

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF TECHSTORE BERHAD (“TECHSTORE” OR THE “COMPANY”) DATED 22 JANUARY 2025 (“ELECTRONIC PROSPECTUS”)

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

Website

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

Availability and Location of Paper/Printed Prospectus

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company, M & A Securities Sdn Bhd (“**M&A Securities**”), or Tricor Investor & Issuing House Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

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

Jurisdictional Disclaimer

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

Close of Application

Applications will be accepted from 10.00 a.m. on 22 January 2025 and will close at 5.00 p.m. on 4 February 2025.

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

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

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

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

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

TECHSTORE BERHAD

(202401003419 (1549269-M))
(Incorporated in Malaysia)

20-2 Jalan Suria Puchong 6
Pusat Perniagaan Suria Puchong
47110 Puchong
Selangor

T: +603-8940 6688

PROSPECTUS

This Prospectus is dated 22 January 2025

TECHSTORE

TECHSTORE BERHAD

(202401003419 (1549269-M))
(Incorporated in Malaysia)

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

- (I) PUBLIC ISSUE OF 125,000,000 NEW ORDINARY SHARES IN OUR COMPANY ("SHARES") IN THE FOLLOWING MANNER:
- 25,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC
 - 25,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP;
 - 62,500,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND
 - 12,500,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS
- AND
- (II) OFFER FOR SALE OF 25,000,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS
- AT AN ISSUE/OFFER PRICE OF RM0.20 PER ISSUE SHARE/ OFFER SHARE, PAYABLE IN FULL UPON APPLICATION.

Adviser, Sponsor, Underwriter and Placement Agent



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

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Bursa Securities has approved our admission to the Official List of the ACE Market of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities. This Prospectus has been registered by Bursa Securities. The approval of the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities and registration of this Prospectus, should not be taken to indicate that Bursa Securities recommends the offering or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Prospectus. Bursa Securities has not, in any way, considered the merits of the securities being offered for investment. Bursa Securities is not liable for any non-disclosure on the part of the company and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus. No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

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

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 191.

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. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.

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

TECHSTORE BERHAD

PROSPECTUS

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

M & A Securities Sdn Bhd, being our Adviser, Sponsor, Underwriter and Placement Agent to our IPO (as defined herein), acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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

You should note that you may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 ("**CMSA**") for breaches of securities laws including any statement in the Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to the Prospectus or the conduct of any other person in relation to our Group (as defined herein).

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

Approval has been obtained from Bursa Securities for the listing of and quotation for our IPO Shares (as defined herein) on 3 October 2024. Our admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares. Bursa Securities shall not be liable for any non-disclosure on our part and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

The SC had on 18 October 2024 approved the resultant equity structure of our Company under the equity requirements for public listed companies pursuant to our Listing (as defined herein).

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

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

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

It shall be your sole responsibility if you are or may be subject to the laws of countries or jurisdictions other than Malaysia, to consult your legal and/or other professional advisers as to whether our IPO would result in the contravention of any law of such countries or jurisdictions.

Further, it shall also be your sole responsibility to ensure that your application for our IPO Shares would be in compliance with the terms of our IPO as stated in our Prospectus and the Application Form and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected. We will further assume that you had accepted our IPO in Malaysia and will be subjected only to the laws of Malaysia in connection therewith.

However, we reserve the right, in our absolute discretion to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

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

ELECTRONIC PROSPECTUS

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

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

If you are in doubt of the validity or integrity of an Electronic Prospectus, you should immediately request from us, our Adviser or Issuing House (as defined herein), a paper printed copy of this Prospectus.

In the event of any discrepancy arising between the contents of the electronic and the contents of the paper printed copy of this Prospectus for any reason whatsoever, the contents of the paper printed copy of this Prospectus which are identical to the copy of the Prospectus registered with Bursa Securities, shall prevail.

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

- (a) We and our Adviser do not endorse and are not affiliated in any way with the Third Party Internet Sites and are not responsible for the availability of, or the contents or any data, information, files or other material provided on the Third Party Internet Sites. You shall bear all risks associated with the access to or use of the Third Party Internet Sites;
- (b) We and our Adviser are not responsible for the quality of products or services in the Third Party Internet Sites, for fulfilling any of the terms of your agreements with the Third Party Internet Sites. We and our Adviser are also not responsible for any loss or damage or costs that you may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites or the use of or reliance of any data, information, files or other material provided by such parties; and
- (c) Any data, information, files or other material downloaded from Third Party Internet Sites is done at your own discretion and risk. We and our Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, files or other material.

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

- (a) The Internet Participating Financial Institutions or Participating Securities Firms are only liable in respect of the integrity of the contents of an Electronic Prospectus, to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions or Participating Securities Firms and shall not be responsible in any way for the integrity of the contents of an Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions or Participating Securities Firms and thereafter communicated or disseminated in any manner to you or other parties; and
- (b) While all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in an Electronic Prospectus, the accuracy and reliability of an Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

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

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INDICATIVE TIMETABLE

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

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

Events	Indicative date
Issuance of this Prospectus/Opening of Application	22 January 2025
Closing of Application	4 February 2025
Balloting of Application	6 February 2025
Allotment of IPO Shares to successful applicants	14 February 2025
Date of Listing	18 February 2025

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

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

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

All references to "TechStore" and "Company" in this Prospectus are to TechStore Berhad (Registration No. 202401003419 (1549269-M)). Unless otherwise stated, references to "Group" are to our Company and our subsidiaries taken as a whole; and references to "we", "us", "our" and "ourselves" are to our Company, and, save where the context otherwise requires, our subsidiaries. Unless the context otherwise requires, references to "Management" are to our Directors and key senior management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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

Certain abbreviations, acronyms and technical terms used are defined in the "Definitions" and "Technical Glossary" appearing after this section. Words denoting singular shall include plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

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

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

This Prospectus includes statistical data provided by our management and various third-parties and cites third-party projections regarding growth and performance of the industry in which our Group operates. This data is taken or derived from information published by industry sources and from the internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, such information can be assumed to originate from us. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by the Independent Market Researcher. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate.

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

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FORWARD-LOOKING STATEMENTS

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

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

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

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

- (a) demand for our services;
- (b) our business strategies;
- (c) our future plans;
- (d) our future earnings, cash flows and liquidity; and
- (e) our ability to pay future dividends.

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

- (a) the economic, political and investment environment in Malaysia; and
- (b) Government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 9 – "Risk Factors" and Section 12 – "Financial Information". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

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

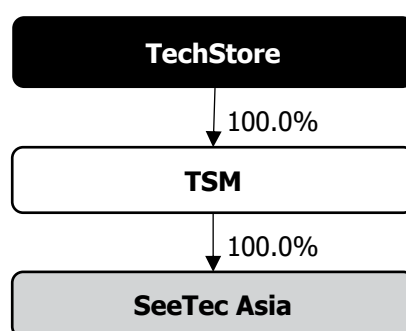
DEFINITIONS

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

COMPANIES WITHIN OUR GROUP:

"TechStore" or "Company"	:	TechStore Berhad (202401003419 (1549269-M))
"TechStore Group" or "Group"	:	TechStore and its subsidiaries, collectively
"SeeTec Asia"	:	SeeTec Asia Sdn Bhd (201201025310 (1009800-X))
"TSM"	:	Tech-Store Malaysia Sdn Bhd (201101003927 (932067-M))

A diagrammatic illustration of our Group structure is as follows:



MAJOR CUSTOMERS AND SUPPLIERS OF OUR GROUP:

The following are details of our major customers and suppliers whose names have been redacted throughout this Prospectus due to provisions of confidentiality in our agreements executed with these customers and suppliers:

Major customers

"Customer A"	:	Customer A is a Malaysian company listed on the Main Market of Bursa Securities, which is principally involved in the operation of leisure and hospitality business covering integrated resorts, theme parks, gaming and entertainment
"Customer B"	:	Customer B is a company incorporated in the People's Republic of China with a branch registered in Singapore, which is principally involved in the construction of electrified railways Customer B is a subsidiary of a company involved in construction and engineering, which is listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange
"Customer C"	:	Customer C is a Malaysian company, which is principally involved in printing of banknotes
"Customer D" or "Supplier B"	:	Customer D or Supplier B is a Malaysian company, which is principally involved in the provision of consultation services for security, ICT and related services

DEFINITIONS (Cont'd)

- "Customer E" : Customer E is a Malaysian company, which is the owner and operator of 3 LRT networks and 1 monorail, operator of 2 MRT lines as well as owner-operator for stage bus services in Klang Valley, Penang and Pahang
- "Customer F" : Customer F is a Malaysian company, which is principally involved in the marketing, installation, rental and servicing of security products

Customer F is a wholly-owned subsidiary of a company involved in the industrial, motors, healthcare and others sectors, which is listed on the Main Market of Bursa Securities
- "Customer G" : Customer G is a Malaysian company, which is principally a developer of urban rail transport infrastructure
- "Customer H" : Customer H is a Malaysian company, which is principally engaged as turnkey contractors, energy project development specialising in district cooling system and co-generation including operation and maintenance works

Customer H is a wholly-owned subsidiary of a utilities company listed on the Main Market of Bursa Securities
- "Customer I" : Customer I is a Government agency, which is principally involved in public safety and order, immigration and border control, civil registration and local governance
- "Customer J" : Customer J is a Malaysian company, which is principally involved in manufacturing of rolling stock, overhaul maintenance and refurbishment services

Customer J is ultimately owned by a Chinese state-owned company involved in manufacturing of rolling stock, which is listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange
- "Customer K" : Customer K is a Malaysian company, which is principally involved in the construction of railways and subways

Customer K is a wholly-owned subsidiary of Customer G
- Major suppliers**
- "Supplier A" : Supplier A is a Malaysian company, which is principally a developer of mobile and web applications, enterprise architecture, and digital transformation solutions
- "Supplier B" or "Customer D" : Supplier B or Customer D is a Malaysian company, which is principally involved in the provision of consultation services for security, ICT and related services
- "Supplier C" : Supplier C is a Malaysian company, which is principally involved in the sale, contract and installation of security systems, electronic surge protection systems, renewable energy systems and products, and supply of solar photovoltaic modules, inverters, cables, mounting systems and system maintenance of renewable energy products and services

DEFINITIONS (Cont'd)

GENERAL:

"ACE Market"	:	ACE Market of Bursa Securities
"Acquisition"	:	Acquisition by TechStore of the entire equity interest of TSM for a purchase consideration of RM32.1 million which was wholly satisfied by the issuance of 374,999,999 new Shares at an issue price of RM0.0855 per share
"Act"	:	Companies Act 2016
"ADA"	:	Authorised Depository Agent
"Adviser" or "Sponsor" or "Underwriter" or "Placement Agent"	:	M&A Securities
"Application(s)"	:	Application(s) for IPO Shares by way of Application Form(s), Electronic Share Application(s) or Internet Share Application(s)
"Application Form(s)"	:	Printed application form(s) for the application of our IPO Shares accompanying this Prospectus
"ATM"	:	Automated teller machine
"BNM"	:	Bank Negara Malaysia
"Board"	:	Board of Directors of TechStore
"Bursa Depository" or "Depository"	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
"C&C"	:	Command & control
"CAGR"	:	Compound annual growth rate
"CCC"	:	Certificate of completion and compliance
"CDS"	:	Central Depository System
"CDS Account"	:	Account established by Bursa Depository for a depositor for the recording and dealing in securities by the depositor
"Central Depositories Act" or "SICDA"	:	Securities Industry (Central Depositories) Act 1991
"CIDB"	:	Construction Industry Development Board
"CIDB Act"	:	Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994
"CMSA"	:	Capital Markets and Services Act 2007
"Constitution"	:	Our constitution

DEFINITIONS (Cont'd)

"COVID-19"	:	Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
"Depository Rules" or "Rules of Bursa Depository"	:	Rules of Bursa Depository and any appendices thereto
"Director(s)"	:	An executive director or a non-executive director of our Company within the meaning of Section 2 of the Act
"EBIT"	:	Earnings before interest and tax
"EBITDA"	:	Earnings before interest, tax, depreciation and amortisation
"ESA 1990"	:	Electricity Supply Act 1990
"Electricity Regulations"	:	Electricity Regulations 1994
"Electronic Prospectus"	:	Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
"Electronic Share Application(s)"	:	Application(s) for IPO Shares through a Participating Financial Institution's ATM
"Eligible Person(s)"	:	The eligible Director(s), employee(s), and person(s) who have contributed to the success of our Group who are eligible to participate in the Pink Form Allocations, collectively
"EPS"	:	Earnings per share
"FPE"	:	Financial period(s) ended/ending 31 July, as the case may be
"FYE"	:	Financial year(s) ended/ending 31 December, as the case may be
"Government"	:	Government of Malaysia
"GP"	:	Gross profit
"IFRS"	:	International Financial Reporting Standards
"IMR" or "Protégé"	:	Protégé Associates Sdn Bhd (200401037256 (675767-H)), our Independent Market Researcher
"IMR Report"	:	Independent Market Research Report titled "Strategic Analysis of the Enterprise IT Services Industry in Malaysia" dated 6 January 2025
"Initial Public Offering" or "IPO"	:	Our initial public offering comprising the Public Issue and Offer for Sale
"Internet Participating Financial Institution(s) or Participating Securities Firm(s)"	:	Participating financial institution(s) or Participating Securities Firm(s) for Internet Share Applications as listed in Section 16.6

DEFINITIONS (Cont'd)

"Internet Share Application(s)"	:	Application(s) for IPO Shares through an online share application service provided by Internet Participating Financial Institution or Participating Securities Firms
"IPO Price"	:	Issue/Offer price of RM0.20 per Share under our Public Issue and Offer for Sale
"IPO Share(s)"	:	Issue Share(s) and Offer Share(s), collectively
"Issue Share(s)"	:	New Share(s) to be issued under the Public Issue
"Issuing House"	:	Tricor Investor & Issuing House Services Sdn Bhd (197101000970 (11324-H))
"ISO"	:	International Organisation for Standardisation
"KTM"	:	Keretapi Tanah Melayu
"LAD"	:	Liquidated ascertained damage
"LGA 1976"	:	Local Government Act 1976
"Listing"	:	Listing of and quotation for our entire enlarged share capital of RM57.1 million comprising 500,000,000 Shares on the ACE Market
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities
"Listing Scheme"	:	Comprising our Public Issue, Offer for Sale and Listing, collectively
"LPD"	:	31 December 2024, being the latest practicable date for ascertaining certain information contained in this Prospectus
"M&A Securities"	:	M & A Securities Sdn Bhd (197301001503 (15017-H))
"M&E"	:	Mechanical and electrical
"Malaysian Public"	:	Malaysian citizens and companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
"Market Day"	:	A day on which Bursa Securities is open for trading in securities, which may include a surprise holiday (being a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year)
"MBSJ"	:	Subang Jaya City Council
"MCCG"	:	Malaysian Code on Corporate Governance
"MCO"	:	The nationwide Movement Control Order imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
"MFRS"	:	Malaysian Financial Reporting Standards

DEFINITIONS (Cont'd)

"MITI"	:	Ministry of Investment, Trade and Industry, Malaysia
"MIDA"	:	Malaysian Investment Development Authority
"MOF"	:	Ministry of Finance Malaysia
"MyIPO"	:	Intellectual Property Corporation of Malaysia
"NA"	:	Net assets
"NBV"	:	Net book value
"Offer for Sale"	:	Offer for sale of 25,000,000 Offer Shares by our Selling Shareholder at our IPO Price
"Offer Share(s)"	:	Existing Share(s) to be offered under our Offer for Sale
"OSHA"	:	Occupational Safety and Health Act, 1994 (as amended by the Occupational Safety and Health (Amendment) Act 2022)
"Participating Financial Institution(s)"	:	Participating financial institution(s) for Electronic Share Application as listed in Section 16.5
"PAT"	:	Profit after tax
"PBT"	:	Profit before tax
"PE Multiple"	:	Price-to-earnings multiple
"Pink Form Allocations"	:	Allocation of 25,000,000 Issue Shares to our Eligible Person(s), which forms part of our Public Issue
"Promoter(s)"	:	Tan Hock Lim and Mohd Fadzil bin Mohd Daud, collectively
"Prospectus"	:	This prospectus dated 22 January 2025 in relation to our IPO
"Prospectus Guidelines"	:	Prospectus Guidelines issued by SC
"Public Issue"	:	Public issue of 125,000,000 Issue Shares at our IPO Price
"R&D"	:	Research and development
"ROC"	:	Registrar of Companies
"SAC"	:	Shariah Advisory Council of SC
"SC"	:	Securities Commission Malaysia
"Selling Shareholder"	:	Mohd Fadzil bin Mohd Daud, who is undertaking the Offer for Sale
"Share(s)"	:	Ordinary share(s) in TechStore
"SJPP"	:	Syarikat Jaminan Pembiayaan Perniagaan Berhad
"SOP"	:	Standard operating procedures

DEFINITIONS (Cont'd)

- "Specified Shareholder(s)" : Tan Hock Lim and Mohd Fadzil bin Mohd Daud, collectively
- "Setia Utama" : Setia Utama LRT3 Sdn Bhd (formerly known as MRCB George Kent Sdn Bhd) (201501033880 (1159200-W))
- "Underwriting Agreement" : Underwriting agreement dated 6 January 2025 entered into between our Company and M&A Securities for the purpose of our IPO

CURRENCY AND UNIT OF MEASUREMENT:

- "EUR" : Euro, the lawful currency of the European Union
- "KV" : Kilovolt
- "RM" and "sen" : Ringgit Malaysia and sen, the lawful currency of Malaysia
- "sq ft" : Square feet
- "USD" : United States Dollar, the lawful currency of the United States of America
- "SGD" : Singapore Dollar, the lawful currency of the Republic of Singapore

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TECHNICAL GLOSSARY

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

"2D"	:	Two-dimension. A type of animation process which involve images that are flat or two-dimension created on a flat surface with image variations only on the width and height
"3D"	:	Three-dimension. A type of animation process which involve images that gives the illusion that they are three-dimension moving in a three-dimension space with image variations in width, height and depth
"AFC"	:	Automatic fare collection. A fare collection system that electronically collects fares for public transportation instead of manually collecting fares from passengers
"AI"	:	Artificial intelligence. A technology that enables computers and other digital devices to perform tasks normally associated with human intelligence
"Big data"	:	A large volume of large varieties of data. When analysed, big data can reveal insights such as patterns and trends that can be used by businesses to improve decision-making and make operations more efficient
"BVI"	:	Business video intelligence, video intelligence that transforms raw video footage into actionable insights and usable data
"CAD"	:	Computer-aided design, which refers to the use of computer software to aid the creation, modification, analysis, or optimisation of die-cutting tool design
"CCTV"	:	Closed-circuit television. A system that uses video cameras to send television signals to a specific limited viewership, primarily for surveillance and security
"CCR" or "OCC"	:	Control centre room or operation control centre. A secure room whereby centralised monitoring, control, and command of an organisation's overall operations are carried out. May also be known as an operation control centre
		For avoidance of doubt, the usage of "CCR" or "OCC" is interchangeable, and in the context of a project, will depend on the project owner
"DLP"	:	Defect liability period. A set period of time after a construction project has been completed during which a contractor is obliged to return to the site to remedy defects
"EAC"	:	Electronic access control. A security system that uses electronically powered locks or credential readers to manage personnel access to a specific secured area

TECHNICAL GLOSSARY (Cont'd)

"ELV"	:	Extra low-voltage. An electricity supply voltage that is part of the low-voltage band which carries a low risk of dangerous electric shocks
"Enterprise IT"	:	Enterprise information technology. Hardware, software, and other IT services that are designed to meet the needs of large organisations, enabling interchange of information from various business areas and databases
"EPCC"	:	Engineering, procurement, construction and commissioning
"EPOS"	:	Electronic payment and operating systems. An electronic system used in retail stores to process customer sales, enable payment transactions, and capture customer data
"ERP"	:	Enterprise resource planning. A type of software that organisations utilise to manage day-to-day activities including accounting, procurement, project management, and supply chain operations
"HRMIS"	:	Human resources management information system. A software that aids an organisation in collecting, managing, storing, and processing its employee information
"ICCS"	:	Integrated command and control system. A command and control system (where the operations of an organisation such as monitoring, controlling, and commanding is carried out) that has various different systems, applications, and technologies integrated into a single system
"ICT"	:	Information communication technology. The technologies and services that enable information to be accessed, stored, processed, transformed, manipulated, and disseminated, including the transmission or communication of voice, image and/or data over a variety of transmission media
"IFM"	:	Integrated facility management. The consolidation of all facility management efforts (e.g., heating, ventilation, and air conditioning (HVAC), maintenance, electrical, fire safety) into a single system and management team
"IoT"	:	Internet of Things. A type of network that realises intelligent identification, positioning, tracking, monitoring and management of targeted objects achieved by exchange of information and communication between such targets and internet via intelligent terminal products under pre-determined protocol
"IT"	:	Information technology. The usage of systems or devices (such as computers and telecommunications) to access information
"LRT"	:	Light rail transit. A rapid transit system that operates short trains on fixed tracks in a metropolitan area
"MRT"	:	Mass rapid transit. A rapid transit system that operates short trains on fixed tracks in a metropolitan area. Typically operates with more carriages and carries a higher capacity of passengers than LRT

TECHNICAL GLOSSARY (Cont'd)

"NVR"	:	Network video recorder. A specialised computer system that records video in digital format to a storage device. NVR can generally record video and audio in higher resolution
"PA system"	:	Public address system. An electronic system comprising microphones, amplifiers, loudspeakers and related equipment used to broadcast information in public areas
"PIS"	:	Passenger information system. An integrated system that provides passengers visual and audio information to passengers such as destinations and next stops
"POS"	:	Point of sale. A device such as a cash register or electronic POS used to process transactions by customers. POS may be a physical device in brick-and-mortar stores, or a checkout point in online stores
"PSDS"	:	Platform screen door system. A system that controls the opening and closing of platform screen doors, which are doors that provide a barrier between the station platform and the tracks to enhance safety and limit track intrusion
"PSIM"	:	Physical security integrated management. A system that can integrate different types of security applications and devices into a single platform, which can then be monitored in real time
"RTS"	:	Rapid transit system. A type of fast-moving public transportation built in urban areas that can carry high capacity of passengers
"SCADA"	:	Supervisory control and data acquisition. A control system with a central processing unit that monitors and controls a complete site or commonly a system or facility spread out over a long distance

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TECHNICAL GLOSSARY (Cont'd)

LIST OF PROJECTS COMMONLY REFERRED TO IN THIS PROSPECTUS:

- "AFC Storage Project" : Supply, delivery, installation, integration, testing and commissioning as well as data migration of the AFC storage server for monorail line
- "ETS3 PIS Project" : Supply, installation and commissioning of onboard train PIS to an international company supplying trains to KTM Berhad
- "HRMIS Project" : Supply, delivery, installation, testing and commissioning of hardware and software for the upgrading of a human resources management information system for a Malaysian government agency
- "LRT3 AFC Project" : Design, supply, delivery, installation, implementation, testing and commissioning of an AFC system for the LRT3 line
- "LRT3 EAC Project" : Design, supply, delivery, installation, implementation, testing and commissioning of an EAC system for the LRT3 line
- "LRT3 Project" : Collectively, LRT3 AFC Project and LRT3 EAC Project
- "PAMS Project" : Supply, delivery, install, integration, implementation, testing and commissioning, training and maintenance for Port Access Management System (PAMS) at a port
- "PSDS Project" : Design, supply, install, integration, implementation, testing and commissioning of the subsystems for PSDS and associated works for LRT Kelana Jaya line
- "RTS ERP Project" : Design, supply, delivery, installation, implementation, testing and commissioning, training, interfacing, warranty and other related works of ERP of RTS link assets for RTS link between Malaysia-Singapore

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Residential address	Nationality/ Profession	Gender
Dato' Ab Rahim bin Abu Bakar	Independent Non-Executive Chairman	120 Jalan KE 3/2 Emerald East 48000 Rawang Selangor	Malaysian/ Director	Male
Tan Hock Lim	Managing Director	2A Jalan Tijani 2/A Tijani Ukay 68000 Ampang Selangor	Malaysian/ Director	Male
Mohd Fadzil bin Mohd Daud	Executive Director	D2-04-04 Pangsapuri Damai Jalan Tasik Raja Lumu U4/17 Taman Subang Delima Seksyen U4 40150 Shah Alam Selangor	Malaysian/ Director	Male
Datin Shafinaz binti Abdul Rani	Independent Non-Executive Director	13 Jalan Gunung Tahan U11/44C Bukit Bandaraya Seksyen U11 40170 Shah Alam Selangor	Malaysian/ Advocate & Solicitor	Female
Yap Choo Cheng	Independent Non-Executive Director	36 PJU 1A/1D Ara Damansara 47301 Petaling Jaya Selangor	Malaysian/ Chartered Accountant	Female
Lim Su May	Independent Non-Executive Director	79 Duta Villa Jalan Duta Villa 1 Seksyen U13 Setia Alam 40170 Shah Alam Selangor	Malaysian/ Director	Female

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Yap Choo Cheng	Chairperson	Independent Non-Executive Director
Datin Shafinaz binti Abdul Rani	Member	Independent Non-Executive Director
Lim Su May	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Lim Su May	Chairperson	Independent Non-Executive Director
Datin Shafinaz binti Abdul Rani	Member	Independent Non-Executive Director
Yap Choo Cheng	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Datin Shafinaz binti Abdul Rani	Chairperson	Independent Non-Executive Director
Yap Choo Cheng	Member	Independent Non-Executive Director
Lim Su May	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

- REGISTERED OFFICE** : B-21-1 Level 21 Tower B
Northpoint Mid Valley City
1 Medan Syed Putra Utara
59200 Kuala Lumpur

Telephone: +603-9770 2200
- HEAD OFFICE** : 20-2 Jalan Suria Puchong 6
Pusat Perniagaan Suria Puchong
47110 Puchong
Selangor

Telephone: +603-8940 6688
- COMPANY SECRETARIES** : Tan Tong Lang (MAICSA 7045482)
SSM Practising Certificate No. 202208000250
(Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators)

Thien Lee Mee (LS0010621)
SSM Practising Certificate No. 201908002254
(Licensed Secretary)

B-21-1 Level 21 Tower B
Northpoint Mid Valley City
1 Medan Syed Putra Utara
59200 Kuala Lumpur

Telephone: +603-9770 2200
- EMAIL ADDRESS AND WEBSITE** : Website: www.tech-store.com.my
Email address: info@tech-store.com.my
- AUDITORS AND REPORTING ACCOUNTANTS FOR OUR LISTING** : **Crowe Malaysia PLT (201906000005 (LLP0018817-LCA)) & (AF 1018)**

Level 16 Tower C
Megan Avenue II
12 Jalan Yap Kwan Seng
50450 Kuala Lumpur

Partner-in-charge: Chin Kit Seong
Approval number: 03030/01/2027 J
(Chartered Accountant, Malaysian Institute of Accountants, Fellow Member of Association of Chartered Certified Accountants)

Telephone: +603-2788 9999

1. CORPORATE DIRECTORY (Cont'd)

- ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT** : **M & A Securities Sdn Bhd (197301001503 (15017-H))**
45 & 47 Levels 3 and 7
The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Telephone: +603-2284 2911
- SOLICITORS FOR OUR LISTING** : **Ong Eu Jin Partnership**
Unit 9-1 Level 9
Wisma Mont Kiara
No. 1 Jalan Kiara Mont Kiara
50480 Kuala Lumpur

Telephone: +603-6206 2053
- ISSUING HOUSE AND SHARE REGISTRAR** : **Tricor Investor & Issuing House Services Sdn Bhd (197101000970 (11324-H))**
Unit 32-01 Level 32 Tower A
Vertical Business Suite Avenue 3
Bangsar South
8 Jalan Kerinchi
59200 Kuala Lumpur

Telephone: +603-2783 9299
- INDEPENDENT MARKET RESEARCHER** : **Protégé Associates Sdn Bhd (200401037256 (675767-H))**
Suite C-09-12 Plaza Mont' Kiara
2 Jalan Kiara
Mont' Kiara
50480 Kuala Lumpur

Telephone: +603-6201 9301

Person-in-charge: Seow Cheow Seng
(Master in Business Administration from Charles Sturt University, Australia and Bachelor of Business majoring in Marketing from RMIT University, Australia)
- LISTING SOUGHT** : ACE Market
- SHARIAH STATUS** : Approved by the SAC

2. PROSPECTUS SUMMARY

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

2.1 PRINCIPAL DETAILS OF IPO

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

	Public Issue		Offer for Sale		Total	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%
Malaysian Public ⁽²⁾	25,000,000	5.0	-	-	25,000,000	5.0
Pink Form Allocations	25,000,000	5.0	-	-	25,000,000	5.0
Private placement to MITI approved Bumiputera investors	62,500,000	12.5	-	-	62,500,000	12.5
Private placement to selected investors	12,500,000	2.5	25,000,000	5.0	37,500,000	7.5
	125,000,000	25.0	25,000,000	5.0	150,000,000	30.0

Enlarged number of Shares upon Listing	500,000,000
IPO Price per Share	RM0.20
Market capitalisation upon Listing (based on our IPO Price and enlarged number of Shares upon Listing)	RM100,000,000

Notes:

- (1) Based on our enlarged share capital of 500,000,000 Shares after IPO.
- (2) 12,500,000 Shares will be set aside for Bumiputera public investors.

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

In compliance with Rule 3.19(1) of the Listing Requirements, our Specified Shareholders, namely Tan Hock Lim's and Mohd Fadzil bin Mohd Daud's entire shareholdings after our IPO will be held under moratorium for 6 months from the date of our admission to the Official List. Thereafter, their shareholdings amounting to 45.0% of our share capital will remain under moratorium for another 6 months. Our Specified Shareholders may sell, transfer or assign up to a maximum of one-third per annum (on a straight-line basis) of their shares held under moratorium upon expiry of the second 6-month period. The moratorium has been fully accepted by the Specified Shareholders, who have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

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

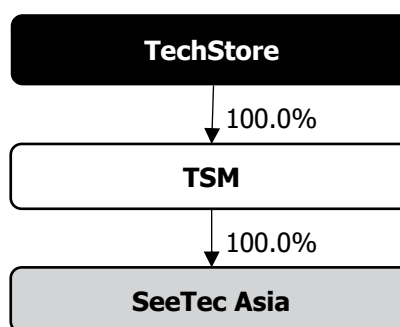
2.2 GROUP STRUCTURE, BUSINESS MODEL AND OPERATIONAL HIGHLIGHTS

Our Company was incorporated in Malaysia under the Act on 23 January 2024 as a private limited company under the name of TechStore Sdn Bhd. On 6 June 2024, we converted into a public limited company and adopted our present name.

On 9 January 2024, TSM also completed the acquisition of SeeTec Asia, which is a non-common control entity with TSM. In this respect, prior to the acquisition of SeeTec Asia, since 2020, our Managing Director and substantial shareholder, Tan Hock Lim was not a shareholder of SeeTec Asia.

2. PROSPECTUS SUMMARY (Cont'd)

Our Group structure as at LPD is as follows:



Our principal activity is investment holding. Through our subsidiaries, we are primarily involved in the provision of enterprise IT services, primarily involving the IT security and automation solutions to support our customers' operations. Our Group's track record since the commencement of our business in 2011 spans several industries, and our solutions have been used in various types of operations, such as factories, theme parks, government buildings, and more recently, public infrastructure. By integrating several key operational functions from C&C, surveillance, security, access, and communication, our Group's solutions optimise the operations of our customers by, amongst others, improving security, increasing efficiency, and empowering employees to better deliver necessary actions in a timely manner, thereby increasing value to their businesses. Notably, our solutions allow for the transformation and/or migration of customers' existing analogue systems to digital without overhaul of their existing systems.

