Award(s) awarded to such Eligible Employee(s) during the Duration of the Scheme shall not exceed the Maximum Allowable Allotment that an Eligible Employee(s) is entitled under the LTIP Award(s).

8. RIGHTS ATTACHING TO SHARE(S)

- 8.1 The Share(s) arising upon exercising of the ESOS Option(s) and/or vesting of ESGS Award(s) shall, upon allotment and issuance and/or transfer, as the case may be:
- (a) be subject to the provisions of the Constitution; and
 - (b) rank equally and in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Share(s).
- 8.2 The new Shares to be allotted and issued under the ESOS will be subject to the provisions of the constitution of the Company and will, upon allotment and issuance, rank equally in all respects with the existing Shares including voting rights, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders for which the relevant entitlement date precedes the date of issuance of the new Shares pursuant to the ESOS.
- 8.3 In respect of the existing Shares to be transferred to the ESGS Participants pursuant to the vesting of the Shares comprised in an ESGS Award, such Shares rank equally in all respects with the existing Shares. However, the ESGS Participants shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Shares are credited into the CDS Accounts of the ESGS Participants on or prior to the relevant entitlement date of such dividends, rights, allotments and/or other distributions.

9. RESTRICTION ON DEALING/RETENTION PERIOD

- 9.1 The Share(s) arising upon exercising of the ESOS Option(s) and/or vesting of ESGS Award(s) pursuant to the Scheme will not be subjected to any retention period or restriction on transfer unless the LTIP Committee stipulates otherwise upon granting of the LTIP Award(s).
- 9.2 The Company encourages the LTIP Participant(s) to hold the Share(s) subscribed for by them or granted to them, as a long-term investment and not for any speculative and/or realisation of immediate gain. The expression “**retention period**” shall mean the period in which the Share(s) issued and/or granted pursuant to the Scheme must not be sold, transferred, assigned, disposed of or subject to any encumbrances by the LTIP Participant(s).

17. BY-LAWS FOR THE LTIP (Cont'd)

- 9.3 Notwithstanding the above By-Law 9.2, the LTIP Committee shall be entitled at its discretion to prescribe or impose, in relation to any LTIP Award(s), any condition relating to any retention period or restriction on transfer (if applicable) as the LTIP Committee sees fit.

10. ALTERATION OF SHARE CAPITAL AND ADJUSTMENTS

- 10.1 In the event of any alteration in the share capital of the Company during the Duration of the Scheme, whether by way of a rights issue, bonus issue or other capitalisation issue, subdivision or consolidation of shares or reduction or any other variation of share capital (save for set-off against accumulated losses) or otherwise howsoever, the LTIP Committee may, in its discretion, determine whether:

(a) in respect of the ESOS:

- (i) the Subscription Price and/or
- (ii) the number of unvested and unexercised ESOS Option(s); and
- (iii) the Subscription Price and/or number of ESOS Option(s) in respect of which future ESOS Award(s) may be granted under ESOS,

(b) in respect of the ESGS:

- (i) the number of unvested Share(s) comprised in the ESGS Award(s); and
- (ii) the method and/or manner in the vesting of the Shares comprised in the ESGS Award,

shall be adjusted, and if so, the manner in which such adjustments should be made.

- 10.2 Subject to By-Law 10.3, the Subscription Price for the ESOS Award(s) and/or the number of new share(s) unvested relating to ESOS Option(s) and/or ESGS Award(s) shall be adjusted, calculated and determined by the LTIP Committee in accordance with the following relevant provisions in consultation with the Adviser and/or the external auditor of the Company:

(a) Consolidation and subdivision

If and whenever the number of issued share changes by reason of any consolidation or subdivision (including subdivision by way of a bonus issue without capitalisation of profits or reserves) or conversion, in respect of ESOS Option(s), the Subscription Price shall be adjusted and the adjusted number of the share(s) relating to the ESOS Option(s) and/or ESGS Award(s) (where applicable) to be issued or transferred shall be calculated in accordance with the following formula:

$$\text{New Subscription Price} = \frac{S \times L}{M}$$

$$\text{Additional number of share(s)} = \frac{T \times M}{L} - T$$

17. BY-LAWS FOR THE LTIP (Cont'd)

Where:

- L = Total number of issued share(s) immediately before the consolidation, subdivision or conversion
- M = Total number of issued share(s) immediately after the consolidation, subdivision or conversion
- S = Existing Subscription Price
- T = Existing number of the share(s) relating to the ESOS Option(s) and/or ESGS Award(s)

Such adjustment will be effective from the close of business on the Market Day immediately following the date on which the consolidation or subdivision or conversion becomes effective or such other period as may be prescribed by Bursa Securities.

(b) Capitalisation of profits/reserves

If and whenever the Company shall make any issue of new share(s) to ordinary shareholders credited as fully paid-up, by way of bonus issue or capitalisation issue from profits or reserves (whether of a capital or income nature and including any capital redemption reserve fund), the Subscription Price in respect of ESOS Option(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{A + B}$$

and the number of share(s) relating to the ESOS Option(s) and/or ESGS Award(s) shall be adjusted by multiplying the existing number of share(s) relating to the ESOS Option(s) and/or ESGS Award(s) by the following fraction:

$$\frac{A + B}{A}$$

Where:

- A = the aggregate number of issued share(s) immediately before such bonus issue or capitalisation of profits or reserves of the Company; and
- B = the aggregate number of share(s) to be issued pursuant to any allotment to ordinary shareholders of the Company credited as fully issued by way of bonus issue or capitalisation of profits or reserves of the Company.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for such issue

(c) If and whenever the Company shall make:**(i) Capital Distribution**

a Capital Distribution (as defined below) to ordinary shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); or

17. BY-LAWS FOR THE LTIP (Cont'd)**(ii) Rights issue of the Share(s)**

any offer or invitation to its ordinary shareholders whereunder they may acquire or subscribe for new Share(s) by way of rights; or

(iii) Rights issue of convertible securities

any offer or invitation to ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into new share(s) or securities with rights to acquire or subscribe for new share(s) attached thereto, then and in respect of each such case, the Subscription Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{C - D}{C}$$

and in respect of the case referred to in By-Law 10.2(c)(ii) hereof, the number of share(s) relating to the ESOS Option(s) and/or ESGS Award(s) shall be adjusted by multiplying the existing number of share(s) relating to the ESOS Option(s) and/or ESGS Award(s) by the following fraction:

$$\frac{C}{C - D^*}$$

Where:

C = the current market price of each share on the Market Day immediately preceding the date on which the Capital Distribution or, as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the Capital Distribution or, as the case may be, of the offer or invitation or (where appropriate) any relevant date as may be determined by the Company in consultation with the Adviser; and

D = (aa) in the case of an offer or invitation to acquire or subscribe for new share(s) under By-Law 10.2(c)(ii) above or for securities convertible into share(s) or securities with rights to acquire or subscribe for new share(s) under By-Law 10.2(c)(iii) above, the value of rights attributable to one (1) share (as defined below); or

(bb) in the case of any other transaction falling within By-Law 10.2(c) hereof, the fair market value as determined by the Adviser and/or the external auditor of the Company of that portion of the Capital Distribution attributable to one (1) share.

D* = the value of rights attributable to one (1) share (as defined below).

For the purpose of definition “(aa)” of D above, the “**value of rights attributable to one (1) share**” shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

Where:

C = as C above;

17. BY-LAWS FOR THE LTIP (Cont'd)

E = the subscription price for one (1) additional share(s) under the terms of such offer or invitation to acquire or subscribe for the share(s) or subscription price of one (1) share(s) upon conversion of the convertible securities or exercise of such rights to acquire or subscribe for one (1) share(s) under the offer or invitation; and

F = the number of share(s) which is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional share(s) or subscribe for security convertible into one (1) additional share(s) or rights to acquire or subscribe for one (1) additional share(s).

For the purpose of definition "D*" above, the "**value of rights attributable to one (1) share(s)**" shall be calculated in accordance with the formula:

$$\frac{C - E^*}{F^* + 1}$$

Where:

C = as C above;

E* = the subscription price for one (1) additional share(s) under the terms of such offer or invitation; and

F* = the number of existing share(s) which is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional share(s).

For the purpose of By-Law 10.2(c) hereof, "**Capital Distribution**" shall (without prejudice to the generality of that expression) include distributions in cash or specie (other than dividends) or by way of issue of new share(s) (not falling under By-Law 10.2(b) hereof) or other securities credited as fully or partly paid-up by way of capitalisation of profits or reserves of the Company.

Any dividend declared or provided for in the audited financial statements of the Company for any period shall (whenever paid and howsoever described) be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited consolidated financial statement of comprehensive income of the Company.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day (or such other period as may be prescribed by Bursa Securities) immediately following the Entitlement Date for such issue.

(iv) Capitalisation of profits/reserves and rights issue of share(s)/convertible securities

If and whenever the Company makes any allotment to its ordinary shareholders as provided in By-Law 10.2(b) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 10.2(c)(ii) or (iii) above and Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I)}{(G+H+B) \times C}$$

and where the Company makes any allotment to its ordinary shareholders as provided in By-Law 10.2(b) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 10.2(c)(ii) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the number of additional share(s) comprised in the ESOS Option(s) and/or ESGS Award(s) to be issued shall be calculated as follow:

17. BY-LAWS FOR THE LTIP (Cont'd)

$$\frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

Where:

B = as B above;

C = as C above;

G = the aggregate number of issued share(s) on the Entitlement Date;

H = the aggregate number of new share(s) under an offer or invitation to acquire or subscribe for the share(s) by way of rights or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into Share(s) or rights to acquire or subscribe for the Share(s), as the case may be;

H* = the aggregate number of new share(s) under an offer or invitation to acquire or subscribe for the share(s) by way of rights;

I = the subscription price of one (1) additional share(s) under the offer or invitation to acquire or subscribe for the share(s) or the subscription price of one (1) share(s) upon conversion of the convertible securities or exercise of such rights to acquire or subscribe for one (1) share(s) under the offer or invitation, as the case may be; and

I* = the subscription price of one (1) additional share(s) under the offer or invitation to acquire or subscribe for the share(s).

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day (or such other period as may be prescribed by Bursa Securities) immediately following the Entitlement Date for such issue.

(v) Rights issue of the share(s) and rights issue of convertible securities

If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for new share(s) as provided in By-Law 10.2(c)(ii) above together with an offer or invitation to acquire or subscribe for securities convertible into new share(s) or securities with rights to acquire or subscribe for new share(s) as provided in By-Law 10.2(c)(iii) above, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

and the number of share(s) relating to the ESOS Option(s) and/or ESGS Award(s) shall be adjusted by multiplying it by the following fraction:

(1) in respect of the ESOS Options(s):

$$\frac{(G + H^*) \times C}{(G \times C) + (H^* \times I^*)}$$

(2) in respect of the ESGS Award(s):

$$\frac{(G + H^*) \times C}{(G \times C) + (H^* \times I^*) + (J \times K)}$$

C = as C above;

G = as G above;

17. BY-LAWS FOR THE LTIP (Cont'd)

H* = as H* above;

I* = as I* above;

J = The aggregate number of share(s) to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for share(s) by the ordinary shareholders; and

K = The exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional share.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day (or such other period as may be prescribed by Bursa Securities) immediately following the Entitlement Date for such issue.

(vi) Capitalisation of profits/reserve, rights issue of the Share(s) and rights issue of convertible securities

If and whenever the Company makes an allotment to its ordinary shareholders as provided in By-Law 10.2(b) above and also makes an offer or invitation to acquire or subscribe for share(s) to its ordinary shareholders as provided in By-Law 10.2(c)(ii) above, together with rights to acquire or subscribe for securities convertible into new share(s) or with rights to acquire or subscribe for share(s) as provided in By-Law 10.2(c)(iii) above, and the Entitlement Date for the purpose of allotment is also the Entitlement Date for the purpose of the offer or invitation, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the number of relating to the ESOS Option(s) and/or ESGS Award(s) shall be adjusted by multiplying it by the following fraction:

(1) in respect of the ESOS Option(s):

$$\frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

(2) in respect of the ESGS Award(s):

$$\frac{(G + H^* + J + B) \times C}{(G \times C) + (H^* \times I^*) + (J \times K)}$$

Where:

B = as B above;

C = as C above;

G = as G above;

H* = as H* above;

I* = as I* above;

17. BY-LAWS FOR THE LTIP (Cont'd)

J = as J above;

K = as K above;

Such adjustment will be effective (if appropriate, retroactively) from the commencement of next the Market Day (or such other period as may be prescribed by Bursa Securities) immediately following the Entitlement Date for such issue.

For the purpose of By-Law 10.2(c)(iii), (iv), (v) and (vi), the current market price in relation to one (1) existing share for any relevant day shall be the weighted average of the last traded prices for the five (5) consecutive Market Days before such date or during such other period as may be determined in accordance with any guidelines issued, from time to time, by the relevant authorities.

10.3 Such adjustment must be confirmed in writing by the external auditors or Adviser of the Company for the time being (acting as experts and not as arbitrators), upon reference to them by the LTIP Committee, to be in their opinion, fair and reasonable, PROVIDED ALWAYS THAT:

- (a) any adjustment to the Subscription Price shall be rounded up to the nearest one (1) sen;
- (b) in the event that a fraction of a new share arising from the adjustment referred to in these By-Laws would otherwise be required to be issued upon exercising of an ESOS Option and/or vesting of the ESGS Awards by the LTIP Participant(s), the LTIP Participant(s)' entitlement shall be round down to the nearest whole number;
- (c) upon any adjustment being made pursuant to these By-Laws, the LTIP Committee shall, within thirty (30) days of the effective date of the alteration in the capital structure of the Company, notify the LTIP Participant(s) (or his legal representatives where applicable) in writing informing him of the adjusted Subscription Price thereafter in affect and/or the revised number of share(s) to be issued on the exercise of the ESOS Option(s) and/or to be vested under the ESGS Award(s); and
- (d) any adjustments made must be in compliance with the provisions for adjustments provided in these By-Laws.

For avoidance of doubt, any adjustments to the Subscription Price for the ESOS Award(s) and/or the number of new share(s) unvested relating to ESOS Option(s) and/or ESGS Award(s) so far as unvested and/or unexercised arising from bonus issue, subdivision or consolidation of the share(s) need not be confirmed in writing by the external auditors or the Adviser of the Company.

10.4 Save as expressly provided for herein, the external auditors or the Adviser must confirm in writing that the adjustments are in their opinion fair and reasonable. The opinion of the external auditors or the Adviser shall be final, binding and conclusive.

10.5 The provisions of By-Law 10 shall not apply where the alteration in the capital structure of the Company arises from any of the following:

- (a) an issue of Share(s) pursuant to the vesting of LTIP Award(s) under the Scheme;
- (b) an issue of securities as consideration or part consideration for an acquisition of any other securities, assets or business;
- (c) private placement or restricted issue or special issue of new Share(s) by the Company;
- (d) a special issue of securities to Bumiputera parties or investors nominated by the Ministry of Investment, Trade and Industry and/or other government authority to comply with the government's policy on Bumiputera capital participation;

17. BY-LAWS FOR THE LTIP (Cont'd)

- (e) a purchase by the Company of its own Share(s) and cancellation of all or a portion of such Share(s) purchased pursuant to Section 127 of the Act; or
 - (f) an issue of new Share(s) arising from the exercise of any conversion rights attached to securities convertible to new Share(s) or upon exercise of any other rights including warrants and convertible loan stocks or other instruments (if any) issued by the Company.
- 10.6 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to Part III (Division 7, Subdivision 2) of the Act, By-Law 10.1 shall be applicable in respect of such part(s) of the scheme which involves any alteration(s) in the capital structure of the Company to which By-Law 10.1 is applicable, but By-Law 10.1 shall not be applicable in respect of such part(s) of the scheme which involves any alteration(s) in the capital structure of the Company to which By-Law 10.1 is not applicable as described in By-Law 10.5.
- 10.7 An adjustment pursuant to By-Law 10.1 shall be made according to the following terms:
- (a) in the case of a right issue, bonus issue or other capitalisation issue, on the next Market Day following the Entitlement Date in respect of such issue; or
 - (b) in the case of a consolidation or subdivision of the Share(s) or reduction of capital, on the Market Day immediately following the date on which the consolidation or subdivision or capital reduction becomes effective, or such period as may be prescribed by Bursa Securities.
- 10.8 Upon any adjustment being made, the LTIP Committee shall give notice in writing within thirty (30) days from the date of adjustment to the LTIP Participant(s), or his legal representative, where applicable, to inform him/her of the adjustment and the event giving rise thereto.
- 10.9 Notwithstanding the provisions referred to in these By-Laws, the LTIP Committee may exercise its sole discretion to determine whether any adjustments to the Subscription Price for the ESOS Award(s) and/or the number of new Share(s) unvested relating to ESOS Option(s) and/or ESGS Award(s) comprised in the LTIP Award(s) be calculated on a different basis or date or should take effect on a different date or that such adjustments be made to the Subscription Price for the ESOS Award(s) and/or the number of new Share(s) unvested relating to ESOS Option(s) and/or ESGS Award(s) comprised in the LTIP Award(s) notwithstanding that no such adjustment formula has been explicitly set out in these By-Laws.

11. TAKE-OVER, SCHEME OF ARRANGEMENT, AMALGAMATION, RECONSTRUCTION, ETC

- 11.1 In the event of:
- (a) a take-over offer being made for, under the Malaysian Code on Take-Overs and Mergers 2016 and Rules on Take-Overs, Mergers and Compulsory Acquisitions (or any replacement thereof), to acquire the whole of the issued ordinary share capital of the Company (or such part thereof not at the time held by the person making the take-over ("**Offeror**") or any persons acting in concert with the Offeror);
 - (b) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of the Share(s) under the provisions of any applicable statutes, rules and/or regulations and gives notice to the LTIP Participant(s) that it intends to exercise such rights on a specific date ("**Specified Date**"); or
 - (c) the Company disposes of all or substantially all of its assets and the disposal becomes unconditional;

17. BY-LAWS FOR THE LTIP (Cont'd)

the LTIP Committee may at its discretion to the extent permitted by law permit the vesting of the LTIP Awards and the LTIP Participant(s) will be entitled to within such period to be determined by the LTIP Committee, to subscribe and/or exercise all or any of his LTIP Awards and the Directors of the Company shall use their best endeavours to procure that such a general offer be extended to the new Share(s) that may be issued pursuant to the LTIP Award(s) under these By-Law.

11.2 In the foregoing circumstances, all LTIP Award(s) which the LTIP Committee permits to be vested and/or exercisable, shall automatically lapse and become null and void to the extent remain unvested and/or unexercised by the date prescribed by the LTIP Committee notwithstanding that the LTIP Award Vesting Date(s) has not commenced or has not expired.

11.3 Notwithstanding to the provisions of these By-Laws and subject to the sole discretion of the LTIP Committee, in the event of the court sanctioning a compromise or arrangement between the Company and its members proposed for the purpose of, or in connection with, a scheme of arrangement and reconstruction of the Company under Section 366 of the Act or its amalgamation with any other company or companies under Section 370 or any other provisions of the Act or the Company decided to merge with other company or companies, the LTIP Committee may at its absolute discretion decide whether a LTIP Participant(s) may be entitled to be vested and/or to exercise all or any of his unvested and/or unexercised LTIP Awards at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court and ending on the date upon which it becomes effective PROVIDED ALWAYS THAT no LTIP Awards shall be vested and LTIP Awards shall be subscribed and/or exercised after the expiry of the LTIP Award Vesting Date(s). Upon the compromise or arrangement becoming effective, all unvested and/or unexercised LTIP Awards shall automatically lapse and become null and void and of no further force and effect.

12. DIVESTMENT FROM THE GROUP

12.1 If a LTIP Participant(s) who was in the employment of a company in the Group which was subsequently divested, then such LTIP Participant(s) shall:

- (a) not be entitled to continue to exercise all such unexercised vested ESOS Option(s) held by him from the date of completion of such divestment;
- (b) cease to be capable of being vested with any unvested ESOS Option(s) and/or unvested ESGS Award(s) granted to him under the Scheme from the date of completion of such divestment unless the LTIP Committee at its discretion permit such exercise of the unexercised vested ESOS Option(s) or the vesting of the unvested ESOS Option(s) and/or unvested ESGS Award(s) including its allocation thereof. For avoidance of doubt, save and except to the extent permitted by the LTIP Committee, all existing LTIP Award(s) shall automatically lapse and become null and void and of no further force and effect;
- (c) not be eligible to participate for further LTIP Award(s) under the Scheme as from the date of completion of such divestment.

12.2 For the purposes of By-Law 12.1, a company shall be deemed to be divested from the Group or disposed of from the Group in the event that the effective interest of the Company in such company is reduced from above fifty percent (50%) to fifty percent (50%) or below so that such company would no longer be a subsidiary of the Company pursuant to Section 4 of the Act (other than pursuant to a takeover, scheme of arrangement, amalgamation, reconstruction, merger or otherwise as provided under the By-Law 11).

12.3 In the event that:

- (a) an employee who was employed in a company which is not related to the Company pursuant to Section 7 of the Act (that is to say, a company which does not fall within the definition of "the Group") and is subsequently transferred from such company to any company within the Group; or

17. BY-LAWS FOR THE LTIP (Cont'd)

- (b) an employee who was in the employment of a company which subsequently becomes a company within the Group as a result of a restructuring or acquisition exercise or otherwise involving the Company and/or any company within the Group with any of the first mentioned company stated in By-Law 12.3(a) above;

(the first abovementioned company in By-Law 12.3(a) and (b) herein referred to as the “**Previous Company**”), such an employee of the Previous Company will be eligible to participate in this Scheme for the remaining Duration of the Scheme, if the affected employee becomes an “**Eligible Employee(s)**” within the meaning under these By-Laws.

- 12.4 For the avoidance of doubt, in the event of any acquisition or incorporation of any company into the Group pursuant to By-Law 12.3(b) above as a subsidiary as defined in Section 4 of the Act or any other statutory regulation in place thereof during the Duration of the Scheme, the Scheme shall apply to the employees of such company on the date of such company becomes a subsidiary of the Group (PROVIDED THAT such subsidiary is not dormant) falling within the meaning of the expression of “Eligible Employee(s)” under By-Law 1 and the provisions of these By-Laws shall apply.

13. WINDING UP

- 13.1 All outstanding LTIP Award(s) shall be automatically terminated and be of no further force and effect in the event that a resolution is passed or a court order is made for the winding up of the Company commencing from the date of such resolution or the date of the court order. In the event a petition is presented in court for the winding up or liquidation of the Company, all rights to exercise and/or vest the LTIP Award(s) shall automatically be suspended from the date of presentation of the petition. Conversely, if the petition for winding-up is dismissed by the court, the right to exercise and/or vest the LTIP Award(s) shall accordingly be unsuspended.

14. DURATION AND TERMINATION OF THE SCHEME

- 14.1 The Effective Date for the implementation of the Scheme shall be at the date of full compliance with all relevant requirements in the Listing Requirements, including but not limited to the following:
- (a) submission of the final copy of the By-Laws to Bursa Securities together with a letter of compliance pursuant to Rule 2.12 of the Listing Requirements and a checklist showing compliance with Appendix 6E of the Listing Requirements;
 - (b) approval or approval-in-principle, as the case may be, from Bursa Securities for the listing of and quotation for such number of Share(s) to be issued under the Scheme;
 - (c) procurement of the shareholders' approval for the Scheme in a general meeting;
 - (d) receipt of the approval of any other relevant authorities (where applicable) whose approvals are necessary in respect of the Scheme; and
 - (e) fulfilment or waiver (as the case may be) of all applicable conditions attached to the above approvals (if any).
- 14.2 The Scheme, when implemented, shall be in force for a duration of five (5) years commencing from the Effective Date, which shall be a date following the full compliance with all relevant requirements of the Listing Requirements and under the law in relation to the Scheme.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 14.3 The Duration of the Scheme may be extended for a further period of up to five (5) years immediately from the expiry of the Duration of the Scheme ("**Date of Expiry**") on the same terms and conditions as contained in these By-Laws at the discretion of the Board upon the recommendation of the LTIP Committee, without having to obtain approval of the Company's shareholders. Any extension of the Scheme shall not, in aggregate with the initial term, exceed ten (10) years from the Effective Date, or such longer period as may be allowed by the relevant authorities.
- 14.4 On the expiry of the Scheme, any LTIP Awards which have yet to be vested (whether fully or partially) shall be deemed terminated and be null and void and of no further force and effect.
- 14.5 The Scheme may be terminated by the LTIP Committee at any time before the Date of Expiry, provided that the Company makes an announcement immediately to Bursa Securities, which the contents of the said announcement shall, amongst others, include:-
- (a) the effective date of termination of the Scheme ("**Termination Date**");
 - (b) the number of ESOS Option(s) exercised pursuant to ESOS and/or number of Share(s) vested pursuant to ESGS; and
 - (c) the reasons for termination of the Scheme.
- 14.6 In the event of termination as stipulated in By-Law 14.5 above, the following provisions shall apply:
- (a) no further LTIP Award(s) shall be awarded by the LTIP Committee from the Termination Date;
 - (b) all LTIP Award(s) which have yet to be accepted by the Eligible Employee(s) shall automatically lapse and become null and void on the Termination Date; and
 - (c) any LTIP Award(s) which have yet to be exercised or vested (as the case may be and whether fully or partially) awarded under the Scheme shall be deemed cancelled and be null and void.

15. SUBSEQUENT EMPLOYEES' SHARE SCHEMES

- 15.1 Subject to the approval of Bursa Securities and other relevant authorities, the Company may establish a new long term incentive plan after the Date of Expiry of this Scheme or upon termination of this Scheme.
- 15.2 The Company may implement more than one (1) scheme PROVIDED THAT the aggregate number of Share(s) available under all the schemes does not breach the maximum limit prescribed in the prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

16. COMPENSATION

- 16.1 No Eligible Employee(s) shall be entitled to any right to compensation or damages arising from the termination of the LTIP Awards(s) or this Scheme pursuant to the provisions of these By-Laws.
- 16.2 Notwithstanding any provisions of these By-Laws:
- (a) this Scheme shall not form part of any contract of employment between the Company and any Eligible Employee(s). The rights of any Eligible Employee(s) under the terms of his office and/or employment shall not be affected by his participation in the Scheme, nor shall such participation or the LTIP Award(s) or consideration for the LTIP Award(s) afford such Eligible Employee(s) any additional rights to compensation or damages in consequence of the termination of such office or employment for any reason;

17. BY-LAWS FOR THE LTIP (Cont'd)

- (b) this Scheme shall not confer on any person any legal or equitable right or other rights under any other law (other than those constituting the LTIP Award(s)) against the Company or any member of the LTIP Committee directly or indirectly, or give rise to any course of action in law or in equity against the Company or the Group;
- (c) no LTIP Participant(s) or his personal or legal representative (as the case may be) shall bring any claim, action or proceeding against the Company, the LTIP Committee or any other party for compensation, loss or damages whatsoever and howsoever arising including but not limited to:
 - (i) the suspension/cancellation of his rights to exercise his LTIP Award(s) in accordance with this By-Laws; or
 - (ii) his LTIP Award(s) ceasing to be valid pursuant to the provisions of these By-Laws as may be amended from time to time.
- (d) the Company, the Board (including Directors that had resigned but were on the Board during the Duration of the Scheme) or the LTIP Committee shall in no event be liable to the LTIP Participant(s) or his personal or legal representative (as the case may be) or any other person or entity for any third party claim, loss of profits, loss of opportunity, loss of savings or any punitive, incidental or consequential damage, including without limitation lost profits or savings, directly or indirectly arising from the breach or non-performance of these By-Laws or any loss suffered by reason of any change in the price of the Share(s) or from any other cause whatsoever whether known or unknown, contingent, absolute or otherwise, whether based in contract, tort, equity, indemnity, breach of warranty or otherwise and whether pursuant to common law, statute, equity or otherwise, even if the Company, the Board or the LTIP Committee has been advised of the possibility of such damage.

17. MODIFICATION/VARIATION TO THE SCHEME

- 17.1 The LTIP Committee may at any time and from time to time recommend to the Board any amendments and/or modifications to all or any of the provisions of these By-Laws and the power to amend and/or modify all or any of the provisions of these By-Laws shall rest with the Board shall have the power, at any time, by resolution to, add, amend, modify and/or delete all or any of the terms in these By-Laws upon such recommendation and the Company will submit the amended By-Laws together with a confirmation letter to Bursa Securities confirming that such amendment and/or modification is in compliance with the provisions of the Listing Requirements pertaining to the Scheme and the Rules of Bursa Depository.
- 17.2 The approval of the shareholders of the Company in general meeting shall not be required in respect of any additions, modifications or amendments to or deletions of these By-Laws UNLESS such additions, modifications or amendments to or deletions of these By-Laws made will:
 - (a) prejudice any rights then accrued to any the LTIP Participant(s) without the prior consent or sanction of that the LTIP Participant(s);
 - (b) prejudice any rights of the shareholders of the Company;
 - (c) increase the maximum number of Share(s) which may be made available under the Scheme provided under By-Law 5.1; and
 - (d) alter any matter which are required to be contained in the By-Laws by virtue of the Listing Requirements to the advantage of the Eligible Employee(s) and/or LTIP Participant(s), unless allowed otherwise by the provisions of the Listing Requirements.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 17.3 The Company is required to submit to Bursa Securities a confirmation letter that the amendment and/or modification does not contravene any of the provisions of the Listing Requirements and the Rules of Bursa Depository no later than five (5) Market Days after the effective date of the said amendment and/or modification is made.
- 17.4 The LTIP Committee shall within ten (10) Market Days of any amendment and/or modification made pursuant to this By-Law notify the LTIP Participant(s) in writing of any amendment and/or modification made pursuant to this By-Law.

18. INSPECTION OF THE AUDITED FINANCIAL STATEMENTS

- 18.1 All LTIP Participant(s) shall be entitled to inspect a copy of the latest audited financial statements of the Company, which shall be made available on Bursa Securities' website as well as the Company's website and at the registered office of the Company during normal office hours on any working day of the Company.

19. SCHEME NOT A TERM OF EMPLOYMENT

- 19.1 This Scheme shall not confer or be construed to confer on an Eligible Employee(s) any special rights or privileges over the Eligible Employee(s)' terms and conditions of employment in the Group under which the Eligible Employee(s) is employed nor any rights additional to any compensation or damages that the Eligible Employee(s) may be normally entitled to arising from the cessation of such employment. This Scheme shall not form part of or be in any way construed as part of the terms and conditions of employment of any employee of the Group.