Our solutions require communication with our customers to provide them with design, development, customisation, implementation, testing and integration of the solutions to meet their application needs. We also provide our customers with maintenance and support services for the IT solutions that we deliver.

The diagram below summarises our Group's principal activities:

Business segments	Design and implementation of enterprise IT security and automation solutions	Maintenance and support services
Description	Provision of IT security and automation solutions on a turnkey basis including design, development, customisation, installation, configuration, integration, implementation, testing, commissioning, and enhancement services.	Provision of maintenance and support services for IT hardware, software and infrastructure on a preventative, comprehensive, or reactive basis.
Product and Services	<ul style="list-style-type: none"> • Integrated command and control systems • Extra low-voltage systems • Physical security integrated management • Business video intelligence • Electronic payment and operating systems • Integrated facility management • Sourcing and procurement of hardware and software products • Supply and customisation of related hardware 	<ul style="list-style-type: none"> • Hardware maintenance and support • Software maintenance and support • Contracted or ad-hoc services • Upgrading of systems • Sourcing and procurement of hardware and software products
Geographical Market	<ul style="list-style-type: none"> • Malaysia • Singapore 	
Customer Industries	<ul style="list-style-type: none"> • Transportation <ul style="list-style-type: none"> • Utilities • Hospitality and leisure <ul style="list-style-type: none"> • IT and Security • Logistics 	

2. PROSPECTUS SUMMARY (Cont'd)

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

The breakdown of our Group's revenue by business segment for FYE 2021 to 2023 and FPE 2024 is as follows:

Revenue by business segment	Audited							
	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Design and implementation services	23,240	79.1	37,516	88.8	56,229	90.4	23,478	77.9
Maintenance and support services	6,142	20.9	4,723	11.2	5,978	9.6	6,642	22.1
Total	29,382	100.0	42,239	100.0	62,207	100.0	30,120	100.0

The breakdown of our Group's revenue by country for FYE 2021 to 2023 and FPE 2024 based on the place of domicile of the customers which are as follows:

Revenue by country	Audited							
	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	28,074	95.5	41,077	97.2	59,844	96.2	29,781	98.9
Singapore	1,308	4.5	1,162	2.8	2,363	3.8	339	1.1
Total	29,382	100.0	42,239	100.0	62,207	100.0	30,120	100.0

2.3 INTERRUPTION TO BUSINESS AND OPERATIONS

Our Group had not experienced any other interruptions in our business and operations which had a significant effect on our Group for the past 12 months preceding LPD.

Further details on the impact of COVID-19 are set out in Section 7.8.

2.4 COMPETITIVE STRENGTHS

Our Directors believe that our business sustainability and future growth are built on the following competitive strengths:

- (a) We have experienced and knowledgeable key management team. The leadership and experience of our key management team enables us to continuously provide our IT security and automation solutions to our customers in accordance with their requirements. As such, we believe that the combined experience and respective competencies of our key management team will enable us to continue the growth of our business and our market presence;
- (b) We are able to offer a diverse range of comprehensive IT security and automation solutions catering to our customers' specific needs. Our Group has been involved in the IT services industry since our incorporation in 2011 and we are able to provide our customers with security and automation solutions which encompass services such as consultation and assessment; designing the solutions; procuring hardware and/or software; implementing the solutions; and maintenance and support services; and

2. PROSPECTUS SUMMARY (Cont'd)

- (c) We have a diverse and reputable customer base. We have customers in the public and private sectors and they are involved in a range of business activities from transportation and hospitality and leisure, to utilities and logistics. It should be noted that for FYE 2021, FYE 2022, FYE 2023, and FPE 2024, our major customer Setia Utama, contributed 77.4%, 78.2%, 62.0% and 30.7% respectively to our revenue. This is due to the size of the LRT3 Project, which was scheduled to complete by November 2024. Delays in the handover of the site by our customer to our Group prevented us from commencing work at certain sites. On 12 November 2024 and 6 November 2024, our Group has submitted the extension of time request for LRT3 EAC Project and LRT3 AFC Project respectively, from 1 December 2024 to 30 June 2025 as well as 1 December 2024 to 7 August 2025, respectively, to our customer and is awaiting confirmation from our customer pending evaluation. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works for LRT3 EAC Project and LRT3 AFC Project by 23 August 2025 and 30 August 2025, respectively, and is awaiting confirmation from our customer, pending evaluation. Nonetheless, as at LPD, our Group has an order book amounting to RM104.7 million and tender book amounting to RM647.2 million, which spans across several industries.

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

2.5 BUSINESS STRATEGIES

Our business objectives are to maintain sustainable growth in our business and create long term shareholder value. To achieve our business objectives, we will implement the following business strategies:

- (a) To enhance our business activities, our Group intends to expand our business development team, which as at LPD consists of 6 personnel. The business development team will be segmented into several teams focused to develop projects from other different end-user industries. Their roles include planning and executing sales and marketing activities, attending inquiries from prospective customers, preparing detailed proposals and presentation to customers as well as preparation of tender and quotations;
- (b) To support our growth, we intend to purchase additional equipment as well as IT software. We intend to allocate approximately RM2.0 million of the gross proceeds from our Public Issue for purchasing of additional equipment as well as IT software; and
- (c) Our Group has been awarded projects related to the RTS link between Singapore and Malaysia. As such, we intend to set up a branch office in Danga Bay, Johor Bahru to ensure that we are able to improve on the timeliness and efficiency of our services. We also believe that by expanding our geographical presence, we will be able to offer our services to more potential customers and further grow our brand.

Further details of our business strategies are set out in Section 7.16.

2.6 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risk factors as set out in Section 9. Some of the more important risk factors are summarised below:

- (a) We are dependent on our major customer, Setia Utama. We have been providing design and implementation services to Setia Utama since 2019 and they have accounted for 77.4%, 78.2%, 62.0% and 30.7% of our revenue for FYE 2021, FYE 2022, FYE 2023 and FPE 2024 respectively;

2. PROSPECTUS SUMMARY (Cont'd)

- (b) Our Group's prospects and financial performance is dependent on our ability to continuously secure new projects from existing and new customers on a timely basis. Any loss of our customers or our inability to secure new customers, or additional projects from our existing customers could adversely affect our financial performance;
- (c) Our IT security and automation solution projects are subject to unanticipated delays or interruptions caused by various factors which include but are not limited to, changes in project scope, unavailability of resources, inaccurate cost estimation, inaccurate project timeline estimation, all of which may hinder the implementation of our projects. Such interruptions will result in delays in the progress of our projects, our timing of delivery which may consequently reduce our Group's profit margin, delay the recognition of our revenue and exposure us to additional costs, any of which could adversely affect our Group's financial performance;
- (d) We may face cost overruns and LAD claims in our projects. Our cash flow and profitability are dependent upon our ability to accurately estimate the time and costs associated with the implementation of our projects which may be affected by a variety of factors, including technical difficulties, issues with integration to third party vendors' products, procurement of additional hardware and other unforeseeable issues and circumstances. Any one of these factors could result in a delay in the completion of a project or cause cost overruns, which would adversely impact our financial performance;
- (e) We are dependent on customers within the public land transportation sector. They have in aggregate accounted for approximately 82.2%, 90.3%, 83.6% and 64.9% of our total revenue for FYE 2021, FYE 2022, FYE 2023 and FPE 2024 respectively. Any material change in the policies or directions in the public land transportation sector could adversely affect the financial performance and prospects of our Group;
- (f) Our present and future success are largely dependent upon the continuous efforts and invaluable experience of our Executive Directors, and key senior management. As such, the loss of our Managing Director, Executive Director and experienced key senior management team members without suitable and timely replacements, may create an unfavourable impact on our Group's business and prospects;
- (g) Our reputation may be affected if the security of confidential information or personal information of our customers is breached or otherwise subject to unauthorised access or disclosure. As a result, our business and financial performance may be negatively affected;
- (h) We may face early termination of our contracts. Our business with our customers are on project basis through contracts or purchase orders which may include clauses for early termination in addition to standard clauses allowing for termination for reasons such as failure to fulfil service terms, neglect of obligations, involvement in corruption or unlawful activities, or insolvency faced by us. Any early termination of our contracts, will result in loss of revenue which may have an adverse impact on the financial performance and prospects of our Group; and
- (i) We are reliant on the timely supply of such software and hardware components procured from our technology partners and vendors to facilitate the delivery of our services. Any interruptions in supply and/ or prolonged shortages of the required components, or operational issues or financial constraints faced by our suppliers which prevents them from fulfilling their obligations to us, the progress and delivery of our projects may be delayed. This will in turn adversely affect our business and financial performance.

2. PROSPECTUS SUMMARY (Cont'd)

2.7 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management are as follows:

Name	Designation
Directors	
Dato' Ab Rahim bin Abu Bakar	Independent Non-Executive Chairman
Tan Hock Lim	Managing Director
Mohd Fadzil bin Mohd Daud	Executive Director
Datin Shafinaz binti Abdul Rani	Independent Non-Executive Director
Yap Choo Cheng	Independent Non-Executive Director
Lim Su May	Independent Non-Executive Director
Key senior management	
Susie Chung Kim Lan	Chief Financial Officer
Petr Obsel	Chief Technology Officer
Juraj Zidzik	Chief Information Officer
Mohd Afiq bin Mustaffa	Head of Engineering
Fong Lai Kuan	Manager – Contract & Risk

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

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2. PROSPECTUS SUMMARY *(Cont'd)*

2.8 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

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

Name	Nationality	⁽¹⁾ Before IPO				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Hock Lim	Malaysian	295,156,250	78.7	-	-	295,156,250	59.0	-	-
Mohd Fadzil bin Mohd Daud	Malaysian	79,687,500	21.3	-	-	54,687,500	11.0	-	-

Notes:

- (1) Based on the share capital of 375,000,000 Shares before our IPO.
- (2) Based on the enlarged share capital of 500,000,000 Shares after our IPO.

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

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2. PROSPECTUS SUMMARY (Cont'd)

2.9 UTILISATION OF PROCEEDS

The gross proceeds to be raised by our Company from our Public Issue of RM25.0 million shall be utilised in the following manner:

Utilisation of proceeds	RM'000	%	⁽¹⁾Estimated timeframe for utilisation
Working capital	11,480	45.9	Within 24 months
Repayment of bank borrowings	5,000	20.0	Within 6 months
Recruitment of business development personnel	2,718	10.9	Within 30 months
Capital expenditure	2,302	9.2	Within 24 months
Estimated listing expenses	3,500	14.0	Within 1 month
Total	25,000	100.0	

Note:

(1) From the date of listing of our Shares.

There is no minimum subscription to be raised from our IPO.

Detailed information on our utilisation of proceeds is set out in Section 4.9.

2.10 FINANCIAL HIGHLIGHTS

2.10.1 Combined statements of profit or loss and other comprehensive income

The following table sets out the financial highlights based on our combined statements of profit or loss and other comprehensive income for FYE 2021 to 2023 and FPE 2023 to 2024:

	Audited			Unaudited	Audited
	FYE 2021	FYE 2022	FYE 2023	FPE 2023	FPE 2024
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	29,382	42,239	62,207	19,910	30,120
GP	10,406	10,965	15,064	5,475	6,705
Other income	192	⁽⁴⁾ 1,209	290	150	1,948
PBT	9,102	9,375	10,496	3,098	3,723
PAT	6,762	7,212	7,722	2,070	2,840
GP margin (%) ⁽¹⁾	35.4	26.0	24.2	27.5	22.3
PAT margin (%) ⁽²⁾	23.0	17.1	12.4	10.4	9.4
Diluted EPS (sen) ⁽³⁾	1.35	1.44	1.54	0.41	0.57

Further details on the financial information are set out in Sections 12 and 13.

Notes:

(1) Calculated based on GP over revenue.

(2) Calculated based on PAT over revenue.

(3) Calculated based on PAT over our enlarged share capital of 500,000,000 Shares after our IPO.

2. PROSPECTUS SUMMARY (Cont'd)

- (4) Comprises RM0.9 million which relates to the reversal of overprovision of completed project, being the unutilised defect liability provided for LRT Ampang line infotainment system upgrade project after expiry of the DLP.

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

2.10.2 Pro forma combined statements of financial position

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

	I	II	III	IV
	After adjustment for material subsequent events⁽¹⁾	After I and Acquisition	After II and Public Issue	After III and utilisation of proceeds
As at 31 July 2024	RM'000	RM'000	RM'000	RM'000
ASSETS				
Total non-current assets	36,083	39,146	39,146	39,146
Total current assets	66,142	66,142	66,142	83,589
TOTAL ASSETS	102,225	105,288	105,288	122,735
EQUITY AND LIABILITIES				
Share capital	-*	-*	32,062	57,062
Invested equity	12,000	12,000	-	-
Retained profits	22,913	22,913	22,913	21,961
Reorganisation reserve	-	-	(20,062)	(20,062)
TOTAL EQUITY	34,913	34,913	34,913	57,360
Total non-current liabilities	31,326	33,806	33,806	31,146
Total current liabilities	35,986	36,569	36,569	34,229
TOTAL LIABILITIES	67,312	70,375	70,375	65,375
TOTAL EQUITY AND LIABILITIES	102,225	105,288	105,288	122,735
No. of Shares in issue (^000)	-*	-*	375,000	500,000
NA per Share (RM)	34,913,000	34,913,000	0.09	0.12
Borrowings	38,440	41,503	41,503	36,503
Gearing (times)	1.10	1.19	1.19	0.69

Notes:

- * Representing RM1 of 1 ordinary share.

2. PROSPECTUS SUMMARY (Cont'd)

(1) On 31 December 2024, TSM entered into a hire purchase facility-i agreement with PLC Credit & Factoring Sdn Bhd amounting to RM50.0 million. The proceeds were partially drawn down on 31 December 2024 amounting to RM2.6 million to pay suppliers for the purchase ICT equipment to rent to a Government agency under a finance lease arrangement. The ICT equipment has been fully paid upon drawdown of the hire purchase loan.

On 10 September 2024, TSM signed a hire purchase agreement with Public Bank Berhad. The proceeds were drawn down on 10 September 2024 amounting to RM0.5 million for the acquisition of a motor vehicle.

2.11 DIVIDEND POLICY

Our Company presently does not have any formal dividend policy. It is our intention to pay dividends to shareholders in the future, however, such payments will depend upon a number of factors, including our Group's financial performance, capital expenditure requirements, general financial condition and any other factors considered relevant by our Board.

During FYE 2021 to 2023, FPE 2024 and up to LPD, we have declared and paid the following dividends:

	FYE 2021	FYE 2022	FYE 2023	FPE 2024	1 August 2024 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared and paid	-	300	-	-	-

The dividends declared and paid in FYE 2022 were funded via internally generated funds. We do not intend to declare and pay any dividends from the LPD up to the point of our Listing.

Further details of our dividend policy are set out in Section 12.16.

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3. APPROVALS AND CONDITIONS

3.1 APPROVALS AND CONDITIONS

3.1.1 Bursa Securities approval

Bursa Securities had, vide its letter dated 3 October 2024, approved our admission to the Official List of the ACE Market, the listing of and quotation for our entire enlarged issued share capital on the ACE Market. The approval from Bursa Securities is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
(1)	Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of Shares; and (iii) Date of expiry of the moratorium for each block of Shares. 	To be complied
(2)	Confirmation that 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 announcement 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 issued share capital of TechStore on the first day of Listing;	To be complied
(6)	In relation to the Public Issue to be undertaken by TechStore, to announce at least 2 market days prior to the Listing date, the result of the offering including the following: <ul style="list-style-type: none"> (i) Level of subscription of public balloting and placement; (ii) Basis of allotment / allocation; (iii) A table showing the distribution for placement tranche; and (iv) Disclosure of placees who become substantial shareholders of TechStore arising from the Public Issue, if any. 	To be complied
(7)	TechStore / M&A Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of TechStore to the Official List.	To be complied

3. APPROVALS AND CONDITIONS (Cont'd)

3.1.2 SC approval

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

The SC had, vide its letter dated 18 October 2024, approved our resultant equity structure pursuant to our Listing under the Bumiputera equity requirement for public listed companies.

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

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

The effect of our Listing on our equity structure is as follows:

Category of shareholders	As at LPD		After Listing	
	No. of Shares	%	No. of Shares	%
Bumiputera				
- Bumiputera investors approved by MITI ⁽¹⁾	-	-	62,500,000	12.5
- Bumiputera public investors via balloting ⁽¹⁾	-	-	12,500,000	2.5
- Others ⁽²⁾	-	-	55,552,350	11.1
Total Bumiputera	-	-	130,552,350	26.1
Non-Bumiputera	1	100.0	368,547,650	73.7
Malaysians	1	100.0	499,100,000	99.8
Foreigners ⁽³⁾	-	-	900,000	0.2
	1	100.0	500,000,000	100.0

Notes:

(1) Based on the assumption that Shares offered to Bumiputera investors approved by MITI and Bumiputera public investors via balloting shall be fully subscribed.

(2) Comprises:

- 54,687,500 Shares held by Mohd Fadzil bin Mohd Daud (our Promoter, Executive Director and substantial shareholder);
- 156,250 Shares held by Nor Azman bin Abd Razak (Director of TSM) and assuming that 108,600 Shares offered under his Pink Form Allocations shall be fully subscribed; and
- The assumption that 600,000 Shares offered to Bumiputera Independent Directors and key senior management under the Pink Form Allocations shall be fully subscribed.

(3) Based on the assumption that 500,000 Shares and 400,000 Shares offered to Petr Obsel and Juraj Zidzik (both our foreign key senior management), respectively under the Pink Form Allocations shall be fully subscribed.

3. APPROVALS AND CONDITIONS (Cont'd)

SAC had classified our Shares as shariah-compliant based on our audited financial statements for FYE 2023 on 13 September 2024.

3.1.3 MITI approval

The MITI had, vide its letter dated 1 August 2024, taken note and has no objection to our Listing.

3.2 MORATORIUM ON OUR SHARES

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

- (a) The moratorium applies to the entire shareholdings of our Specified Shareholders for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- (b) Upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.0% of the total number of issued ordinary shares remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and
- (c) On the expiry of the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight line basis) of those Shares held under moratorium.

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3. APPROVALS AND CONDITIONS (Cont'd)

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

Specified Shareholders	Year 1				Year 2		Year 3	
	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium		Moratorium shares		Moratorium shares	
	No. of Shares ⁽¹⁾	(2)%	No. of Shares ⁽¹⁾	(2)%	No. of Shares ⁽¹⁾	(2)%	No. of Shares ⁽¹⁾	(2)%
Tan Hock Lim	295,156,250	59.0	175,000,000	35.0	115,000,000	23.0	55,000,000	11.0
Mohd Fadzil bin Mohd Daud	54,687,500	11.0	50,000,000	10.0	35,000,000	7.0	20,000,000	4.0
	349,843,750	70.0	225,000,000	45.0	150,000,000	30.0	75,000,000	15.0

Notes:

(1) After Offer for Sale.

(2) Based on our enlarged share capital of 500,000,000 Shares after our IPO.

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

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

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4. DETAILS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The Application period will open at 10.00 a.m. on 22 January 2025 and will remain open until 5.00 p.m. on 4 February 2025. **LATE APPLICATIONS WILL NOT BE ACCEPTED.**

4.2 INDICATIVE TIMETABLE

Events	Indicative date
Issuance of this Prospectus / Opening of Application	22 January 2025
Closing of Application	4 February 2025
Balloting of Application	6 February 2025
Allotment of IPO Shares to successful applicants	14 February 2025
Date of Listing	18 February 2025

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

4.3 DETAILS OF OUR IPO

4.3.1 Listing scheme

(a) Public Issue

A total of 125,000,000 Issue Shares, representing 25.0% of our enlarged share capital are offered at our IPO Price. The Issue Shares shall be allocated in the following manner:

(i) Malaysian Public

25,000,000 Issue Shares, representing 5.0% of our enlarged share capital, are reserved for application by the Malaysian Public, to be allocated via balloting process as follows:

(aa) 12,500,000 Issue Shares made available to public investors; and

(bb) 12,500,000 Issue Shares made available to Bumiputera public investors.

(ii) Eligible Persons

25,000,000 Issue Shares, representing 5.0% of our enlarged share capital, are reserved for our Eligible Persons under the Pink Form Allocations. Further details of our Pink Form Allocations are set out in Section 4.3.3.

(iii) Private placement to Bumiputera investors approved by MITI

62,500,000 Issue Shares, representing 12.5% of our enlarged share capital, are reserved for private placement to Bumiputera investors approved by MITI.

(iv) Private placement to selected investors

12,500,000 Issue Shares, representing 2.5% of our enlarged share capital, are reserved for private placement to selected investors.

4. DETAILS OF OUR IPO (Cont'd)

The basis of allocation of the Issue Shares shall take into account our Board's intention to distribute the Issue Shares to a reasonable number of applicants to broaden our Company's shareholding base to meet the public spread requirements, and to establish a liquid and adequate market for our Shares. Applicants will be selected in a fair and equitable manner to be determined by our Directors.

Upon completion of our Public Issue, our share capital will increase from RM32,062,501 comprising 375,000,000 Shares to RM57,062,501 comprising 500,000,000 Shares. There is no over-allotment or 'greenshoe' option that will increase the number of our IPO Shares.

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

(b) Offer for Sale

Our Selling Shareholder will undertake an offer for sale of 25,000,000 Offer Shares, representing 5.0% of our enlarged share capital at our IPO Price. The Offer Shares shall be undertaken by way of private placement to selected investors.

(c) Listing

Upon completion of our IPO, our Company's entire enlarged share capital of RM57.1 million comprising 500,000,000 Shares shall be listed on the ACE Market.

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4. DETAILS OF OUR IPO (Cont'd)

4.3.2 Selling Shareholder

Details of our Selling Shareholder are as follows:

Name/ Residential address	Relationship with our Group	⁽¹⁾ Before our IPO		Offer Shares offered			After our IPO	
		No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	⁽³⁾ %	No. of Shares	⁽³⁾ %
Mohd Fadzil bin Mohd Daud/ D2-04-04 Pangsapuri Damai Jalan Tasik Raja Lumu U4/17 Taman Subang Delima Seksyen U4 40150 Shah Alam Selangor	Promoter, Executive Director and substantial shareholder	79,687,500	21.3	25,000,000	6.7	5.0	54,687,500	11.0

Notes:

- (1) After completion of the Acquisition but before our IPO.
- (2) Based on the share capital of 375,000,000 Shares before our IPO.
- (3) Based on our enlarged share capital of 500,000,000 Shares after our IPO.

Further details of our Selling Shareholder, who is also our substantial shareholder can be found in Section 5.1.

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

We have allocated 25,000,000 Issue Shares under the Pink Form Allocations to our Eligible Person(s) as follows:

Category	No. of Eligible Person(s)	Aggregate no. of Issue Shares allocated
Eligible Directors	4	800,000
Eligible employees	51	3,934,500
Persons who have contributed to the success of our Group	89	20,265,500
	144	25,000,000

Pink Form Allocations which are not accepted by certain Eligible Person(s) will be re-allocated among the other eligible Directors mentioned in the table above and other eligible employees and persons who have contributed to the success of our Group at the discretion of our Board.

(a) Allocation to eligible Directors

The criteria for allocation to our eligible Directors (as approved by our Board, wherein the interested Directors have abstained from deliberation on their respective allocation) are based on amongst others their anticipated contribution to our Group.

Tan Hock Lim (our Managing Director) and Mohd Fadzil bin Mohd Daud (our Executive Director) have opted not to participate in the Pink Form Allocations as they are already our substantial shareholders.

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

Name	Designation	No. of Issue Shares allocated
Dato' Ab Rahim bin Abu Bakar	Independent Non-Executive Chairman	200,000
Datin Shafinaz binti Abdul Rani	Independent Non-Executive Director	200,000
Yap Choo Cheng	Independent Non-Executive Director	200,000
Lim Su May	Independent Non-Executive Director	200,000
		800,000

(b) Allocation to our eligible employees (including director of our subsidiary)

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

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

4. DETAILS OF OUR IPO (Cont'd)

Included in the allocation to our eligible employees are the proposed allocations to:

(i) Director of subsidiary

Name	Designation	No. of Issue Shares allocated
Nor Azman bin Abd Razak	Director of TSM/Head of Design	108,600

(ii) Key senior management

Name	Designation	No. of Issue Shares allocated
Susie Chung Kim Lan	Chief Financial Officer	500,000
Petr Obsel	Chief Technology Officer	500,000
Juraj Zidzik	Chief Information Officer	400,000
Mohd Afiq bin Mustaffa	Head of Engineering	200,000
Fong Lai Kuan	Manager – Contract and Risk	400,000
		2,000,000

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

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

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

4.3.4 Placement and underwriting arrangement

Our Underwriter will underwrite 50,000,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. The balance 75,000,000 Issue Shares from the Public Issue and 25,000,000 Offer Shares available for application by Bumiputera investors approved by MITI and selected investors will not be underwritten and will be placed out by our Placement Agent.

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

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

4. DETAILS OF OUR IPO (Cont'd)

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

- (a) Any unsubscribed Issue Shares allocated to Bumiputera investors approved by MITI shall firstly be reallocated to Malaysian institutional investors. If after the above reallocation, there are still Issue Shares not taken up, the said unsubscribed Issue Shares shall then be offered to Bumiputera public investors via public balloting.
- (b) After (a) above, the remaining portion will be made available for:
 - (i) Malaysian Public, in the event of an oversubscription; or
 - (ii) application by way of private placement to selected investors to be identified, the proportion of which will be determined by our Board and Placement Agent.

The clawback and reallocation shall not apply in the event of over-application of the Issue Shares allocated to the Malaysian Public, Pink Form Allocations and private placement to Bumiputera investors approved by MITI.

4.3.5 Minimum and over-subscription

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

In the event of an over-subscription, acceptance of Applications by the Malaysian Public shall be subject to ballot to be conducted in a manner approved by our Directors. Our Board will ensure that any excess IPO Shares will be allocated on a fair and equitable manner.

Under the Listing Requirements, at least 25.0% of our enlarged share capital for which listing is sought must be in the hands of a minimum of 200 public shareholders, each holding not less than 100 Shares upon our admission to the ACE Market. We expect to meet the public shareholding requirement at the point of our Listing. If we fail to meet the said requirement, we may not be allowed to proceed with our Listing on the ACE Market.

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

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

- (a) there are no substantial shareholder(s), Directors or key senior management of our Company who have indicated to our Company that they intend to subscribe for the IPO Shares; and
- (b) there are no person(s) who have indicated to our Company that they intend to subscribe for more than 5.0% of the IPO Shares.

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

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

Details	No. of Shares	RM
Share capital		
As at the date of incorporation	1	1
Issued pursuant to the Acquisition	374,999,999	32,062,500
As at date of this Prospectus	375,000,000	32,062,501
To be issued under our Public Issue	125,000,000	25,000,000
Enlarged share capital upon our Listing	500,000,000	57,062,501

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

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

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

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

Subject to any special rights attaching to any Shares which may be issued by us in the future, our shareholders shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions and any surplus if our Company is liquidated in accordance with our Constitution.

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

4.5 PURPOSES OF OUR IPO

The purposes of our IPO are as follows:

- (a) To enable our Group to raise funds for the purposes specified in Section 4.9 herein;
- (b) To gain recognition through our listing status to enhance our reputation and to retain and attract new, skilled employees from our related industry;
- (c) To provide an opportunity for the Malaysian Public, including our Eligible Persons to participate in our equity; and
- (d) To enable us to tap into the equity capital market for future fund raising and to provide us the financial flexibility to pursue future growth opportunities as and when they arise.

4. DETAILS OF OUR IPO (Cont'd)**4.6 BASIS OF ARRIVING AT OUR IPO PRICE**

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

- (a) Our pro forma NA per Share as at 31 July 2024 after the Acquisition, our Public Issue and utilisation of proceeds of RM0.11, calculated based on our pro forma NA after the Acquisition, our Public Issue and utilisation of proceeds as at 31 July 2024 of approximately RM57.4 million and enlarged share capital of 500,000,000 Shares upon Listing;
- (b) The PE Multiple of our IPO Price of approximately 13.0 times based on our diluted EPS of approximately 1.54 sen for FYE 2023, calculated based on our PAT for FYE 2023 of RM7.7 million and enlarged share capital of 500,000,000 Shares upon Listing;
- (c) Our historical financial track record as follows:

	Audited			Unaudited	Audited
	FYE 2021	FYE 2022	FYE 2023	FPE 2023	FPE 2024
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	29,382	42,239	62,207	19,910	30,120
GP	10,406	10,965	15,064	5,475	6,705
PAT	6,762	7,212	7,722	2,070	2,840

- (d) Our competitive strengths as set out in Section 7.15;
- (e) Our business strategies and prospects as set out in Section 7.16; and
- (f) Our unbilled order book of RM104.7 million as at LPD.

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

4.7 TOTAL MARKET CAPITALISATION UPON LISTING

Based on our IPO Price and enlarged share capital of 500,000,000 Shares upon Listing, our total market capitalisation will be RM100.0 million.

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4. DETAILS OF OUR IPO (Cont'd)**4.8 DILUTION**

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

	RM
IPO Price	0.20
Pro forma NA per Share as at 31 July 2024 after Acquisition but before our Public Issue	0.09
Pro forma NA per Share as at 31 July 2024 after the Acquisition, our Public Issue and utilisation of proceeds	0.11
Increase in pro forma NA per Share attributable to existing shareholders	0.02
Dilution in pro forma NA per Share to our new public investors	⁽¹⁾ 0.09
Dilution in pro forma NA per Share as a percentage of our IPO Price	45.0%

Note:

⁽¹⁾ The dilution in pro forma NA per Share to our new public investors is derived as follows:

	RM
IPO Price	0.20
Less: Pro forma NA per Share as at 31 July 2024 after the Acquisition, our Public Issue and utilisation of proceeds	0.11
Dilution in pro forma NA per Share to our new public investors	0.09

Further details of our pro forma NA per Share as at 31 July 2024 is set out in Section 14.

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

Shareholders	⁽¹⁾No. of Shares received	Total consideration	Average effective cost per Share
		RM	RM
Tan Hock Lim	295,156,249	25,235,859	0.0855
Mohd Fadzil bin Mohd Daud	79,687,500	6,813,281	0.0855
Nor Azman bin Abd Razak	156,250	13,360	0.0855
	374,999,999	32,062,500	

Note:

⁽¹⁾ Being Shares issued under the Acquisition.

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

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

The estimated gross proceeds from our Public Issue of RM25.0 million will accrue entirely to us and are planned to be utilised in the following manner:

Utilisation of proceeds	Notes	RM'000	%	⁽¹⁾Estimated timeframe for utilisation
Working capital	(a)	11,480	45.9	Within 24 months
Repayment of bank borrowings	(b)	5,000	20.0	Within 6 months
Recruitment of business development personnel	(c)	2,718	10.9	Within 30 months
Capital expenditure	(d)	2,302	9.2	Within 24 months
Estimated listing expenses	(e)	3,500	14.0	Within 1 month
Total		25,000	100.0	

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

Note:

(1) From the date of Listing.

(a) Working capital

Our working capital requirements are expected to increase in tandem with the expected growth in our business. As such, our Group intends to allocate majority of our proceeds towards addressing the anticipated working capital requirements for our future projects and employee-related costs. RM11.5 million is allocated for this purpose to be utilised over 24 months from the date of our Listing.