20. TAXES

- 20.1 All other costs, fees, levies, charges and/or taxes (including, without limitation, income taxes), if any, that are incurred by a LTIP Participant(s) pursuant to or relating to the exercise of any ESOS Option(s) or vesting of any Share(s) under the ESGS Award(s), and any holding or dealing of such Share(s) (including, without limitation, brokerage commissions and stamp duty) shall be borne by the LTIP Participant(s) for his own account and the Company shall not be liable for any one or more of such costs, fees, levies, charges and/or taxes.

21. DISPUTES OR DIFFERENCES

- 21.1 In case any dispute or difference shall arise between the LTIP Committee and an Eligible Employee(s) or a LTIP Participant(s) or in the event of an appeal by an Eligible Employee(s), as the case may be, as to any matter of any nature arising hereunder, such dispute or appeal must have been referred to and received by the LTIP Committee during the Duration of the Scheme. The LTIP Committee then shall determine such dispute or difference by a written decision (without the obligation to give any reason thereof) given to the Eligible Employee(s) and/or the LTIP Participant(s), as the case may be PROVIDED THAT where the dispute is raised by a member of the LTIP Committee, the said member shall abstain from voting in respect of the decision of the LTIP Committee in that instance. In the event the Eligible Employee(s) or the LTIP Participant(s), as the case may be, shall dispute the same by written notice to the LTIP Committee within fourteen (14) days of the receipt of the written decision, then such dispute or difference shall be referred to the Board, whose decision shall be final and binding in all respects, PROVIDED THAT any Director of the Company who is also in the LTIP Committee shall abstain from voting and no person shall be entitled to dispute any decision or certification which is stated to be final and binding under these By-Laws. The Board and the LTIP Committee shall not be required to furnish any reasons for any decision or determination made by it except as may be required by the relevant authorities. Notwithstanding anything herein to the contrary, any costs and expenses incurred in relation to any dispute or difference or appeal brought by any party to the LTIP Committee shall be borne by such party.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 21.2 Notwithstanding the foregoing provisions of By-Law 21.1 above, matters concerning adjustments made pursuant to By-Law 10 shall be referred to external auditors or the Adviser of the Company who shall act as experts and not as arbitrators and whose opinion shall be final and binding in all respects.

22. COSTS AND EXPENSES

- 22.1 All fees, costs and expenses incurred in relation to the Scheme including but not limited to the fees, costs and expenses relating to the allotment and issue and/or transfer of the Share(s) pursuant to the LTIP Award, shall be borne by the Company. Notwithstanding this, the LTIP Participant(s) shall bear any fees, costs and expenses incurred in relation to his acceptance of the LTIP Award(s) and exercise of the ESOS Option(s) under the Scheme and any holding or subsequent dealing of such Share(s) after the Share(s) have been successfully issued and allotted or transferred to the LTIP Participant(s) pursuant to the LTIP Award(s), including but not limited to the opening and maintenance of CDS Account, brokerage commissions and stamp duty.

23. CONSTITUTION

- 23.1 Notwithstanding the rules, terms and conditions contained in these By-Laws, if a situation of conflict should arise between these By-Laws and the Constitution, the provisions of the Constitution shall prevail at all times save and except where such provisions of the By-Laws are included pursuant to the Listing Requirements.

24. NOTICE

- 24.1 Any notice which under the Scheme is required to be given to or served upon the LTIP Committee by an Eligible Employee(s) or LTIP Participant(s) or any correspondence to be made between an Eligible Employee(s) or LTIP Participant(s) and the LTIP Committee shall be given or served in writing and either delivered by hand or by registered post sent to the business address of the Company or by electronic mail to the Company's electronic mail address.
- 24.2 Any notice under the Scheme required to be given to or served upon an Eligible Employee(s) or LTIP Participant(s) shall be deemed to be sufficiently given, served or made if it is given, served or made by hand or sent by registered post to the Eligible Employee(s) or LTIP Participant(s) at his place of employment or by electronic mail to his electronic mail address.
- 24.3 Any notice served by hand, by electronic mail or registered post as aforesaid shall be deemed to have been received at:-
- (a) if by hand, when such notice is received and acknowledged on the date of delivery; or
 - (b) if by electronic mail, when such notice is received by the recipient on the Market Day immediately following the day on which the electronic mail is sent; or
 - (c) if sent by registered post, three (3) Market Days after posting.
- 24.4 Any notice served by a party after the Company's official working hours shall be deemed to have been served on the next working day.
- 24.5 Any change of address of the Eligible Employee(s) or the LTIP Participant(s) shall be communicated in writing to the Company by email or ordinary letter.

25. SEVERABILITY

- 25.1 Any term, condition, stipulation or provision in these By-Laws which is or becomes illegal, void, prohibited or unenforceable shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remaining provisions hereof, and any such illegality, voidness, prohibition or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation or provision herein contained.

17. BY-LAWS FOR THE LTIP (Cont'd)

25A. DISCLOSURES IN ANNUAL REPORT

- 25A.1 The Company will make such disclosures in its annual report for as long as the Scheme continues in operation as from time to time required by the Listing Requirements.

26. GOVERNING LAW

- 26.1 The Scheme, the By-Laws, and all LTIP Awards made and granted and actions taken under the Scheme shall be governed by and construed in accordance with the laws of Malaysia. The LTIP Participant(s), by accepting the LTIP Award in accordance with the By-Laws and terms of the Scheme, irrevocably submits to the exclusive jurisdiction of the courts of Malaysia.

(The rest of this page has been intentionally left blank)

17. BY-LAWS FOR THE LTIP (Cont'd)**SECTION 1****ESOS****27. ESOS AWARD**

- 27.1 During the Duration of the Scheme as provided under By-Law 14.2, the LTIP Committee may, at its sole discretion, at any time and from time to time award the ESOS Award(s) in writing to an Eligible Employee(s) subject to the Maximum Allowable Allotment as set out in By-Law 7.2(b) and further subject to other terms and conditions of these By-Laws. Each ESOS Award(s) awarded to selected Eligible Employee(s) shall be separate and independent from any previous or subsequent ESOS Award(s) awarded by the LTIP Committee to that Eligible Employee(s).
- 27.2 The actual number of ESOS Option(s) which may be awarded to an Eligible Employee(s) shall be at the discretion of the LTIP Committee, subject to any adjustments that may be made under By-Law 10. The number of the Share(s) which may be allotted and issued upon exercising the ESOS Option(s) shall not be less than one hundred (100) Share(s) nor more than the Maximum Allowable Allotment as set out in By-Law 7.2(b) and shall be in multiples of one hundred (100) Share(s). The LTIP Committee may stipulate any terms and conditions it deems appropriate in a ESOS Award(s) and the terms and conditions of each may differs.
- 27.3 The LTIP Committee shall state the following particulars in the ESOS Award(s) letter:
- (a) the number of ESOS Option(s) under the ESOS Award(s) that are being awarded to the Eligible Employee(s);
 - (b) the number of the Share(s) which the Eligible Employee(s) shall be entitled to subscribe for upon the vesting and exercise of the ESOS Option(s);
 - (c) the ESOS Award Date(s);
 - (d) the Option Period;
 - (e) the Subscription Price;
 - (f) the Offer Period;
 - (g) the Vesting Conditions;
 - (h) ESOS Vesting Date(s);
 - (i) the manner of acceptance of the ESOS Award(s);
 - (j) the closing date for the acceptance of the ESOS Award(s); and
 - (k) any other terms and conditions deemed necessary by the LTIP Committee.
- 27.4 Without prejudice to By-Law 4, in the event the ESOS Award(s) letter contains an error on the part of the Company in stating any of the particulars in By-Law 27.3 above, the following provisions shall apply:
- (a) as soon as possible but in any event no later than one (1) month after discovery of the error, the Company shall issue a supplemental ESOS Award(s) letter, stating the correct particulars referred to in By-Law 27.3;
 - (b) in the event that the error relates to particulars other than the Subscription Price, the Subscription Price applicable in the supplemental ESOS Award(s) letter shall remain as the Subscription Price as per the original ESOS Award(s) letter; and

17. BY-LAWS FOR THE LTIP (Cont'd)

- (c) in the event that the error relates to the Subscription Price, the applicable Subscription Price shall be the Subscription Price in the supplemental ESOS Award(s) letter and with effect as at the date of the supplemental ESOS Award(s) letter, save and except with respect to any ESOS Option(s) which have already been exercised as at the date of issue of the supplemental ESOS Award(s) letter.

28. ACCEPTANCE

- 28.1 The ESOS Award(s) shall be valid for acceptance by the Eligible Employee(s) within the Offer Period by written notice acceptance to the LTIP Committee accompanied by a nominal non-refundable payment to the Company of a sum of Ringgit Malaysia One (RM1.00) only, as acceptance of the ESOS Award(s).
- 28.2 The day of receipt by the Company of such written notice shall constitute the Date of Acceptance of ESOS Award(s).
- 28.3 If the ESOS Award(s) is not accepted in the manner and within the time as set out in By-Law 28.1 or in the event of death or cessation of employment of the Eligible Employee(s) or the Eligible Employee(s) becomes a bankrupt prior to his acceptance of the ESOS Award(s), the ESOS Award(s) shall automatically lapse and become null and void. The ESOS Award(s) may, at the discretion of the LTIP Committee, be re-offered to other Eligible Employee(s).
- 28.4 Upon acceptance of the ESOS Award(s) by the Eligible Employee(s), the ESOS Award(s) will be vested to the ESOS Participant(s) on the ESOS Vesting Date(s) during the Duration of the Scheme, subject to the ESOS Participant(s) fulfilling the vesting condition(s), if any, as determined by the LTIP Committee.

29. ESOS VESTING CONDITIONS AND EXERCISE OF OPTIONS

- 29.1 Subject to the provisions of these By-Laws, the ESOS Option(s) awarded to the ESOS Participant(s) are exercisable by that ESOS Participant(s) during his employment in the Group during the Duration of the Scheme. All unexercised ESOS Option(s) shall become null and void after the Option Period without any claim against the Company or the Group.
- 29.2 The LTIP Committee shall, as and when it deems necessary, review and determine at its own discretion the Vesting Conditions specified in respect of the ESOS Award(s). The ESOS Option(s) can be exercised by the ESOS Participant(s) on the ESOS Vesting Date(s) once the Vesting Conditions, if any, are fully and duly satisfied which includes amongst others, the following:
- (a) the ESOS Participant(s) must remain as an employee and shall not have given a notice to resign or receive a notice of termination on the ESOS Vesting Date; and
- (b) any other conditions which are determined by the LTIP Committee.
- 29.3 If applicable, where the LTIP Committee has determined that the Vesting Conditions have been fully and duly satisfied, the LTIP Committee shall notify the ESOS Participant(s) the number of ESOS Option(s) vested or which will be vested to him on the ESOS Vesting Date(s) ("**ESOS Vesting Notice**").
- 29.4 The ESOS Participant(s) shall exercise his vested ESOS Option(s) by notice in writing to the Company in such form as the LTIP Committee may prescribe or approve. The procedure for the exercise of the ESOS Option(s) to be complied with by a ESOS Participant(s) shall be determined by the LTIP Committee from time to time.
- 29.5 Every written notice to exercise the ESOS Option(s) shall state the number of the Share(s) that the ESOS Participant(s) intends to subscribe and shall state his CDS Account ("**Notice of Exercise**").

17. BY-LAWS FOR THE LTIP (Cont'd)

- 29.6 The ESOS Participant(s) shall complete the Notice of Exercise together with the remittance for the full amount of the subscription monies payable in respect thereof in Ringgit Malaysia in the form of a banker's draft or cashier's order drawn and payable in Malaysia or any other mode acceptable to the LTIP Committee for the full amount of the Subscription Price in relation to the number of the Share(s) in respect of which the Notice of Exercise is given and subject to the provisions of the Listing Requirements, the Central Depositories Act, the Rules of Bursa Depository, the Constitution and any other relevant laws, the Company shall within eight (8) Market Days from the date of receipt of the Notice of Exercise or such other period as may be prescribed or allowed by Bursa Securities,
- (a) allot and issue such number of new Share(s) to the ESOS Participant(s) and/or transfer the relevant number of existing Share(s) to the ESOS Participant(s) (subject to absolute discretion of the LTIP Committee);
 - (b) despatch a notice of allotment to the ESOS Participant(s), if applicable; and
 - (c) apply for quotation of such new Share(s).
- 29.7 The Share(s) arising from the exercising of the ESOS Award(s) shall be credited directly to the CDS Account of the ESOS Participant(s) and no physical share certificate will be issued and delivered to the ESOS Participant(s). The ESOS Participant(s) shall provide the LTIP Committee with his CDS Account number when accepting the ESOS Award(s). Any change to the ESOS Participant(s)' CDS Account number will need to be made in writing to the LTIP Committee.
- 29.8 Any failure to comply with the procedures specified by the LTIP Committee or to provide information as required by the Company in the Notice of Exercise or inaccuracy in the CDS Account number provided shall result in the Notice of Exercise being rejected at the sole discretion of the LTIP Committee. The LTIP Committee shall inform the ESOS Participant(s) of the rejection of the Notice of Exercise within five (5) Market Days from the date of rejection and the ESOS Participant(s) shall then be deemed not to have exercised his ESOS Option(s).
- 29.9. The LTIP Committee may with its power under By-Law 4, at any time and from time to time, before and after the ESOS Award(s) is awarded, limit the exercise of the ESOS Options to a maximum number of Share(s) and/or such percentage of the total Share(s) comprised in the ESOS Options and impose any other terms and/or conditions deemed appropriate by the LTIP Committee in its sole discretion including amending or varying any terms and conditions imposed earlier.
- 29.10 A ESOS Participant(s) shall exercise the ESOS Option(s) awarded to him in whole or part multiples of one hundred (100) new Share(s) or such other units of the Share(s) constituting one (1) board lot as may be determined by the LTIP Committee, save and except where a ESOS Participant's balance of ESOS Option(s) exercisable in accordance with these By-Laws shall be less than one hundred (100) new Share(s) or such other units of the Share(s) constituting one (1) board lot as may be determined by the LTIP Committee, in which case the said balance shall, if exercised, be exercised in a single tranche. Such partial exercise of an ESOS Option shall not preclude the ESOS Participant from exercising the ESOS Option(s) as to the balance of any ESOS Option(s).
- 29.11 Notwithstanding anything contrary contained in these By-Laws, the LTIP Committee shall have the right, at its sole discretion by notice in writing to the relevant ESOS Participant(s) to that effect, to suspend the right of any ESOS Participant(s) who is being subjected to Disciplinary Proceedings (whether or not such Disciplinary Proceedings may give rise to a dismissal or termination of service of such ESOS Participant(s) or is found to have no basis or justification) to exercise his ESOS Option(s) pending the outcome of such Disciplinary Proceedings.
- 29.12 In addition to the right to suspend, the LTIP Committee may impose such terms and conditions as the LTIP Committee shall deem appropriate at its sole discretion, on the ESOS Participant(s)' right to exercise his ESOS Option(s) having regard to the nature of the charges made or brought against such ESOS Participant(s), PROVIDED ALWAYS THAT:
- (a) in the event such ESOS Participant(s) is found not guilty of the charges which gave rise to such Disciplinary Proceedings, the LTIP Committee shall reinstate the right of such ESOS Participant(s) to exercise his ESOS Option(s);

17. BY-LAWS FOR THE LTIP (Cont'd)

- (b) in the event the Disciplinary Proceedings result in a recommendation for the dismissal or termination of service of such ESOS Participant(s), all unexercised and partially exercised ESOS Option(s) of the ESOS Participant(s) shall immediately lapse and become null and void and of no further force and effect, without notice to the ESOS Participant(s), upon pronouncement of the dismissal or termination of service of such ESOS Participant(s) notwithstanding that such recommendation, dismissal and/or termination of service may be subsequently challenged or disputed by the ESOS Participant(s) in any other forum; or
- (c) in the event the ESOS Participant(s) is found guilty but no dismissal or termination of service is recommended, the LTIP Committee shall have the right to determine at its sole discretion whether or not the ESOS Participant(s) may continue to exercise his ESOS Option(s) or any part thereof and if so, to impose such terms and conditions as it deems appropriate, on such exercise right.

and nothing herein shall impose any obligations on the LTIP Committee to enquire into or investigate the substantiveness and/or validity of such Disciplinary Proceedings and the LTIP Committee shall not under any circumstances be held liable for any costs, losses, expenses, damages or liabilities, gains or profits foregone, arising from the LTIP Committee's exercise of or failure to exercise any of its rights under these By-Laws.

30. NON-TRANSFERABILITY

- 30.1 An ESOS Award(s) is personal to the Eligible Employee(s) and shall be accepted solely by that Eligible Employee(s) and is not capable of being accepted by any third party on behalf of that Eligible Employee(s) by his representative or any other persons.
- 30.2 Subject to the provisions in these By-Laws, an ESOS Award(s) is personal to the ESOS Participant(s) during his employment or appointment with the Group and it shall not be transferred, assigned or disposed by the ESOS Participant(s).

31. SUBSCRIPTION PRICE

- 31.1 The Subscription Price of each Share in the ESOS Option(s) shall be:-
 - (a) in respect of any ESOS Option(s) granted in conjunction with the listing of the Company on the ACE Market of Bursa Securities shall be the initial public offer price of the Shares in the Company; or
 - (b) in respect of any ESOS Option(s) granted after the listing of the Company on the ACE Market of Bursa Securities, to be determined by the Board upon recommendation of the LTIP Committee which shall be based on a discount of not more than ten percent (10%) or such higher limit as may be permitted from time to time by Bursa Securities or any other relevant authorities to five (5) Market Days volume weighted average price of the Share(s) immediately preceding the ESOS Award Date(s) during the Duration of the Scheme.
- 31.2 The Subscription Price shall be subject to any adjustments in accordance with By-Law 10 and pursuant to the Listing Requirements.

17. BY-LAWS FOR THE LTIP (Cont'd)**32. TERMINATION OF ESOS AWARD(S)**

32.1 Prior to the full vesting of any ESOS Award(s) in the manner as provided for under By-Law 29.3, such ESOS Award(s) that remain unvested shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company in the following circumstances:

- (a) termination or cessation of employment of the ESOS Participant(s) within the Group for any reasons whatsoever, in which event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the day the ESOS Participant(s)' employer accepts his notice of resignation or on the day the ESOS Participant(s)' employer notifies the ESOS Participant(s) of termination of his employment or on the day the ESOS Participant(s) notifies his employer of his resignation or on the ESOS Participant(s)' last day of employment, whichever is the earlier;
- (b) bankruptcy of the ESOS Participant(s), in which event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the date a receiving order is made against the ESOS Participant(s) by a court of competent jurisdiction;
- (c) upon the happening of any other event which results in the ESOS Participant(s) being deprived of the beneficial ownership of the ESOS Award(s), in such event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the date such event occurs;
- (d) winding up or liquidation of the Company, in such event the ESOS Option(s) shall be automatically terminated on the following date:
 - (i) in the case of a voluntary winding up, the date on which a provisional liquidator is appointed by the Company; or
 - (ii) in the case of an involuntary winding up, the date on which a petition for winding up is served on the Company; or
- (e) termination of the Scheme pursuant to By-Law 14.5, in such event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the Termination Date;

whichever shall be applicable.

32.2 Notwithstanding By-Law 32.1 above, the LTIP Committee may at its discretion allow a ESOS Participant(s) to continue to hold and to exercise any ESOS Option(s) held by him in accordance with the provisions of these By-Laws on such terms and conditions as it shall deem fit if the cessation of employment occurs as a result of:

- (a) retirement upon or after attaining the age in accordance with the Company's retirement policy;
- (b) retirement before attaining the normal retirement age with the consent of his employer;
- (c) ill-health, injury, physical or mental disability;
- (d) redundancy, retrenchment pursuant to the acceptance by that ESOS Participant(s) or voluntary separation scheme offered by a company within the Group; or
- (e) any other circumstances as may be deemed as acceptable to the LTIP Committee in its sole discretion.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 32.3 Applications under By-Law 32.2 above shall be made during the Duration of the Scheme and:
- (a) in a case where By-Law 32.2(a), (b) or (e) is applicable, within one (1) month before the ESOS Participant(s)' last day of employment, the ESOS Participant(s) may be vested with such number of unvested Share(s) under the ESOS Award(s) within the said one (1) month period. In the event that no application is received by the LTIP Committee within the said period, any such number of unvested Share(s) under the ESOS Award(s) at the expiry of the Option Period shall be automatically terminated;
 - (b) in a case where By-Law 32.2(c) is applicable, within one (1) month after the ESOS Participant(s) notifies his employer of his resignation due to ill-health, injury, physical or mental disability, the ESOS Participant(s) may be vested with such number of unvested Share(s) under the ESOS Award(s) within the said one (1) month period. In the event that no application is received by the LTIP Committee within the said period, any unvested Share(s) under the ESOS Award(s) at the expiry of the said period shall be automatically terminated; and
 - (c) in a case where By-Law 32.2(d) is applicable, within one (1) month after the ESOS Participant(s) are notified that he will be retrenched or, where he is given an offer by his employer as to whether he wishes to accept retrenchment upon certain terms, within one (1) month after he accepts such offer. Thereafter, any such number of unvested and/or unexercised Share(s) under the ESOS Award(s) at the expiry of the said period shall be automatically terminated.
- 32.4 The LTIP Committee shall consider applications under By-Law 32.3 on a case to case basis and may at its sole discretion approve or reject any application in whole or in part without giving any reasons thereof and may impose any terms and conditions in granting an approval. The decisions of the LTIP Committee shall be final and binding. In the event the LTIP Committee approves an application in whole or in part, the ESOS Participant(s) may exercise the ESOS Option(s) which are the subject of the approval for such period so approved by the LTIP Committee during the Duration of the Scheme and subject to the provisions of By-Law 29. Any ESOS Option(s) in respect of which an application is rejected shall be deemed automatically terminated on the date of termination stipulated in the relevant paragraph of By-Law 32.1 or on the date of the LTIP Committee's decision, whichever is the later.
- 32.5 In the event a ESOS Participant(s) dies before the expiration of the Duration of the Scheme and at the time of his death held unexercised ESOS Option(s), such unexercised ESOS Option(s) may be exercised by the representative of the deceased ESOS Participant(s) after the date of his death PROVIDED THAT such exercise shall be within the Duration of the Scheme subject to the approval of the LTIP Committee.
- 32.6 Notwithstanding By-Law 32.5 above, the ESOS Participant(s) may, during his lifetime, nominate any of his immediate family members who have attained the age of eighteen (18) years at the time of nomination to exercise the ESOS Option(s) (which are unexercised at the time of the death of the deceased ESOS Participant(s)) or after the death of the deceased ESOS Participant(s) but in any event during the Duration of the scheme. The ESOS Option(s) exercised pursuant to the provision of this By-Law 32.6 may be for the benefit of the estate of the ESOS Participant(s) or the personal benefit of the nominated person. The nomination as aforesaid shall be made by the ESOS Participant(s) during his lifetime and shall be in the prescribed form approved by the LTIP Committee and the Share(s) to be allotted and issued will be in the name of the deceased ESOS Participant(s)' estate or in the name of the nominated person as the ESOS Participant(s) shall elect in his lifetime. In the event no nomination is made by the ESOS Participant(s) during his lifetime, his unexercised ESOS Option(s) shall only be exercised by the legal personal representatives pursuant to By-Law 32.5 above.
- 32.7 For the purposes of By-Law 32.6 above, the term "**immediate family members**" shall include the spouse, parent, child (including legally adopted child but excluding step child), brother and sister of the ESOS Participant(s).

17. BY-LAWS FOR THE LTIP (Cont'd)**SECTION 2****ESGS****33. ESGS AWARD**

- 33.1 During the Duration of the Scheme as provided under By-Law 13, the LTIP Committee may, at its sole discretion, at any time and from time to time award the ESGS Award(s) in writing to an Eligible Employee(s) subject to the Maximum Allowable Allotment as set out in By-Law 7.2(b) and further subject to other terms and conditions of these By-Laws. Each ESGS Award(s) awarded to the selected Eligible Employee(s) shall be separate and independent from any previous or subsequent ESGS Award(s) awarded by the LTIP Committee to that Eligible Employee(s).
- 33.2 The actual number of the Share(s) which may be awarded to an Eligible Employee(s) shall be at the discretion of the LTIP Committee, subject to any adjustments that may be made under By-Law 10. The number of the Share(s) arising from the vesting of the ESGS Award(s) shall not be less than one hundred (100) Share(s) nor more than the Maximum Allowable Allotment as set out in By-Law 7.2(b) and shall be in multiples of one hundred (100) Share(s). The LTIP Committee may stipulate any terms and conditions it deems appropriate in a ESGS Award(s) and the terms and conditions of each may differs.
- 33.3 The LTIP Committee shall state the following particulars in the ESGS Award(s) letter:
- (a) the number of the Share(s) which the Eligible Employee(s) shall be entitled upon acceptance of the ESGS Award(s);
 - (b) the ESGS Award Date;
 - (c) the vesting conditions of the ESGS Award(s) as determined by the LTIP Committee, if any;
 - (d) the ESGS Vesting Date(s);
 - (e) the Validity Period;
 - (f) the manner of acceptance of the ESGS Award(s);
 - (g) the closing date for the acceptance of the ESGS Award(s); and
 - (h) any other terms and conditions deemed necessary by the LTIP Committee.
- 33.4 Under the ESGS, the reference price of the ESGS Award(s) to be awarded will be determined based on the fair value of the ESGS Award(s), which will take into account, amongst others, the market price of the Share(s) as at or prior to the award date of the ESGS Award(s).
- 33.5 Without prejudice to By-Law 4, in the event the LTIP Award letter contains an error on the part of the Company in stating any of the particulars in By-Law 33.3 above, as soon as possible but in any event no later than one (1) month after discovery of the error, the Company shall issue a supplemental ESGS Award(s) letter, stating the correct particulars referred to in By-Law 33.3.

34. ACCEPTANCE

- 34.1 The ESGS Award(s) shall be valid for acceptance by the Eligible Employee(s) within the Validity Period by written notice to the LTIP Committee accompanied by a nominal non-refundable payment to the Company of a sum of Ringgit Malaysia One (RM1.00) only, as acceptance of the ESGS Award(s).
- 34.2 The day of receipt by the Company of such written notice shall constitute the Date of Acceptance of the ESGS Award(s).

17. BY-LAWS FOR THE LTIP (Cont'd)

- 34.3 If the ESGS Award(s) is not accepted in the manner and within the time as set out in By-Law 34.1 or in the event of death or cessation of employment of the Eligible Employee(s) or the Eligible Employee(s) becomes a bankrupt prior to his acceptance of the ESGS Award(s), the ESGS Award(s) shall automatically lapse and become null and void. The ESGS Award(s) may, at the discretion of the LTIP Committee, be re-offered to other Eligible Employee(s).
- 34.4 Upon acceptance of the ESGS Award(s) by the Eligible Employee(s), the ESGS Award(s) will be vested to the ESGS Participant(s) on the ESGS Vesting Date(s) during the Duration of the Scheme subject to the ESGS Participant(s) fulfilling the Vesting Conditions, if any, as determined by the LTIP Committee.
- 34.5 The ESGS Participant(s) is not required to pay for the Share(s) they are entitled to receive upon vesting of the ESGS Award(s).

35. ESGS VESTING CONDITIONS

- 35.1 The LTIP Committee shall, as and when it deems necessary, review and determine at its own discretion the Vesting Conditions specified in respect of the ESGS Award(s). The Share(s) to be issued under the ESGS Award(s) shall be vested to the ESGS Participant(s) on the ESGS Vesting Date(s) once the Vesting Conditions, if any, are fully and duly satisfied which includes amongst others, the following:
- (a) the ESGS Participant(s) must remain as an employee and shall not have given a notice to resign or receive a notice of termination as at the ESGS Vesting Date(s); and
 - (b) any other conditions which are determined by the LTIP Committee.
- 35.2 If applicable, where the LTIP Committee has determined that the Vesting Conditions have been fully and duly satisfied, the LTIP Committee shall notify the ESGS Participant(s) of the number of the Share(s) vested or which will be vested to him on the ESGS Vesting Date(s) ("**ESGS Vesting Notice**").
- 35.3 No ESGS Participant(s) shall have the right to or interest in the Share(s) under the ESGS Award(s) until and unless such number of Share(s) are credited into their respective CDS Accounts.
- 35.4 The ESGS Participant(s) shall provide all information as required in the ESGS Vesting Notice and subject to the provisions of the Listing Requirements, the Central Depositories Act, the Rules of Bursa Depository, the Constitution and any other relevant laws, the Company shall within eight (8) Market Days from the ESGS Vesting Date or such other period as may be prescribed or allowed by Bursa Securities,
- (a) transfer the relevant number of existing Share(s) to the ESGS Participant(s) (subject to absolute discretion of the LTIP Committee); and
 - (b) despatch notice of transfer to the ESGS Participant(s) accordingly, if applicable.
- 35.5 The Share(s) arising from the vesting of the ESGS Award(s) shall be credited directly to the CDS Account of the ESGS Participant(s) and no physical share certificate will be issued and delivered to the ESGS Participant(s) or his Authorised Nominee as the case may be. The ESGS Participant(s) shall provide the LTIP Committee with his CDS Account number when accepting the ESGS Award(s). Any change to the ESGS Participant(s)' CDS Account number will need to be made in writing to the LTIP Committee.
- 35.6 Any failure to comply with the procedures specified by the LTIP Committee or to provide information as required by the Company in the ESGS Vesting Notice or inaccuracy in the CDS Account number provided shall result in the ESGS Vesting Notice being rejected at the sole discretion of the LTIP Committee. The LTIP Committee shall inform the ESGS Participant(s) of the rejection of the ESGS Vesting Notice within five (5) Market Days from the date of rejection and the ESGS Participant(s) shall then be deemed not to have vested his ESGS Award(s).