Based on internal management estimates, the allocation of the proceeds to be utilised to expand our working capital base for future projects and employee-related costs are as follows:

Description	RM'000
Tender bonds and performance bonds for projects ⁽¹⁾	8,000
Employee-related costs ⁽²⁾	3,480
	11,480

Notes:

(1) Being tender bonds and performance bonds for our future projects. As at LPD, our Group has an order book amounting to RM104.7 million as set out in Section 12.13 and tender book amounting to RM647.2 million.

(2) Being staff salaries, allowances, bonuses, statutory contributions and staff welfare for an increased headcount of 11 project staff over 2 years to undertake more projects in the future.

For information purposes, performance bonds typically come in the form of a bank guarantee issued by financial institutions. A tender bond is issued by the bidder when submitting a bid or tender, providing assurance to the customer or project owner that the bidder will undertake the contracted services if awarded.

4. DETAILS OF OUR IPO (Cont'd)

In contrast, a performance bond is issued upon the signing of the contract. The performance bond is issued by the bidder to the customer or project owner that the bidder will fulfil its contractual obligations, particularly meeting the project deadline and other specific requirements set out in the contract.

The validity of a tender bond lapses upon the end of the tender period whereas the validity of a performance bond is up to the end of DLP. Typically, in the event the bidder is awarded the contract, the tender bond will be substituted with a performance bond. If the bidder is not selected, the tender bond will be returned in full.

In order for a financial institution to issue a bank guarantee for tender bond or performance bond in favour of our customers, we are required to maintain a security deposit in the form of fixed deposits pledged with licensed banks. These security deposits generally amount to 30.0% to 50.0% of the value of the tender bonds or performance bonds ("**Security Margin**"). As such, this results in the lock-up of a portion of our working capital thereby affecting our liquidity.

The tender bond or performance bond required by the project owner and/or end user is generally 5.0% to 10.0% of the project value. The amount to be maintained by us with licensed banks for Security Margin purposes is expected to increase in line with the growth of our business and value of contracts awarded to us.

Taking into consideration the Security Margin requirement as well as the value of contracts and potential contracts that we are currently pursuing, we have earmarked RM8.0 million of the proceeds raised from our Public Issue to partially fulfill the Security Margin requirement of 2 years amounting to RM11.0 million. The remaining Security Margin requirement of RM3.0 million will be funded via internally generated funds and/or bank borrowings.

The allocation of proceeds raised from our Public Issue for our working capital requirements will allow us to undertake more and larger projects concurrently.

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4. DETAILS OF OUR IPO (Cont'd)**(b) Repayment of bank borrowings**

Our Group has allocated RM5.0 million to partially repay our bank borrowings which were mainly drawn down to finance the working capital and properties of our Group.

For illustrative purpose, the details of our borrowings as at LPD are set out as follows, among which we have indicated where the RM5.0 million repayment will be made to:

Financial institution/ Type of facility	Purpose	Effective interest rate per annum	Maturity date	Balance as at LPD RM'000	Amount to be repaid RM'000	Annual interest savings RM'000
HSBC Amanah Malaysia Berhad/ Term loan	For working capital	7.23%	March 2027	914	900	65
Maybank Islamic Berhad/ Property loan	For purchase of property	4.35%	April 2042	1,245	1,100	48
CIMB Islamic Bank Berhad/ Property loan	For purchase of property	4.02%	April 2047	877	700	28
Koperasi Co-opbank Pertama Malaysia Berhad/ Term loan	For working capital	5.00%	May 2029	29,695	1,700	85
Standard Chartered Bank Malaysia Berhad/ Term loan	For working capital purposes	8.70%	January 2028	665	600	52
Total				33,396	5,000	278

In relation to the facility provided by CIMB Islamic Bank, our Group is subject to early settlement charges for repayment made during the lock-in period, being 3 years from the first disbursement date (i.e. May 2022). Save for the facility provided by CIMB Islamic Bank, there is no lock in period and penalty for early repayment of the abovementioned loans. Nonetheless, it is envisaged that the early settlement charges may be avoided as the lock-in period is close to expiry. For avoidance of doubt, our Group is required to provide a written notice and/or to obtain consent from respective banks for early release of the abovementioned loans.

The repayment is expected to result in interest saving of RM0.3 million per annum based on the interest rates as stated above. Following the repayment of bank borrowings, our Group's pro forma gearing ratio is expected to reduce to 0.64 times (based on the total borrowings of RM36.5 million and pro forma total equity of RM57.4 million of our Group after our Acquisition, Public Issue and utilisation of proceeds raised from our Public Issue) as compared to 1.19 times (based on our Group's pro forma total equity after our Acquisition but before our Public Issue) as at 31 July 2024.

4. DETAILS OF OUR IPO (Cont'd)**(c) Recruitment of business development personnel**

Aligned with our objectives for business expansion, we recognise that enhancing our workforce is essential for sustained growth. Accordingly, our Group intends to allocate RM2.7 million to expand our business development team by increasing the headcount from 6 as at LPD to 18. The business development team is responsible for planning and executing sales and marketing strategies, attending to inquiries from prospective customers, preparing detailed proposals and presentations to customers as well as preparation of tenders and quotations. The additional headcount will enable the team leaders to carry out the sales and marketing strategies more swiftly and effectively.

The total costs of the recruitment of business development personnel was arrived at based on our salary records and estimates. These costs include the salaries and benefits for 2.5 years of business development personnel, which will be entirely funded from the proceeds raised from our Public Issue as set out below:

Description	Estimated cost (RM'000)
Salaries and benefits for 2.5 years of business development personnel comprising:	
- 2 Managers	598
- 4 Senior Executives	900
- 8 Executives	1,220
	2,718

Any initial cost of the recruitment (such as hiring advertisement) will be funded via internally generated funds.

In the event that the allocated proceeds are insufficient for the recruitment of business development personnel, any shortfall will be funded via internally generated funds. Conversely, if the actual cost is lower than the amount budgeted above, the excess will be allocated for our working capital requirements.

(d) Capital expenditure

Our Group recognises the increasing demand for technology application and infrastructure solutions in all industries and we wish to strengthen our technology capabilities in order to maintain our competitiveness. We propose to install a rooftop solar photovoltaic system as part of the capital expenditure towards achieving our long-term environmental, social and governance, which will also contribute to lower utility costs.

(i) Capital expenditure on equipment, computer and hardware, and IT software

Our Group intends to allocate RM2.0 million from the proceeds raised from our Public Issue to purchase equipment, computer and hardware, and IT software as follows:

Description	RM'000
Equipment ⁽¹⁾	659
Computer and hardware ⁽²⁾	530
IT software ⁽³⁾	818
Total	2,007

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

- (1) Being 4 motor vehicles, a hydraulic lift and a rooftop solar photovoltaic system, for our operational needs. For reference, the estimated annual cost savings in utility cost from the installation of the rooftop solar photovoltaic system is approximately RM18,000.
- (2) Being 72 computers and 2 photocopy machines to cater for our growth in headcount and increased office space.
- (3) Being enhancement of our existing ERP software, human resources management software, computer aided design software and enterprise project portfolio management software for real-time visibility of project expenditure.

The total cost of RM2.0 million was derived from our management's estimates of the prices of the identified equipment and software after taking into consideration, amongst others, the quotations of equipment and our management's research on the prices of the said equipment.

(ii) Setting up a new branch office in Johor Bahru

Our Group intends to set up a new branch office in Danga Bay, Johor Bahru where we are carrying out projects related to the RTS link between Singapore and Malaysia. The set up for a new branch office will allow us to better carry out our business development and project management functions.

We intend to allocate RM0.3 million from the proceeds raised from our Public Issue for the set up of our new branch office in Johor Bahru which was arrived at based on quotations from contractor.

The proceeds will be used for renovation, purchase of furniture and fittings, and hardware equipment, details as follows:

Description	RM'000
Renovation costs	68
Fittings, including purchase office furniture and hardware equipment	227
	295

The new branch office is expected to measure approximately 1,000 sq ft to 1,200 sq ft. We expect to identify the required branch office unit, enter into the required tenancy agreement (which shall be funded internally), and commence the renovation process by second quarter of 2025, which will take up to 3 months to complete.

In addition, our Group intends to hire 8 additional employees for our new branch office in Johor Bahru using internally generated funds.

In the event that the allocated proceeds are insufficient for our capital expenditure, any shortfall will be funded via internally generated funds and/or bank borrowings. Conversely, if the actual cost is lower than the amount budgeted above, the excess will be allocated for our working capital requirements.

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

An amount of RM3.5 million is allocated to meet the estimated cost of our Listing. The following summarises the estimated expenses incidental to our Listing to be borne by us:

Estimated listing expenses	RM'000
Professional fees ⁽¹⁾	2,321
Fees payable to authorities	68
Underwriting, placement and brokerage fees	783
Printing, advertising fees and contingencies ⁽²⁾	328
	3,500

Notes:

(1) Includes advisory fees for, amongst others, our Principal Adviser, solicitors, reporting accountants, IMR and Issuing House.

(2) Other incidental or related expenses in connection with our IPO.

If our actual listing expenses are higher than the amount budgeted, the deficit will be funded out of the portion allocated for our general working capital requirements. Conversely, if our actual listing expenses are lower than the amount budgeted, the excess will be utilised for our general working capital requirements.

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

4.9.2 Offer for Sale

The Offer for Sale is expected to raise gross proceeds of approximately RM5.0 million which will accrue entirely to our Selling Shareholder and we will not receive any of the proceeds.

The Selling Shareholder shall bear all of the expenses relating to the Offer Shares, the aggregate of which is estimated to be approximately RM0.1 million.

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

Brokerage is payable in respect of the Issue Shares at the rate of 1.0% of our IPO Price in respect of successful applicants which bear the stamp of member companies of Bursa Securities, member of the Association of Banks in Malaysia, members of the Malaysia Investment Banking Association or Issuing House.

4.10.2 Placement fees

Our Placement Agent will place out a total of 75,000,000 Issue Shares and 25,000,000 Offer Shares to Bumiputera investors approved by MITI and selected investors.

We will pay our Placement Agent a placement fee of 2.5% of our IPO Price multiplied by the number of Issue Shares placed out by our Placement Agent.

The placement fee of 2.5% of the value of those Offer Shares placed out by our Placement Agent will be paid by our Selling Shareholder.

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

4.10.3 Underwriting commission

Our Underwriter has agreed to underwrite 50,000,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. We will pay our Underwriter an underwriting commission of 3.0% of our IPO Price multiplied by the number of Shares underwritten.

4.11 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with M&A Securities, to underwrite 50,000,000 Issue Shares ("**Underwritten Shares**") as set out in Section 4.3.4.

The following are the salient terms in the Underwriting Agreement:

4.11.1 Conditions precedent

The several obligations of our Underwriter under the Underwriting Agreement shall further be conditional upon:

- (a) the acceptance of our Listing and the clearance of registrable prospectus from Bursa Securities, and the lodgement of registrable prospectus with the ROC respectively together with copies of all documents required under Section 154 of the Act prior to the issuance of this Prospectus to the public;
- (b) the issuance of this Prospectus (including all procedures, requirements, letters and documents) required under Section 154 of the Act to the public within 3 months from the date of the Underwriting Agreement or such extension as consented by our Underwriter;
- (c) there having been, as at any time hereafter up to and including the date adopted in the Prospectus as the last date for acceptance and receipt of application for the subscription to Issue Shares or such other later date as our Company and Underwriter may agree upon ("**Closing Date**"), no material adverse change, or any development involving a prospective material adverse change, in the condition, financial or otherwise of our Group (which in the reasonable opinion of our Underwriter is or will be material in the context of the issue of the Issue Shares) from that set forth in this Prospectus, nor the occurrence of any event nor the discovery of any fact rendering inaccurate, untrue or incorrect to an extent which is or will be material in any of the representations, warranties and undertakings contained in the Underwriting Agreement, if they are repeated on and as of the Closing Date;
- (d) the issue, offering and subscription of the Issue Shares in accordance with the provisions of the Underwriting Agreement and this Prospectus not being prohibited by any statute, order, rule, regulation, directive or guideline (whether or not having the force of law) promulgated or issued by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);
- (e) all necessary approvals and consents required in relation to our Public Issue including but not limited to governmental approvals having been obtained and are in full force and effect;
- (f) our Underwriter having been satisfied that arrangements have been made by our Company to ensure payment of the expenses referred to in the Underwriting Agreement;

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

- (g) the delivery to our Underwriter prior to the date of registration of this Prospectus of (i) a copy certified as a true copy by an authorised officer of our Company of all the resolutions of our Board and the shareholders in general meeting approving the Underwriting Agreement, this Prospectus, our Public Issue and authorising the execution of the Underwriting Agreement and the issuance of this Prospectus; (ii) a certificate dated the date of this Prospectus signed by duly authorised officers of our Company stating that, after having made all reasonable enquiries, there has been no such change, development or occurrence as referred to in sub-section (c);
- (h) the delivery to our Underwriter on the Closing Date of such reports and confirmations dated the Closing Date from our Board as our 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 our Group nor the occurrence of any event rendering, untrue or incorrect, to a material extent any representations and/or warranties contained in the Underwriting Agreement as though they have been given and/or made on such date; and
- (i) our Underwriter being satisfied that our Company will, following completion of our Public Issue be admitted to the official list and its issued share capital listed and quoted on the ACE Market without undue delay.

4.11.2 Non-fulfilment of conditions precedent

In the event any of the conditions as set out in Section 4.11.1 are not satisfied by the Closing Date, our Underwriter shall thereupon be entitled but not bound to terminate the Underwriting Agreement by notice given to our Company not later than 3 Market Days after the Closing Date and upon such termination, our Company and our Underwriter shall be released and discharged from their obligations save for our Company's obligations pursuant to the Underwriting Agreement and none of the parties shall have a claim against the other save for antecedent breaches by our Company and claims arising therefrom. Each party shall in such event return any and all monies paid to the other under the Underwriting Agreement within 72 hours of the receipt of such notice (except for monies paid by our Company for the payment of the expenses as provided in the Underwriting Agreement). Our Underwriter reserves the right to waive or modify any of the conditions aforesaid and such waiver or modification shall not prejudice our Underwriter's rights under the Underwriting Agreement.

4.11.3 Termination

Notwithstanding anything contained in the Underwriting Agreement, our Underwriter may by notice in writing to our Company given at any time on or before the allotment and issuance of the Issue Shares, terminate and cancel and withdraw its commitment to underwrite the Underwritten Shares if:

- (a) there is any breach by our Company of any of the representations, warranties or undertakings, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to our Company, or by the Closing Date, whichever is earlier, or withholding of information of a material nature from our Underwriter, which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of our Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of our Group, the success of our Public Issue, or the distribution of the Issue Shares; or

4. DETAILS OF OUR IPO (Cont'd)

- (b) there is withholding of information of a material nature from our Underwriter, which, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to our Company, which, in the opinion of our Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of our Group and the success of our Public Issue, or the distribution of the Issue Shares; or
- (c) there shall have occurred, happened or come into effect in the opinion of our Underwriter any material and/or adverse change to the business or financial condition of our Group; or
- (d) there shall have occurred, happened or come into effect any of the following circumstances:
 - (i) any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regard to interbank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or the occurrence of any combination of any of the foregoing; or
 - (ii) any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of our Company and/or our Underwriter (including without limitation, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents); which, (in the reasonable opinion of our Underwriter), would have or can reasonably be expected to have, a material adverse effect on and/or materially prejudice the business or the operations of our Group and the success of our Public Issue, or the distribution of the Issue Shares, or which has or is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (iii) the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:
 - (1) on or after the date of the Underwriting Agreement; and
 - (2) prior to the allotment of the Issue Shares,

lower than 90% of the level of the Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to such date and remains at or below that level for at least 3 Market Days; or
 - (iv) in the event of national disorder, outbreak of war or the declaration of a state of national emergency; or
- (e) there is failure on the part of our Company to perform any of our respective obligations contained under the Underwriting Agreement; or
- (f) any matter which arose immediately before the date of this Prospectus would have constituted a material and adverse omission in the context of our Public Issue; or
- (g) any event, act or omission which gives or is likely to give rise to any liability which will have a material and adverse effect on our Company pursuant to the indemnities contained under the Underwriting Agreement.

4. DETAILS OF OUR IPO (Cont'd)

4.12 TRADING AND SETTLEMENT IN SECONDARY MARKET

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

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

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

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

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

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters' and substantial shareholders' shareholdings

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

Name	Nationality	⁽¹⁾ Before IPO / As at LPD				⁽²⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Hock Lim	Malaysian	295,156,250	78.7	-	-	295,156,250	59.0	-	-
Mohd Fadzil bin Mohd Daud	Malaysian	79,687,500	21.3	-	-	54,687,500	11.0	-	-

Notes:

⁽¹⁾ Based on the share capital of 375,000,000 Shares before our IPO.

⁽²⁾ Based on the enlarged share capital of 500,000,000 Shares after our IPO.

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

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

5.1.2 Profiles of Promoters and substantial shareholders

(a) Tan Hock Lim

Tan Hock Lim, a Malaysian, aged 51, is our Promoter, substantial shareholder, and Managing Director. He was appointed to our Board on 23 January 2024. He is responsible for overseeing the day-to-day operations and strategic direction of our Group through setting goals, developing plans, and ensuring our Group's activities align with the overall vision and objectives of our Group.

He obtained a Technician Diploma of Electrical / Electronic Engineering from Pertama Institute of Technology in March 1999.

He began his career in June 1995 as a Service Technician with Amtel Communications Sdn Bhd, a company involved in the design, implementation, and management of telecommunication projects. He was responsible for providing repair and after-sales service support for users, and ensuring the information of claims, logistic, stock of the equipment, claims from the principal were recorded. He was promoted to Assistant Manager (Service Manager) in October 1995 where he was responsible for managing service centres, quality management, and project deployment. He left the company in October 1998.

In November 1998, he joined Cellstar Amtel Sdn Bhd, a company involved in the distribution of telecommunication products, as an Assistant Service Manager where he was in charge of liaising with principal and understanding direction and execution, and standardisation in engineering scope. He was also responsible for overseeing the operation and coordination of internal staff management. He left the company in December 1999.

In October 1999, he co-established Unitech Communication, a cell phone service centre, where he was involved in servicing cell phones. The partnership was terminated in April 2000. In May 2000, he co-established Wings-Tech Electrical & Engineering to provide service and maintenance for television satellite systems in commercial and household buildings. The partnership was terminated in August 2001. In September 2000, he established a sole proprietorship, Prima Techtronic Engineering Sales & Service, to provide consulting services regarding telecommunications. The sole proprietorship was terminated in November 2004.

In January 2001, he was appointed as a director of Wings Care Sdn Bhd, a company which assumed the operations of Wings-Tech Electrical & Engineering and Prima Techtronic Engineering Sales & Service. He resigned as a director of the company in May 2020.

In January 2002, he was appointed as a director in Juice Asia Marketing Sdn Bhd, a company acting as importers, exporters, distributors, wholesalers, and general merchants of telecommunications accessories such as batteries, cables and chargers, where he was responsible for overseeing the day-to-day operations and strategic direction of the company. The company was dissolved in August 2020.

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

Together with Petr Obsel, Abdul Razak Lew bin Abdullah, and Chew Yee Sang, he incorporated Secure Depot Sdn Bhd (currently known as TSM) in February 2011 and was appointed as a director and Chief Executive Officer of the company. He was responsible for the business development and operations of the company. Upon incorporation of TSM, he was no longer involved in the day-to-day operations of Wings Care Sdn Bhd and Juice Asia Marketing Sdn Bhd. In January 2024, he was re-designated as the Managing Director, a position he currently holds.

In July 2012, he incorporated SeeTec Asia together with Petr Obsel and was appointed as a director of the company, where he was responsible for setting strategic goals, decision-making and overseeing the overall direction of the company. He resigned as a director of SeeTec Asia in May 2020 and exited as shareholder of SeeTec Asia in June 2020 to focus on the expansion of TSM. He was appointed as a director of SeeTec Asia in January 2024, a position which he currently holds.

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

(b) Mohd Fadzil bin Mohd Daud

Mohd Fadzil bin Mohd Daud, a Malaysian, aged 40, is our Promoter, substantial shareholder, and Executive Director. He was appointed to our Board on 10 May 2024. He is primarily responsible for overseeing the operational aspects of projects to ensure their successful delivery while aligning with the company's strategic objectives and maintaining client satisfaction.

He obtained a Bachelor of Electrical and Electronics Engineering (Honours) from Universiti Tenaga Nasional in August 2010. He has been a graduate engineer certified by the Board of Engineers Malaysia since June 2011, and a Professional Technologist (Electrical & Electronics Technology) from Malaysia Board of Technologists since July 2021.

He began his career as an Engineer in CMC Engineering Sdn Bhd, a company involved in the provision of rail transportation services in May 2011. He was involved in designing, installing, testing, and commissioning of communications systems. He left the company in May 2014.

In June 2014, he joined Arena Hakikat Sdn Bhd, a company involved in engineering and communication. He worked as a Project Delivery Manager where he oversaw project management which involved delivering projects on a timely and cost-effective manner. He left the company in June 2017.

He then joined ZHRB Adaptiv Sdn Bhd, a company involved in engineering services for industries such as telecommunications and transportation, in July 2017. He worked as a Project Manager cum Head of Operations where his responsibilities included overseeing the operations of the company and managing projects to ensure projects were delivered timely and cost-effectively. He left the company in July 2020.

He subsequently joined TSM in August 2020 as a Project Manager where he was in charge of project management which involved delivering projects on a timely and cost-effective manner. In March 2021, he was appointed as the Managing Director of the company and was responsible for overseeing the company's financial and operational matters. He was re-designated as a director of TSM in January 2024, a position which he currently holds. He was appointed as a director of SeeTec Asia in January 2024, a position which he currently holds.

He does not hold any directorships in other companies outside our Group.

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

5.1.3 Changes in Promoters' and substantial shareholders' shareholdings

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

Name	As at incorporation				⁽¹⁾ Before our IPO				⁽²⁾ After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Hock Lim	1	100.0	-	-	295,156,250	78.7	-	-	295,156,250	59.0	-	-
Mohd Fadzil bin Mohd Daud	-	-	-	-	79,687,500	21.3	-	-	54,687,500	11.0	-	-

Notes:

(1) Based on the share capital of 375,000,000 Shares before our IPO.

(2) Based on the enlarged share capital of 500,000,000 Shares after our IPO.

5.1.4 Persons exercising control over the corporation

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

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

Save for the issuance of our Shares as disclosed in Section 6.2, dividends paid to our Promoters and substantial shareholders as disclosed in Section 12.16; and aggregate remuneration and benefits paid or proposed to be paid for services rendered to our Group in all capacities as disclosed in Section 5.2.4, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus.

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

5.2 DIRECTORS

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

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

5.2.1 Directors' shareholdings

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

Name	Designation/ Nationality	⁽¹⁾ Before IPO				⁽²⁾⁽³⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Ab Rahim bin Abu Bakar	Independent Non-Executive Chairman/ Malaysian	-	-	-	-	200,000	<0.1	-	-
Tan Hock Lim	Managing Director/ Malaysian	295,156,250	78.7	-	-	295,156,250	59.0	-	-
Mohd Fadzil bin Mohd Daud	Executive Director/ Malaysian	79,687,500	21.3	-	-	54,687,500	11.0	-	-
Datin Shafinaz binti Abdul Rani	Independent Non-Executive Director/ Malaysian	-	-	-	-	200,000	<0.1	-	-

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

Name	Designation/ Nationality	⁽¹⁾ Before IPO				⁽²⁾⁽³⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Yap Choo Cheng	Independent Non-Executive Director/ Malaysian	-	-	-	-	200,000	<0.1	-	-
Lim Su May	Independent Non-Executive Director/ Malaysian	-	-	-	-	200,000	<0.1	-	-

Notes:

- (1) Based on the share capital of 375,000,000 Shares before our IPO.
- (2) Based on the enlarged share capital of 500,000,000 Shares after our IPO.
- (3) Assuming that he/she will fully subscribe for his/her respective entitlements under the Pink Form Allocations.

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

5.2.2 Profiles of Directors

The profiles of Tan Hock Lim and Mohd Fadzil bin Mohd Daud are set out in Section 5.1.2. The profiles of our other Directors are as follows:

(a) Dato' Ab Rahim bin Abu Bakar

Dato' Ab Rahim bin Abu Bakar, a Malaysian, aged 74, is our Independent Non-Executive Chairman. He was appointed to our Board on 10 May 2024.

He graduated with a Bachelor of Engineering from NED University of Engineering & Technology, Pakistan in July 1982.

He began his career with EPE Power Corporation Berhad, a company involved in property development, energy and utilities supply, and engineering and construction as Marketing Executive in January 1984 where he was responsible for marketing and selling company products. In July 1990, he was promoted to Marketing Manager, where he was responsible for promoting products including latest developments of products, as well as ensuring products are compliant with the customers' technical requirements. In August 1993, he was promoted to the position of General Manager, Marketing and Project Division, where he oversaw the marketing and project division. He left the company in December 2002.

He subsequently joined Schneider Electric (M) Sdn Bhd, a company involved in assembling of electrical products and components, and provision of engineering and support services, as a General Manager (Commercial) in January 2003. He was responsible for commercial sales, including marketing and selling the company's products to industrial customers. He left the company in April 2006.

In May 2006, he joined Arab Malaysian SGB Sdn Bhd (currently known as SGB My Sdn Bhd), a company involved in manufacturing transformers, industrial automation, and textiles industry, as General Manager, where he undertook similar role as in Schneider Electric (M) Sdn Bhd. He left the company in May 2008 and began working as a freelance advisor providing advice to his clients in relation to the power industry.

In January 2010, he joined Nouva ASP (M) Sdn Bhd (currently known as Omnipro Engineering Sdn Bhd), a company involved in design and manufacture of electrical security equipment for explosion proof and watertight electrical plants, as the Chief Executive Officer. He was responsible for overseeing the marketing team and marketing activities, primarily for the oil and gas products of the company. He left the company in November 2019.

In August 2013, he was appointed as an independent non-executive director of KUB Malaysia Berhad, a company listed on the Main Market of Bursa Securities. He subsequently resigned in 2020.

In December 2019, he joined ZTE (Malaysia) Corporation Sdn Bhd, a company involved in the development of integrated telecommunication networking solutions and its related software for fixed mobile data and telephone. He served as a consultant, where he provided advice to clients in respect of the telecommunications industry. He retired and left the company in June 2021.

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

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

(b) Datin Shafinaz binti Abdul Rani

Datin Shafinaz binti Abdul Rani, a Malaysian, aged 51, is our Independent Non-Executive Director. She was appointed to our Board on 10 May 2024.

She graduated with a Bachelor of Laws (Honours) from University of East Anglia, Norwich, United Kingdom in July 1997. She obtained her Certificate of Legal Practice in November 2001 from the Legal Profession Qualifying Board and was called to the High Court of Malaya in November 2014.

She began her career as an Executive in Cofreth (M) Sdn Bhd, a company involved in the provision of facility management, and operations and maintenance of M&E systems, in December 1998. She was involved in tendering exercise and client negotiations. She was promoted to Contracts Manager in March 2000 where she was responsible for preparing business proposals, tender submissions, site mobilisation planning, drafting and negotiation on agreements. She was also in charge of the procurement process and subcontractors' management, providing legal advice, and risk management, as well as liaising with customers and government agencies.

She left the company in August 2002 and in the same month joined Philips Malaysia Sdn Bhd, an electrical and electronics appliances manufacturer, as a Legal Executive where she was involved in providing legal support to various business units or divisions in the company. She was also responsible for undertaking litigation control, matters pertaining to contracts, tenancy, licencing, mergers and acquisitions, company secretarial works. She was promoted to Senior Legal Executive in November 2003 where she was responsible for conducting legal audits on business units and related companies, as well as representing the company in meetings and discussions with various agencies including Malaysian International Chamber of Commerce and Industry (MICC) as well as the Government agency, Ministry of Domestic Trade and Customer Affairs regarding intellectual property matters. She left the company in March 2004.

She joined Insignia Engineering Sdn Bhd, a company involved in engineering works, as a director (business development and contracts) in September 2004. She was involved in various tendering and bidding exercises, preparation of business proposals and tender submissions. She was also responsible for site mobilisation planning, drafting and contract negotiations, payment claims, liaison with customers and government agencies, among others. She left the company in September 2007.

In October 2007, she joined Bombardier (Malaysia) Sdn Bhd, a company involved in the provision of rail transportation works and services. As a Contracts Manager, she was in charge of managing all contracts and commercial aspects of the LRT Kelana Jaya line upgrades whilst reporting to the project director and supporting the representative of Bombardier-Hartasuma Consortium. She resigned from the company in February 2012.

In the same month, she joined CMC Engineering Sdn Bhd, a company involved in the provision of rail transportation services, as a Contract Manager. She was responsible for providing legal and contract management support to the project team. She left the company in February 2013.

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

In March 2013, she began her pupillage with Kamaruzaman Arif, Amran & Chong. Upon completion of her pupillage in November 2014, she continued her tenure with Kamaruzaman Arif, Amran & Chong as an Associate in the corporate department (contract & construction) where she was involved in providing services in legal and contract management support for clients in rail transportation projects until December 2020. In January 2021, Kamaruzaman Arif, Amran & Chong changed its name to Kamaruzaman Arif & Sofiah, where she continues her practice as an Associate to date, carrying out similar responsibilities.

In January 2024, she was empanelled with the Asian International Arbitration Centre as an Adjudicator where she presides and adjudicates formal disputes.

In September 2024, she established Fortis Arch Global PLT, a partnership involved in the provision of cultural education and programs, and learning and development services. She is currently a partner and is involved in developing short term academic experience or programs for local students aged 13 to 17 years old on international platform. The programs will be a blend of academic subjects, learning and cultural experience.

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

(c) Yap Choo Cheng

Yap Choo Cheng, a Malaysian, aged 51, is our Independent Non-Executive Director. She was appointed to our Board on 10 May 2024.

She obtained her Bachelor of Science with Honours in Accountancy from the Queen's University of Belfast, United Kingdom in July 1996. She is a member of the Association of Chartered Certified Accountants and the Malaysian Institute of Accountants since May 2000 and June 2001 respectively. In May 2005, she was admitted as a Fellow Member of the Association of Chartered Certified Accountant.

She began her career with KPMG Desa Megat & Co in September 1996 as an Audit Assistant and was later promoted to Audit Senior in January 1999, where she was involved in statutory audit as well as transaction services for listing exercises, and mergers and acquisitions.

She left KPMG Desa Megat & Co in December 2000 to join Petra Resources Sdn Bhd in April 2001, a then subsidiary of Petra Perdana Berhad (presently known as Perdana Petroleum Berhad) ("**Perdana Petroleum**"), a company listed on the Main Market of Bursa Securities, as an Assistant Accounts Manager where she was responsible for the financial reporting and taxation matters of the company. In March 2005, she was promoted to Group Accountant of Perdana Petroleum, where she oversaw the group's financial reporting, tax planning and corporate treasury management. In April 2012, she was promoted to Financial Controller. During her tenure with Perdana Petroleum, she was involved in several of the company's corporate exercises. She left Perdana Petroleum in December 2015 to pursue her personal interests.

She returned to the corporate sector in June 2017 when she joined Only World Group Berhad, a company listed on the Main Market of Bursa Securities, as its Chief Financial Officer. She was responsible for managing the finance department where she oversaw the financial planning, budgeting, implementation of accounting policies and procedures of the company and its subsidiaries. She left Only World Group Berhad in October 2018.