17. BY-LAWS FOR THE LTIP (Cont'd)

- 35.7 Notwithstanding anything contrary contained in these By-Laws, the LTIP Committee shall have the right, at its sole discretion by notice in writing to the relevant ESGS Participant(s) to that effect, to suspend the unvested ESGS Award(s) of any ESGS Participant(s) who is being subjected to Disciplinary Proceedings (whether or not such Disciplinary Proceedings may give rise to a dismissal or termination of service of such ESGS Participant(s) or are found to have had no basis or justification) pending the outcome of such Disciplinary Proceedings.
- 35.8 In addition to the right to suspend, the LTIP Committee may impose such terms and conditions as the LTIP Committee shall deem appropriate at its sole discretion, on the ESGS Participant(s)' unvested ESGS Award(s) having regard to the nature of the charges made or brought against such ESGS Participant, PROVIDED ALWAYS THAT:
- (a) in the event such ESGS Participant(s) is found not guilty of the charges which gave rise to such Disciplinary Proceedings, the LTIP Committee shall reinstate the unvested ESGS Award(s) of such ESGS Participant(s);
 - (b) in the event the Disciplinary Proceedings result in a recommendation for the dismissal or termination of service of such ESGS Participant(s), all or any part of any unvested ESGS Award(s) of the ESGS Participant(s) shall immediately lapse and become null and void and of no further force and effect, without notice to the ESGS Participant(s), upon pronouncement of the dismissal or termination of service of such ESGS Participant(s) notwithstanding that such recommendation, dismissal and/or termination of service may be subsequently challenged or disputed by the ESGS Participant(s) in any other forum; or
 - (c) in the event the ESGS Participant(s) is found guilty but no dismissal or termination of service is recommended, the LTIP Committee shall have the right to determine at its sole discretion whether or not the ESGS Participant(s) may continue to satisfy the vesting conditions of the unvested ESGS Award(s).

and nothing herein shall impose any obligations on the LTIP Committee to enquire into or investigate the substantiveness and/or validity of such Disciplinary Proceedings and the LTIP Committee shall not under any circumstances be held liable for any costs, losses, expenses, damages or liabilities, gains or profits foregone, arising from the LTIP Committee's exercise of or failure to exercise any of its rights under these By-Laws.

36. NON-TRANSFERABILITY

- 36.1 An ESGS Award(s) is personal to the Eligible Employee(s) and shall be accepted solely by that Eligible Employee(s) and is not capable of being accepted by any third party on behalf of that Eligible Employee(s) by his representative or any other persons.
- 36.2 Subject to the provisions in these By-Laws, an ESGS Award(s) is personal to the ESGS Participant(s) during his employment or appointment within the Group and it shall not be transferred, assigned or disposed of by the ESGS Participant(s).

37. TERMINATION OF ESGS AWARD(S)

- 37.1 Prior to the full vesting of any ESGS Award(s) in the manner as provided for under By-Law 35, such ESGS Award(s) that remain unvested shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company in the following circumstances:
- (a) termination or cessation of employment of the ESGS Participant(s) within the Group for any reason whatsoever, in such event the unvested ESGS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the day the ESGS Participant(s)' employer accepts his notice of resignation or the ESGS Participant(s)' employer notifies the ESGS Participant(s) of termination of his employment or on the day the ESGS Participant(s) notifies his employer of his resignation or on the ESGS Participant(s)' last day of employment, whichever is the earlier;

17. BY-LAWS FOR THE LTIP (Cont'd)

- (b) bankruptcy of the ESGS Participant(s), in such event the unvested ESGS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the date a receiving order is made against the ESGS Participant(s) by a court of competent jurisdiction;
- (c) upon the happening of any other event which results in the ESGS Participant(s) being deprived of the beneficial ownership of the unvested ESGS Award(s), in such event the unvested ESGS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the date such event occurs;
- (d) winding up or liquidation of the Company, in such event the unvested ESGS Award(s) shall be automatically terminated and/or cease to be valid on the following date:
 - (i) in the case of a voluntary winding up, the date on which a provisional liquidator is appointed by the Company; or
 - (ii) in the case of an involuntary winding up, the date on which a petition for winding up is served on the Company;

the subsidiary which employs the ESGS Participant(s) ceasing to be part of the Group in such event the ESGS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid on the date the subsidiary ceases to be part of the Group; or

- (e) termination of the Scheme pursuant to By-Law 13.5, in such event the unvested ESGS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Group on the Termination Date,

whichever shall be applicable.

Upon the termination of the unvested ESGS Award(s) pursuant to By-Laws 37.1 above, the ESGS Participant(s) shall have no right to compensation or damages or any claim against the Group from any loss of any right or benefit or prospective right or benefit under the Scheme which he might otherwise have enjoyed, whether for wrongful dismissal or breach of contract or loss of office or otherwise howsoever arising from him ceasing to hold office or employment or from the suspension of his entitlement to the award of, acceptance or vesting of any ESGS Award(s) or his ESGS Award(s) ceasing to be valid.

37.2 Notwithstanding By-Law 37.1(a) above, the LTIP Committee may at its discretion allow for all or any part of any unvested ESGS Award(s) to vest in accordance with the provisions of these By-Laws on such terms and conditions as it shall deem fit if the cessation of employment occurs as a result of:

- (a) retirement upon or after attaining the age in accordance with the Company's retirement policy;
- (b) retirement before attaining the normal retirement age with the consent of his employer;
- (c) ill-health, injury, physical or mental disability;
- (d) redundancy or retrenchment pursuant to the acceptance by that ESGS Participant(s) or a voluntary separation scheme offered by a company within the Group; or
- (e) any other circumstance as may be deemed as acceptable to the LTIP Committee in its sole discretion,

PROVIDED THAT no ESGS Award(s) shall vest after the expiry of the vesting period. Unless the LTIP Committee in its discretion permits such vesting in accordance with this By-Law 33.3, any unvested ESGS Award(s) shall cease or be deemed to cease to be capable of vesting to the ESGS Participant(s) without any liability or right to claim against the Company and/or the LTIP Committee and/or the Board.

17. BY-LAWS FOR THE LTIP (Cont'd)

- 37.3 Where a ESGS Participant(s) dies before the expiry of the vesting period for the ESGS Award(s), the LTIP Committee may at its discretion determine that all or any part of any unvested ESGS Award(s) held by the ESGS Participant(s), be vested to the executor or administrator of that deceased ESGS Participant(s), and the times or periods at or within which such ESGS Award(s) may vest, PROVIDED ALWAYS THAT no ESGS Award(s) may vest after the expiry of the vesting period. In this regard, the LTIP Committee may require the executor or administrator of that deceased ESGS Participant(s) to provide evidence satisfactory to the LTIP Committee of his status as such executor or administrator, as the case may be.
- 37.4 Notwithstanding By-Law 33.4 above, the ESGS Participant(s) may, during his lifetime, nominate any of his immediate family members who have attained the age of eighteen (18) years at the time of nomination to receive the ESGS Award(s) (which are unvested at the time of the death of the deceased ESGS Participant(s)) after the death of the deceased ESGS Participant(s) but in any event during the Duration of the Scheme. The ESGS Award(s) awarded pursuant to the provision of this By-Law 33.5 may be for the benefit of the estate of the ESGS Participant(s) or the personal benefit of the nominated person. The nomination as aforesaid shall be made by the ESGS Participant(s) during his lifetime and shall be in the prescribed form approved by the LTIP Committee and the Share(s) to be allotted and issued will be in the name of the deceased ESGS Participant(s)' estate or in the name of the nominated person as the ESGS Participant(s) shall elect in his lifetime. In the event no nomination is made by the ESGS Participant(s) during his lifetime, the LTIP Committee may at its discretion determine that his unvested ESGS Award(s) shall only vested to the legal personal representatives pursuant to By-Law 33.4 above.
- 37.5 For the purposes of By-Law 33.5 above, the term "**immediate family members**" shall include the spouse, parent, child (including legally adopted child but excluding step child), brother and sister of the ESGS Participant(s).

(The rest of this page has been intentionally left blank)

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF PENTECH HOLDINGS BERHAD (“PENTECH” OR THE “COMPANY”) DATED 20 MAY 2026 (“PROSPECTUS”)

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

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

1. OPENING AND CLOSING OF APPLICATIONS

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 20 MAY 2026

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 29 MAY 2026

Applications for the IPO Shares will open and close at the times and dates stated above.

In the event of any change to the dates or time for closing, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, and make an announcement on the website of Bursa Securities.

LATE APPLICATIONS WILL NOT BE ACCEPTED.

2. METHODS OF APPLICATIONS

2.1 Application for our IPO Shares by the Malaysian public and the Eligible Persons

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

Types of Application and category of investors	Application method
Applications by the Malaysian Public:	
(a) Individuals	WHITE Application Form or Electronic Share Application or Internet Share Application
(b) Non-Individuals	WHITE Application Form only
Applications by the Eligible Persons	PINK Application Form only

2.2 Application by selected investors and Bumiputera Investors approved by MITI via private placement

Types of Application	Application method
Applications by:	
(a) Selected investors	Our Sole Placement Agent will contact the selected investors directly. They should follow the Sole Placement Agent's instructions.
(b) Bumiputera Investors approved by MITI	MITI will contact the Bumiputera Investors directly. They should follow MITI's instructions.

Selected investors and Bumiputera Investors approved by MITI may still apply for our IPO Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application.

3. ELIGIBILITY

3.1 General

You must have a CDS account and a correspondence address in Malaysia. If you do not have a CDS account, you may open a CDS account by contacting any of the ADAs set out in **Section 12** below. The CDS account must be in your own name. **Invalid, nominee or third party CDS accounts will not be accepted** for the Applications.

Only **ONE** Application Form for each category from each Applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.

APPLICANTS WHO WISH TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST ENSURE THAT THE DETAILS PROVIDED BY THE FINANCIAL INSTITUTION TO THE ISSUING HOUSE MATCH THE INFORMATION REGISTERED UNDER THEIR CDS ACCOUNT. ANY DISCREPANCY BETWEEN THE INFORMATION PROVIDED BY YOUR FINANCIAL INSTITUTION AND THE CDS ACCOUNT RECORDS WILL RESULT IN THE REJECTION OF YOUR IPO APPLICATIONS. TO AVOID SUCH REJECTIONS, APPLICANTS ARE STRONGLY ADVISED TO CONTACT THEIR FINANCIAL INSTITUTION IN ADVANCE TO VERIFY AND CONFIRM THE DETAILS. PLEASE NOTE THAT OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE WILL NOT BE HELD RESPONSIBLE FOR ANY ISSUES OR LOSSES ARISING FROM DISCREPANCIES IN THE INFORMATION SUBMITTED.

3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

- (i) you must be one of the following:
 - (a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares; or
 - (b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or
 - (c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.
- (ii) you must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) you must submit Applications by using only one of the following methods:

- (a) White Application Form; or
- (b) Electronic Share Application; or
- (c) Internet Share Application.

3.3 Application by Eligible 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 for the allocated IPO Shares. The Eligible Persons must follow the notes and instructions in the said document and where relevant, in this Prospectus.

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

The Eligible Persons are not precluded from making additional application under the Malaysian Public category using either the White Application Form, Electronic Share Application, or Internet Share Application.

4. Procedures For Application By Way Of Application Forms

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The Malaysian Public must follow the following procedures in making their applications through the White Application Form.

- (i) Obtain the relevant Application Form together with the Official “A” and “B” envelopes and our Prospectus.

The **White Application Forms** together with our Prospectus, can be obtained, subject to availability, from our Company, our Issuing House, Public Investment Bank Berhad, Participating Organisations of Bursa Securities and members of the Association of Banks in Malaysia or Malaysian Investment Banking Association.

- (ii) In accordance with Section 232(2) of the CMSA, the Application Forms are accompanied by our Prospectus. You are advised to read and understand our Prospectus before making your Application.

- (iii) Complete the relevant Application Form legibly and **STRICTLY** in accordance with the notes and instructions printed on it and in our Prospectus, including:

- (a) ensuring that your personal particulars submitted in your Application are identical with the records maintained by Bursa Depository. You are required to inform Bursa Depository promptly of any changes to your personal particulars as the notification letter of successful allocation will be sent to your registered or correspondence address last maintained with Bursa Depository.
- (b) stating your CDS account number in the space provided in the Application Form. Invalid or nominee or third party CDS accounts will **not** be accepted.

- (c) stating the details of your payment in the appropriate boxes provided in the Application Form.
- (d) stating the number of shares applied. Applications must be for at least 100 IPO Shares or multiples of 100 IPO Shares.
- (iv) Prepare the appropriate form of payment in RM for the FULL amount payable based on the **IPO Price of RM0.20** for each IPO Share.

Payment must be made out in favour of “**ACM SHARE ISSUE ACCOUNT NO. 107**” and crossed “**A/C PAYEE ONLY**” and endorsed on the reverse side with your name and address.

Only Banker’s Draft or Cashier’s Order drawn on a bank in Kuala Lumpur, Money or Postal Orders (Sabah and Sarawak only) and Guaranteed Giro Order from Bank Simpanan Nasional Malaysia Berhad will be accepted.

We will not accept Applications with excess or insufficient remittances or inappropriate forms of payment. Remittances must be completed in the appropriate boxes provided in the White Application Form.

- (v) Insert the White Application Form together with payment and a legible photocopy of your identification document (NRIC or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable)) into the Official “A” envelope and seal it. You must write your name and address on the outside of the Official “A” and “B” envelopes.

Affix RM1.50 stamp on the Official “A” envelope and insert the Official “A” envelope into the Official “B” envelope.

The name and address written must be identical to your name and address as in your NRIC or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police); or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable).

- (vi) Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

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

AscendServ Capital Markets Services Sdn Bhd
 (Registration No: 202401031272 (1577121-P))
 Office Suite No. 603 Block C
 Pusat Dagangan Phileo Damansara 1
 No. 9, Jalan 16/11
 Off Jalan Damansara
 46350 Petaling Jaya
 Selangor

or

- (b) **DELIVER BY HAND AND DEPOSIT** in the Issuing House’s drop-in box provided in front of AscendServ Capital Markets Services Sdn Bhd’s office, Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor

so as to arrive not later than **5.00 p.m. on 29 May 2026** or 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 our Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

5. PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS

5.1 Participating Financial Institutions

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

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Alliance Bank Malaysia Berhad, Malayan Banking 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.

The following processing fee for each Electronic Share Application will be charged by the respective Participating Financial Institutions (unless waived) as follows:

Participating Financial Institution	Charges
Alliance Bank Malaysia Berhad	RM1.00
Malayan Banking Berhad	RM1.00
RHB Bank Berhad	RM2.50

Please note that these processing fees may be varied or waived from time to time at the discretion of the respective Participating Financial Institutions. Please contact the relevant Participating Financial Institutions for further enquiries.

5.2 Procedures for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions.

PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR ELECTRONIC SHARE APPLICATIONS SET OUT BELOW AND AT THE RESPECTIVE ATM CAREFULLY PRIOR TO MAKING AN ELECTRONIC SHARE APPLICATION.

If you encounter any problems in your Application, you may refer to the respective Participating Financial Institutions.

You must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for our IPO Shares at an ATM belonging to other Participating Financial Institutions.

You are to submit at least the following information through the ATM, where the instructions on the ATM screen require you to do so:

- Personal Identification Number ("**PIN**");
- **ACM Share Issue Account No. 107**;
- Your CDS account number;
- Number of IPO Shares applied for and the RM amount to be debited from the account; and
- Confirmation of several mandatory statements as set out in **Section 5.3** below.

Upon the completion of your Electronic Share Application transaction at the ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by our Company or our Issuing House. The Transaction Record is for your records and should not be submitted with any Application Form.

5.3 Terms and Conditions for Electronic Share Application

You must have a CDS account to be eligible to use the Electronic Share Application. Invalid, nominee or third party CDS accounts will not be accepted.

YOU MUST ENSURE THAT YOU USE YOUR OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. IF YOU OPERATE A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION, YOU MUST ENSURE THAT YOU ENTER YOUR OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR OWN NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE ABOVE.

The Electronic Share Application shall be made on, and subject to, the above terms and conditions as well as the terms and conditions appearing below:

- (i) The Electronic Share Application shall be made in relation to and subject to the terms of our Prospectus and our Company's Constitution.
- (ii) You are required to confirm the following statements (by pressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given are true and correct:
 - (a) you are at least 18 years old as at the date of the application for our IPO Shares;
 - (b) you are a Malaysian citizen residing in Malaysia;
 - (c) you have read our Prospectus and understood and agreed with the terms and conditions of the Application;
 - (d) the Electronic Share Application is the only application that you are submitting for our IPO Shares offered to the Malaysian Public; and
 - (e) you consent to the disclosure by the Participating Financial Institution and Bursa Depository of information pertaining to yourself and your account with the Participating Financial Institution and Bursa Depository to our Issuing House and other relevant authorities.

Your Application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institutions. By doing so, it is considered that you have confirmed each of the above statements as well as given consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Services Act, 2013 and Section 45 of SICDA) to the disclosure by the relevant Participating Financial Institutions or Bursa Depository, as the case may be, of any of your particulars to our Issuing House or any relevant authorities.

- (iii) You confirm that you are not applying for our IPO Shares offered to the Malaysian Public as a nominee of any other person and that the Electronic Share Application that you make is made by you as the beneficial owner. You shall only make one Electronic Share Application and shall not make any other application for our IPO Shares offered to the Malaysian Public.
- (iv) You must have sufficient funds in your account with the relevant Participating Financial Institution at the time the Electronic Share Application is made, failing which the Electronic Share Application will not be completed. Any Electronic Share Application, which does not

strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.

- (v) You agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated in the Transaction Record or any lesser number of IPO Shares that may be allotted or allocated to you in respect of your Electronic Share Application. In the event that we decide to allot or allocate a lesser number of such IPO Shares or not to allot or allocate any IPO Shares to you, you agree to accept any such decision as final. If your Electronic Share Application is successful, your confirmation (by your action of pressing the designated keys or buttons on the ATM keyboard) of the number of IPO Shares applied for shall signify, and shall be treated as, your acceptance of the number of IPO Shares that may be allotted or allocated to you and your acceptance to be bound by our Constitution.
- (vi) Our Issuing House, on the authority of our Board, reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in whole or in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating our IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.
- (vii) You request and authorise us:
 - (a) to credit our IPO Shares allotted or allocated to you into your CDS account; and
 - (b) to issue share certificate(s) representing such IPO Shares or jumbo certificates which represent, amongst others, such IPO Shares, allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.
- (viii) You acknowledge that your Electronic Share Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond our control or the control of our Issuing House, Bursa Depository or the Participating Financial Institution, and irrevocably agree that if:
 - (a) our Company or our Issuing House does not receive your Electronic Share Application; or
 - (b) the data relating to your Electronic Share Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company or our Issuing House,you shall be deemed not to have made an Electronic Share Application and shall not make any claim whatsoever against our Company, our Issuing House or the Participating Financial Institution for our IPO Shares applied for or for any compensation, loss or damage.
- (ix) All of your particulars in the records of the relevant Participating Financial Institution at the time of making the Electronic Share Application shall be deemed to be true and correct, and our Company, our Issuing House and the relevant Participating Financial Institution shall be entitled to rely on their accuracy.
- (x) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institution are correct and identical. Otherwise, your Electronic Share Application will be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful allotment will be sent to your registered or correspondence address last maintained with Bursa Depository.

- (xi) By making and completing an Electronic Share Application, you agree that:
- (a) in consideration of us agreeing to allow and accept the application for our IPO Shares through the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, your Electronic Share Application is irrevocable;
 - (b) we, the Participating Financial Institutions, Bursa Depository and our Issuing House shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Share Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our or the control of any of them;
 - (c) notwithstanding the receipt of any payment by or on behalf of our Company, the acceptance of your offer to subscribe for and purchase our IPO Shares for which the Electronic Share Application has been successfully completed shall be constituted by the issue of notices of allotment in respect of the said IPO Shares;
 - (d) you irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renounce any instrument of transfer and other documents required for the issue or transfer of our IPO Shares allotted or allocated to you; and
 - (e) you agree that in relation to any legal action, proceedings or disputes arising out of or in relation to the contract between the parties and / or the Electronic Share Application and / or any terms of our Prospectus, all rights, obligations and liabilities of the parties shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies of Malaysia and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (xii) Our Issuing House, acting on the authority of our Board reserves the right to reject Applications which do not conform to these instructions.

6. Procedures For Application By Way Of Internet Share Applications

6.1 Internet Participating Financial Institutions or Participating Securities Firms

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

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms, namely, 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 Malaysia Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn Bhd, Public Bank Berhad, RHB Bank Berhad and UOB Kay Hian (M) Sdn Bhd (formerly known UOB Kay Hian Securities (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 following processing fee for each Internet Share Application will be charged by the respective Internet Participating Financial Institutions (unless waived) as follows:

YOU ARE ADVISED NOT TO APPLY FOR OUR IPO SHARES THROUGH ANY WEBSITE OTHER THAN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

Internet Participating Financial Institution or Participating Securities Firms	Website Address	Fees Charged
Alliance Bank Malaysia Berhad	www.allianceonline.com.my	RM1.00
CGS International Securities Malaysia Sdn Bhd	www.eipo.cgsi.com.my	RM2.00 for payment through CIMB Bank Berhad
Hong Leong Investment Bank Berhad	https://www.hlebroking.com/v3/	RM1.00
iFast Capital Sdn Bhd	https://www.fsmone.com.my/	Free
Kenanga Investment Bank Berhad	https://kentrade.com.my/	Free
Malacca Securities Sdn Bhd	https://eipo.mplonline.com	Free
Malayan Banking Berhad	www.maybank2u.com.my	RM1.00
Moomoo Securities Malaysia Sdn Bhd	https://www.moomoo.com/my/invest/ipo	Free
Public Bank Berhad	www.pbebank.com	RM2.00
RHB Bank Berhad	www.rhbgroup.com/index.html	RM2.50
UOB Kay Hian (M) Sdn Bhd (formerly known UOB Kay Hian Securities (M) Sdn Bhd)	https://eipo.utrade.com.my	Free

Please note that these fees may be varied or waived from time to time at the discretion of the respective Internet Participating Financial Institutions or Participating Securities Firms. Please contact the relevant Internet Participating Financial Institutions or Participating Securities Firms for further enquiries.

PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR INTERNET SHARE APPLICATIONS SET OUT BELOW AND AT THE INTERNET FINANCIAL SERVICES WEBSITE OF THE RESPECTIVE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS CAREFULLY PRIOR TO MAKING AN INTERNET SHARE APPLICATION.

If you encounter any problems in your Application, you may refer to the respective Internet Participating Financial Institutions or Participating Securities Firms.

6.2 Terms and Conditions for Internet Share Application

PLEASE NOTE THAT THE ACTUAL TERMS AND CONDITIONS OUTLINED BELOW SUPPLEMENT THE ADDITIONAL TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

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

- (i) You can make an Internet Share Application if you fulfil all of the following:
 - (a) you are an individual with a CDS Account and in the case of a joint account, an individual CDS Account registered in your name which is to be used for the purpose of the Application if you are making the Application instead of a CDS Account registered in the joint account holder's name;
 - (b) you have an existing account with access to Internet financial services facilities with an Internet Participating Financial Institution or Participating Securities Firms. You must have your user identification ("**User ID**") and PIN / password for the relevant internet financial services facilities; and
 - (c) you are a Malaysian citizen and have a mailing address in Malaysia.

You are advised to note that a User ID and PIN / password issued by one of the Internet Participating Financial Institutions or Participating Securities Firms cannot be used to apply for our IPO Shares at the internet financial services website of other Internet Participating Financial Institutions or Participating Securities Firms.

- (ii) An Internet Share Application shall be made on and subject to the terms of our Prospectus and our Company's Constitution.
- (iii) You are required to confirm the following statements (by selecting the designated hyperlink on the relevant screen of the internet financial services website of the Internet Participating Financial Institution or Participating Securities Firms) and to undertake that the following information given are true and correct:
 - (a) you are at least 18 years old as at the date of the application for our IPO Shares;
 - (b) you are a Malaysian citizen residing in Malaysia;
 - (c) you have, prior to making your Internet Share Application, received and / or have had access to a printed / electronic copy of our Prospectus, the contents of which you have fully read and understood;
 - (d) you agree to all the terms and conditions of the Internet Share Application as set out in our Prospectus and have carefully considered the risk factors as well as all other information and statements set out in our Prospectus, before making your Internet Share Application;
 - (e) your Internet Share Application is the only Application that you are submitting for our IPO Shares offered to the Malaysian Public;
 - (f) you authorise the Internet Participating Financial Institution, Participating Securities Firms or the Authorised Financial Institution to deduct the full amount payable for our IPO Shares from your account with the Internet Participating Financial Institution, Participating Securities Firms or the Authorised Financial Institution;
 - (g) you give express consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Services Act, 2013 and Section 45 of SICDA) to the disclosure by the Internet Participating Financial Institution or Participating Securities Firms, the Authorised Financial Institution and / or Bursa Depository, as the case may be, of your information, your Internet Share Application or your account with the Internet Participating Financial Institution or Participating Securities Firms, to our Issuing House, the Authorised Financial Institution and any other relevant authority;

- (h) you are not applying for our IPO Shares as a nominee of any other person and your Internet Share Application is made in your own name, as beneficial owner and subject to the risks referred to in our Prospectus; and
- (i) you authorise the Internet Participating Financial Institution or Participating Securities Firms to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, our Company, Bursa Securities or other relevant parties in connection with our IPO, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the Internet Participating Financial Institution or Participating Securities Firms, necessary for the provision of the Internet Application services or if such disclosure is requested or required in connection with our IPO. Further, the Internet Participating Financial Institution or Participating Securities Firms will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institution or Participating Securities Firms in connection with the use of the Internet Share Application services.
- (iv) Your Application will not be successfully completed and cannot be recorded as a completed application unless you have paid for our IPO Shares through the website of the Authorised Financial Institution and completed all relevant application steps and procedures for the Internet Share Application which would result in the internet financial services website displaying the Confirmation Screen.

For the purposes of our Prospectus, "Confirmation Screen" shall mean the screen which appears or is displayed on the Internet financial services website, which confirms that your Internet Share Application has been completed and states the details of your Internet Share Application, including the number of IPO Shares applied for which you can print out for your records.

Upon the display of the Confirmation Screen, you will be deemed to have confirmed the truth of the statements set out in **Section 6.2(iii)** above. The Confirmation Screen is only a record of the completed transaction with an Internet Participating Financial Institution or Participating Securities Firms and not a record of the receipt of the Internet Share Application or any data relating to such an Internet Share Application by our Company or our Issuing House. The Confirmation Screen is for your record and should not be submitted with any Application Form.

- (v) You must have sufficient funds in your account with the Internet Participating Financial Institution, Participating Securities Firms or the Authorised Financial Institution at the time of making your Internet Share Application, to cover and pay for our IPO Shares and the related processing fees, charges and expenses, if any, to be incurred, failing which your Internet Share Application will not be deemed complete, notwithstanding the display of the Confirmation Screen. Any Internet Share Application which does not conform strictly to the instructions set out in our Prospectus or any instructions displayed on the screens of the internet financial services website through which the Internet Share Application is made shall be rejected.
- (vi) You irrevocably agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated on the Confirmation Screen or any lesser number of IPO Shares that may be allotted or allocated to you in respect of your Internet Share Application. In the event that we decide to allot or allocate lesser number of such Shares or not to allot or allocate any IPO Shares to you, you agree to accept any such decision as final.

In the course of completing your Internet Share Application on the website of the Internet Participating Financial Institution or Participating Securities Firms, your confirmation of the number of IPO Shares applied for (by way of your action of clicking the designated hyperlink on the relevant screen of the website) shall be deemed to signify and shall be treated as:

- (a) Your acceptance of the number of IPO Shares that may be allotted or allocated to you in the event that your Internet Share Application is successful or successful in part, as the case may be; and
 - (b) Your agreement to be bound by the Constitution of our Company.
- (vii) You are fully aware that multiple or suspected multiple Internet Share Applications for our IPO Shares will be rejected. **A PERSON WHO SUBMITS MULTIPLE INTERNET SHARE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.** Our Company reserves the right to reject any Internet Share Application or accept any Internet Share Application in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating the IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.
- (viii) An Internet Share Application is deemed to be received only upon its completion, which is when the Confirmation Screen is displayed on the Internet financial services website. You are advised to print out and retain a copy of the Confirmation Screen for reference and record purposes. Late Internet Share Applications will not be accepted.
- (ix) You acknowledge that your Internet Share Application is subject to risk of electrical, electronic, technical and computer-related faults and breakdowns, faults with computer software, problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, fires, and other events beyond the control of the Internet Participating Financial Institution or Participating Securities Firms, the Authorised Financial Institution, our Issuing House and our Company and irrevocably agree that if:
 - (a) our Company, our Issuing House, the Internet Participating Financial Institution, Participating Securities Firms and/or the Authorised Financial Institution do not receive your Internet Share Application and / or payment; and
 - (b) any data relating to your Internet Share Application or the tape or any other devices containing such data and / or payment is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever,

you will be deemed not to have made an Internet Share Application and you will not make any claim whatsoever against our Company, our Issuing House, the Internet Participating Financial Institution, Participating Securities Firms and/or the Authorised Financial Institution in relation to our IPO Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.

- (x) All of your particulars in the records of the relevant Internet Participating Financial Institution or Participating Securities Firms at the time of your Internet Share Application shall be deemed to be true and correct, and we, our Issuing House, the Internet Participating Financial Institutions or Participating Securities Firms and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information shall be entitled to rely on the accuracy thereof.

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

7. AUTHORITY OF OUR BOARD AND OUR ISSUING HOUSE

Your Application will be selected in a manner to be determined by our Board. Due consideration will be given to the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.

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 Form, 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 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 shall it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

8. OVER/UNDER SUBSCRIPTION

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of shares and the balloting results in connection therewith will be furnished by the Issuing House to Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at <https://www.ascendserv.com> within 1 Market Day after the balloting event.

Pursuant to the Listing Requirements, we are required to have a minimum of 25.00% 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) and if such monies are not returned in full within 14 days after our Company becomes liable to do so, the provision of Section 243(2) of the CMA shall apply accordingly.

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

9. UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner.

9.1 For Applications by way of Application 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 last address maintained with Bursa Depository (for partially successful Applications) within 10 Market Days from the date of the final ballot at your own risk.
- (ii) If your Application is rejected because you did not provide a CDS account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or any official valid temporary identity document issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.
- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by our 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 registered post to your last address maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

9.2 For Applications by way of Electronic Share Application and Internet Share Application

- (i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited without interest into your account with the Participating Financial Institution or Internet Participating Financial Institution (or arranged with the Authorised Financial Institution) or Participating Securities Firms within 2 Market Days after the receipt of confirmation from the Issuing House.
- (ii) You may check your account on the 5th Market Day from the balloting date.
- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institution or Internet Participating Financial Institutions (or arranged with the Authorised Financial Institutions) or Participating Securities Firms not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institution or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institution or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

10. SUCCESSFUL APPLICANTS

If you are successful in your Application:

- (i) Our IPO Shares allotted to you will be credited into your CDS account.
- (ii) A notice of allotment will be despatched to you at your last address maintained with 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 physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

11. ENQUIRIES

Enquiries in respect of the Applications may be directed as follows:

Mode of Application	Parties to Direct the Enquiries
Application Form	Issuing House Enquiry Services at telephone no. +603 – 7890 0238
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution, Participating Securities Firms and Authorised Financial Institution

The results of the IPO share allocation, based on successful balloting, will be published on the Issuing House's website at <https://www.ascendserv.com>. Applicants can also check the status of their application on the same website after 5.00 p.m. on the allotment date. Alternatively, you may contact the ADAs listed in **Section 12** below.