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

In the same month, she joined TCS Group Holdings Berhad, a company listed on the ACE Market, as its Chief Financial Officer where she was responsible for overseeing the group's financial functions which include financial planning and review, cash flow management, and financial reporting. She left TCS Group Holdings Berhad in February 2022.

In March 2022, she joined Minox International Group Berhad, a company listed on the ACE Market, as Chief Financial Officer, a position she currently holds, where she oversees the corporate and financial management of the group.

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

(d) Lim Su May

Lim Su May, a Malaysian, aged 52, is our Independent Non-Executive Director. She was appointed to our Board on 10 May 2024.

She graduated with a Bachelor of Science (Economics) Degree majoring in Economics and Management Studies from University of London, United Kingdom in August 1996.

In October 1996, she began her career with Crystal Edge Sdn Bhd, a company involved in providing marketing services as Marketing Sales Executive where she was responsible for identifying new market ideas to enhance product marketability and executing marketing events.

She left in May 1997 and in June 1997 joined Perdana Merchant Bankers Berhad, a banking institution principally involved in merchant banking business, as a Trainee Executive, Corporate Finance where she was involved in various corporate finance transactions. She left the company in December 1999.

In January 2000, she joined Commerce International Merchant Bankers Berhad (currently known as CIMB Investment Bank Berhad, a company listed on the Main Market of Bursa Securities) as Executive, Corporate Finance where she was involved in various corporate finance transactions. She was promoted to Assistant Manager, Corporate Finance in July 2001 and subsequently to Manager, Investment Banking in July 2002. She left the bank as Manager, Equity Capital Markets in April 2004.

In April 2004, she joined RHB Sakura Merchant Bankers Berhad (currently known as RHB Investment Bank Berhad) until January 2005, as Assistant Vice President, Investment Banking Group. During her tenure, she assisted in the set-up of the Investment Banking Group Department and was amongst the pioneer team.

Thereafter, she joined Unicorn International Islamic Bank Malaysia Berhad (last known as Alkhair International Islamic Bank Berhad) in February 2005 as Assistant Vice President where she was involved in amongst others, securing joint-venture partners, originating non-RM deals in collaboration with both local and foreign banks, and sourcing for funding, underwriting and placement for the bank's various products. In January 2008, she was promoted to Head of Strategic Planning & Direct Investments where she was involved in growing the bank's footprint in East Asia and supporting the Chief Executive Officer's office with strategic planning of the local outfit's business. She left the bank in September 2009.

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

From October 2009 until January 2011, she was Director of Ascendo Group Sdn Bhd, a boutique consulting company, where she was responsible for assisting its client's growth and business development strategies.

From January 2011 to June 2019, she joined Bank of Tokyo-Mitsubishi UFJ (Malaysia) Berhad (currently known as MUFG Bank (Malaysia) Berhad) as Vice President, Head of Investment Banking Department. During her tenure, she spearheaded the bank's new investment banking department, diversifying and growing its investment banking to provide alternative funding via debt capital markets products to clients as well as growing new clientele base. She was also involved in promoting the Malaysian capital markets to foreign investors/ corporations which include amongst others, issuance of RM denominated bonds to be subscribed by Japanese investors and encouraging foreign/ Japanese corporations to issue RM denominated bonds/ sukuk in Malaysia to be placed to local and foreign/ Japanese investors.

In June 2019, she joined Bursa Malaysia Berhad ("**Exchange**") as Executive Vice President, Listing Development. During her tenure there, she headed the promotional/marketing and market development team to promote both primary markets (i.e. initial public offerings on LEAP Market, ACE Market and Main Market of Bursa Securities) and secondary fund-raising activities via equity, fixed income or hybrid instruments. She was also responsible for administrating the Exchange's research scheme and overseeing the long-term market development initiatives of the Exchange. She left the Exchange in June 2022.

In July 2022, she joined SCS Global Advisory (M) Sdn Bhd, a company involved in the provision of mergers and acquisitions advisory services, as Director, Corporate Advisory and Mergers and Acquisitions where she is currently providing corporate advisory services.

In July 2022, she was appointed as an independent non-executive director of Inter-Pacific Asset Management Sdn Bhd, a company involved in unit trust and portfolio management. In the same month, she was appointed as an independent non-executive director of Inter-Pacific Securities Sdn Bhd, a company involved in futures and stock broking. She resigned from both directorships in February 2023.

In August 2022, she joined KYM Holdings Berhad, a company listed on the Main Market of Bursa Securities, principally involved in design, manufacture and marketing of corrugated fibreboards, carton boxes and multi-wall industrial paper bags, as Chief Investment Officer where she currently oversees the company's investment activities.

She was appointed as an independent non-executive director of Aurora Italia International Berhad, a company listed on the LEAP Market of Bursa Securities, in August 2022, a position that she still currently holds.

In December 2022, she was appointed as an independent non-executive director of SSF Home Group Berhad, a company listed on the ACE Market. She currently still holds the position.

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

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

5.2.3 Principal business performed outside our Group

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

(a) Dato' Ab Rahim bin Abu Bakar

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Transmission Technology Sdn Bhd	Engineering, construction and commissioning of transmission lines and substations	Director	1 June 2023	-	-	-
Naza Energies Sdn Bhd (previously known as Berjaya Energies Sdn Bhd)	Generation and sale of electricity	Director	1 April 2019	-	-	-
Past involvement						
Berjaya EnviroParks Sdn Bhd	Treatment of waste, involving among others, the development, design, construction, management, operation and maintenance of sanitary landfill and construction activities	Director	1 April 2019	25 June 2020	-	-
KUB Gas Terminal Sdn Bhd	Warehousing and storage services, wholesale of liquefied petroleum gas and operation of terminal facilities	Director	12 July 2018	24 September 2020	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
KUB Malaysia Berhad (listed on Main Market of Bursa Securities)	Investment holding company with subsidiaries involved in importation, bottling and trading of liquefied petroleum gas, property management, assembly and commissioning of telecommunication equipment, supply and erection of electrical substations and transmission lines and liquefied petroleum gas storage	Director	5 August 2013	24 September 2020	-	-

(b) Tan Hock Lim

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement Infinite Evolution Holdings Sdn Bhd	Dormant and previously involved in investment holding in IEH Technologies Sdn Bhd	Director / Shareholder	2 October 2013	-	59.0	-
The Chinese Palace Sdn Bhd	Food and beverage business and general trading	Shareholder	-	-	10.0	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Past involvement						
IEH Technologies Sdn Bhd (previously known as Techstore Technologies Sdn Bhd)	Dissolved on 11 November 2024. Previously involved in the export and import of security systems, computer hardware, software and peripherals as well as variety of goods without any particular specialisation	Director / Indirect Shareholder	4 October 2013	11 November 2024	-	(1)59.0
Juice Asia Marketing Sdn Bhd	Dissolved on 3 August 2020. Previously involved as importers, exporters, distributors, wholesalers and general merchants of telco accessories	Director / Shareholder	29 January 2002	3 August 2020	99.9	-
Wings Care Sdn Bhd	Real estate activities with own or leased property	Director	16 January 2001	22 May 2020	-	-
Tech-Store International Pte Ltd	Dissolved on 4 September 2023. Previously involved in wholesale trade of a variety of goods without a dominant product	Director / Indirect Shareholder	28 September 2011	4 September 2023	-	(1)59.0

Note:

(1) Deemed interested by virtue of his shareholdings in Infinite Evolution Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

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

(c) Datin Shafinaz binti Abdul Rani

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment</u>	<u>Date of resignation/cessation</u>	<u>% of shareholdings held</u>	
					<u>Direct</u>	<u>Indirect</u>
Present involvement						
Fortis Arch Global PLT	Cultural education and programmes, and learning and development services	Partner	13 September 2024	-	-	-
Past involvement						
Iman Development Sdn Bhd	Dissolved on 2 December 2024. Previously involved as quarry proprietors, quarry operators, stone, sand and granite merchant, dealers and exporter, builders and contractors for construction and other related works	Shareholder	24 October 2012	Resigned as a director on 27 September 2019	5.0	-

(d) Yap Choo Cheng

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment</u>	<u>Date of resignation/cessation</u>	<u>% of shareholdings held</u>	
					<u>Direct</u>	<u>Indirect</u>
Present involvement						
Nil						
Past involvement						
Hikmat Duta Holdings Berhad	Activities of holding companies with subsidiaries involved in provision of water supply and sewerage engineering works and other civil engineering works	Director	19 May 2022	30 November 2022	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Mybrainmax PLT	Educational support services for provision of non-instructional services	Partner	14 December 2015	2 April 2024	-	-

(e) Lim Su May

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Aurora Italia International Berhad (listed on LEAP Market of Bursa Securities)	Investment holding with subsidiaries involved in design, marketing distribution and sales of jewellery and gold gram bars	Independent Non-Executive Director	1 August 2022	-	-	-
SSF Home Group Berhad (listed on ACE Market)	Investment holding company with subsidiaries involved in retailing of furniture, home décor and home living products	Independent Non-Executive Director/ Shareholder	16 December 2022	-	<0.1	-
Past involvement						
Berjaya Mutual Berhad (previously known as Inter-Pacific Asset Management Sdn Bhd)	Unit trust and portfolio management	Independent Non-Executive Director	22 July 2022	28 February 2023	-	-
Inter-Pacific Securities Sdn Bhd	Futures and stock broking	Independent Non-Executive Director	22 July 2022	28 February 2023	-	-

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

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

The involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business. Additionally, the involvement of our Directors in those business activities are either as passive investor and/or directors to discharge their fiduciary duties in these companies. They are not actively involved in the day-to-day operations of these companies. Therefore, their involvement in these companies does not require significant amount of time, and hence does not affect their ability to perform their executive roles and responsibilities to our Group.

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

5.2.4 Directors remuneration and benefits

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

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

	<u>Directors' fees</u>	<u>Salaries</u>	<u>Bonuses</u>	<u>Other emolument</u>	<u>Benefits-in-kind</u>	<u>Total</u>
	RM'000					
FYE 2022 (Paid)						
Tan Hock Lim	68	114	11	58	-	251
Mohd Fadzil bin Mohd Daud	-	215	9	-	-	224
FYE 2023 (Paid)						
Tan Hock Lim	-	737	71	-	67	875
Mohd Fadzil bin Mohd Daud	-	234	12	-	-	246
FYE 2024 (Proposed)						
Dato' Ab Rahim bin Abu Bakar	(1)40	-	-	-	-	40
Tan Hock Lim	-	800	(2)-	-	-	800
Mohd Fadzil bin Mohd Daud	-	255	(2)-	-	-	255
Datin Shafinaz binti Abdul Rani	(1)40	-	-	-	-	40
Yap Choo Cheng	(1)40	-	-	-	-	40
Lim Su May	(1)40	-	-	-	-	40

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

Notes:

- (1) Pro-rated based on their date of appointment to our Board.
- (2) The bonuses for FYE 2024 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

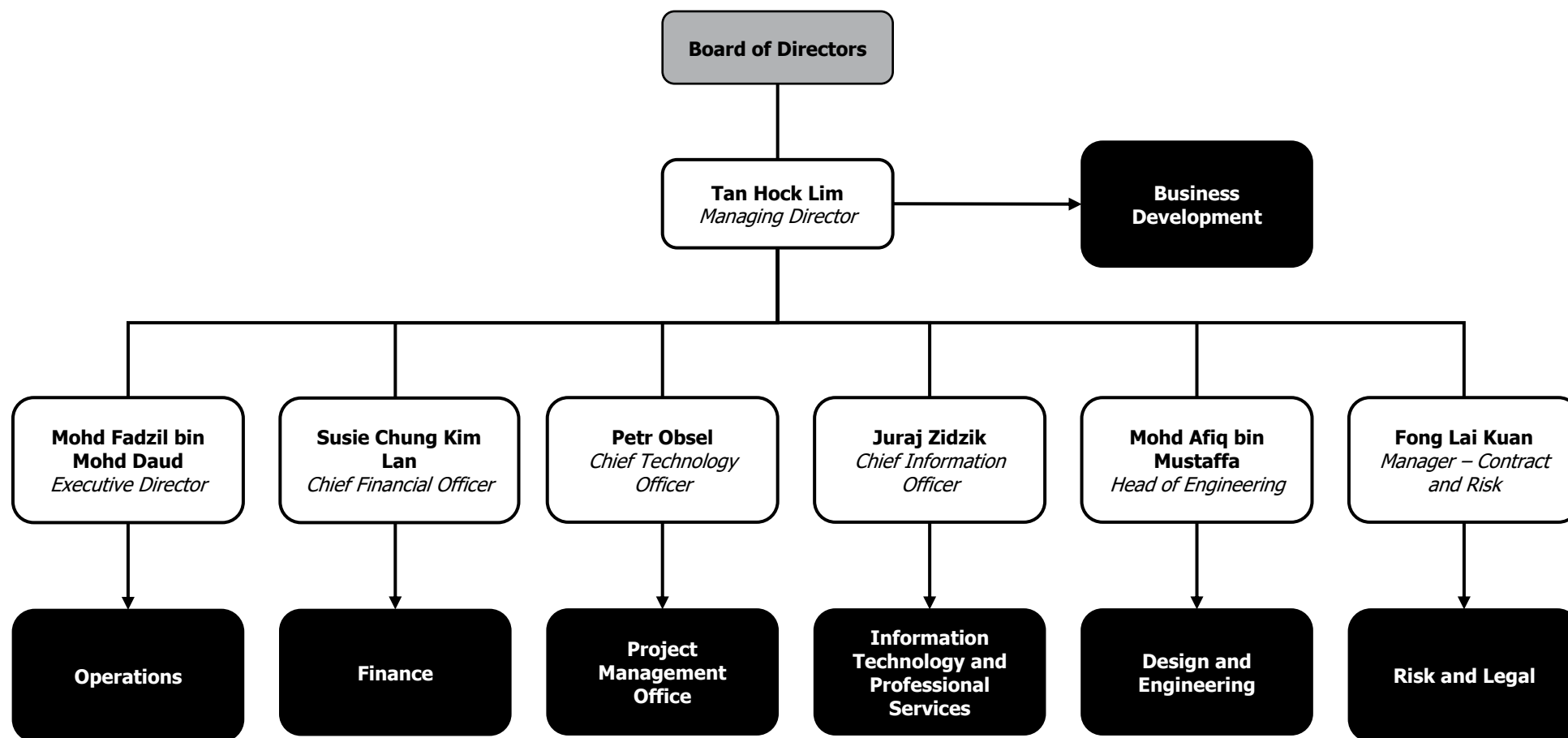
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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.3 KEY SENIOR MANAGEMENT

5.3.1 Management structure

The management reporting structure of our Group is as follows:



5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.3.2 Key senior management shareholdings**

The shareholdings of our key senior management before and after IPO, save for our Executive Directors (including our Managing Director), which are disclosed in Section 5.2.1 are set out below:

Name	Designation/ Nationality	⁽¹⁾ Before IPO				⁽²⁾⁽³⁾ After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Susie Chung Kim Lan	Chief Financial Officer/ Malaysian	-	-	-	-	500,000	0.1	-	-
Petr Obsel	Chief Technology Officer/ Czech	-	-	-	-	500,000	0.1	-	-
Juraj Zidzik	Chief Information Officer/ Slovak	-	-	-	-	400,000	<0.1	-	-
Mohd Afiq bin Mustaffa	Head of Engineering/ Malaysian	-	-	-	-	200,000	<0.1	-	-
Fong Lai Kuan	Manager – Contract and Risk/ Malaysian	-	-	-	-	400,000	<0.1	-	-

Notes:

- (1) Based on the share capital of 375,000,0000 Shares before our IPO.
- (2) Based on the enlarged share capital of 500,000,000 Shares after our IPO.
- (3) Assuming he/she will fully subscribe for his/her entitlement under the Pink Form Allocations.

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

5.3.3 Profiles of key senior management

Save for the profiles of Tan Hock Lim and Mohd Fadzil bin Mohd Daud which are set out in Section 5.1.2, the profiles of the other key senior management of our Group are as follows:

(a) Susie Chung Kim Lan

Susie Chung Kim Lan, a Malaysian, aged 50, is our Chief Financial Officer. She is responsible for overseeing our Group's financial functions which include financial planning and review, cash flow management, and financial reporting.

In April 2003, she graduated with a Bachelor of Business in Accounting/Finance from Charles Sturt University, Australia. She is a member of CPA Australia since July 2006 as well as a member of the Malaysian Institute of Accountants since November 2006.

Her career started in May 1995 when she joined KPMG PLT, in Sandakan, Sabah as an Audit Assistant where she was involved in audit matters. She left the firm in November 1999 to pursue her tertiary education.

In August 2003, she joined Total Solutions M&E Sdn Bhd, a company providing air-conditioning, mechanical and ventilation retrofitting services and related services, as an Account Executive where she was involved in the preparation of the company's accounts and payroll for staff. She left the company in March 2005 to focus on attaining her CPA qualification.

From July 2006 to February 2008, she joined Uniprint (Int) Sdn Bhd, a printing company, as an Accountant where she was responsible for preparation of the company's accounts and overseeing its administrative functions.

Between July 2008 to December 2008, she was the Internal Auditor for DK Leather Seats Sdn Bhd, a company involved in the manufacturing of leather goods where she handled internal audit matters.

In July 2009, she joined MXM International Sdn Bhd, a company involved in providing healthcare and medical protection, as an Accountant, handling accounting affairs of the company. She left the company in March 2013.

Subsequently in the same month, she joined Far East Maju Engineering Works Sdn Bhd, a company involved in the manufacturing, trading, and wholesale of commercial refrigerator air-conditioners, as an Assistant Finance Manager where she was responsible for supervising the accounting and human resource departments. Subsequently in February 2015, she was seconded to Far East Refrigeration (M) Sdn Bhd, a related company involved in the distribution and wholesale of pre-manufacturing products and parts for refrigeration system, where she was responsible for overseeing the finance team and financial management of the company. She left the company in May 2015 and began to provide freelance accounting services until August 2017.

In September 2017, she joined Respontrade Sdn Bhd, a telecommunications company, as Head of Department (Accounts) where she was responsible for the financial reporting related matters. She left the company in November 2019.

In the same month, she joined Samaiden Group Berhad, a company listed on the Main Market of Bursa Securities, as a Chief Financial Officer where she oversaw the company's accounting, human resource, administration, IT, and financial matters. She left the company in December 2020 and joined our Group in March 2021 where she assumed her current position.

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

She was appointed as an independent non-executive director of Borneo Oil Berhad, a company listed on the Main Market of Bursa Securities in April 2022, a position she currently holds.

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

(b) Petr Obsel

Petr Obsel, a citizen of the Czech Republic, aged 47, is our Chief Technology Officer. His role involves making technological decisions and he is overall responsible for the further development of our Group's technology and solutions. This includes keeping abreast with the different technologies and systems available on the market and evaluating risks to ensure the technology selected for our Group's services are safe and reliable.

He graduated with a diploma from the Gymnázium J. G. Mendela, Brno, Czech Republic in May 1996. He obtained a Master of Business Administration from the Central European Management Institute, Prague, Czech Republic in September 2022. He has been a member of the Project Management Institute since May 2024.

He joined Security Technologies a.s., a company in Brno, Czech Republic involved in the design, supply, installation, and service for security and ICT, in May 1998. As a Sales & Presales Manager, he was involved in technical project management, systems development and integration for customers such as government agencies, banks, and supermarket chains. He left the company in September 2001.

In the same month, he joined Maxprogres, s.r.o., a company in Brno, Czech Republic involved in the design, supply, installation, and service for security and ICT as well as design and construction for telecommunications infrastructure, as a Sales & Presales Manager. He was responsible for sales, marketing, and technical presales management, managing accounts for existing customers such as government agencies, telecommunications providers, and financial institutions. During his time with the company, he was also involved in setting up branch offices in Prague, Czech Republic and Bratislava, the Slovak Republic. He left the company in April 2005.

In May 2005, he joined CPE, spol, s.r.o, in Prague, Czech Republic, an IT solution service provider for government command centres, security surveillance and technology integration, as a Business Development Manager. He was responsible for the company's international expansion into the Middle East, Africa, and Asia by identifying opportunities for joint ventures and acquisitions or setting up branch offices. He was also in charge of identifying local project and partnerships as well as overseeing a team to provide commercial and technical support. He left the company in October 2008.

During his time with CPE, spol, s.r.o, he was sent to Malaysia and in January 2008 he decided to establish MSITS Sdn Bhd (formerly known as Regional Security Academy Sdn Bhd), a company involved in security system servicing, security consulting, and ICT system security. He was appointed as a director of the company and was responsible for providing training and educational services for IT security professionals. He resigned as a director and disposed his shareholdings in the company in April 2018 and August 2020, respectively.

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

Together with Juraj Zidzik, he established Hasam Laboratories Sdn Bhd (formerly known as Codeberry Laboratories Sdn Bhd), a company involved in the provision of development of software and security systems, in February 2008. He was appointed as a director of the company and was responsible for strategic partnership and product development roadmap of the company. The company has been struck off in November 2017.

Together with Tan Hock Lim, Abdul Razak Lew bin Abdullah, and Chew Yee Sang, he incorporated Secure Depot Sdn Bhd (currently known as TSM) in February 2011 and was appointed as a director and assumed his current position.

He was also appointed as a director of SeeTec Asia in July 2012 and resigned as a director of the company in May 2020.

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

(c) Juraj Zidzik

Juraj Zidzik, a citizen of the Slovak Republic, aged 45, is our Chief Information Officer. He is responsible for the conceptualisation, design, development, and implementation of software solutions for our Group's projects.

He graduated with a Diploma in Faculty of Management Science and Informatics from University of Žilina, Slovak Republic in June 2005. He has been a member of Project Management Institute since December 2016, a member of the British Computer Society, the Chartered Institute for IT since April 2018, and a member of the Malaysian Institute of Management since July 2018.

During his tertiary education, he began his career as an Analyst cum Software Developer cum Project Manager with WebDesign Studio Praha, s.r.o., in Prague, Czech Republic, a company involved in IT R&D in January 2004, where he was responsible for designing and developing international web-based systems for data management and processing. He left the company in June 2005.

From August 2005 to January 2007, he joined Z.L.D, s.r.o, in Prague, Czech Republic, a company involved in the provision of consulting and R&D for IT-related matters, as Chief Analyst and Project Manager. He oversaw analytical teams to design and develop complex information systems in the area of disaster management, command and control centres and wide technology integration. He was also involved in providing consultation in the utilisation of information systems for critical applications as well as designing and implementing unique crisis management systems.

In February 2007, he joined CPE, spol, s.r.o, in Prague, Czech Republic, as an IT solution service provider for government command centres, security surveillance and technology integration. He served as a Solution Architect, providing consultation and reparation of solution designs for complex integration projects in various countries in Europe, the Middle East, and Asia. He resigned from his position in August 2008.

During his time with CPE, spol, s.r.o, he was sent to Malaysia and in February 2008, he decided to establish Hasam Laboratories Sdn Bhd (formerly known as Codeberry Laboratories Sdn Bhd) together with Petr Obsel. The company was involved in the development of software and security systems. He was appointed as the Director of R&D in September 2008. He was responsible for developing custom-based solutions and products related to technology integration, software equipment for command and monitoring centres, and CCTV surveillance software development. He left the company in September 2015.

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

In the same month, he joined our Group as our Chief Information Officer of TSM where he was responsible for designing and implementing specific integrated solutions as well as overseeing IT-related project matters. In March 2020, he was appointed as Chief Information Officer of SeeTec Asia. Currently, he is our Chief Information Officer.

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

(d) Mohd Afiq bin Mustaffa

Mohd Afiq bin Mustaffa, a Malaysian, aged 36, is our Head of Engineering. His role includes overseeing a team of engineers to ensure timely deliverables of all project technical and design deliverables, ensuring the compliance of technical and safety requirement for all projects as well as reviewing all design and technical documentation.

He obtained a Diploma in Electrical Engineering from the Universiti Teknikal Malaysia Melaka in August 2010 and a Bachelor of Electrical Engineering (Power Electronics & Drives) with Honours from the same institution in October 2013.

He began his career in August 2014 as Project Engineer at United Straits M&E Sdn Bhd, a company involved in the provision of supply, installation, repair and maintenance of air-conditioners. He was involved in construction projects on site, covering installation of equipment, providing technical solutions, and ensuring projects were progressing according to schedule. He also prepared project billings for collections based on progress on site. He left the company in August 2015.

In September 2015, he joined our Group as a Project Engineer where he was responsible for preparing design and technical documentation, as well as overseeing and ensuring the system design meets project and safety requirements. He was promoted to Assistant Engineering Manager in March 2018 where he was involved in assisting the Head of Engineering and overseeing a team of engineers, ensuring the timely submission of all technical and design deliverables, compliance to technical and safety requirements for all projects as well as reviewing all design and technical documentation prior to submission. In April 2022, he was promoted to his current position.

He does not hold any directorships in other companies outside our Group.

(e) Fong Lai Kuan

Fong Lai Kuan, a Malaysian, aged 59, is our Manager – Contract and Risk, where she oversees contract management and risk management for awarded projects within our Group.

She completed her Malaysia Higher School Certificate in December 1985 from Sekolah Menengah Kebangsaan Methodist (ACS), Ipoh, Perak and pursued further education in secretarial studies, obtaining a Private Secretary's Certificate from the London Chamber of Commerce and Industry in June 1991, a Secretarial Group Certificate from Pitman Examination Institute London in August 1991, and a Certificate in Private Secretaryship from Goon Institution in September 1991.

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

Her career began as a Clerk with Herbho Management Services Sdn Bhd, a company in Ipoh, Perak providing tax and accounting services, from July 1986 to May 1988. She then joined Syarikat Mofokcintong, a housing development company in Ipoh, Perak, where she served as Personal Secretary to the proprietor from June 1988. She left in May 1989 after the company was wound up, and thereafter joined the Perak Turf Club, a thoroughbred horse racing facility in Ipoh from June 1989 as a Racing Clerk, providing administrative support to the personal assistant and the club secretary as well as preparing verbatim transcriptions of racing fraternity inquiries.

She resigned from her position in July 1990 and in the same month joined Kvik (Malaysia) Sdn Bhd, a company in Ipoh, Perak specialising in the manufacturing of complete knock down wooden cabinets and other related wood products. As a Secretary, she provided administrative support to the General Manager and the Factory Manager as well as liaising with local authorities on permits and licenses related matters. She also oversaw the Human Resources Department for a transition period from February 1991 to May 1991. She left the company in March 1992.

She joined The Pan Pacific Resort, Pangkor, Perak from April 1992 to July 1996. She started as a Management Secretary, providing administrative support to the General Manager, and the Executive Assistant Manager. In January 1993, she was promoted to Executive Secretary, where she supported 4 executive committee members. In January 1996, she was promoted to Business Services Manager, overseeing the Resort Business Centre and overseeing administrative support for conventions in addition to managing the executive office. She also conducted training sessions on administration duties for resort staff. During a major upgrade of the resort in 1995 and 1996, she co-ordinated the operations and migration of the executive office. She resigned from her position in July 1996.

In August 1996, she joined MEASAT Broadcast Network Systems Sdn Bhd, a company which operates the ASTRO satellite pay television and services, initially based in Ipoh, Perak. She started as Area Executive – Administration, overseeing the administration, accounts and sales support departments for Perak, Pahang, Kelantan and Terengganu, and assisted in setting up the regional office, and the customer service centre in Ipoh, Perak. From January 2000 to August 2000, she was seconded to the Klang Valley regional office as part of a team to establish the fulfilment centre for centralised stock management and distribution for ASTRO offices nationwide. In September 2000, she returned to the Ipoh regional office where she developed and implemented semi-automated tracking of ASTRO activation reports for all regional and area offices nationwide. She was redesignated as Project Executive in November 2002 and transferred to ASTRO headquarters in Kuala Lumpur, charged with tracking activations and reconciling inventory movements for the nationwide upgrade of ASTRO boxes for customers. Subsequently as Sales & Distribution Department lead, she successfully completed ASTRO's group-wide upgrade of their financial, inventory and billing management systems. In February 2008, she was promoted to Senior Executive – Sales Operations, and as Division lead, she successfully completed the upgrade and migration of ASTRO's Customer Relationship Management (CRM) System as well as development and maintenance of Local Operating Procedures and Business Continuity Plan, and setting up the Sales & Control Compliance Unit for the Division. She resigned from her position in October 2011.

From October 2011 to December 2014, she served as Support Manager at Theta Service Partner Sdn Bhd in Kuala Lumpur, a consulting services company specializing in financial software systems. She managed onsite accounts, co-ordinated requirements gathering, proposals, functional documentation, scheduling of enhancements and new developments and reviewed contracts for IT software solutions to banks.

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

In February 2015, she joined TSM as Administration Manager, overseeing an administration team for the preparation and review of documents for tender submissions. She was promoted to Manager – PMO Administration, managing administrative support for awarded projects. Thereafter in September 2019, she was promoted to Manager – Contract and Risk, where she was responsible for contract management and for risk management of our Group’s awarded projects. In October 2022, she was appointed as Manager – Contract and Risk of SeeTec Asia. Currently, she is our Manager – Contract and Risk.

She does not hold any directorships in other companies outside our Group.

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

5.3.4 Principal business performed outside our Group

Save as disclosed in Section 5.2.3 and below, none of our key senior management has any other principal directorship and/or principal business activities performed outside our Group in the past 5 years preceding the LPD:

(a) Susie Chung Kim Lan

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Borneo Oil Berhad (listed on Main Market of Bursa Securities)	Investment holding company with subsidiaries involved in mining operations and trading of raw material, property management, plantation, trading of construction materials and construction	Independent Non-Executive Director	1 April 2022	-	-	-

Past involvement

Nil

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

(b) Petr Obsel

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Infinite Evolution Holdings Sdn Bhd	Dormant and previously involved in investment holding in IEH Technologies Sdn Bhd	Director / Shareholder	2 October 2013	-	20.0	-
Past involvement						
IEH Technologies Sdn Bhd (previously known as Techstore Technologies Sdn Bhd)	Dissolved on 11 November 2024. Previously involved in the export and import of security systems, computer hardware, software and peripherals as well as variety of goods without any particular specialisation	Director / Indirect Shareholder	4 October 2013	11 November 2024	-	⁽¹⁾ 20.0
Tech-Store International Pte Ltd	Dissolved on 4 September 2023. Previously involved in wholesale trade of a variety of goods without a dominant product	Director / Indirect Shareholder	28 September 2011	4 September 2023	-	⁽¹⁾ 20.0

Note:

⁽¹⁾ Deemed interested by virtue of his shareholdings in Infinite Evolution Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

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

(c) Juraj Zidzik

Company	Principal activities	Position held	Date of appointment	Date of resignation/cessation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Infinite Evolution Holdings Sdn Bhd	Dormant and previously involved in investment holding in IEH Technologies Sdn Bhd	Shareholder	-	-	20.0	-
Past involvement						
IEH Technologies Sdn Bhd (previously known as Techstore Technologies Sdn Bhd)	Dissolved on 11 November 2024. Previously involved in the export and import of security systems, computer hardware, software and peripherals as well as variety of goods without any particular specialisation	Indirect Shareholder	-	-	-	⁽¹⁾ 20.0
Tech-Store International Pte Ltd	Dissolved on 4 September 2023. Previously involved in wholesale trade of a variety of goods without a dominant product	Indirect Shareholder	-	-	-	⁽¹⁾ 20.0

Note:

⁽¹⁾ Deemed interested by virtue of his shareholdings in Infinite Evolution Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

The involvement of our key senior management in those business activities outside our Group does not give rise to any conflict of interest situation with our business. Their involvement in those business activities does not require significant amount of time, and hence does not affect their ability to perform their executive roles and responsibilities to our Group.

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

5.3.5 Key senior management remuneration and benefits

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

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid and proposed to be paid to our key senior management (save for our Directors which are disclosed in Section 5.2.4) for services rendered in all capacities to our Group for FYE 2023 and 2024 are as follows:

	⁽¹⁾ Remuneration band	
	FYE 2023 (Paid)	⁽²⁾ FYE 2024 (Proposed)
	RM'000	
Susie Chung Kim Lan	150 – 200	150 – 200
Petr Obsel	450 – 500	450 – 500
Juraj Zidzik	300 – 350	300 – 350
Mohd Afiq bin Mustafa	100 – 150	100 – 150
Fong Lai Kuan	100 – 150	100 – 150

Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) The bonuses for FYE 2024 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

5.4 BOARD PRACTICE

5.4.1 Board

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

- to provide leadership and oversee the overall conduct of our Group's businesses to ensure that the businesses are being properly managed;
- to review and adopt strategic plans for our Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
- to review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard our Group's reputation, and the employees and assets and to ensure compliance with applicable laws and regulations;
- to ensure that our Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by MCCG;

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

- (e) to review and approve the annual business plans, financial statements and annual reports;
- (f) to monitor the relationship between our Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for our Group; and
- (g) to appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board committees and deliberate on the recommendations thereon.

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

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

Name	Date of appointment as Director	Date of expiration of the current term in office	Approximate no. of months in office as at LPD
Dato' Ab Rahim bin Abu Bakar	10 May 2024	At the 2024 AGM of our Company	7
Tan Hock Lim	23 January 2024	At the 2024 AGM of our Company	11
Mohd Fadzil bin Mohd Daud	10 May 2024	At the 2024 AGM of our Company	7
Datin Shafinaz binti Abdul Rani	10 May 2024	At the 2024 AGM of our Company	7
Yap Choo Cheng	10 May 2024	At the 2024 AGM of our Company	7
Lim Su May	10 May 2024	At the 2024 AGM of our Company	7

The members of our Board are set out in Section 5.2.

5.4.2 Audit and Risk Management Committee

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its responsibility on the oversight of the integrity of our Group's accounting and financial reporting matters. The Audit and Risk Management Committee's duties and responsibilities, as stated in its terms of reference, include, amongst others, the following:

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

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

- (b) to review and recommend our quarterly and annual financial statements for approval by our Board, 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;
- (c) to review and monitor any related party transactions entered into by our Group and any conflict of interest situations that may arise within our Group;
- (d) to oversee and recommend the risk management framework of our Group;
- (e) to review and recommend changes as needed to ensure that our Group has in place at all times a risk management policy which addresses the strategies, operational, financial and compliance risk;
- (f) to implement and maintain a sound risk management framework which identifies, assesses, manages and monitors our Group's business risks;
- (g) to review the risk profile of our Group and to evaluate the measures taken to mitigate the business risks;
- (h) to review the adequacy of our management's response to issues identified in risk registers, ensuring that our risks are managed within our Group's risk appetite;
- (i) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by our Board and to protect the values of transparency, integrity, impartiality and accountability where our Group conducts its business and affairs;
- (j) to consider the major findings of internal investigations and management's response;
- (k) to do the following:
 - (i) establishment of an internal audit function (either in house or outsourced , as applicable) which is independent of the activities its audits and to ensure that the head of the internal audit function reports directly to the Audit and Risk Management Committee;
 - (ii) 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;
 - (iii) review the internal audit plan and results of the internal audit assessments undertaken and ensure that the appropriate action is taken on the recommendation of the internal auditors;
 - (iv) consider the internal audit reports and findings by the internal auditors, fraud investigation and actions and steps taken by our management in response to audit findings;
 - (v) appraise or assess the performance of members of the internal audit function; and
 - (vi) monitor the overall performance of our Company's internal audit function;

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

- (l) to consider other areas as defined by our Board or as may be prescribed by Bursa Securities or any other relevant authority from time to time; and
- (m) to perform such other functions that may be mutually agreed upon by our Audit and Risk Management Committee and our Board.

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

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

Name	Designation	Directorship
Yap Choo Cheng	Chairperson	Independent Non-Executive Director
Datin Shafinaz binti Abdul Rani	Member	Independent Non-Executive Director
Lim Su May	Member	Independent Non-Executive Director

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

5.4.3 Nomination Committee

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

- (a) to assist our Board in ensuring that our Board is of an effective composition, mix of skills, independence, diversity, size and commitment to discharge its responsibilities and duties adequately;
- (b) to ensure appropriate selection criteria and processes and to identify and recommend to our Board, candidates for directorships of our Company and members of our Board committees. In identifying candidates for appointment of directors, the Nomination Committee should not rely solely on the recommendations from existing directors, management or major shareholders and independent sources should be utilised to identify suitably qualified candidates;
- (c) in determining the process for the identification of suitable candidates, our Nomination Committee will assess if appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated is based on a prescribed set of objective criteria and merit comprising but not limited to the following:
 - (i) skills, knowledge, expertise, experience, age, cultural background and gender;
 - (ii) professionalism;
 - (iii) integrity;
 - (iv) existing number of directorships held, including on boards of non-listed companies;
 - (v) confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and

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

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

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

- (d) to assist our Board in assessing and evaluating circumstances where a Director's involvement outside our Group may give rise to a potential conflict of interest with our Group's businesses upon receiving the declaration of the same from our Director and thereafter, to inform our Audit and Risk Management Committee of the same. After deliberation with our Audit and Risk Management Committee, to recommend to our Board the necessary actions to be taken in circumstances where there is a conflict of interest;
- (e) to evaluate the performance and effectiveness of our Board and Board committees annually;
- (f) to ensure that every Director, including our Managing/Executive Directors, shall be subject to retirement at least once every 3 years. A retiring Director shall be eligible for re-election;
- (g) for Independent Director whose terms have exceeded 9 years' tenure, to review his/her independence and if deem appropriate for continuance in the office, to provide justification to our Board for consideration prior recommendation to our shareholders for approval;
- (h) to review the term of office and performance of our Audit and Risk Management Committee and each of its members annually to determine whether our Audit and Risk Management Committee and its members have carried out their duties following the terms of reference;
- (i) to ensure an appropriate framework and succession planning for our Board and management succession, including our future Chairman, Managing/Executive Directors and Chief Executive Officer; and
- (j) to consider any other matters as defined by our Board.

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

The members of our Nomination Committee as at LPD are as follows:

Name	Designation	Directorship
Lim Su May	Chairperson	Independent Non-Executive Director
Datin Shafinaz binti Abdul Rani	Member	Independent Non-Executive Director
Yap Choo Chong	Member	Independent Non-Executive Director

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

5.4.4 Remuneration Committee

Our Remuneration Committee is primarily responsible for assisting the Board in fulfilling its responsibility on matters relating to our Group's compensation, bonuses, incentives and benefits. The duties and responsibilities as stated in the terms of reference of our Remuneration Committee include the following:

- (a) to recommend a remuneration framework for our Managing Director, Executive Directors, and key senior management for our Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of caliber, and yet not excessive. The framework should cover all aspects of remuneration including our Director's fee, salaries, allowance, bonuses, options and benefit-in-kind and take into account the complexity of our Company's business and the individual's responsibilities;
- (b) to recommend remuneration packages for our Managing Director, Executive Directors and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not depend on short-term performance to avoid incentives for excessive risk-taking. The remuneration should also be aligned with the business strategy and long-term objectives of our Company; and take into consideration our Company's performance in managing material sustainability risks and opportunities;
- (c) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of our Managing Director, Executive Directors and key senior management;
- (d) to determine and recommend the payment of directors' fees and other benefits for our Non-Executive Directors, including our Non-Executive Chairman, for our Board as a whole where the individual concerned shall abstain from discussion of their own fees and benefits. No individual shall take part in any discussion concerning specifically his or her own fees and benefits; and
- (e) to perform any other functions as defined by our Board.

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

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

Name	Designation	Directorship
Datin Shafinaz binti Abdul Rani	Chairperson	Independent Non-Executive Director
Yap Choo Cheng	Member	Independent Non-Executive Director
Lim Su May	Member	Independent Non-Executive Director

5.5 RELATIONSHIPS AND/OR ASSOCIATIONS

There are no family relationships or association between or amongst our Promoters, substantial shareholders, Directors and key senior management as at LPD.

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

5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS

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

5.7 DECLARATION FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

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

- (a) in the last 10 years, a petition under any bankruptcy or insolvency laws that was filed (and not struck out) against him or any partnership in which he was a partner or any corporation of which he was a Director or a member of key senior management;
- (b) disqualified from acting as a Director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) in the last 10 years, any judgment that was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (e) in the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (f) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (g) in the last 10 years has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (h) has any unsatisfied judgment against him.

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6. INFORMATION ON OUR GROUP

6.1 INFORMATION ON TECHSTORE

Our Company was incorporated in Malaysia under the Act on 23 January 2024 as a private limited company under the name of TechStore Sdn Bhd. On 6 June 2024, we were converted into a public limited company and adopted our present name.

On 9 January 2024, TSM also completed the acquisition of SeeTec Asia, which forms a key part of the Group's business. Please refer to Section 7.1 for further information.

Our principal activity is investment holding. Through our subsidiaries, we are primarily involved in the provision of enterprise IT services, primarily involving the IT security and automation solutions to support our customers' operations. Please refer to Section 7.1 for detailed information of our Group's history. Save as disclosed therein, there has been no material change in the manner in which we conduct our business or activities since our incorporation and up to LPD.

As at LPD, our share capital is RM32,062,501 comprising 375,000,000 Shares, all of which have been issued and fully paid-up. The movements in our share capital since the date of our incorporation are set out below:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
23 January 2024	1	RM1/ Subscriber's share	1
18 October 2024	374,999,999	RM32,062,500/ Consideration for the Acquisition	32,062,501

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

Upon completion of our IPO, our enlarged share capital will increase to RM57,062,501 comprising 500,000,000 Shares.

6.2 DETAILS OF THE ACQUISITION

In preparation for our Listing, we have undertaken the Acquisition. On 6 May 2024, we entered into a conditional share sale agreement with Tan Hock Lim, Mohd Fadzil bin Mohd Daud and Nor Azman bin Abd Razak to acquire 12,000,000 ordinary shares representing the entire equity interest in TSM comprising a purchase consideration of RM32,062,500 which was satisfied by the issuance of 374,999,999 new Shares to Tan Hock Lim, Mohd Fadzil bin Mohd Daud and Nor Azman bin Abd Razak at an issue price of RM0.0855 each.

6. INFORMATION ON OUR GROUP (Cont'd)

Details of the Acquisition and the number of Shares issued to the vendors pursuant to the Acquisition are set out below:

Vendors of TSM	Shareholdings in TSM			No. of Shares issued
	No. of shares acquired	% of share capital	Purchase consideration	
			RM	
Tan Hock Lim	9,445,000	78.7	25,235,859	295,156,249
Mohd Fadzil Bin Mohd Daud	2,550,000	21.3	6,813,281	79,687,500
Nor Azman Bin Abd Razak	5,000	<0.1	13,360	156,250
	12,000,000	100.0	32,062,500	374,999,999

The purchase consideration for the Acquisition which was arrived at based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of TSM as at 31 December 2023 of RM32.1 million.

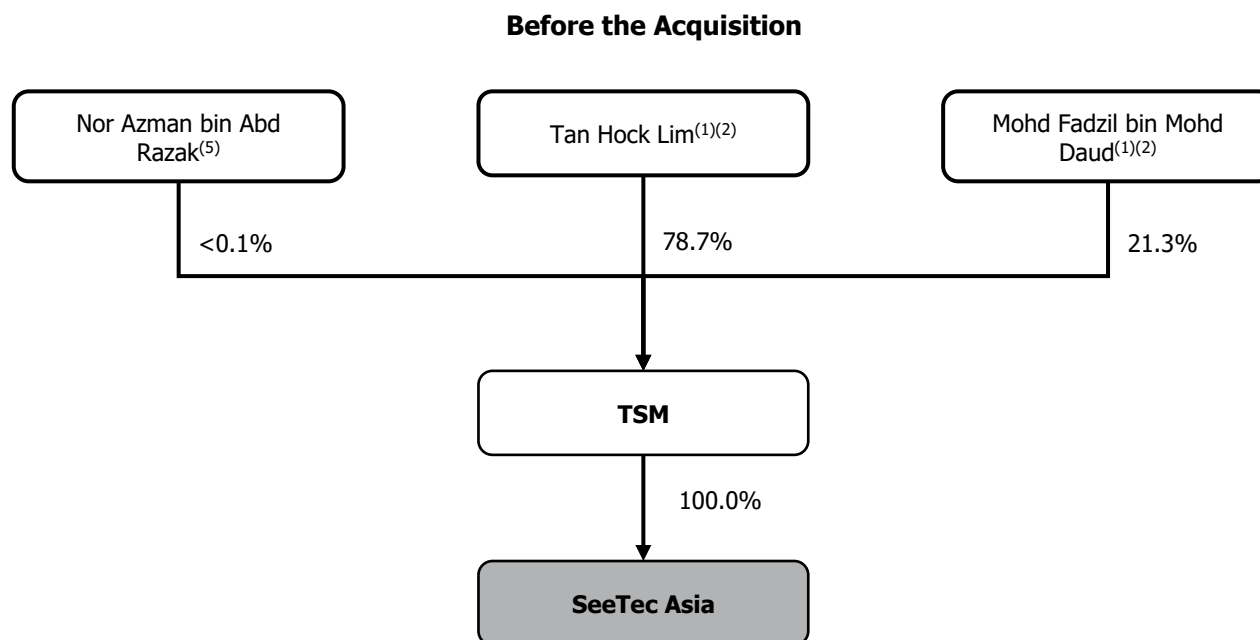
The Acquisition was completed on 30 October 2024. Thereafter, TSM became our wholly-owned direct subsidiary. Accordingly, SeeTec Asia became our wholly-owned subsidiary through TSM.

The new Shares issued under 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.

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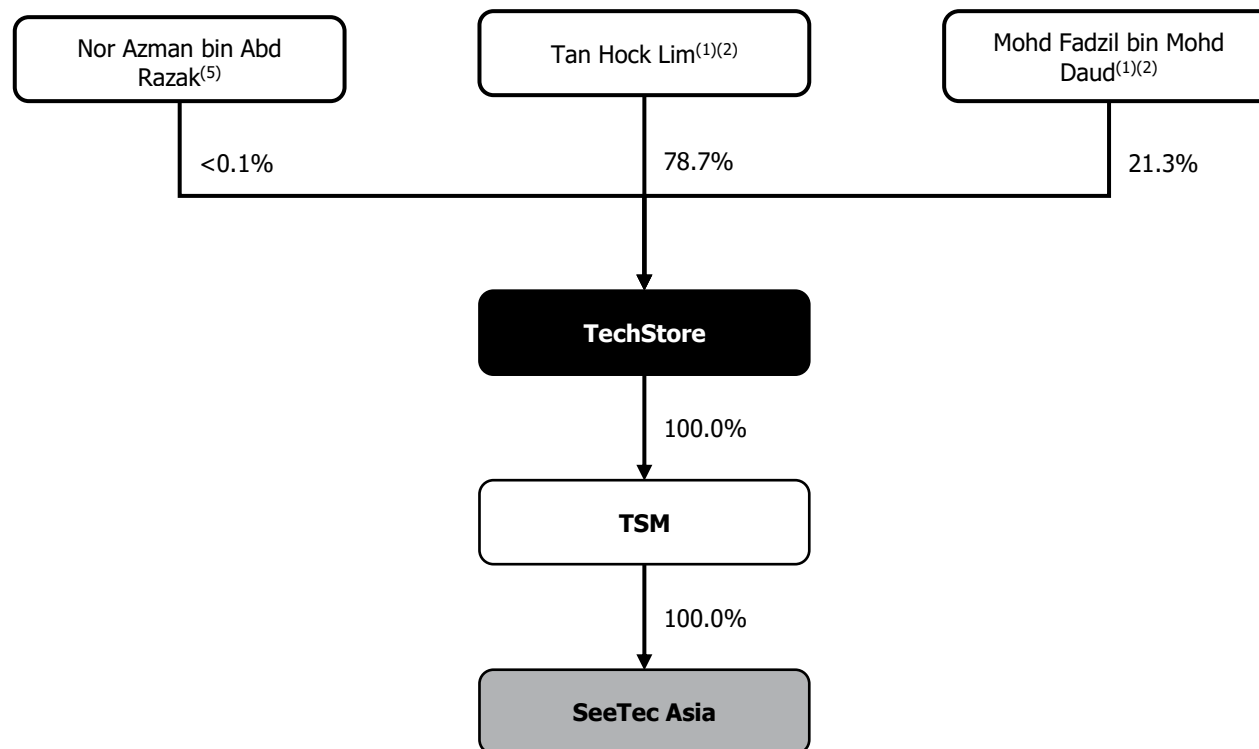
6. INFORMATION ON OUR GROUP (Cont'd)

6.3 GROUP STRUCTURE



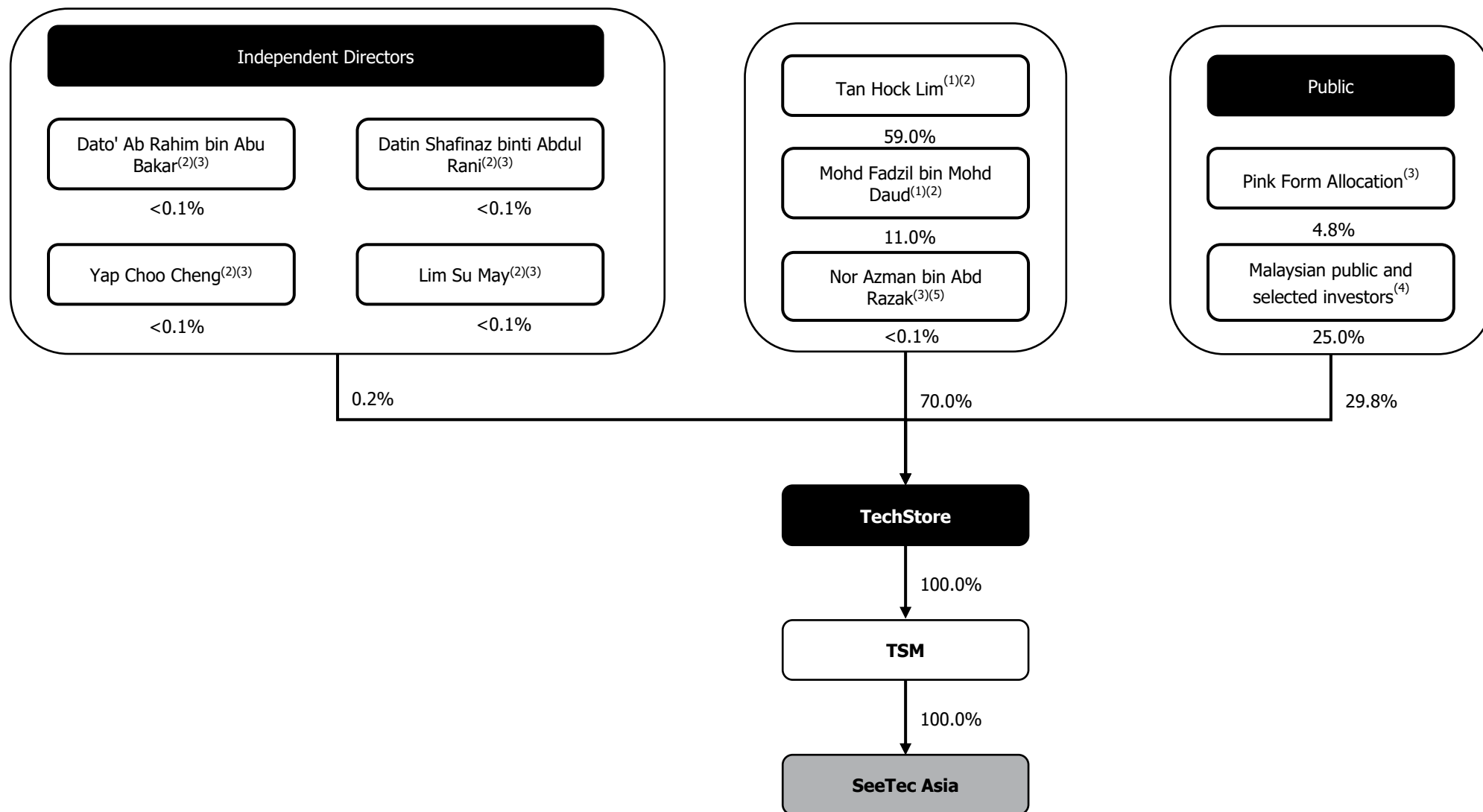
6. INFORMATION ON OUR GROUP (Cont'd)

After the Acquisition but before our IPO



6. INFORMATION ON OUR GROUP (Cont'd)

After our IPO



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

Notes:

- (1) Relates to our Promoters.
- (2) Relates to our Directors.
- (3) Assuming that all our Eligible Persons will subscribe for the Pink Form Allocations.
- (4) Includes Bumiputera investors approved by MITI.
- (5) Nor Azman bin Abd Razak is a director of TSM as well as our Head of Design.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.4 SUBSIDIARIES AND ASSOCIATED COMPANY

Details of our subsidiaries as at LPD are summarised as follows:

Company/ Registration no.	Date/ Place of incorporation	Principal place of business	Issued share capital RM	Effective equity interest %	Principal activities
TSM/ 201101003927 (932067-M)	9 February 2011/ Malaysia	Malaysia	12,000,000	100.0	Distribution and providing professional service in relation to software and hardware for security and ICT products
<i>Held through TSM</i>					
SeeTec Asia/ 201201025310 (1009800-X)	13 July 2012/ Malaysia	Malaysia	200,000	100.0	Business of security consulting, security systems, ICT, video and behavioural analytics, and development of middleware for third party hardware and system integration

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

As at LPD, we do not have any associated company.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.5 MATERIAL CONTRACTS

Save as disclosed below, there were no contracts which are or may be material (not being contracts entered into in the ordinary course of business) entered into by our Group for FYE 2021 to 2023 and up to LPD:

- (a) sale and purchase agreement dated 24 November 2021 between Tuen Kam Sim (as vendor) and TSM (as purchaser) for the acquisition of a 2-storey shop office held under H.S.(D) 314968, PT82493, Mukim Petaling, Daerah Petaling, Negeri Selangor bearing postal address at 21 & 21-1, Jalan Suria Puchong 4, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor by TSM for a cash consideration of RM1.1 million, which was completed on 8 April 2022;
- (b) conditional share sale agreement dated 6 May 2024 between our Company, Tan Hock Lim, Mohd Fadzil bin Mohd Daud and Nor Azman bin Abd Razak for the Acquisition, which was completed on 30 October 2024; and
- (c) Underwriting Agreement dated 6 January 2025 between our Company and M&A Securities for the underwriting of 50,000,000 Issue Shares for an underwriting commission of 3.0% of the IPO Price multiplied by the number of Issue Shares underwritten.

6.6 PUBLIC TAKE-OVERS

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

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

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6. INFORMATION ON OUR GROUP (Cont'd)

6.7 MAJOR APPROVALS AND LICENCES

As at LPD, there are no other major approvals, major licences and permits issued to our Group in order for us to carry out our operations other than those disclosed below:

No.	Licence/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status												
(a)	TSM/ CIDB	23 May 2024/ 17 September 2025	Certificate of Registration in respect of the following: (i) Grade 7, B (Building); (ii) Grade 7, CE (Civil Engineering); and (iii) Grade 7, ME (Mechanical and Electrical Engineering).	(i) The certificate is non-transferable; (ii) The contractor shall not participate in any tender or perform any construction work after the expiry of this certificate until it is renewed; (iii) The contractor shall not undertake to build any construction project that exceeds the value of construction work specified under the registered grade and shall not carry out any construction project outside its registered category; (iv) The contractor shall submit the information regarding any construction work or contract within a period of 14 days after being awarded or before work has begun whichever is earlier; (v) The contractor shall apply for renewal registration within 60 days prior to the expiry date specified in the certificate; and (vi) The contractor shall appoint skilled construction workers and site supervisors accredited and certified by CIDB.	Noted Noted Complied Noted Noted Complied												
			<table border="1"> <thead> <tr> <th>Grade⁽¹⁾</th> <th>Category⁽²⁾</th> <th>Specialist⁽³⁾</th> </tr> </thead> <tbody> <tr> <td>G7</td> <td>B</td> <td>B04 B28</td> </tr> <tr> <td>G7</td> <td>CE</td> <td>CE06 CE13 CE21</td> </tr> <tr> <td>G7</td> <td>ME</td> <td>E01 E02 E03 E06 E08 E10 E11 E13 E14 E16 E17 E21 E32 M01 M04 M15 M23</td> </tr> </tbody> </table>	Grade⁽¹⁾	Category⁽²⁾	Specialist⁽³⁾	G7	B	B04 B28	G7	CE	CE06 CE13 CE21	G7	ME	E01 E02 E03 E06 E08 E10 E11 E13 E14 E16 E17 E21 E32 M01 M04 M15 M23		
Grade⁽¹⁾	Category⁽²⁾	Specialist⁽³⁾															
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			<p>Notes:</p> <table border="1"> <thead> <tr> <th>Grade⁽¹⁾</th> <th>Tender value / construction work value:</th> </tr> </thead> <tbody> <tr> <td>G7</td> <td>Unlimited</td> </tr> </tbody> </table>	Grade⁽¹⁾	Tender value / construction work value:	G7	Unlimited										
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Category⁽²⁾	Description																
B	Construction building																
CE	Civil engineering construction																
ME	Mechanical and electrical																

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
			Specialist⁽³⁾		
			Description		
			B04	Building construction works – construction works of any building and plant	
			B28	Additional works, changes or amendments to structural or architectural/decorative or mechanical/electrical or combined elements or to existing buildings	
			CE06	Construction and maintenance of drainage and irrigation structures such as tunnels, canals, ditches, aqueducts, pipes, sewers, flood control structures such as retention ponds, reservoirs and dams, water control structures such as tires, water gates (flap gate, screwdown gate, roller gate), ogee weir, barrage, pumping system, parallel dam and so on	
			CE13	Installation of any billboard including support structure	
			CE21	Civil engineering construction – construction works, maintenance and repair of any civil engineering construction	

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
E01			Installation and maintenance works of public broadcasting systems, video surveillance systems, conference systems, intercom systems and so forth		
E02			Installation and maintenance of security control systems, surveillance systems, security alarms, parking lot surveillance systems and access card systems, CCTV, sensor/detection systems and platform alarm systems		
E03			Installation and maintenance of building automation, industrial and process control systems including installation and maintenance of microprocessors or computerized building control systems and industrial process control systems		
E06			Installation and maintenance of stadium lights, floodlights, laser system "high mast" lights, stage lights, special effects lights, directional pandas,		

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
			park lights, underwater lighting, rig lighting, petrochemical plant lighting, gas processing plant lighting, refinery lighting oil and so on		
			E08 Installation, testing and maintenance of underground telecommunications cables, overhead lines, and cables in underground pipelines		
			E10 Installation and maintenance of uninterrupted power supply system		
			E11 General Electrical Work that does not involve electrical work as defined under the ESA 1990 and Electricity Regulations including the installation and equipment of "generating plant" not exceeding 1 KV		
			E13 Installation, repair, overhaul and maintenance of railway service encryption and telecommunication systems		

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
			E14 Network cable installation works for computers including construction and installation of IT equipment		
			E16 Installation and maintenance of street lights and traffic lights		
			E17 Low voltage underground cable installation and maintenance works		
			E21 Installation and maintenance of low voltage overhead lines		
			E32 Installation and maintenance of low voltage power hardware and equipment not exceeding 1KV		
			M01 Installation, testing, maintenance and repair of air conditioners, cold room coolers and air distribution systems		
			M04 Installation, testing, maintenance and repair of industrial building automation systems and process control systems including microprocessor systems or computer control systems for building and industrial process control systems		

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
			M15 M23	Miscellaneous mechanical Installation, testing, maintenance and repair of Supervisory Control and Data Acquisition (SCADA) and telemetry systems	
(b)	TSM/ CIDB	12 September 2022/ 17 September 2025	Certificate of Government Procurement in respect of the following grades and categories:	(i) This certificate shall not be used as a license for commencing or undertaking any construction works. This certificate can only be used for government procurement works or other government agency procurement works;	Complied
			Grade Category		
			G7 B		
			G7 CE		
			G7 ME		
			G2 ME		
				(ii) This certificate should be provided together with Certificate of registration when the company tenders for government contracts;	Noted
				(iii) This certificate should be renewed together with the Certificate of registration issued by CIDB;	Noted
				(iv) The company or certificate holder shall not lend, lease, transfer, allow or cause this certificate to be used by other persons not named in this certificate for the purpose of obtaining government procurement works;	Complied

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
				(ii) The MOF reserves the right to conduct an audit visit or inspection at any time without prior notice. Failure to comply with the registration requirements, field code and/ or registration of the company may be suspended/ cancelled, and companies, shareholders and the Board of Directors are subject to disciplinary action including being blacklisted without any notice in the event the information provided is incorrect.	Noted
				(iii) Newly registered companies are not allowed to make any changes to the shareholding or Directors during the period six (6) months from the date the Company is registered.	Noted
				Suspension / Cancellation of Registration	
				(i) The registration of the company will be suspended/cancelled if it is found that the company has committed the following offences:	Noted
				<ul style="list-style-type: none"> The company/ shareholders/ partnership/ Directors/ any member of management has committed a crime and was found guilty by a court in Malaysia or abroad or have civil liability. 	Noted

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
				<ul style="list-style-type: none"> The company withdraws the offer before the tender is considered or rejects it after the offer is made. 	Noted
				<ul style="list-style-type: none"> The company failed to perform any of the obligations in the contracts signed with the Government. 	Noted
				<ul style="list-style-type: none"> The company was found to have fraudulently amended the Certificate of Registration of the company or for other purposes. 	Noted
				<ul style="list-style-type: none"> The company allows the Certificate of Registration of the company to be misused by other individuals/companies. 	Noted
				<ul style="list-style-type: none"> The company was found to have entered into price alliances with other companies when entering into Government tenders or subcontracts without the prior consent of the Government agencies that are involved. 	Noted
				<p>Renewal</p> <ul style="list-style-type: none"> (i) The company must submit an application for renewal of registration three months prior to the expiry of the registration period. 	Noted

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
				<p>(ii) Applications received after the expiration of the registration period are considered renewal registration.</p> <p>Rights of the Government</p> <p>(i) The Certificate of Registration of Company issued virtually is the rights of the Government. The Government reserves the right to withdraw/suspend/cancel such registration if the Company has been subjected to disciplinary action in accordance with 1PP/PK8 (Treasury Circular/ Government Procurement 8).</p> <p>Participation in Government Procurement</p> <p>(i) The company must ensure that the registration with the MOF is still valid throughout the period the contract is in force.</p>	Noted
(e)	TSM/ MBSJ	15 May 2024/ 23 June 2025	Business and advertising licence in respect of 20, 20-1, 20-2, 20-3, Jalan Suria Puchong 6, Pusat Perniagaan Suria, 47110 Puchong, Selangor	<p>(i) Licence shall be displayed at the business premise; and</p> <p>(ii) Save for temporary status licence, to renew the licence within 3 months prior to the expiry date of the licence.</p>	Complied Noted

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Licencee/ Issuing authority	Date of issue/ expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
(f)	TSM/ MBSJ	5 September 2024/ 10 March 2025	Business and advertising licence in respect of 21, 21-1, Jalan Suria Puchong 4, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor	(i) Licence shall be displayed at the business premise; and (ii) Save for temporary status licence, to renew the licence within 3 months prior to the expiry date of the licence.	Complied Noted
(g)	SeeTec Asia/ MBSJ	15 May 2024/ 15 June 2025	Business and advertising licence in respect of 22, 22-1, 22-2, Jalan Suria Puchong 6, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor	(i) Licence shall be displayed at the business premise; and (ii) Save for temporary status licence, to renew the licence within 3 months prior to the expiry date of the licence.	Complied Noted

Save for the business and advertising licences disclosed in (e), (f) and (g) above, our Group's business or profitability depends on the other major licences and permits disclosed as at LPD, without which our Group's operations may not be carried out in the respective purviews of each license.