12. LIST OF ADAS

The list of ADAs and their respective addresses, telephone numbers and broker codes are as follows:

Name	Address and Telephone Number	Broker Code
KUALA LUMPUR		
AFFIN HWANG INVESTMENT BANK BHD	Level 19, Menara Affin Lingkaran TRX, Tun Razak Exchange 55188 Kuala Lumpur Tel No.: 03-8230 5555	068-018
AFFIN HWANG INVESTMENT BANK BHD	2nd Floor, Bangunan AHP No.2, Jalan Tun Mohd Fuad 3 Taman Tun Dr Ismail 60000 Kuala Lumpur Tel No.: 03-7710 6688	068-019
AFFIN HWANG INVESTMENT BANK BHD	Mezzanine & 3rd Floor Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No.: 03-2143 8668	068-018
AFFIN HWANG INVESTMENT BANK BHD	No. 38A & 40A Jalan Midah 1 Taman Midah Cheras 56000 Kuala Lumpur Tel No.: 03-9130 8803	068-018
AMINVESTMENT BANK BERHAD	8-9, 11-18, 21-25th Floor Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2031 0102	086-001
BIMB SECURITIES SDN BHD	Level 34, Menara Bank Islam 22, Jalan Perak Kuala Lumpur 50450 Kuala Lumpur Tel No : 03 – 2613 1700	024-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	3rd Floor 2 & 4 Jalan Mutiara Timur Satu Taman Mutiara Cheras 56100 Kuala Lumpur Tel No.: 03-9132 7424/7428/7429	065-001
CIMB SECURITIES SDN BHD (formerly known as KAF Equities Sdn Bhd)	14th Floor, Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No : 03-2171 0216	053-001

Name	Address and Telephone Number	Broker Code
FA SECURITIES SDN BHD	A-10-17 & A-10-1 Level 10, Menara UOA Bangsar No. 5, Jalan Bangsar Utama 1 59000 Kuala Lumpur Tel No.: 03-2288 1676	021-001
HONG LEONG INVESTMENT BANK BERHAD	Mezzanine Floor Level 3A, Block B, HP Towers No.12 Jalan Gelenggang 60000 Kuala Lumpur Tel No.: 03-2080 8777	066-002
HONG LEONG INVESTMENT BANK BERHAD	Level 27 & 28, Menara Hong Leong No. 6, Jalan Damansara Bukit Damansara 50490 Kuala Lumpur Tel No.: 03-2083 1800	066-008
BERJAYA SECURITIES SDN BHD (formerly known as <i>Inter-Pacific Securities Sdn Bhd</i>)	West Wing, Level 13 Berjaya Times Square No. 1, Jalan Imbi 55100 Kuala Lumpur Tel No.: 03-2117 1888	054-001
BERJAYA SECURITIES SDN BHD (formerly known as <i>Inter-Pacific Securities Sdn Bhd</i>)	Ground Floor, 7-0-8, Jalan 3/109F Danau Business Centre, Danau Desa 58100 Kuala Lumpur Tel No.: 03-7984 7796	054-003
IFAST CAPITAL SDN BHD	Level 28, Menara AIA Sentral No. 30, Jalan Sultan Ismail Kuala Lumpur Tel No.: 03-2149 0660	039-001
KENANGA INVESTMENT BANK BHD	Level 17 Kenanga Tower 237 Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-2172 2888	073-001
M & A SECURITIES SDN BHD	Level 1-3, No. 45 & 47 The Boulevard, Bandar Mid Valley Lingkaran Syed Putra 59200 Kuala Lumpur Tel No.: 03-2282 1820	057-002
M & A SECURITIES SDN BHD	22A-1 Jalan Kuchai Maju 1 Kuchai Entrepreneurs' Park Off Jalan Kuchai Lama 58200 Kuala Lumpur Tel. No. : 03-7983 9890	057-004
MALACCA SECURITIES SDN BHD	No. 76-1, Jalan Wangsa Maju Delima 6 Pusat Bandar Wangsa Maju (KLSC) 53300 Setapak, Kuala Lumpur Tel No.: 03-4144 2565	012-001

Name	Address and Telephone Number	Broker Code
MALACCA SECURITIES SDN BHD	B-M-10, Block B Plaza Arkadia Jalan Intisari Perdana Desa Park City 52200 Kuala Lumpur Tel No.: 03-2733 9782	012-001
MALACCA SECURITIES SDN BHD	B01-A-13A Level 13A, Menara 2 No.3 Jalan Bangsar KL ECO City 59200 Kuala Lumpur Tel No.: 03-2201 2100	012-001
MAYBANK INVESTMENT BANK BERHAD	Level 5, Tower C Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No.: 03-2297 8888	098-001
MAYBANK INVESTMENT BANK BERHAD	27, 31-33 Floor Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Tel No.: 03-2059 1888	098-007
MERCURY SECURITIES SDN BHD	L-7-2, No.2 Jalan Solaris Solaris Mont Kiara 50480 Kuala Lumpur Tel No.: 03-6203 7227	093-002
MOOMOO SECURITIES MALAYSIA SDN BHD	Level 9, Menara Khuan Choo 75A Jalan Raja Chulan Bukit Bintang 50200 Kuala Lumpur Tel No.: 03-9212 0718	062-001
PHILIP CAPITAL SDN BHD	B-3-6, Block B, Level 3 Megan Avenue II No. 12, Jalan Yap Kwan Seng 50450 Kuala Lumpur Tel No.: 03-2783 0361	076-001
NEWPARADIGM SECURITIES SDN BHD	Level 12, EXSIM Tower (Block D) Millerz Square @ Old Klang Road Megan Legasi, No. 357, Jalan Klang Lama 58000 Kuala Lumpur Tel. No. : 03-2054 8000	064-001
PUBLIC INVESTMENT BANK BHD	27th Floor, Menara Public Bank 2 No. 78, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2268 3000	051-001

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BERHAD	Level 1, Tower 3 RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9280 2233/2354	087-001
RHB INVESTMENT BANK BERHAD	Level 5, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9280 2453	087-001
RHB INVESTMENT BANK BERHAD	No. 62, 62-1 & 64 & 64-1 Vista Magna Jalan Prima, Metro Prima 52100 Kuala Lumpur Tel No.: 03-6257 5869	087-028
RHB INVESTMENT BANK BERHAD	No. 5 & 7 Jalan Pandan Indah 4/33 Pandan Indah 55100 Kuala Lumpur Tel No.: 03-4280 4798	087-054
RHB INVESTMENT BANK BHD	Ground Floor No. 55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No.: 03-9058 7222	087-058
TA SECURITIES HOLDINGS BERHAD	Menara TA One No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-2072 1277	058-003
UOB KAY HIAN (M) SDN BHD	Suite 12-05, Level 12 Wisma UOA Damansara II No.6 Jalan Changkat Semantan Damansara Heights 50490 Kuala Lumpur Tel No. : 03- 2147 1861	078-001
UOB KAY HIAN (M) SDN BHD D	N3, Plaza Damas 60, Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur Tel No.: 03-6205 6000	078-004
UOB KAY HIAN (M) SDN BHD	Ground & 19th Floor Menara Keck Seng 203 Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-2147 1888	078-010

Name	Address and Telephone Number	Broker Code
SELANGOR DARUL EHSAN		
AFFIN HWANG INVESTMENT BANK BHD	Suite B 3A1, East Wing 3Ath Floor, Wisma Consplant 2 No. 7, Jalan SS16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5635 6688	068-019
AFFIN HWANG INVESTMENT BANK BHD	4th floor, Wisma Meru No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9999	068-019
AFFIN HWANG INVESTMENT BANK BHD	No. 79-1 Jalan Batu Nilam 5 Bandar Bukit Tinggi 41200 Klang Selangor Darul Ehsan Tel No.: 03-3322 1999	068-019
AMINVESTMENT BANK BERHAD	4th Floor, Plaza Damansara Utama No 2, Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7710 6613	086-001
APEX SECURITIES BHD (formerly known as JF Apex Securities Berhad)	Level 5, Menara UAC No.12, Jalan PJU7/5, Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel. No.03 7890 8899 ext 2012/2007	079-001
APEX SECURITIES BHD (formerly known as JF Apex Securities Berhad)	16th Floor Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7620 1118	079-002
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. A-07-01 & A-07-02 Empire Office Tower Empire Subang Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5631 7934/7892	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor (No. 11A) Jalan Kenari 1 Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-5891 6852	065-001

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No.26A(F), 26A(M) & 26A(B), Jalan SJ6, Taman Selayang Jaya 68100 Batu Caves Selangor Darul Ehsan Tel No.: 03- 6137 1680	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor (No. 26-2) Lorong Batu Nilam 4B Bandar Bukit Tinggi 41200 Klang Selangor Darul Ehsan Tel. No. : 03-3325 7105/7106	065-001
KENANGA INVESTMENT BANK BHD	Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No. : 03-7725 9095	073-001
KENANGA INVESTMENT BANK BHD	Level 1, East Wing Wisma Consplant 2 No.7 Jalan SS16/1 47610 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5621 2118	073-001
KENANGA INVESTMENT BANK BHD	Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7725 9095	073-001
KENANGA INVESTMENT BANK BHD	No. 35, (Ground, 1st & 2nd Floor) Jalan Tiara 3 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No.: 03-3348 8080	073-001
MALACCA SECURITIES SDN BHD	No. 16, Jalan SS15/4B 47500 Subang Jaya Selangor Darul Ehsan Tel No : 03-5636 1533	012-001
MALACCA SECURITIES SDN BHD	No. 54M, Mezzanine Floor Jalan SS2/67 47300 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7876 1533	012-001

Name	Address and Telephone Number	Broker Code
MBSM INVESTMENT BANK BERHAD (formerly known as MIDF Amanah Investment Bank Berhad)	Level 21, Menara MBSB Bank, PJ Sentral Lot 12, Persiaran Barat, Seksyen 52 46200 Petaling Jaya Selangor Darul Ehsan Tel No : 03-2173 8888	026-001
NEWPARADIGM SECURITIES SDN BHD	1st Floor, 157-A Jalan Kenari 23A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-8070 0773	064-003
NEWPARADIGM SECURITIES SDN BHD	No. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No.: 03-3341 5300	064-007
RHB INVESTMENT BANK BHD	1,3 & 5, Tingkat 2 Jalan 52/18 New Town Centre 46200 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7873 6366 / 7875 8428	087-011
RHB INVESTMENT BANK BHD	1st Floor, 10 & 11 Jalan Maxwell 48000 Rawang Selangor Darul Ehsan Tel No.: 03-6092 8916	087-047
RHB INVESTMENT BANK BHD	Ground & Mezzanine Floor No. 87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1 ½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9180	087-048
RHB INVESTMENT BANK BHD	Unit 1B, 2B & 3B Jalan USJ 10/1J USJ 10, 47610 UEP Subang Jaya Selangor Darul Ehsan Tel No.: 03-8022 1888	087-059
SJ SECURITIES SDN BHD	26, Jalan Pendaftar U1/54 Temasya Glenmarie 40150 Shah Alam Selangor Darul Ehsan Tel No.: 03-5567 3000	096-001

Name	Address and Telephone Number	Broker Code
TA SECURITIES HOLDINGS BERHAD	2nd Floor, Wisma TA No. 1A, Jalan SS 20/1 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7729 5713	058-007
PERAK DARUL RIDZUAN		
AFFIN HWANG INVESTMENT BANK BHD	21, Jalan Stesen Tingkat Bawah, 1, 2 & 3 30400 Taiping Perak Darul Ridzuan Tel No.: 05-8066 688	068-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Ground, 1st, 2nd & 3rd Floor No. 8, 8A-C Persiaran Greentown 4C Greentown Business Centre 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2088 688	065-001
HONG LEONG INVESTMENT BANK BERHAD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2530 888	066-003
KENANGA INVESTMENT BANK BHD	Ground, 1st, 2nd & 4th Floor No. 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2422 828	073-022
M & A SECURITIES SDN BHD	5th & 6th Floor & Unit 8A M&A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-2419 800	057-001
MALACCA SECURITIES SDN BHD	No.3, 1st Floor, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 012-618 4998	012-013
MAYBANK INVESTMENT BANK BERHAD	No. 47, Hala Pusat Perdagangan Canning I Pusat Perdagangan Canning II 30350, Ipoh, Perak Tel No : 05-245 3457	098-002
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 17, Jalan Intan 2, Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No.: 05-6236 498	087-014

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 23 & 25, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No.: 05-6921 228	087-016
RHB INVESTMENT BANK BHD	Unit E-2-2A, E-3-2A, E-4-2A, E-5-2A SOHO Ipoh 2 Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-241 5100	087-023
RHB INVESTMENT BANK BHD	Ground Floor, No. 40, 42 & 44, Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No.: 05-8088 229	087-034
RHB INVESTMENT BANK BHD	No. 1 & 3, First Floor, Jalan Wawasan Satu Taman Wawasan Jaya 34200 Parit Buntar Perak Darul Ridzuan Tel No.: 05-7170 888	087-052
TA SECURITIES HOLDINGS BERHAD	Ground, 1st & 2nd Floor Plaza Teh Teng Seng, No. 227, Jalan Raja Permaisuri Bainun 30250 Ipoh Perak Darul Ridzuan Tel No.: 05-2531 313	058-001
UOB KAY HIAN (M) SDN BHD (formerly known UOB Kay Hian Securities (M) Sdn Bhd)	153A Jalan Raja Musa Aziz 30300 Ipoh Perak Darul Ridzuan Tel No.: 05-2411 290	078-002
PENANG		
AFFIN HWANG INVESTMENT BANK BHD	Level 2, 3, 4, 5, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Penang Tel No.: 04-2636 996	068-001
AFFIN HWANG INVESTMENT BANK BHD	1st, 2nd & 3rd Floor No. 2 & 4 Jalan Perda Barat, Bandar Perda 14000 Penang Tel No.: 04-5372 882	068-001
AMINVESTMENT BANK BERHAD	Level 3, Menara Liang Court No. 37, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2261 818	086-001