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6. INFORMATION ON OUR GROUP (Cont'd)

6.8 INTELLECTUAL PROPERTIES

As at LPD, our Group does not own any other brand names, trademarks, industrial design or other intellectual property rights other than those disclosed below:

6.8.1 Trademark

No.	Trademark	Registered owner	Trademark application Class	no./ Approving authority/ Place of application or registration	Status/ Registration validity
1.	TECHSTORE	TSM	2017069620/ 9 ⁽¹⁾	MyIPO/ Malaysia	Registered/ 6 October 2017 to 6 October 2027
2.	TECHSTORE	TSM	2017069623/ 35 ⁽²⁾	MyIPO/ Malaysia	Registered/ 6 October 2017 to 6 October 2027
3.	TECHSTORE	TSM	2018062710/ 37 ⁽³⁾	MyIPO/ Malaysia	Registered/ 5 July 2018 to 5 July 2028
4.	TECHSTORE	TSM	2018062714/ 42 ⁽⁴⁾	MyIPO/ Malaysia	Registered/ 5 July 2018 to 5 July 2028
5.		SeeTec Asia	TM2023027664/ 42 ⁽⁴⁾	MyIPO/ Malaysia	Registered/ 13 September 2023 to 13 September 2033
6.		SeeTec Asia	2017069615/ 35 ⁽²⁾	MyIPO/ Malaysia	Registered/ 6 October 2017 to 6 October 2027

6. INFORMATION ON OUR GROUP (Cont'd)

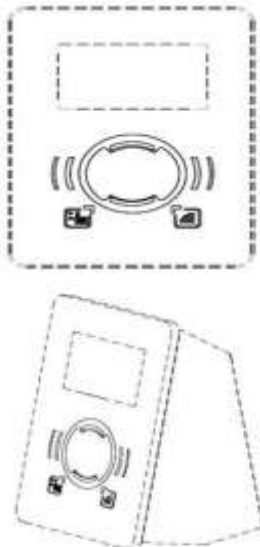
Notes:

- (1) Close circuit television apparatus; security alarms systems (other than for vehicles); automatic access security apparatus; door security devices of metal for buildings (electric); electric access security apparatus; electric security apparatus for buildings; security control apparatus; video cameras adapted for security purposes; all included in class 9.
- (2) The bringing together, for the benefit of others, of a variety of goods, enabling customer to conveniently view and purchase those goods; such services may be provided by retail stores, wholesale outlets, through mail order catalogues or by means of electronic media, for example, through web sites or television shopping programme; all included in class 35.
- (3) Bricklaying; building construction supervision; building sealing; building insulating; building of fair stalls and shops; burglar alarm installation and repair; carpentry services; construction; construction information; construction consultancy; demolition of buildings; electric appliance installation and repair; elevator installation and repair; fire alarm installation and repair; freezing equipment installation and repair; furnace installation and repair; furniture maintenance; furniture restoration; heating equipment installation and repair; hydraulic fracturing services; installation and repair of air-conditioning apparatus; installation, maintenance and repair of computer hardware; installation of doors and windows; interference suppression in electrical apparatus; kitchen equipment installation; laying of cable; machinery installation, maintenance and repair; office machines and equipment installation, maintenance and repair; paper hanging; pipeline construction and maintenance; plastering; repair information; repair of security locks; repair of power lines; safe maintenance and repair; strong-room maintenance and repair; telephone installation and repair; upholstering; upholstery repair; all included in class 37.
- (4) Architectural services; architectural consultancy; authenticating works of art; biological research; calibration (measuring); cartography services; cloud seeding; cloud computing; computer programming; computer software design; rental of computer software; computer system analysis; computer system design; computer software consultancy; computer virus protection services; computer technology consultancy; computer security consultancy; construction drafting; consultancy in the design and development of computer hardware; consultancy in the field of energy-saving; conversion of data or documents from physical to electronic media; conversion of computer programs and data, other than physical conversion; creating and maintaining web sites for others; creating and designing website-based indexes of information for others (IT services); data security consultancy; data encryption services; design of interior decor; interior design; digitization of documents (scanning); duplication of computer programs; electronic data storage; electronic monitoring of personally identifying information to detect identity theft via the internet; electronic monitoring of credit card activity to detect fraud via the internet; engineering; graphic arts design; handwriting analysis (graphology); hosting computer sites (web sites); industrial design; IT consultancy; providing information on computer technology and programming via a web site; installation of computer software; internet security consultancy; maintenance of computer software; mechanical research; monitoring of computer systems by remote access; monitoring of computer systems to detect breakdowns; monitoring of computer systems for detecting unauthorized access or data breach; off-site data backup; outsource service providers in the field of IT; recovery of computer data; research and development of new products for others; research in the field of environmental protection; provision of scientific information, advice and consultancy in relation to carbon offsetting; scientific laboratory services; scientific research; server hosting; software as a service (SaaS); styling (industrial design); surveying; technical research; conducting technical project studies; technical writing; technological consultancy; telecommunications technology consultancy; material testing; underwater exploration; unlocking of mobile phones; updating of computer software; urban planning; all included in class 42.

6. INFORMATION ON OUR GROUP (Cont'd)

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

6.8.2 Industrial Design

No.	Industrial Design	Registered owner	Industrial design filing no./ Class of Article/ Name of Article	Approving authority/ Place of application or registration	Status/ Registration validity
1.		TSM	MY 17-E0299-0101/ 14-02/ Barcode reader	MyIPO/ Malaysia	Registered/ 19 September 2017 to 19 September 2027

In the event that the industrial design is not successfully renewed or registered, our business and profitability will not be materially affected as our Group's business and profitability are not materially dependent on the industrial design listed above.

6. INFORMATION ON OUR GROUP (Cont'd)

6.8.3 Copyright Voluntary Notification

We have registered the following copyrights to protect our intellectual property rights over the design and development of the PSDS software by our Group:

No.	Title of Work/ Category of Work	Registered owner	Copyright filing no.	Approving authority/ Place of application or registration	Status/ Date of Notice
1.	IEP 2023 Central Platform Manager/ Literary	TSM	LY2024W01198	MyIPO/ Malaysia	Registered/ 21 October 2024
2.	IEP 2023 DCU Configuration Tools/ Literary	TSM	LY2024W01197	MyIPO/ Malaysia	Registered/ 21 October 2024
3.	IEP 2023 Diagnose Pro/ Literary	TSM	LY2024W01196	MyIPO/ Malaysia	Registered/ 21 October 2024
4.	IEP 2023 Display Agent/ Literary	TSM	LY2024W01195	MyIPO/ Malaysia	Registered/ 21 October 2024
5.	IEP 2023 LCP HMI/ Literary	TSM	LY2024W01194	MyIPO/ Malaysia	Registered/ 21 October 2024

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6. INFORMATION ON OUR GROUP (Cont'd)

6.9 PROPERTY, PLANT AND EQUIPMENT

6.9.1 Properties owned by our Group

A summary of the material properties owned by our Group as at LPD are set out below:

No.	Registered Owner/ Postal address/ Title details	Description of property/ Existing use/ Expiry of lease (if any)/ Category of land use (if any)	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CCC	Encumbrance	Audited NBV as at 31 July 2024 RM'000
(a)	TSM/ 21 & 21-1, Jalan Suria Puchong 4, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor/ H.S.(D) 314968, PT 82493, Mukim Petaling, Daerah Petaling, Negeri Selangor	Two-storey shop office/ Office/ 99-year leasehold expiring on 27 May 2097 (Approximately 73 years as at LPD)/ Building	2,002.1/ 3,746.0	24 November 2021/ 10 February 2012	Charged in favour of CIMB Islamic Bank Berhad on 28 April 2022	1,041
(b)	TSM/ 22, 22-1 & 22-2, Jalan Suria Puchong 6, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor/ H.S.(D) 314982, PT 82507, Mukim Petaling, Daerah Petaling, Negeri Selangor	Three-storey shop office/ Office/ 99-year leasehold expiring on 27 May 2097 (Approximately 73 years as at LPD)/ Building	2,787.9/ 5,826.0	15 November 2013/ 10 February 2012	Charged in favour of Maybank Islamic Berhad on 9 May 2022 Private caveat lodged by Maybank Islamic Berhad on 17 February 2022	1,910
Total						2,951

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

6. INFORMATION ON OUR GROUP (Cont'd)**6.9.2 Property rented by our Group**

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

No.	Postal address	Landlord/ Tenant	Description/ Existing use	Land area/ Built-up area (sq ft)	Period of tenancy / Rental per annum
(a)	20, 20-1, 20-2 & 20-3, Jalan Suria Puchong 6 Pusat Perniagaan Suria Puchong 47110 Puchong Selangor	Chow Chui Yee ⁽¹⁾ / TSM	Four-storey shop office/ Office and headquarters	2,744.8/ 8,000.0	1 May 2023 to 30 April 2025 RM125,400

Note:

⁽¹⁾ Chow Chui Yee is the spouse of Tan Hock Lim, our Group's Promoter, Managing Director and substantial shareholder. Kindly refer to Section 10.1 for further details of this tenancy.

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

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6. INFORMATION ON OUR GROUP (Cont'd)

6.9.3 Acquisition of property

Save as disclosed below, we have not acquired nor entered into any agreements to acquire any properties during FYE 2021 to 2023, FPE 2024 and up to LPD:

No.	Date of purchase	Registered Owner/ Postal address/ Title details	Description of property/ Existing use/ Expiry of lease (if any)/ Category of land use (if any)	Land area/ Built-up area	Date of CCC	Audited	Purchase
						NBV as at 31 July 2024	value
						RM'000	RM'000
(a)	24 November 2021	TSM/ 21 & 21-1, Jalan Suria Puchong 4, Pusat Perniagaan Suria Puchong, 47110 Puchong, Selangor/ H.S.(D) 314968, PT 82493, Mukim Petaling, Daerah Petaling, Negeri Selangor	Two-storey shop office/ Office/ 99-year leasehold expiring on 27 May 2097/ Building	2,002.1/ 3,746.0	10 February 2012	1,041	1,050

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6. INFORMATION ON OUR GROUP (Cont'd)**6.9.4 Material machinery**

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

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

Save for the expenditures disclosed below, there were no other capital expenditures (including interests in other corporations) made by us for FYE 2021 to 2023, FPE 2024 and up to LPD:

Capital expenditures	At cost				1 August
	FYE 2021	FYE 2022	FYE 2023	FPE 2024	2024 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
Buildings	-	(1)476	-	-	-
Leasehold lands	-	(1)608	-	-	-
Computer and software	119	150	500	124	53
Equipment	50	35	52	63	23
Furniture and fittings	10	17	12	4	-
Motor vehicles	-	27	35	-	547
Renovation	-	4	6	18	-
	179	1,317	605	209	623

Note:

- (1) Being the purchase of double storey shop office located at Puchong for RM1.1 million of which RM0.6 million is accounted for under right-of-use asset due to accounting for the leasehold land on which the building is situated.

FYE 2021

For FYE 2021, our capital expenditure was mainly related to purchase of computer and software amounting to RM0.1 million.

FYE 2022

For FYE 2022, our capital expenditure was mainly related to the purchase of:

- (i) buildings amounting to RM0.5 million being our office building;
- (ii) leasehold lands amounting to RM0.6 million accounted for as right-of-use asset; and
- (iii) computer and software amounting to RM0.2 million.

FYE 2023

For FYE 2023, our capital expenditure was mainly related to the purchase of computer and software amounting to RM0.5 million in line with our expanding headcount and business growth.

6. INFORMATION ON OUR GROUP (Cont'd)

FPE 2024

For FPE 2024, our capital expenditure mainly related to the purchase of computer and software amounting to RM0.1 million and purchase of testing and office equipment amounting to RM0.1 million.

From 1 August 2024 up to LPD

From 1 August 2024 up to LPD, our capital expenditure was mainly related to the purchase of 1 unit of motor vehicle amounting to RM0.5 million for general transportation use.

The above capital expenditures were primarily financed by a combination of bank borrowings and internally generated funds. Our capital expenditures are mainly driven by our business growth as well as for replacement purposes.

(b) Material capital divestitures

There were no other capital divestitures made by us for FYE 2021 to 2023, FPE 2024 and up to LPD.

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

6.9.6 Material plans to construct, expand or improve our facilities

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

6.10 RELEVANT LAWS, REGULATIONS, RULES OR REQUIREMENTS

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

(a) 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 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. Failure to comply with the above shall render a person liable to a fine of not less than RM10,000 but not more than RM100,000.

As at LPD, TSM holds a valid certificate of registration and certificate of government procurement issued by CIDB.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) 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. As we operate in various jurisdiction in Malaysia, we are subject to the by-laws of the respective states.

As our offices are located in Puchong, Selangor, we fall under the jurisdiction of MBSJ.

The relevant by-laws governing the conduct of our business in our offices would be the Licensing of Trades, Businesses and Industries (Subang Jaya City Council) By-Laws 2007 ("**By-Laws 2007**"). By-Laws 2007 provides that it is an offence for a person to operate any trade, business and industry activity under Schedule 2 without a valid licence issued by MBSJ. Businesses falls within Schedule 2 of By-Laws 2007. Any person who contravenes any provisions of the By-Laws 2007 commits an offence and shall, on conviction, be liable to a fine not exceeding RM2,000 or to imprisonment for a term not exceeding 1 year or to both such fine and imprisonment.

As at LPD, our Group holds and maintains valid business licences for all our operating business premises. In addition, our Group maintains valid advertising licences in respect of all premises with external signboards.

(c) OSHA

The OSHA regulates the safety, health and welfare of persons at work, protecting others against the risks of safety or health in connection with the activities of persons at work.

Pursuant to Section 29 of the OSHA, an occupier of a place of work to which this section applies shall employ a competent person to act as a safety and health officer at the place of work. An occupier who contravenes the provisions of this section shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to a term of imprisonment not exceeding 6 months or to both. The employer of the class or description of industries that shall employ a safety and health officer can be found under Order 3 of the Occupational Safety and Health (Safety and Health Officer) Order 1997, which includes any work of engineering construction where the total contract price of the project exceeds RM20.0 million.

Pursuant to Section 30 of the OSHA, 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 of the Department of Occupational Safety and Health directs the establishment of such a committee at the place of work. 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 RM100,000 or to imprisonment for a term not exceeding 1 year or to both.

As at LPD, our Group is in compliance with the relevant provisions under the OSHA.

6. INFORMATION ON OUR GROUP (Cont'd)

(d) ESA 1990 and Electricity Regulations

The ESA 1990 including the Electricity Regulations regulate the electricity supply industry, the supply of electricity, the licensing of any electricity installation, as well as the registration of any electrical contractors, manufacturers, importers and any competent person involved in the supply or use of electricity.

Pursuant to Regulation 75 of the Electricity Regulations, no person shall perform or carry out any electrical work unless he holds a valid certificate of registration as an electrical contractor under the Electricity Regulations. A person who contravenes the provisions of this Regulation shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM5,000 or to imprisonment for a term not exceeding 1 year or to both.

“Electrical work” is defined under the Electricity Regulations as any work performed or carried out on an electrical installation and includes the installing, constructing, erecting or repairing thereof, the altering of the structure, the replacing of any of its parts, the adding of any part thereto or the carrying out of any work thereon for the purposes of its maintenance, but does not include work in relation to the manufacturing of an electrical installation or the assembling thereof in the course of, or in connection with, its manufacture for the purpose of producing a new article, or the oiling, greasing, cleaning or painting of an electrical installation.

As at LPD, our Group holds a valid certificate of registration as an electrical contractor issued by the Energy Commission Malaysia.

(e) Personal Data Protection Act 2010 (as amended pursuant to the Personal Data Protection (Amendment) Act 2024)

The Personal Data Protection Act 2010 regulates the processing of personal data in commercial transactions in Malaysia. Personal data relates directly or indirectly to a data subject, who is identified or identifiable from that information or from that and other information in the possession of a data controller, including any sensitive personal data and expression of opinion about the data subject. The processing of personal data by a data controller must comply with the Personal Data Protection Principles as provided under the Personal Data Protection Act 2010. A data controller who fails to comply with the Personal Data Protection Principles commits an offence and shall, on conviction, be liable to a fine not exceeding RM1,000,000 or to imprisonment for a term not exceeding 3 years or to both.

Our Group collects personal data of our customers including information on our customers’ operations, IT policies and IT systems which is required to carry out our services. Since our inception and up to LPD, our Group has not encountered any breaches pursuant to the Personal Data Protection Act 2010. As at LPD, our Group complies with the Personal Data Protection Principles as provided under the Personal Data Protection Act 2010.

Details of the major approvals, licences and permits issued to our Group in order for us to carry out our operations are set out in Section 6.7. Save as disclosed therein, as at LPD, there are no other material laws, regulations, rules or requirements governing the conduct of our business and/or major environmental issue which may materially affect our operations.

6. INFORMATION ON OUR GROUP (Cont'd)

6.11 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

As at LPD, there are no environmental, social and governance issues which may materially affect our Group's business or operations. The formation and initiation of a Management Working Sustainability Committee is in motion to formulate and monitor environmental, social and governance compliance with our Group's sustainability related framework, policies and strategies.

Our Group has implemented and is committed to implementing the following environmental, social and governance ("**ESG**") practices and measures in line with Bursa Securities issued Sustainability Reporting Guide 3rd Edition ("**Sustainability Guide**"):

(a) Environmental**(i) Energy efficient management**

Effective energy efficiency usage and management are crucial in promoting environmental sustainability. Aligned with the Government's initiative for a balanced and sustainable energy future, our Group has contributed to this effort by implementing power-saving practices in our daily operations, purchase and usage of energy-efficient equipment as well as promoting energy-saving modes on all devices.

As a working commitment towards better energy efficiency, our Group has taken the initiative in investing in renewable energy sources. We intend to install grid-connected photovoltaic systems with a total capacity of 19.80 kilowatt peak at our office, which are expected to save approximately 25,146 kilowatt-hour of electricity and RM13,935 annually.

(ii) Waste management

Our Group is developing strategies for responsible waste management by encouraging the implementation of digitalisation and optimising usage of materials via recycling and repurposing initiatives.

Presently, we are obtaining the services of locally sourced licensed waste management vendors to manage our waste disposal and resource management processes. Bins and containers are made available to segregate the waste and regular checks are conducted.

(iii) Carbon footprint reduction

By adopting a hybrid work model and prioritising virtual meetings, our Group is committed to reducing travel-related emissions, enhance operational efficiency and promoted a more sustainable and flexible work environment.

Through these initiatives, our Group endeavours to set a benchmark in sustainable practices, aiming for a positive impact alongside maintaining operational excellence. Moreover, we are actively pursuing ISO 14001:2015 Environmental Management Systems certification to further strengthen our commitment to environmental stewardship.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) Social

(i) Safety and healthy workplace

Our Group is committed to maintaining a safe and healthy workplace for our employees. Our Site Safety Supervisor and Safety and Health Officer oversee the stringent implementation and compliance to the OSHA Guidelines which is reflective of current Malaysian laws, rules and regulations.

We provide all relevant personnel with adequate and necessary safety tools, information, training and personal protective equipment. These efforts underscore our Group's strong commitment on the wellbeing of our employees by fostering a healthy and secure work environment.

All these initiatives are meticulously outlined in our Safety Management Plan. Additionally, our adherence to ISO 45001:2018 for Occupational Health and Safety Management underscores our dedication to maintaining high standards of safety across our operation.

(ii) Employment diversity and equal labour practices

Our Group is committed to serving the interests of stakeholders, including our valued employees, by actively promoting gender and cultural diversity and inclusion in our workplace. This commitment is evident as we embrace and celebrate diverse genders and cultures among both our Board members and employees. We remain steadfast in our ongoing efforts to foster an environment where every individual is valued, respected and empowered to contribute their unique perspectives and talents.

In addition, our commitment to fair practices encompasses equitable wages, prohibiting discrimination and respecting the labour rights of all employees. We ensure that minimum wage requirements are met and regularly benchmark market rates to guarantee competitive compensation.

(iii) Community engagement

Further, our Group is committed to corporate social responsibility, undertaking initiatives aimed at meeting community needs, fostering employment opportunities and supporting local development initiatives. We actively engage with local communities through philanthropic endeavours and volunteer programs, including donations during the festivities and for cancer research. Strategic plans are also in place to further our involvement by facilitating educational and training initiatives.

(iv) Supply chain management

Furthermore, our Group prioritises the quality of our solutions. We ensure this by adhering to responsible sourcing practices for IT hardware & software equipment, installation components, devices and maintenance services. Our rigorous approach includes a thorough evaluation of potential new suppliers and subcontractors prior to onboarding, followed by annual performance assessments to drive continual improvement.

To further enhance our commitment to sustainable supply chain management, we refer to the Sustainability Guide and have made a steadfast pledge to engage with more local suppliers and subcontractors moving forward.

6. INFORMATION ON OUR GROUP (Cont'd)

(c) Governance

Our Group is committed to conducting our business ethically and in compliance with all relevant laws and regulations as disclosed in Section 6.10.

(i) Corporate governance compliance

Our Group is progressively adopting the principles and practices of the MCCG, where appropriate.

In seeking to conduct our business ethically, our Group has adopted a zero-tolerance policy towards any form of bribery and corruption in our business dealings and as such we have put in place policies and procedures to manage our corporate liability risks. This includes the formalisation and adaptation of the Whistleblowing Policy; Anti-Bribery and Anti-Corruption Policy; Personal Data Protection Act Policy; and Code of Ethics. In addition, we are also certified under MS ISO 37001:2016 to reflect our commitment to maintaining effective Anti-Bribery Management Systems.

Moving forward, our Group will adhere to the relevant and applicable good corporate governance practices as outlined in the MCCG.

(ii) Risk management

In line with our Group's Risk Management Framework, our management continuously updates our Group Risk Register to capture the current strategic, operational, financial and regulatory risks we face.

We regularly monitor the mitigation plans and actions to ensure that identified risks remain at acceptable levels in relation to achieving our objectives. Our Group is committed to transparent reporting on risk exposure and mitigation measures, particularly regarding the unique risks associated with our industry.

(iii) Board composition

Additionally, our Group is dedicated to achieving diverse representation on the Board, ensuring a broad spectrum of perspectives and expertise. Our Board comprises 6 professionals with specialised knowledge in engineering, telecommunications, legal, manufacturing, general business management, accountancy and finance.

This diverse composition enhances our Board discussions and decision-making processes, fostering innovation and robust governance practices across all facets of our operations.

Furthermore, we uphold the integrity of the Board by having 4 Independent Directors and 2 Executive Directors, of which 3 are women, meeting the requirement of 30% female representation.

6. INFORMATION ON OUR GROUP (Cont'd)

(iv) Integrity in corporate reporting

Our Group's financial statements are audited by our independent auditors to provide a true and fair view of the financial positions of the entities within our Group.

We also hold meetings to review and approve the audited financial statements, discuss the prospects and performance of our Group, and address other pertinent matters.

Our Board acknowledges that our Group operates in a dynamic business environment, necessitating the continuous evolution of our ESG practices to stay aligned with these challenges. Consequently, our Board will proactively direct and develop initiatives and action plans to further enhance our ESG practices as needed.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.12 EMPLOYEES

As at LPD, we have a total workforce of 133 employees, which consist of 75 permanent and 58 contractual employees. Our foreign employees are Petr Obsel who is a Czech Republic citizen and Juraj Zidzik who is a Slovak Republic citizen, both of whom are permanent employees.

The breakdown of our employees as at 31 July 2024 and LPD are as follows:

Department	No. of employees				Total
	Permanent		Contract		
	Local	Foreigner	Local	Foreigner	
As at 31 July 2024					
Directors	3	-	-	-	3
Key senior management	3	2	-	-	5
Business development	5	-	1	-	6
Contract	2	-	1	-	3
Finance	5	-	-	-	5
Human resources and administration	4	-	1	-	5
Professional services	5	-	3	-	8
Design and engineering	10	-	2	-	12
Project management office	39	-	36	-	75
- Project management	14	-	19	-	33
- Service and support	5	-	4	-	9
- Installation and testing and commissioning	20	-	13	-	33
IT	1	-	-	-	1
	77	2	44	-	123
As at LPD					
Directors	3	-	-	-	3
Key senior management	3	2	-	-	5
Business development	5	-	1	-	6
Contract	3	-	-	-	3
Finance	4	-	-	-	4
Human resources and administration	4	-	1	-	5
Professional services	4	-	13	-	17
Design and engineering	8	-	2	-	10
Project management office	38	-	41	-	79
- Project management	14	-	25	-	39
- Service and support	4	-	4	-	8
- Installation and testing and commissioning	20	-	12	-	32
IT	1	-	-	-	1
	73	2	58	-	133

The breakdown of our employees by company as at 31 July 2024 and LPD are as follows:

Company	No. of employees	
	As at 31 July 2024	As at LPD
	TSM	111
SeeTec Asia	12	13
	123	133

6. INFORMATION ON OUR GROUP (Cont'd)

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

There were no significant changes in the number of employees of our Group for FPE 2024 and up to LPD.

None of our employees belong to any labour union and as at LPD, there is no material dispute between our management and our employees. Over FYE 2021 to 2023 and FPE 2024, there has not been any incident of work stoppage or labour disputes that has materially affected our operations.

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7. BUSINESS OVERVIEW

7.1 HISTORY OF OUR GROUP

Our Company was incorporated in Malaysia under the Act on 23 January 2024 as a private limited company under the name TechStore Sdn Bhd. On 6 June 2024, we converted into a public limited company and assumed our current name. Our Company is an investment holding company. Through our subsidiaries, we are primarily involved in the provision of enterprise IT services, primarily involving the IT security and automation solutions to support our customers' operations.

TSM was incorporated on 9 February 2011 under the name Secure Depot Sdn Bhd by Tan Hock Lim (25.0%), our Chief Technology Officer, Petr Obsel (25.0%), other third party shareholders Abdul Razak Lew bin Abdullah (25.0%), and Chew Yee Sang (25.0%), who were also its directors. The company's name was subsequently changed to Tech-Store Malaysia Sdn Bhd on 19 April 2011. Through the years, TSM underwent a series of shareholdings changes for purposes of bidding for projects, resulting in the Promoters becoming the shareholders of TSM in 2021 i.e. Tan Hock Lim (48.9%), Mohd Fadzil bin Mohd Daud (51.0%) and one of the Group's senior engineers, Nor Azman bin Abd Razak (0.1%). Subsequently, in 2022, Tan Hock Lim, Mohd Fadzil bin Mohd Daud and Nor Azman bin Abd Razak were allotted additional shares in TSM, and in 2023, Tan Hock Lim was allotted further additional shares in TSM, which led to its current shareholding structure of Tan Hock Lim (78.7%), Mohd Fadzil bin Mohd Daud (21.3%) and Nor Azman bin Abd Razak (<0.1%), as set out in Section 6.3.

SeeTec Asia was originally incorporated in 2012 by Tan Hock Lim (50.0%) and Petr Obsel (50.0%), as a distributor of video management system by SeeTec GmbH. Over the years up to 2022, SeeTec Asia has been a key supplier of our Group dedicated entirely to carry out specialised IT services for development of middleware and interfaces for integration of video management system for TSM's projects. During this period, SeeTec Asia was restructured to be wholly owned by TSM in 2013, then Infinite Evolution Holdings Sdn Bhd in 2014, which was then owned by Tan Hock Lim (30.0%), Tan Mee Hong (30.0%) and Petr Obsel (40.0%). As such, SeeTec Asia forms a key part of our Group's business, and was thus acquired by TSM on 9 January 2024 in view of the Listing. For FYE 2021 to 2023, TSM was the sole customer of SeeTec Asia. During this period, the operations of SeeTec Asia were headed by Juraj Zidzik, together with Tan Hock Lim as project consultant, and Tan Mee Hong being responsible for administrative matters, and also being the sole director and shareholder of the company.

Our Group's track record since the commencement of business in 2011 spans several industries as we have grown to serve customers in industries ranging from transportation and hospitality and leisure to utilities and logistics, and our solutions have been used in various types of operations, such as factories, theme parks, government buildings, and more recently, public infrastructure. By integrating several key operational functions from C&C, surveillance, security, access, and communication, our solutions optimise the operations of our customers by, amongst others, improving security, increasing efficiency, and empowering employees to better deliver necessary actions in a timely manner, thereby increasing value to their businesses. Notably, our solutions allow for the transformation and/or migration of customers' existing analogue systems to digital without overhaul of their existing systems.

7. BUSINESS OVERVIEW (Cont'd)

For the railway transportation industry, there are 7 key subsystems, namely: rolling stock & depot equipment; trackwork; signalling; power; communication; AFC; and information and communication systems & computerised maintenance management system. As at LPD, our Group can implement several systems under the rolling stock & depot equipment; signalling; power; communication; AFC; and information and communication systems & computerised maintenance management system subsystems. Our experience in the rolling stock & depot equipment subsystem includes the Ampang LRT infotainment system, the on-board NVR solution for trains on the MRT Kajang line, and the ETS3 PIS Project, while our experience in the signalling subsystem includes the LRT Kelana Jaya line operation control centre upgrading works and the PSDS Project. Under the power subsystem, we have undertaken design consultation for depot equipment and service vehicles and uninterruptible power supply for the RTS link between Malaysia and Singapore. Our experience in the communication subsystem includes the LRT3 EAC Project and installation and commissioning of CCTV systems. Our experience in the AFC subsystem includes the LRT3 AFC Project while our experience in the information and communication systems & computerised maintenance management system subsystem includes the RTS ERP Project.

Our solutions require communication with our customers to provide them with design, development, customisation, implementation, testing and integration of the solutions to meet their application needs. We also provide our customers with maintenance and support services for the IT solutions that we deliver.

7.2 KEY ACHIEVEMENTS AND MILESTONES

Year	Achievement or Milestones
2011	<ul style="list-style-type: none"> TSM began as a value-added distributor for the design and supply of IT security and automation solutions to its customers. TSM's solutions allowed for the transformation and/or migration of customers' existing analogue systems to digital without overhaul of its existing systems. TSM would also provide its customers with training on using the solutions. Secured a contract to supply and install hardware and software as well as conduct configuration, testing, and commissioning of an integrated security management system for the Deputy Prime Minister's residence.
2012	<ul style="list-style-type: none"> SeeTec Asia was incorporated on 13 July 2012 by Tan Hock Lim and Petr Obsel. Secured a contract to supply and install hardware and software, as well as conduct testing and commissioning of an integrated C&C monitoring system for a money printing plant, representing our Group's first foray into the finance and banking industry. Penetrated the railway transportation industry after securing a contract to undertake a human factor study for the LRT Kelana Jaya line extension project. Amongst established international competitors, TSM was able to secure the contract due to its capabilities. Subsequently, we secured a contract to design, supply, install, test and commission a large screen projector system (video wall) for the LRT Kelana Jaya line extension project, marking the growth of our Group from undertaking a human factor study to the supply and installation of visual equipment.