Name	Address and Telephone Number	Broker Code
APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad)	368-2-5 Jalan Burmah Belissa Row 10350 Pulau Tikus Penang Tel No.: 04-2289 118	079-005
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 2, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2385 900	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 20-1 & 20-2 Persiaran Bayan Indah Bayan Bay, Sungai Nibong 11900 Bayan Lepas Penang Tel No.: 04-6412 881	065-001
BERJAYA SECURITIES SDN BHD (formerly known as Inter-Pacific Securities Sdn Bhd)	Canton Square Level 2 (Unit 1) & 3 No. 56 Cantonment Road 10250 Penang Tel No.: 04-2268 288	054-002
KENANGA INVESTMENT BANK BHD	7th, 8th & 16th Floor Menara Boustead 39, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2283 355	073-023
MALACCA SECURITIES SDN BHD	28, Lorong Tangling Indah 3 Taman Tangling Indah 14100 Simpang Ampat Penang Tel No.: 04-5060 967	012-001
MALACCA SECURITIES SDN BHD	No.11A-1, Persiaran Bayan Indah Taman Bayan Indah 11900 Bayan Lepas Penang Tel No.: 04-6421 533	012-001
MAYBANK INVESTMENT BANK BERHAD	Ground Floor Bangunan KWSP No.38 Jalan Sultan Ahmad Shah 10050 Georgetown Penang Tel No.: 04-2196 888	098-006
MERCURY SECURITIES SDN BHD	Ground, 1st, & 2nd Floor Jalan Todak 5, Pusat Bandar Seberang Jaya, 13700 Prai Penang Tel No.: 04-332 2123	093-001

Name	Address and Telephone Number	Broker Code
MERCURY SECURITIES SDN BHD	2nd Floor Standard Chartered Bank Chambers 2 Lebu Pantai 10300 Penang Tel No.: 04-2639 118	093-004
NEWPARADIGM SECURITIES SDN BHD	56B. 1st Floor Jalan Perak, Perak Plaza 10150 Penang Tel No.: 04-2273 000	064-004
PHILLIP CAPITAL SDN BHD	29A, Ground Floor Beach Street 10300 Penang Tel No.: 04-2616 363	076-015
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Seberang Prai Penang Tel No.: 04-3900 022	087-005
RHB INVESTMENT BANK BHD	64 & 64-D Ground Floor – Tingkat 3 & Tingkat 5 - Tingkat 8 Lebu Bishop 10200 Penang Tel No.: 04-2634 222	087-033
RHB INVESTMENT BANK BHD	No. 15-1-5, 15-1-6, 15-2-5, 15-2-6 & 15-2-24 Bayan Point Medan Kampung Relau 11950 Penang Tel No.: 04-6404 888	087-042
TA SECURITIES HOLDINGS BERHAD	3rd Floor, Bangunan Heng Guan 171, Jalan Burmah 10050 Penang Tel No.: 04-2272 339	058-010
UOB KAY HIAN (M) SDN BHD	1st Floor Bangunan Heng Guan No. 171 Jalan Burmah 10050 Penang Tel No.: 04-2299 318	078-002
UOB KAY HIAN (M) SDN BHD	21 Jalan Bayu Mutiara 2 Taman Bayu Mutiara 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-5047 313/316	078-003

Name	Address and Telephone Number	Broker Code
KEDAH DARUL AMAN		
AFFIN HWANG INVESTMENT BANK BHD	No. 70 & 70A, Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No.: 04-4256 666	068-011
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, No.102 Kompleks Persiaran Sultan Abdul Hamid Jalan Pegawai 05050 Alor Setar Kedah Darul Aman Tel No.: 04-7774 400/401	065-001
MALACCA SECURITIES SDN BHD	No. 9 Tingkat Satu Kompleks Perniagaan LITC Jalan Putra Mergong 05150 Alor Setar Kedah Darul Aman Tel No.: 04-735 0888	012-001
PHILLIP CAPITAL SDN BHD	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-7317 088/8270	076-004
RHB INVESTMENT BANK BHD	Ground & 1st Floor 214-A, 214-B, 215-A & 215-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No.: 04-7209 888	087-021
UOB KAY HIAN (M) SDN BHD	Lot 4, 5, & 5A, 1st Floor EMUM 55 No. 55, Jalan Gangsa Kawasan Perusahaan Mergong 2 Seberang Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No.: 04-7322 111	078-007
NEGERI SEMBILAN DARUL KHUSUS		
AFFIN HWANG INVESTMENT BANK BHD	No. 26-2, Jalan S2 B16 Pusat Dagangan Seremban 2 70300 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-6037 408	068-019
AFFIN HWANG INVESTMENT BANK BHD	No. 6, Upper Level Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-4553 188	068-019

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No.21 Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-455 3166/3266	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, Lot 3110 Jalan Besar, Lukut 71010 Port Dickson Negeri Sembilan Darul Khusus Tel No.: 06-6515 385	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 38, 1st Floor Jalan S2 B18 Biz Avenue Seremban 2 70300 Seremban Negeri Sembilan Darul Khusus Tel. No. : 06-761 4651	065-001
KENANGA INVESTMENT BANK BHD	1C & 1D, Ground & 1st Floor Jalan Tunku Munawir 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7655 998	073-001
MAYBANK INVESTMENT BANK BERHAD	Wisma HM No. 43 Jalan Dr. Krishnan 70000, Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7669 555	098-005
NEWPARADIGM SECURITIES SDN BHD	Ground & 1st Floor No.3, Jalan Dato Abdullah 71200 Kuala Klawang Negeri Sembilan Darul Khusus Tel No.: 06-6137 767	064-002
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 32 & 33 Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7641 641	087-024
MELAKA		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Ground, 1st & 2nd Floor No. 191 Taman Melaka Raya Off Jalan Parameswara 75000 Melaka Tel No.: 06-289 8800	065-001
KENANGA INVESTMENT BANK BHD	71 & 73 (Ground, A&B) Jalan Merdeka, Taman Melaka Raya 75000 Melaka Tel No.: 06-2881 720	073-001

Name	Address and Telephone Number	Broker Code
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang 75250 Melaka Tel No.: 06-3371 533	012-001
MERCURY SECURITIES SDN BHD	81, 81A & 81B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-2921 898	093-003
NEWPARADIGM SECURITIES SDN BHD	No. 6-1, Jalan Lagenda 2 Taman 1 Legenda 75400 Melaka Tel No.: 06-288 0050	064-006
RHB INVESTMENT BANK BHD	19, 21, 23 Level 2, Jalan Melaka Taman Melaka Raya 75000 Melaka Tel No.: 03-2330 8450/03-2330 8451	087-026
TA SECURITIES HOLDINGS BERHAD	No. 59, 59A & 59B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-2862 618	058-003
UOB KAY HIAN (M) SDN BHD (formerly known UOB Kay Hian Securities (M) Sdn Bhd)	7-2 Jalan PPM8 Malim Business Park 75250 Melaka Tel No.: 06-3352 511	078-014
JOHOR DARUL TAKZIM		
AFFIN HWANG INVESTMENT BANK BERHAD	Level 7, Johor Bahru City Square (Office Tower) 106-108 Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2222 692	068-004
AFFIN HWANG INVESTMENT BANK BERHAD	2nd Floor, No 11 & 12 BP Avenue Jalan Abdul Rahman Bandar Penggaram 83000 Batu Pahat Johor Darul Takzim	068-004
AMINVESTMENT BANK BERHAD	2nd & 3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4342 282	086-001

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 73 Ground Floor, No. 73A & 79A First Floor Jalan Kuning Dua 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3405 888	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, 101 Jalan Gambir 8 Bandar Baru Bukit Gambir 84800 Muar Johor Darul Takzim Tel No.: 07-9764 559/560	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No.384A Jalan Simbang, Taman Perling 81200 Johor Bahru Johor Darul Takzim Tel No.: 07-2329 673	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	2nd Floor, 113 & 114 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No.: 07-9311 509/523	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, No. 8A Jalan Dedap 20 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-3537 669/959	065-001
BERJAYA SECURITIES SDN BHD <i>(formerly known as Inter-Pacific Securities Sdn Bhd)</i>	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2231 211	054-004
KENANGA INVESTMENT BANK BHD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3333 600	073-004
KENANGA INVESTMENT BANK BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-9531 222	073-001
M & A SECURITIES SDN BHD	Suite 5.3A, Level 5 Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3381 233	057-003

Name	Address and Telephone Number	Broker Code
MALACCA SECURITIES SDN BHD	No. 40A, Jalan Perang Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3351 533	012-001
MALACCA SECURITIES SDN BHD	Lot 880, Batu 3 ½ Jalan Salleh 84000 Muar Johor Darul Takzim Tel No: 06-9536 948	012-001
MALACCA SECURITIES SDN BHD	1735-B, Jalan Sri Putri 4 Taman Putri Kulai 81000 Kulaijaya Johor Darul Takzim Tel: 07-663 8877	012-001
MERCURY SECURITIES SDN BHD	Suite 17.1, Level 17 Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3316 992	093-005
NEWPARADIGM SECURITIES SDN BHD	Ground & 1st Floor No. 43 & 43A, Jalan Penjaja 3 Taman Kim's Park, Business Centre 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4333 608	064-001
PHILLIP CAPITAL SDN BHD	No. 73, 1st Floor Jalan Rambutan 86000 Kluang Johor Darul Takzim Tel No.: 07-7717 922	076-006
RHB INVESTMENT BANK BHD	53, 53-A & 53-B Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4380 288	087-009
RHB INVESTMENT BANK BHD	No. 33-1, 1st and 2nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-9538 262	087-025
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 119 & 121 Jalan Sutera Tanjung 8/2 Taman Sutera Utama 81300 Skudai Johor Darul Takzim Tel No.: 07-5577 628	087-029

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 3, Jalan Susur Utama 2/1 Taman Utama 85000 Segamat Johor Darul Takzim Tel No.: 07-9321 543	087-030
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 40 Jalan Haji Manan 86000 Kluang Johor Darul Takzim Tel No.: 07- 7979 655	087-031
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No.: 07-6626 288	087-035
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 21 & 23 Jalan Molek 1/30 Taman Molek 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-3522 293	087-043
TA SECURITIES HOLDINGS BERHAD	15, Jalan Molek 1/5A Taman Molek 81100 Johor Bahru Johor Darul Takzim Tel no.: 07-3647 388	058-011
TA SECURITIES HOLDINGS BHERHAD	No. 29-03, Jalan Sri Pelangi Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel no.: 07-3364 672	058-013
UOB KAY HIAN (M) SDN BHD	Level 6 & 7, Menara MSC Cyberport No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No.: 07- 333 2000	078-001
UOB KAY HIAN (M) SDN BHD	No. 42-8, Main Road Kulai Besar 81000 Kulai Johor Darul Takzim Tel No.: 07- 663 5651	078-001

Name	Address and Telephone Number	Broker Code
KELANTAN DARUL NAIM		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 4, Wisma TCH (Formerly known as Wisma Square Point) Jalan Pengkalan Chepa 15400 Kota Baru Kelantan Darul Naim Tel No.: 09-7419 050 /9051/9052/9053	065-001
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 3953-H, Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No.: 09-7430 077	087-020
TA SECURITIES HOLDINGS BERHAD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7433 388/2288	058-004
UOB KAY HIAN (M) SDN BHD	Ground Floor & 1st Floor Lot 712, Sek 9, PT 62 Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7473 906	078-004
PAHANG DARUL MAKMUR		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Ground 1st & 2nd Floor No. A-27, Jalan Dato' Lim Hoe Lek 25200 Kuantan Pahang Darul Makmur Tel No.: 09-5057 800	065-001
KENANGA INVESTMENT BANK BHD	A15, A17 & A19, Ground Floor Jalan Tun Ismail 2 Sri Dagangan 2 25000 Kuantan Pahang Darul Makmur Tel No.: 09-5171 698	073-001
MALACCA SECURITIES SDN BHD	P11-3 Jalan Chui Yin 28700 Bentong Pahang Darul Makmur Tel No: 09-2220 993	012-001
PHILLIP CAPITAL SDN BHD	Ground, Mezzanine & 1st Floor B-400 Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No.: 09-5660 800	076-002

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	No.12, Ground Floor, 1st and 2nd Floor Jalan Putra Square 1 Putra Square 25300 Pahang Darul Makmur Tel No.: 09-5173 811	087-007
TERENGGANU DARUL IMAN		
PHILLIP CAPITAL SDN BHD	No. 46, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6317 922	076-009
RHB INVESTMENT BANK BHD	1st Floor No. 59, Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6261 816	087-055
UOB KAY HIAN (M) SDN BHD	No.37-B, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6224 766	078-016
SABAH		
AFFIN HWANG INVESTMENT BANK BHD	No. 2 M3 Block A Level 2, Luyang Commercial Centre Damai Plaza PH3 Jalan Damai 88300 Kota Kinabalu Sabah Tel No.: 088-311 688	068-005
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st & 2nd Floor, Central Building No. 28, Jalan Sagunting 88000 Kota Kinabalu Sabah Tel No.: 088-328 878	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	1st Floor, Lot 12 Block A3, Phase 2 Utama Place Mile 6, Northern Road 90000 Sandakan Sabah Tel No.: 089-215 578	065-001
KENANGA INVESTMENT BANK BHD	Level 8, Wisma Great Eastern 68, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No.: 088-236 188	073-032

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	2nd Floor No. 81 & 83 Jalan Gaya 88000 Kota Kinabalu Sabah Tel No.: 088-269 788	087-010
UOB KAY HIAN (M) SDN BHD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No : 088-23 4099	078-004
SARAWAK		
AFFIN HWANG INVESTMENT BANK BHD	2nd Floor, Lot No. 27, NBX 2 The Northbank Off Kucing-Samarahan Expressway 93350 Kuching Sarawak Tel No : 082-50 1007	068-005
AMINVESTMENT BANK BERHAD	No. 162, 164, 166 & 168 1st , 2nd, & 3rd Floor, Jalan Abell 93100 Kuching Sarawak Tel No.: 082-244 791	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	No. 6A, Ground Floor Jalan Bako, Off Brooke Drive 96000 Sibul Sarawak Tel No.: 084-367 700	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD	Level 1 (North), Wisma STA 26 Jalan Datuk Abang Abdul Rahim 93450 Kuching Sarawak Tel No.: 082-358 688	065-001
KENANGA INVESTMENT BANK BHD	Lot 1866, Jalan MS 2/5 Marina Square 2 Marina Parkcity 98000 Miri Sarawak Tel No.: 085-435 577	073-001
KENANGA INVESTMENT BANK BHD	Level 2-4, Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No.: 082-338 000	073-001
KENANGA INVESTMENT BANK BHD	No. 11-12, Ground & 1st Floor Lorong Kampung Datu 3 96000 Sibul Sarawak Tel No.: 084-313 855	073-001

Name	Address and Telephone Number	Broker Code
MERCURY SECURITIES SDN BHD	1st Floor No.16 Jalan Getah 96100 Sarikei Sarawak Tel No.: 084- 65 6281	093-001
RHB INVESTMENT BANK BHD	Yung Kong Abell Units No. 1-10, 2nd Floor Lot 365, Section 50 Jalan Abell 93100 Kuching Sarawak Tel No.: 082-250 888	087-008
RHB INVESTMENT BANK BERHAD	102, Pusat Pedada, Jalan Dr Wong Soon Kai 96000 Sibu Sarawak Tel No.: 084- 329 100	087-008
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 221, Park City Commerce Square Phase III, Jalan Tun Ahmad Zaidi 97000 Bintulu Sarawak Tel No.: 086-311 770	087-053
TA SECURITIES HOLDINGS BERHAD	12G, H & I Jalan Kampong Datu 96000 Sibu Sarawak Tel No.: 084-319 998	058-002
UOB KAY HIAN (M) SDN BHD	Lot 1265, 1st Floor Centre Point Commercial Centre Jalan Melayu 98000 Miri Sarawak Tel No.: 085-324 128	078-017
UOB KAY HIAN (M) SDN BHD	Ground Floor & First Floor No.16 Lorong Intan 6 96000 Sibu Sarawak Tel No.: 084-252 737	078-018