7. BUSINESS OVERVIEW (Cont'd)

Year	Achievement or Milestones
	<ul style="list-style-type: none"> Secured a contract to supply and install hardware and software as well as conduct set up, configuration, testing, and commissioning of a central monitoring system for a bank, which paved the way for our Group to provide similar services for other banks in Peninsular Malaysia.
2013	<ul style="list-style-type: none"> Secured a contract to supply and install, set up, configure, test, and commission a city video surveillance system for visitor data analysis, traffic and crowd management, and safety in the Iskandar Region, Johor. Secured a contract for the supply and installation, testing and commissioning, verification of system set up configuration, and design verification of an integrated security management system for the Prime Minister's residence. Secured a contract for engineering, construction, testing and commissioning of a telecommunications system for the MRT Kajang line, thereby expanding our Group's coverage to two major rail lines.
2015	<ul style="list-style-type: none"> Secured a contract for the design, engineering, installation, testing and commissioning of the OCC upgrading works for the LRT Kelana Jaya line extension project. This marks further growth of our Group's capabilities in the public infrastructure sector as we demonstrated our ability to undertake works for an OCC for a rail line covering a C&C centre, meeting rooms, security, prayer rooms, and data centre. Secured a contract to provide consultancy services including task analysis, human factor study, liquid-crystal display and digital light projection video wall, and renovation works of the CCR operations for the LRT Ampang line extension project. This marks our Group's expansion in covering a third major rail line. Secured a contract to conduct design and engineering, procurement, delivery, installation, and testing and commissioning of on-board NVR solution for trains on the MRT Kajang line. This was a significant project for our Group as the provision of equipment or solutions on-board trains is generally undertaken by the owner/ operator of the rail line as it involves monitoring the health of the train and safety of the passengers. Secured a contract for the supply, testing and commissioning of a BVI solution to monitor security for an oleochemical factory, representing our Group's first project for a factory. The BVI solution provided by our Group allowed for central monitoring of the factory from different countries. Secured a contract for the design, engineering, installation, cabling, fit out, setup, integration, testing and commissioning of the equipment, interiors, centralised environment control and integrated security system for the CCR upgrading works for the LRT Ampang line extension project.

7. BUSINESS OVERVIEW (Cont'd)

Year	Achievement or Milestones
2016	<ul style="list-style-type: none"> Secured a contract for the design, delivery, installation, integration, testing, and commissioning of a bus integrated system for Rapid Bus in Penang, representing our Group's first foray into providing our services for bus transportation. The bus integrated system included journey planning, monitoring, CCTV, kiosk for employee self-service (clock in and out, roster planning) and passenger journey planner, POS, video wall, passenger access communication. Secured a contract for the design, manufacture, delivery, installation, configuration, testing and commissioning and warranty for hardware and software for entry/exit turnstiles, POS and EPOS for a theme park in Malaysia, representing our Group's first foray into the hospitality and leisure industry.
2017	<ul style="list-style-type: none"> Secured our first overseas contract for the provision of an ergonomics study support works (including task analysis and human factor study) for the State Railway of Thailand Red Line in Thailand.
2018	<ul style="list-style-type: none"> Our quality management system was certified with ISO 9001:2015 by Globalgroup of Companies Limited under the scope of "EPCC of Industrial Systems".
2019	<ul style="list-style-type: none"> Secured a contract for the upgrading of on-board closed-loop infotainment system for trains on the LRT Ampang line. The upgrade enabled the operator to update the information on the infotainment system online via the OCC instead of updating the infotainment system on each train manually. Secured a contract for the supply, delivery, installation and testing and commissioning of AFC system and electronic access control EAC system for the LRT3 line.
2021	<ul style="list-style-type: none"> Our environmental management system was certified with ISO14001:2015 by Certification Partner Global under the scope of "EPCC". Our occupational health & safety management system was certified with ISO45001:2018 by Certification Partner Global under the scope of "EPCC". Secured a contract for the supply, installation, testing, and commissioning of on-board CCTV systems for KTM locomotive trains, representing our expansion in covering a fourth major rail line. Secured contracts for design consulting, risk management and document preparation/review services for the RTS link between Malaysia and Singapore for uninterruptible power supply and depot equipment and service vehicles.
2022	<ul style="list-style-type: none"> Secured a contract for the supply, delivery, installation, integration, testing and commissioning, training, and maintenance of a port access management system at a port in Peninsular Malaysia. Secured a contract for the design, supply, delivery, installation, integration, testing and commissioning, training, and interfacing of a ERP system for the RTS link between Malaysia and Singapore.

7. BUSINESS OVERVIEW (Cont'd)

Year	Achievement or Milestones
	<ul style="list-style-type: none"> ● Secured a contract for the design, supply, delivery, installation, integration, testing and commissioning of the sub-systems for a PSDS and associated works for LRT Kelana Jaya line. ● Secured a contract for the supply, delivery, installation, integration, testing and commissioning of AFC storage servers. Whilst upgrading the AFC storage servers, we were able to provide data migration from the main centre to the disaster recovery centre without any downtime. ● Our anti-bribery management system was certified with MS ISO37001:2016 by TUV Nord (M) Sdn Bhd under the scope of "EPCC". ● Obtained MOF certification, allowing us to directly tender for contracts by Government ministries and agencies. ● Registered as a Grade 7 contractor with CIDB.
2023	<ul style="list-style-type: none"> ● Secured a contract for the provision of perimeter street lighting, CCTV and associated works for the development of a large-scale solar photovoltaic project in Kedah. ● Secured a contract for the provision of HRMIS for a Government agency. ● Secured a contract for the development of door system test bench for the LRT Ampang line and KL monorail as part of the Industrial Collaboration Programme by the Government. ● Secured a contract for the supply, rectification, testing and commissioning of earthing and lightning protection system for the MRT Kajang line. ● Secured a contract from a Government agency to provide more than 6,000 laptops, more than 300 units each of printers, projectors, and charging carts to various schools in Perak under a lease arrangement until 2029.
2024 and up to LPD	<ul style="list-style-type: none"> ● TSM completed the acquisition of SeeTec Asia premised on the fact that SeeTec Asia has been a key supplier of TSM, whereby it was dedicated entirely to carry out subcontractor services for TSM's projects. SeeTec Asia is involved in the provision of specialised IT services for development of middleware and interfaces for integration of video management system, which is part of our Group's service offerings. ● Secured a contract for the design, construction, installation and completion of Malaysia Agencies Fit-out Works at Singapore Customs, Immigration and Quarantine (CIQ) centre. ● Secured a contract for the supply, installation, and commissioning of on-board PIS to an international company supplying trains to KTM Berhad. ● Secured a contract from a Government agency for the supply, delivery, installation, testing and commissioning, and maintenance of desktop computers, laptops, printers, scanners, and tablets under a lease arrangement until 2027.

7. BUSINESS OVERVIEW (Cont'd)

The following is a list of our Group's significant projects above RM1.5 million in contract value:

Completed projects

No.	Project name/ Description of products and/or services provided	Location	Contract amount (RM'000)	Contract period	Period of commencement
1.	Large screen projector system/ A contract to design, supply, install, test, and commission a large screen projector system for the LRT Kelana Jaya line extension project	Selangor	2,290	13 months	August 2012
2.	Integrated security management system, Prime Minister's residence/ A contract for the supply and installation, testing and commissioning, verification of system set up configuration, and design verification of an integrated security management system for the Prime Minister's residence	Federal Territory of Putrajaya	2,060	4 months	June 2013
3.	Telecommunications system for MRT Kajang line/ A contract for engineering, construction, testing and commissioning of a telecommunications system for the MRT Kajang line	Selangor	16,975	51 months	July 2013
4.	LRT Kelana Jaya line operation control centre upgrading works/ A contract for the design, engineering, installation, testing and commissioning of the OCC upgrading works for the LRT Kelana Jaya line extension project	Selangor	5,175	8 months	March 2015

7. BUSINESS OVERVIEW (Cont'd)

No.	Project name/ Description of products and/or services provided	Location	Contract amount (RM'000)	Contract period	Period of commencement
5.	Network video recorder for MRT Kajang line trains/ A contract to conduct design and engineering, procurement, delivery, installation, and testing and commissioning of on-board NVR solution for trains on the MRT Kajang line	Selangor	3,600	7 months	March 2015
6.	LRT Ampang line extension CCR upgrade/ A follow-up contract for the design, engineering, installation, cabling, fit out, setup, integration, testing and commissioning of the equipment, interiors, centralised environment control and integrated security system for the CCR upgrading works for the LRT Ampang line extension project	Selangor	1,836	11 months	March 2015
7.	Bus integrated system for bus line in Penang/ A contract for the design, delivery, installation, integration, testing and commissioning of hardware such as CCTV, passenger information display system, video wall, fare collection system, fleet tracking system, a planning, scheduling, and dispatch system, as well as software including journey planner application, centralised reporting system, ESS application, and call centre management system for buses and depots in Penang	Penang	18,000	15 months	April 2016
8.	CCTV system for buses in the Klang Valley/ A contract for the supply, installation, testing, and commissioning of on-board CCTV systems for buses in the Klang Valley	Selangor	4,500	12 months	December 2017

7. BUSINESS OVERVIEW (Cont'd)

No.	Project name/ Description of products and/or services provided	Location	Contract amount (RM'000)	Contract period	Period of commencement
9.	LRT Ampang line infotainment system upgrade/ A contract for the design, procurement, installation, testing, and commissioning of central wireless uploading system of on-board closed-loop infotainment system for LRT Ampang line trains	Selangor	3,850	8 months	August 2019
10.	Design consultation for depot equipment and service vehicles and uninterruptible power supply for the RTS link between Singapore and Malaysia/ A contract for the design consulting, risk management, and document preparation and review for depot equipment and service vehicles and uninterruptible power supply for the RTS link assets for RTS link between Malaysia and Singapore	Selangor	2,200	24 months	June 2021
11.	EPCC for development of a solar photovoltaic plant/ A contract for EPCC of perimeter street lighting, CCTV, and associated works for the development of a large scale solar photovoltaic plant in Kedah	Kedah	3,795	9 months	March 2023
12.	Video management system upgrade for MRT Kajang line/ A contract for the supply, delivery, installation, integration, testing and commissioning to upgrade a CCTV system for MRT Kajang line	Selangor and Kuala Lumpur	5,012	9 months	August 2023
13.	ETS3 PIS Project/ Secured a contract for the supply, installation and commissioning of onboard train PIS to an international company supplying trains to KTM Berhad	Peninsular Malaysia	8,485	6 months	December 2023

7. BUSINESS OVERVIEW (Cont'd)

Ongoing projects

No.	Project name/ Description of products and/or services provided	Location	Contract Amount (RM'000)	Contract Period	Period of Commencement	Percentage of completion as at LPD (%)	Unbilled order book as at LPD (RM'000)
1.	LRT3 EAC Project/ A contract for the design, supply, delivery, installation, testing, and commissioning of an EAC system for the LRT3 line	Selangor	14,000	48 months with an extension up to July 2024 and a further extension to November 2024 ⁽¹⁾	October 2019	99.7	3,892
2.	LRT3 AFC Project/ A contract for the design, supply, delivery, installation, testing, and commissioning of an AFC system for the LRT3 line	Selangor	77,000	48 months with an extension up to November 2024 ⁽¹⁾	November 2019	94.6	16,765
3.	PSDS Project/ A contract for the design, supply, install, integration, testing and commissioning of the subsystems for PSDS and associated works for LRT Kelana Jaya line	Selangor	14,543	Phase 1: 12 months Phase 2: 14 months	Phase 1: June 2022 Phase 2: February 2024	86.2	6,853

7. BUSINESS OVERVIEW (Cont'd)

No.	Project name/ Description of products and/or services provided	Location	Contract Amount (RM'000)	Contract Period	Period of Commencement	Percentage of completion as at LPD (%)	Unbilled order book as at LPD (RM'000)
4.	PAMS Project/ A contract for the supply, delivery, install, integration, testing, commissioning, training and maintenance for Port Access Management System (PAMS) at a port	Johor	1,943	8 months + 36 months ⁽²⁾	August 2022	90.0	194
5.	RTS ERP Project/ A contract for the design, supply, delivery, installation, testing and commissioning, training, interfacing, warranty and other related works of ERP of RTS link assets for RTS link between Malaysia-Singapore	Johor	3,315	12 months + 24 months ⁽³⁾	September 2022	88.4	386
6.	HRMIS Project/ A contract for the supply, delivery, installation, testing and commissioning of hardware and software for the upgrading of a human resources management information system for a Government agency	Kuala Lumpur	18,527	36 months	January 2023	87.6	3,131

7. BUSINESS OVERVIEW (Cont'd)

No.	Project name/ Description of products and/or services provided	Location	Contract Amount (RM'000)	Contract Period	Period of Commencement	Percentage of completion as at LPD (%)	Unbilled order book as at LPD (RM'000)
7.	LRT3 AFC Project (Variation Order No. 1)/ A contract for the design, supply, delivery, installation, testing, and commissioning of an AFC system for the LRT3 Line	Selangor	39,000	12 months with an extension up to November 2024 ⁽¹⁾	February 2023	80.1	6,840
8.	Earthing and Lighting Protection System (ELPS)/ A contract for the supply, delivery, installation, rectification, testing and commissioning of earthing and lighting protection system for the MRT Kajang line	Selangor and Kuala Lumpur	7,900	24 months	June 2023	41.7	5,817
9.	Provision of ICT equipment rental under a leasing arrangement/ A contract for the provision of more than 6,000 laptops, more than 300 units each of printers, projectors, and charging carts to various schools in Perak	Perak	44,800	65 months	October 2023	16.7	37,333

7. BUSINESS OVERVIEW (Cont'd)

No.	Project name/ Description of products and/or services provided	Location	Contract Amount (RM'000)	Contract Period	Period of Commencement	Percentage of completion as at LPD (%)	Unbilled order book as at LPD (RM'000)
10.	Fit out works at Woodlands North Custom, Immigration and Quarantine (CIQ)/ A contract for the design, construction, installation, and completion of Malaysian agencies' fit out works at Woodlands North Custom, Immigration and Quarantine (CIQ) for the RTS link between Malaysia and Singapore	Singapore	38,621	33 months	May 2024	8.9	34,759
11.	Provision of ICT equipment under a leasing arrangement/ A contract for the supply, delivery, installation, testing and commissioning, and maintenance of desktop computers, laptops, printers, scanners, and tablets for a Government agency	Putrajaya	3,775	36 months	September 2024	11.1	3,356

Notes:

- (1) Delays in the handover of the site by our customer to our Group prevented us from commencing work at certain sites. As a result, our Group has sought an extension of time from our customer. On 12 November 2024 and 6 November 2024, our Group has submitted the extension of time request for LRT3 EAC Project and LRT3 AFC Project respectively, from 1 December 2024 to 30 June 2025 as well as 1 December 2024 to 7 August 2025, respectively, to our customer and is awaiting confirmation from our customer pending evaluation. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works for LRT3 EAC Project and LRT3 AFC Project by 23 August 2025 and 30 August 2025, respectively, and is awaiting confirmation from our customer, pending evaluation.

7. BUSINESS OVERVIEW (Cont'd)

- (2) The contract for the PAMS Project encompasses both the implementation of the PAMS and subsequent support and maintenance services in lieu of the DLP. The initial contract period for the PAMS implementation was set at 8 months. However, due to delays arising from dependencies beyond our control, namely the lack of environment infrastructure readiness by the customer at the project site preventing our Group from commencing work, our Group was granted an extension of time until November 2023. Further delays, which were again outside of our control, necessitated an additional extension, which we have been granted up to 30 September 2024. For clarity, the implementation of the PAMS was completed in September 2024. The remaining 36 months of the PAMS Project refers to the period whereby our Group will provide support and maintenance services in lieu of a DLP.
- (3) The contract for the RTS ERP Project encompasses both the implementation of the ERP system as well as support and maintenance services in lieu of the DLP. The initial contract period for the ERP system implementation was 12 months. Due to delay by our customer preventing our Group from commencing work, our Group was granted an extension of time until February 2024, and such implementation was completed in the same month. The remaining 24 months of the RTS ERP Project refers to the period whereby our Group will provide support and maintenance services in lieu of a DLP.

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7. BUSINESS OVERVIEW (Cont'd)

7.3 DESCRIPTION OF OUR BUSINESS

As an enterprise IT solutions provider, we are primarily involved in the provision of enterprise IT services, primarily involving the IT security and automation solutions to support our customers' operations. We work with our customers to provide the design, development, customisation, testing and integration of IT security and automation solutions to meet our customers application needs. We also provide our customers with maintenance and support services for the IT solutions that we deliver.

The diagram below summarises our Group's principal activities:

Business segments	Design and implementation of enterprise IT security and automation solutions	Maintenance and support services
Description	Provision of IT security and automation solutions on a turnkey basis including design, development, customisation, installation, configuration, integration, implementation, testing, commissioning, and enhancement services.	Provision of maintenance and support services for IT hardware, software and infrastructure on a preventative, comprehensive, or reactive basis.
Product and Services	<ul style="list-style-type: none"> • Integrated command and control systems • Extra low-voltage systems • Physical security integrated management • Business video intelligence • Electronic payment and operating systems • Integrated facility management • Sourcing and procurement of hardware and software products • Supply and customisation of related hardware 	<ul style="list-style-type: none"> • Hardware maintenance and support • Software maintenance and support • Contracted or ad-hoc services • Upgrading of systems • Sourcing and procurement of hardware and software products
Geographical Market	<ul style="list-style-type: none"> • Malaysia • Singapore 	
Customer Industries	<ul style="list-style-type: none"> • Transportation <ul style="list-style-type: none"> • Utilities • Hospitality and leisure <ul style="list-style-type: none"> • IT and Security • Logistics 	

Our solutions cater for a wide range of industries ranging from transportation, hospitality and leisure (i.e., amusement parks and attractions), utilities, IT and security, to logistics.

7.3.1 Design and implementation of security and automation solutions

Our customers operate in a wide range of industries and as such, we design and implement IT security and automation solutions that are customisable depending on our customers' requirements. We are able to provide our customers with IT security and automation solutions on a turnkey basis including design, development, customisation, installation, testing, commissioning, maintenance, support and enhancement services.

7. BUSINESS OVERVIEW (Cont'd)

The solutions we provide include:

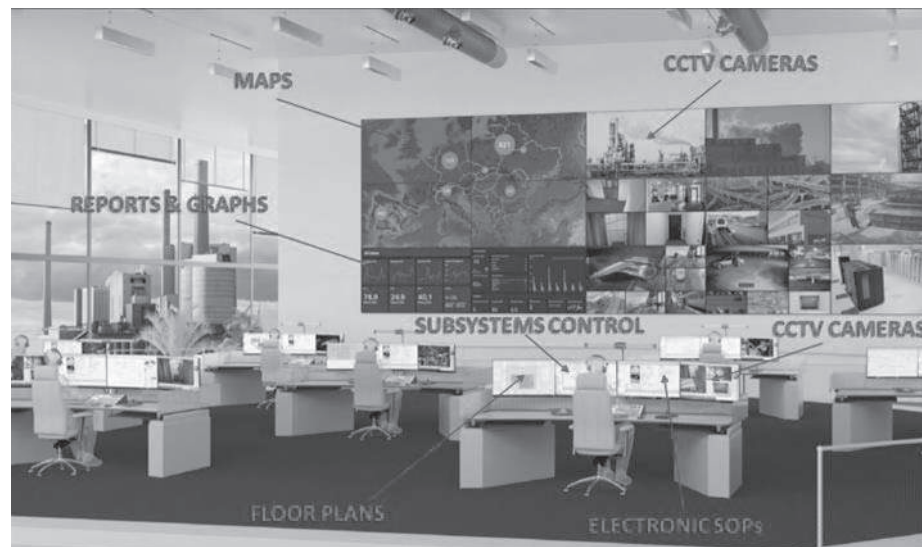
(a) ICCS

A C&C system is considered to be the place where the operations of an organisation such as monitoring, controlling, and commanding is carried out. Our ICCS integrates different systems/applications and different technologies into a single platform and allows for real-time processing of data thereby enabling our customers to make decisions more cohesively and efficiently with regards to their operations. The different systems/applications and technologies that can be integrated into the ICCS include:

- (i) physical security and technologies (e.g., security cameras and fire alarms);
- (ii) AI and big data processing and reporting;
- (iii) ICT (e.g., telephone exchanges, smartphones, walkie-talkies, computers, and servers); and
- (iv) dispatch services (i.e., an individual using the processed data from the ICCS to dispatch another individual to attend to an incident highlighted via the ICCS).

We provide turnkey services for deployment of ICCS. This includes working with our customers to design a concept, identifying the needs of our customers, 3D walkthrough models to verify customer requirements, as well as creating a prototype of the ICCS in our prototyping facility and verifying the function of the ICCS.

Additionally, our Group leverages expertise not available in-house by collaborating with external specialists in various fields such as M&E engineering, civil engineering, as well as communication and IT to develop the ICCS. In addition, we also work with other package contractors – who are responsible for delivering additional subsystems such as EAC, CCTV surveillance, telecommunications, intercom, public address system, information display system, SCADA, IoT and fire systems – to integrate such subsystems into the ICCS as a whole. The diagram below illustrates a sample render of an ICCS that can be used for rail transportation.



7. BUSINESS OVERVIEW (Cont'd)

The figure below illustrates a sample render of a subsystems control desk that can be used for rail transportation:



In the ICCS, our customers' employees are able to monitor their entire operations remotely from one location. Employees are able to view an entire facility through maps or through detailed floorplans. In terms of monitoring the security of the facility, video surveillance from CCTV cameras placed around our customers' facilities can be transmitted and viewed on a central video wall display as well as on displays at individual subsystems control desks. Employees can also operate the access control system, allowing them to control doors and send commands to open, block, or raise alarms for a particular access area. Alarms such as fire alarms or emergency alarms can also be integrated into the ICCS. In the event of an incident, an employee would be able to pinpoint the location of said incident and continue monitoring its' progress through the CCTV camera. The employee can also use a public address system to speak to the people around the incident, when required. Furthermore, the employee in the ICCS can dispatch emergency response personnel to the site of the incident to address the situation using both desktop and mobile communication tools.

The ICCS helps our customers to automate as it can be programmed with automatic SOPs and workflows for handling of different types of incidents. The predetermined SOPs and workflows can automate actions such as automatic calls, messaging, and equipment control. The ICCS can also transmit surveillance footage of an incident automatically onto the video wall display along with other relevant data such as location and type of alarm triggered to enhance response time.

The ICCS can generate incident reports of every incident handled by our customers' employees. The report would contain information such as the operator, time of the incident, all steps and actions undertaken by the operator with detailed timestamps, all alarms and information received with timestamps, as well as a layout of where the incident was triggered. These reports are intended to be used for post-incident review, debriefing, or as evidence.

7. BUSINESS OVERVIEW (Cont'd)

(b) ELV systems

ELV systems refer to systems in a building which operate on low voltages including but not limited to telephones, video surveillance, namely CCTV, access control system, PA system, computer networks and information displays. Our team offers design and implementation of common ELV systems based on the engineering or technical requirements of our customers. We are also able to integrate ELV systems with ICCS.

(c) PSIM

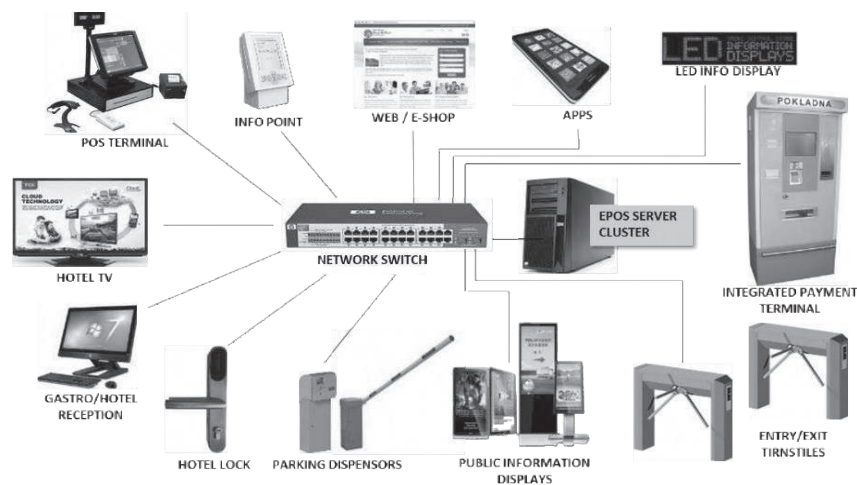
PSIM refers to a system that can integrate different types of security applications and devices into a single platform, which can then be monitored in real time. Security systems that are typically integrated into a PSIM includes access control systems, CCTV, fire detection system, intrusion detection system and security alarms. Integrating the different security systems onto a single platform allows for improved awareness, increased control, and more efficient management of the organisation's security systems. In addition to designing and implementing new PSIM systems, we are also able to integrate our PSIM system into existing facilities with legacy technologies already installed.

(d) BVI

BVI allows for real-time utilisation of video surveillance systems. Metadata such as transaction data or scanning data is combined with video data which enhances the utilisation of video surveillance systems in managing operations, making it more efficient. For example, BVI can be used to monitor visitor footfall, vehicles, crowds, as well as surveillance and security. BVI can also simplify searching through large amounts of video footage for incidents. For instance, rather than searching through large video archives for a specific incident, users can search for specific elements within the operating process and the BVI allows the user to view the video footage of that particular incident.

(e) EPOS

We provide a wide range of EPOS solutions that covers theme parks and amusement parks, sports facilities, public transport ticketing systems, parking systems and other payment applications. Our EPOS solutions can be used in tandem with manual servicing over kiosks or counters. Alternatively, our EPOS solutions can also be fully automated with the addition of certain machinery and equipment. An example of the EPOS solution we provide for hospitality and leisure operations is illustrated in the figure below.



7. BUSINESS OVERVIEW (Cont'd)

We are able to offer our customers EPOS solutions for activities such as ticketing, mechanical barriers for pedestrian or vehicle access control, rides management, as well as food and beverage management. Additionally, our EPOS solutions can process payments in various forms ranging from cash and card payments to electronic wallets ("**e-wallets**"), vouchers, and internet payments. Our EPOS solutions can also be used with our other solutions such as the ICCS to manage operations.

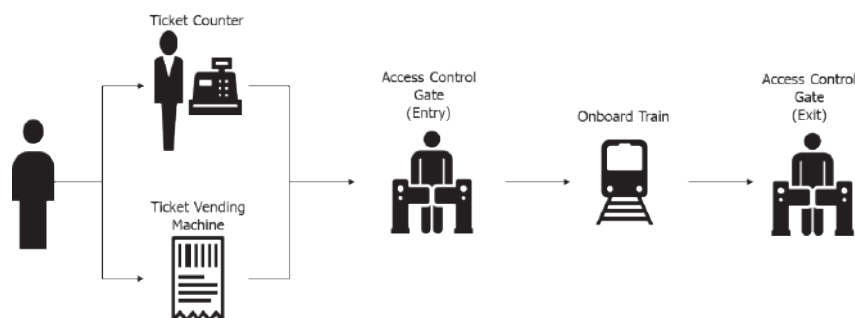
(f) IFM

IFM refers to the consolidation of all facility management efforts (e.g., heating, ventilation, and air conditioning (HVAC), maintenance, electrical, fire safety) into a single system and management team. The consolidation simplifies management of day-to-day operations and enables better communication across the different systems of a facility, thus leading to greater efficiency. The increased efficiency in utilisation of the facility's resources also allows for cost savings by eliminating duplication and redundancy across multiple systems. Our IFM solutions provide our customers with easier control of their facility as they are able to manage technical documentation, plan the maintenance budget of the entire facility in advance, or to respond to urgent maintenance needs in a timely manner. The integration of the IFM with an automatic workflow as well as approval management also allows for easier processing of maintenance requests.

(g) AFC

AFC refers to a fare collection system that electronically collects fares for public transportation instead of manually collecting fares from passengers. AFC systems generally accept various forms of payment including stored value cards (e.g., Touch 'n Go card) and tickets/tokens purchased from ticketing counters or self-service ticket vending machines.

The figure below shows a sample operational process for the AFC.



A passenger can purchase a ticket/token from or top-up their stored value card at the ticket counter. A passenger can also purchase a ticket/token from the ticket vending machine. Depending on the ticket vending machine, passengers may also be able to top-up their stored value card. Passengers can then enter the train platform by tapping their valid ticket/token or stored value card on the access control gate. Upon reaching the intended destination, passengers then exit the train platform by again tapping their valid ticket/token or stored value card on the access control gate whereby the ticket/token will be collected by the access control gate, or the fare will be deducted from their stored value card.

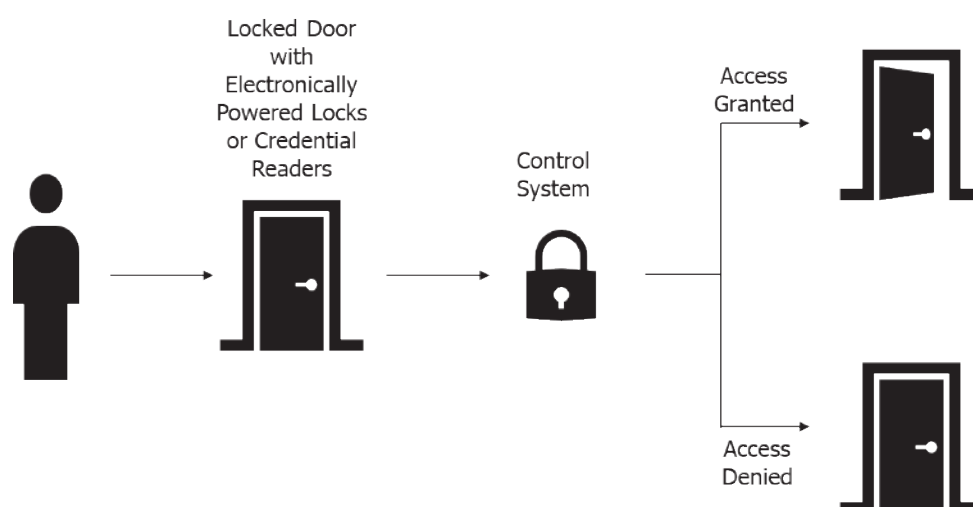
7. BUSINESS OVERVIEW (Cont'd)

Features of an AFC system generally includes cashless payment, multi-modal integration, real-time fare collection, and data analysis and reporting. Cashless payment helps to improve efficiency of boarding public transport and reduces the risk of theft and pilferage. Multi-modal integration allows for passengers to enjoy a seamless and interconnected travel experience by integrating the different rail transport systems, allowing passengers to use a single payment method across different transportation systems. Real time fare collection allows for accurate fare charges for the passenger's journey based on the distance travelled. An AFC system allows for comprehensive data collection and analysis of performance such as passenger travel trends, peak travel times, popular routes, and total ridership. This allows for optimisation of operations by planning and allocating necessary resources effectively.

(h) EAC

EAC refers to a security system that uses electronically powered locks or credential readers to manage personnel access to a specific secured area.

The figure below shows a sample operational process for the EAC.



The features of an EAC system generally include credential readers, electronic locks, and control system. Credential readers are electronic devices that can identify the authorised personnel through various credentials such as physical items like keycards and fobs or through biometric data like fingerprint or facial recognition. A control system will process the information from credential readers to either grant or deny entry/access based on the programming set up. The control system will communicate with electronic locks that will then unlock upon receipt of valid credentials, thus granting/denying entry/access to the person.

(i) Enhancement/Upgrading of existing systems

Our Group also undertakes enhancement or upgrading of existing systems which have been implemented by our Group or third parties. This involves assessment of the existing systems such as identifying limitations of the existing system and determining the intended improvements to the system. We will also source and procure the new hardware and/or software required prior to installation and configuration. Once the system is enhanced or upgraded, we will provide training to our customers' employees utilising the system.

7. BUSINESS OVERVIEW (Cont'd)

7.3.2 Provision of maintenance and support services

After the implementation and launch of new solutions to support our customers' operations, we provide maintenance and support services during the DLP as part of the design and implementation services. Generally, the duration of the DLP for our Group's project ranges from 12 months to 36 months. During the DLP, we provide back-to-back warranty on the hardware and software products we procure from the suppliers and utilise for our customers. Upon expiry of the DLP, our customers may engage us to provide maintenance and support services under a separate service level agreement or system maintenance agreement. The aforesaid agreements are typically annual agreements that are renewed based on our customers' requirements.

The maintenance and support services we provide to our customers covers software, hardware, as well as infrastructure. The overall maintenance and support services can be preventive, comprehensive, or reactive whereby we are only engaged when an issue arises. For customers with a service level agreement, a fixed fee for a predetermined period based on a predetermined scope of work applies. We offer system maintenance agreements to our customers based on a subscription basis whereby their software systems can be progressively upgraded in accordance with availability software release upgrades.

In addition to sourcing and procurement of the required hardware components and/or software products for design and implementation projects, we also source and procure hardware components and/or software products as part of our maintenance and support services to either replace or upgrade the components and/or software products.

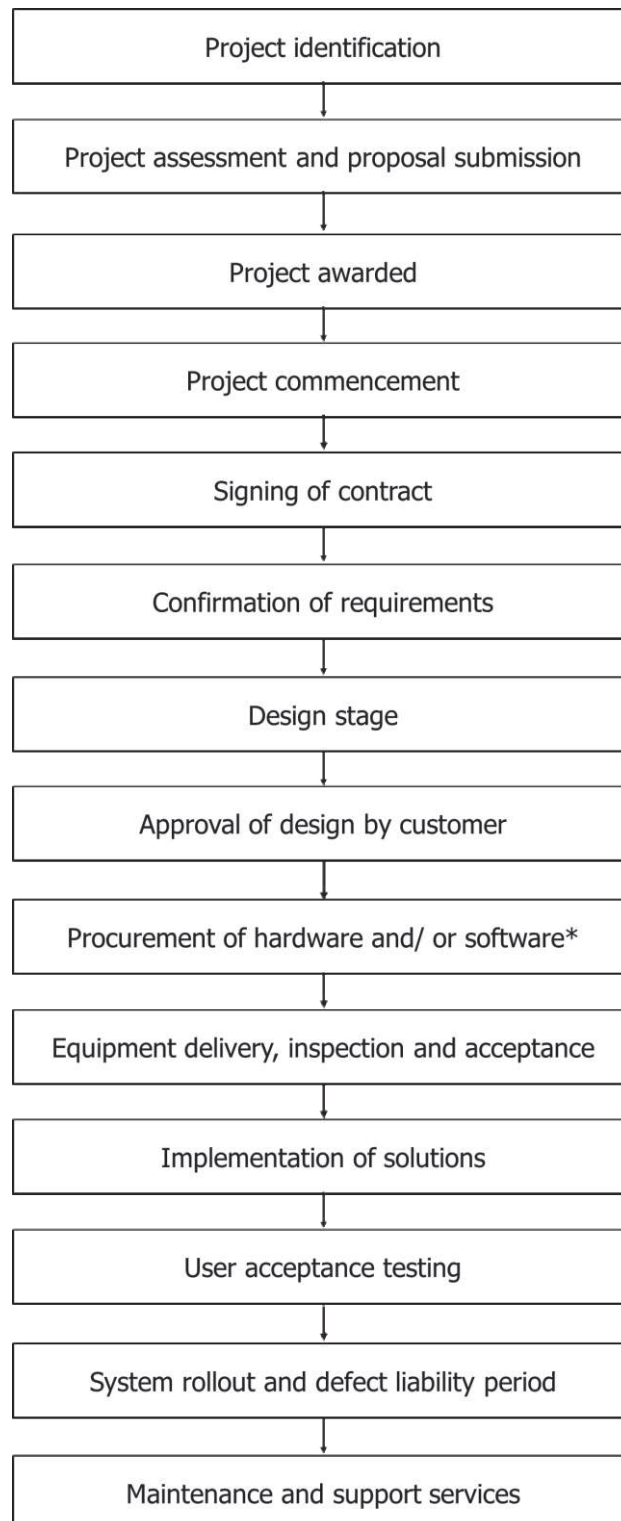
Our suppliers include international and local hardware and/or software brand owners. We procure the necessary products directly from the brand owners or through their authorised distributors. Our Group has been appointed as a distributor and reseller of products for overseas brands such as GINA and Hikvision.

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7. BUSINESS OVERVIEW (Cont'd)

7.4 BUSINESS PROCESSES

The following details our Group's business process:



7. BUSINESS OVERVIEW (Cont'd)

Note:

- * Depending on the project requirements, there may not be a need to procure hardware and/or software.

7.4.1 Project identification

Our projects are identified either through direct engagement or through tenders.

For public sector projects, a tender notice will be published in Government portals for which we have registered including details such as a description of the project's requirements and specifications as well as the estimated contract period. For private sector projects, we may receive tender invitations, direct requests, or referrals for a quotation, or proposal from our existing customers. For projects that require a tender process, we are required to put up a tender bond which can range from RM7,500 to RM250,000.

In addition, our business development team is also involved in exploring new business opportunities by offering our IT security and automation solutions to potential customers in the public and private sectors.

7.4.2 Project assessment and proposal submission

Based on the project requirements and through the information and other relevant materials obtained from the tender documents or from our potential customers, we will conduct a technical and commercial assessment. We will also analyse the project requirements to determine the hardware and/or software products requirements, any subcontractors or suppliers to be lined up, and the manpower required. Generally, our Group will subcontract the physical installation works of hardware including but not limited to computers, monitors, entry/exit turnstiles, CCTV, and credential readers. Our Group is involved in overall project management and the implementation of software solutions.

We will submit our proposal in 2 parts, namely a technical proposal and a commercial proposal. The technical proposal sets out details including but not limited to the type of solution to be provided by our Group, manpower estimation, work approach, additional works such as civil and/or mechanical and electrical engineering, as well as hardware and software requirements. The commercial proposal sets out details such as the breakdown of costs and the payment schedule. Both proposals are then submitted concurrently to our potential customer.

7.4.3 Project awarded

If our submitted proposal is accepted by the customer, the customer will issue us a letter of award confirming the award of project with the contract sum, project commencement date, project completion date, DLP which is generally between 12 to 36 months, requirements for submission of documentations and other pertinent terms and conditions pending the execution of the official project contract agreement.

7. BUSINESS OVERVIEW (Cont'd)

7.4.4 Project commencement

At the start of the project, we will establish a project team to plan and implement the project. The size of the project team is dependent on the project's scale, complexity, and required skills. In general, our project team will consist of a project manager, project engineer, site supervisor, quality assurance and quality control engineer, quantity surveyor, contract team, document controller, drafters, engineering & design engineers, project planner, project co-ordinator, safety officer, risk management manager, procurement, warehouse and logistics teams. We will also include our customers' representatives as well as technical personnel from our hardware and/or software suppliers.

We will also undertake a technology gap analysis at the start of the project, whereby we compare our customers' current technology infrastructure against their desired state.

7.4.5 Signing of contract

For public sector projects with government agencies, we will enter into a contract with the government agency. The contract sets out the scope of our services, payment schedules, as well as other pertinent terms and conditions.

In the private sector, projects that are simpler or more straightforward will see our customers sign the proposal for confirmation that the project is awarded to our Group. For more complex or long-term projects, we will develop a more detailed contract setting out the solutions that we can offer which we will present to our customers for final confirmation.

7.4.6 Confirmation of requirements

We work together with our customers to better understand their business, their business processes and their requirements as well as to identify and confirm their security and/or automation needs in more detail. Through this, we can determine the challenges faced by our customers during their daily operations, which allows us to propose specific solutions to address their needs.

After we have identified the gap between our customers' existing infrastructure and their desired state, we can determine the solutions and technologies we need to develop to meet the needs of our customers. We also assess how the proposed solutions can be incorporated into our customers' existing infrastructure as well as identify new processes for the new solutions to be implemented.

Our team of engineers, designers, software specialists, and planners will then conceptualise a proposal that would address our customers' needs. We will also undertake a proof of concept to test and verify that the proposal is able to meet customer's operational requirements.

In the event that additional technologies are required for the implementation of our solutions, we may partner with other technology service providers.

We will then develop the necessary IT solutions to fit our customers' requirements, including further customisation of the solutions when the need arises. We will also develop a plan for the implementation of the solutions, which is usually rolled out in phases. The development and implementation plans will be presented to our customers for their approval.

7. BUSINESS OVERVIEW (Cont'd)

7.4.7 Design stage

The design stage is usually conducted in two stages – preliminary and final.

Upon confirmation of customer's requirements, our team will prepare our preliminary proposal documents and drawings to our customer for review and comments.

Review of the preliminary proposal will be conducted with customers to address any comments, clarification and amendments required. Upon confirmation of customers' comments and refinement/amendments, our team will update our proposal documentation and drawings accordingly.

The final proposal documents and drawings will be submitted to our customer for their final review.

7.4.8 Approval of design by customer

Upon acceptance of the final proposal and drawings, our customer will issue us their official acceptance of the submitted proposal and drawings.

7.4.9 Procurement of hardware and/or software

Depending on the requirements of the project, we may or may not need to procure hardware and/or software products. Should hardware and/or software be required for our projects, we will first select the appropriate hardware and/or software for our customers' needs from our suppliers. We will also offer our advice to customers on the hardware and/or software products that will best fit their needs. Our suppliers include approved suppliers of our Group as well as our customers' nominated suppliers. Our customers may have specific types of products or brands of products they wish us to procure. We are responsible for ensuring that the hardware and/or software to be procured conforms to the system requirements.

Procurement of hardware and/or software for the project shall commence only upon final acceptance by the customer of the design proposal submitted. If any equipment and/or material in the accepted design should not be available, official approval must be obtained from the customer for any proposed substitute equipment and/or material before procurement of said equipment and/or material.

7.4.10 Equipment delivery, inspection and acceptance

Upon delivery of procured equipment and materials, official inspection sessions shall be conducted in conjunction with the authorised representatives of the customer. Official acceptance by the customer shall only be issued upon successful inspection and verification of the delivered equipment and materials against approved design.

7.4.11 Implementation of solutions

Depending on the scope of our engagement, our customers may engage us to develop and install one or more of the IT security and automation solutions described in Section 7.3.1.

7. BUSINESS OVERVIEW (Cont'd)

For installation of IT infrastructure, we prepare a site preparation plan and will conduct site preparation accordingly. Should third-party hardware and/or software be required, we will carry out tests such as bench tests and European Standards tests according to project requirements to ensure that the hardware and/or software products are fit for use. We will then configure the hardware and/or software according to our customers' specifications prior to installation. Thereafter, we conduct further tests such as factory acceptance test, site acceptance test, and system integration test to make sure that the infrastructure installed can perform according to our customers' specifications. We also perform updates to our customers' existing IT systems and perform data migration.

For development of systems, there are generally two types of projects that we can undertake. The first requires us to add on to our customers' existing hardware and/or software whereby we take the newly acquired hardware and/or software products and modify it as necessary to integrate the new system with the customer's existing system. The second type of project requires us to develop a new system based on our customers' specifications and requirements.

We will carry out various tests such as unit testing and system integration testing with our customers during the implementation stage to ensure that the solutions installed are operating optimally and that they meet our customers' requirements. In the event that it is not operating as it should, we will conduct troubleshooting and rectify the identified issues.

7.4.12 User acceptance testing

It is imperative that the intended users of the new IT solutions implemented can utilise them to effectively operate such solutions and improve the efficiency of the facility's operations. Some employees may find it more difficult than others to transition from one system to another, thus leading to inefficiencies in operations. Therefore, we conduct training prior to launching the new solutions for the intended users to acclimatise and troubleshoot any issues that arise.

During this phase, our customers will test the new system to determine if it is able to handle the necessary tasks that occur during our customers' real-world operations. User acceptance testing may need to be repeated until our solutions are proven to work for our customers. Once our solutions pass user acceptance testing, our customers will issue us a user's acceptance report or a form of project completion document.

For hardware provided for the project, official acceptance will be provided upon the customer's authorised representatives successfully completing inspections and verifications that the installed and commissioned hardware is according to approved project specifications.

7.4.13 System rollout and DLP

In the next phase, the accepted system is rolled out throughout our customers' organisation and goes live. We may be engaged by our customers to provide training on how to operate the system.

We also offer our customers a DLP whereby any issues will be assessed and rectified by us for a pre-determined period, generally between 12 to 36 months. Depending on the source of the issue, the issue may be covered by the DLP or be rectified at cost to our customers.

7. BUSINESS OVERVIEW (Cont'd)

7.4.14 Maintenance and support services

After the implementation and launch of the new solutions to support our customers' operations, our customers may engage us to provide maintenance and support services under a separate service level agreement. Some customers may opt for ad-hoc maintenance and support services rather than a regular service level agreement. We also offer system maintenance agreements to our customers based on subscription fees whereby their systems can be progressively upgraded in tandem with availability of newer versions during the period of the maintenance and support contract. The aforesaid agreements are typically annual agreements that are renewed based on our customers' requirements.

When our customers encounter problems with the IT security and automation solutions that we have provided, they can contact our helpdesk for remote technical support. If the issue is not rectified remotely, we are able to offer on-site support.

The maintenance and support services that we offer will be stipulated in the service agreements with our customers and will generally include service desk and call centre support; infrastructure and systems maintenance; on-site preventative and corrective maintenance; as well as upgrading of systems as and when newer versions are released during the period of the maintenance and support contract.

7.5 BUSINESS SEGMENTS AND PRINCIPAL MARKETS

The breakdown of our Group's revenue by business segment, type of customer and country for FYE 2021, FYE 2022, FYE 2023 and FPE 2024 is as follows:

Revenue by business segment	Audited							
	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Design and implementation services	23,240	79.1	37,516	88.8	56,229	90.4	23,478	77.9
Maintenance and support services	6,142	20.9	4,723	11.2	5,978	9.6	6,642	22.1
Total	29,382	100.0	42,239	100.0	62,207	100.0	30,120	100.0

Revenue by customer type	Audited							
	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Government	-	-	-	-	114	0.2	8,021	26.6
Government-linked companies	22,747	77.4	36,710	86.9	49,611	79.7	12,908	42.9
Private companies	6,635	22.6	5,529	13.1	12,482	20.1	9,191	30.5
Total	29,382	100.0	42,239	100.0	62,207	100.0	30,120	100.0

Revenue by country ⁽¹⁾	Audited							
	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	28,074	95.5	41,077	97.2	59,844	96.2	29,781	98.9
Singapore	1,308	4.5	1,162	2.8	2,363	3.8	339	1.1
Total	29,382	100.0	42,239	100.0	62,207	100.0	30,120	100.0

7. BUSINESS OVERVIEW (Cont'd)

Note:

(1) Revenue segmentation by country is based on the place of domicile of the customers.

7.6 SALES AND MARKETING

Our sales and marketing activities are conducted by our Managing Director, Tan Hock Lim as well as our business development team which comprises 6 personnel as at LPD. The business development team is headed by a manager who is supported by a team of 5 employees.

The sales and marketing strategies adopted by our Group are as follows:

7.6.1 Direct sales

Our business development team actively approach potential customers to market our services and showcase our capabilities. They are also responsible for maintaining business relationships with our existing customers and drive repeat business from them.

7.6.2 Track record and market reputation

We leverage on our track record and market reputation to provide us an edge in securing contracts from the public and private sector. Since commencing our business in 2011, we have garnered a track record in the successful deliveries of IT services related projects accomplished in a timely manner and ensuring that each project meets the specified requirements and quality standards. We have secured multiple projects for customers in the public transport, financial services, telecommunications, chemical and energy industries, providing us a strong business portfolio that demonstrates our capabilities and reliability. Our business portfolio effectively lowers the barrier to entry for us to secure projects with increasingly large scope, value, as well as higher technical complexity.

7.6.3 Registered vendor with the Government

Our Group is a registered vendor with the MOF which allows us to tender for Government projects and contracts directly. Our business development team will review the open tenders available and earmark the projects that we are able to undertake. We will then conduct an assessment to determine if we will officially tender for the project.

Although we may not be able to secure all the Government projects that we tender for, our registration with the MOF can enhance our Group's profile, making us more visible to other government agencies who are seeking the types of products and services that we are able to provide.

7.6.4 Word of mouth

Our existing customers who are satisfied with our project delivery quality may refer us to new customers who also require similar services. We believe that word of mouth is an effective marketing strategy for us to compete against other industry players who may have a stronger track record or financial capacity than us. Thus, we strive to exceed our project customers' expectations to generate positive referrals for us that also gradually enhance our market reputation.

7. BUSINESS OVERVIEW (Cont'd)

7.7 TECHNOLOGY USED

Our Group uses a wide range of applications and tools that aid in the design and implementation of our security and automation solutions. The table below lists the major types of applications and tools used:

Technology	Description
Design drawing and modelling tools	We utilise technologies that enable us to draw and edit 2D and 3D drawings using an automated process rather than by hand. We also utilise technologies that allows us to create 3D models of buildings, with technical and physical specifications, which can then be used to create documentation for construction. This software can be used to design a digital model of the intended solutions for our customers, including inputs from other professionals providing services such as mechanical and electrical engineering or civil works as well as scale models as tools for engineering design and testing as well as for project visualisation.
Day to day operational software	Technologies such as Microsoft Office, video management system, cloud services for day-to-day operations of our Group as well as global positioning systems for tracking company vehicles.
ERP software	We utilise ERP software to manage our projects and the main business processes of our Group such as accounting, asset management, customer management, project planning activities, project documentation control as well as procurement and inventory.
C&C simulation and demonstration room	We have developed an in-house C&C simulation and demonstration room for testing prototypes and for demonstrating our solutions to our customers. This room provides a realistic look and feel of a command and control room where our customers can experience first-hand the security and automation solutions we provide. We are also able to carry out simulation to determine the most effective design for a command and control room, thereby decreasing the need for corrections after installation at our customers' premises.

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7. BUSINESS OVERVIEW (Cont'd)

7.8 INTERRUPTIONS IN BUSINESS

Save as disclosed below, our Group has not experienced any interruption that had significant effect on our operations during the past 12 months preceding LPD.

7.8.1 Impact of COVID-19 and MCO on the operations of our Group

Most of our customers operate in the transportation sector, which is deemed an essential service. As such, our services were deemed essential to support our customers' operations. We received approvals from MITI to continue operating with specified guidelines and SOPs by the Government during various MCO and NRP stages.

7.8.2 Impact of COVID-19 on our sales and earnings prospects

Our Group did not experience any adverse impact on our sales and earnings prospects due to the COVID-19 pandemic as we were able to operate according to the guidelines and SOPs by the Government during various lockdown stages.

7.8.3 Impact of COVID-19 and MCO on our supply chain

Our Group did not experience any negative impact on our supply chain as there were no major deliveries scheduled owing to projects being in the design stage over the lockdown periods.

7.8.4 Measures to commence and continue our business operations

In response to the COVID-19 pandemic, we obtained approval from MITI to continue operating our business. We established a set of protocols emphasising early detection, social distancing, and hygiene standards to adhere to the conditions set forth by the Government.

7.9 SEASONALITY

Our business is not subject to any seasonality factors.

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7. BUSINESS OVERVIEW (Cont'd)

7.10 MAJOR CUSTOMERS

Our top 5 customers according to their revenue contribution for FYE 2021, FYE 2021, FYE 2023 and FPE 2024 are as follows:

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
<u>FYE 2021</u>							
1.	Setia Utama	Malaysia	Main turnkey contractor in all aspects of the design, construction, execution, completion, testing and commissioning of the project known as the construction and completion of LRT3	22,747	77.4	Software maintenance, procurement, installation, integration, implementation, testing, and commissioning of hardware and software and configuration of new systems to existing systems for the AFC and EAC systems under the LRT3 Project	2
2.	Customer A (listed on the Main Market of Bursa Securities)	Malaysia	Operator of leisure and hospitality business covering integrated theme parks, hotels, seaside resorts and entertainment	3,784	12.9	Software and hardware maintenance, as well as procurement, installation, integration, testing, and commissioning of hardware and software across their operations	5
3.	Customer B	Singapore	Construction of electrified railways	1,305	4.4	Design consultancy, document preparation and review for depot equipment and service vehicles & uninterruptible power supply	<1

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
4.	Customer C	Malaysia	Printing of banknotes	750	2.6	Maintenance support on hardware, upgrading of systems, installation, and configuration of hardware	3
5.	Customer D ⁽³⁾	Malaysia	Provision of consultation services for security, ICT and related services	397	1.4	Design and consultation services for preparation of tender documentation for transportation system	5
Subtotal				28,983	98.7		
Total revenue				29,382	100.00		

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
FYE 2022							
1.	Setia Utama	Malaysia	Main turnkey contractor in all aspects of the design, construction, execution, completion, testing and commissioning of the project known as the construction and completion of LRT3	33,041	78.2	Software maintenance, procurement, installation, integration, implementation, testing, and commissioning of hardware and software and configuration of new systems to existing systems for the AFC and EAC systems under the LRT3 Project	3

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
2.	Customer E	Malaysia	Owner and operator of 3 LRT networks and 1 monorail as well as operating 2 MRT lines. Owner-operator for stage bus services in Klang Valley, Penang and Pahang.	3,669	8.7	Design, supply, delivery, installation, integration, testing and commissioning of hardware and operating software	4
3.	Customer A (listed on the Main Market of Bursa Securities)	Malaysia	Operator of leisure and hospitality business covering integrated theme parks, hotels, seaside resorts and entertainment	2,481	5.9	Software and hardware maintenance, as well as procurement, installation, integration, testing, and commissioning of hardware and software across their operations	6
4.	Customer F ⁽⁴⁾	Malaysia	Marketing, installation, rental and servicing of security products	934	2.2	Maintenance and support services on hardware and supply of IT hardware components	10
5.	Customer C	Malaysia	Printing of banknotes	628	1.5	Maintenance support on hardware, upgrading of systems, installation, and configuration of hardware	4
Subtotal				40,753	96.5		
Total revenue				42,239	100.00		

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
FYE 2023							
1.	Setia Utama	Malaysia	Main turnkey contractor in all aspects of the design, construction, execution, completion, testing and commissioning of the project known as the construction and completion of LRT3	38,550	62.0	Software maintenance, procurement, installation, integration, implementation, testing, and commissioning of hardware and software and configuration of new systems to existing systems for the AFC and EAC systems under the LRT3 Project	4
2.	Customer E	Malaysia	Owner and operator of 3 LRT networks and 1 monorail as well as operating 2 MRT lines. Owner-operator for stage bus services in Klang Valley, Penang and Pahang	6,153	9.9	Design, supply, delivery, installation, integration, testing and commissioning of hardware and operating software	5
3.	Customer G	Malaysia	Developer of urban rail transport infrastructure	4,908	7.9	Installation, testing, and commissioning of CCTV and software upgrading, configuration, and integration	2
4.	Customer H ⁽⁵⁾	Malaysia	Turnkey contractors, energy project developer specialising in district cooling system and co-generation including operation and maintenance works	3,193	5.1	Installation, integration, testing and commissioning of CCTV, perimeter street lighting and associated works at a solar photovoltaic plant	<1

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
5.	Customer A (listed on the Main Market of Bursa Securities)	Malaysia	Operator of leisure and hospitality business covering integrated theme parks, hotels, seaside resorts and entertainment	2,371	3.8	Software and hardware maintenance, as well as procurement, installation, integration, testing, and commissioning of hardware and software across their operations	7
Subtotal				55,175	88.7		
Total revenue				62,207	100.0		

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
FPE 2024							
1.	Setia Utama	Malaysia	Main turnkey contractor in all aspects of the design, construction, execution, completion, testing and commissioning of the project known as the construction and completion of LRT3	9,235	30.7	Software maintenance, procurement, installation, integration, implementation, testing, and commissioning of hardware and software and configuration of new systems to existing systems for the AFC and EAC systems under the LRT3 Project	5

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
2.	Customer I	Malaysia	A Government agency, which is principally involved in public safety and order, immigration and border control, civil registration and local governance	8,021	26.6	Supply, delivery, installation, testing and commissioning of hardware and software for the upgrading of a human resources management information system for a Malaysian government agency	2
3.	Customer J	Malaysia	Manufacturing of rolling stock and provision of overhaul maintenance and refurbishment services	4,243	14.1	Supply, installation and commissioning of on-board PIS	<1
4.	Customer E	Malaysia	Owner and operator of 3 LRT networks and 1 monorail as well as operating 2 MRT lines. Owner-operator for stage bus services in Klang Valley, Penang and Pahang.	3,674	12.2	Software and hardware maintenance, as well as procurement, installation, integration, testing, and commissioning of hardware and software across their operations	6

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Revenue		Main services provided	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
5.	Customer G group of companies ⁽⁶⁾	Malaysia	Developer of urban rail transport infrastructure and construction of railways and subways	2,048	6.8	Installation, testing, and commissioning of CCTV and software upgrading, configuration, and integration as well as design, installation, and completion of Malaysian agencies' fit out works at Woodlands North Custom, Immigration and Quarantine (CIQ) for the RTS link	3
Subtotal				27,221	90.4		
Total revenue				30,120	100.00		

Notes:

- (1) Divided by total revenue of the respective financial year/period.
- (2) The length of the relationship as at the respective financial year/period.
- (3) Customer D is also a supplier of our Group. During FYE 2021 to 2023, the Group sourced the consulting services and purchase of equipment for AFC Project from Customer D.
- (4) Customer F is a wholly-owned subsidiary of a company involved in the industrial, motors, healthcare and others sectors, which is listed on the Main Market of Bursa Securities.
- (5) Customer H is a wholly-owned subsidiary of a utilities company listed on the Main Market of Bursa Securities.
- (6) Customer G group of companies consists of Customer G and Customer K, whereby Customer K is a wholly-owned subsidiary of Customer G. For clarity, there was no transaction between our Group and Customer K during FYE 2021 to 2023.

7. BUSINESS OVERVIEW (Cont'd)

Our Group's major customer, Setia Utama has contributed 77.4%, 78.2%, 62.0%, and 30.7% of our Group's total revenue for FYE 2021 to 2023 and FPE 2024 respectively. On this basis, our Group is dependent on the aforementioned customer. We are currently providing Setia Utama with design and implementation services relating to the supply, delivery, installation and testing and commissioning of AFC system and EAC system for the LRT3 line. The revenue for FYE 2021, FYE 2022, FYE 2023, and FPE 2024 were generated from the LRT3 AFC Project and LRT3 EAC Project were under the design and implementation services segment. The contract period for the EAC system is from 16 October 2019 to 30 November 2023 with an extension up to 31 July 2024 and a subsequent extension up to 30 November 2024, and the contract period for the AFC system is from 13 November 2019 to 30 November 2023 with an extension up to 30 November 2024. Delays in the handover of the site by our customer to our Group prevented us from commencing work at certain sites. As a result, our Group has sought an extension of time from our customer. On 12 November 2024 and 6 November 2024, our Group has submitted the extension of time request for LRT3 EAC Project and LRT3 AFC Project respectively, from 1 December 2024 to 30 June 2025 as well as 1 December 2024 to 7 August 2025, respectively, to our customer and is awaiting confirmation from our customer pending evaluation. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works for LRT3 EAC Project and LRT3 AFC Project by 23 August 2025 and 30 August 2025, respectively, and is awaiting confirmation from our customer, pending evaluation. As such, the completion of the works and expiry of our contracts with Setia Utama without further renewal or extension may lead to a significant decrease in our revenue and adversely affect our financial performance.

Notwithstanding that we will cease to generate revenue from Setia Utama upon the expiration of our contracts, we have secured additional contracts for design and implementation projects from other customers after the award of the LRT3 related projects to reduce our dependency on Setia Utama. The additional contracts include the design consultation for depot equipment and service vehicles and uninterruptible power supply for the RTS link between Malaysia and Singapore, the PSDS Project, the PAMS Project, the RTS ERP Project, HRMIS Project, EPCC for development of a solar photovoltaic plant, the Earthing and Lighting Protection System (ELPS) project, video management system upgrade for MRT Kajang line, provision of ICT equipment rental under a leasing arrangement, the ETS3 PIS Project, fit out works for Malaysian agencies at Woodlands North Custom, Immigration and Quarantine (CIQ), provision of ICT equipment rental under a leasing arrangement for a Government agency. The contracts will cumulatively generate RM152.9 million to our Group, which is more than the total contract value of RM130.0 million from our LRT3 related projects with Setia Utama. Our Group is also of the opinion that since Setia Utama is the main turnkey contractor for the LRT3, works for the revived 5 LRT3 stations will be awarded to existing LRT3 works package contractors, including our Group. The 5 LRT3 stations had been cancelled previously and revived during the tabling of Budget 2024 by the Parliament.

Our Group has been dealing with Setia Utama since 2019 when TSM was appointed as the work package contractor for the EAC Project. Since 2019 and as at LPD, our Group has entered into a total of 2 subsisting contracts and 2 subsisting letters of appointment with Setia Utama, details of which are set out in subsections (a) to (d) below. Our Group has established and maintained a continuing business relationship with Setia Utama since 2019 with a proven track record in securing subsequent projects from Setia Utama.

7. BUSINESS OVERVIEW (Cont'd)

TSM has been appointed by Setia Utama for the following:

- (a) Contract in respect of the LRT3 EAC Project from Bandar Utama to Johan Setia dated 16 October 2019 for the design, manufacture, supply, delivery, installation, testing and commissioning of EAC for the LRT3 EAC Project ("**EAC Contract**"), which was subsequently extended by a certificate of extension of time no. 1 dated 17 November 2023 and a certificate of extension of time no. 2 dated 5 November 2024 ("**EAC EOT**"). The salient terms of the EAC Contract are set out below:

- Date of agreement** : 16 October 2019
- Scope of the agreement** : The EAC Contract was entered into for the design, manufacture, supply, delivery, installation, testing and commissioning by TSM of EAC for the LRT3 EAC Project ("**Works**").
- Term** : The initial term of the EAC Contract was from 16 October 2019 to 30 November 2023, and subsequently extended to 31 July 2024 and further to 30 November 2024⁽¹⁾ by the EAC EOT ("**Date for Completion**").
- Contract sum (RM)** : 14,000,000
- Events of default by TSM** : General events of default

In the event TSM:

- (i) fails to commence the Works within 21 days from 16 October 2019;
- (ii) suspends or abandons the carrying out of the Works or any part thereof before the Date for Completion or otherwise plainly demonstrates the intention not to continue performance of its obligations under the EAC Contract;

7. BUSINESS OVERVIEW (Cont'd)

- (iii) fails to proceed regularly and diligently with the performance of its obligations under the EAC Contract; without prejudice to the generality of the Clause relating to the Events of Default by TSM pursuant to the EAC Contract, in the event that the overall progress of the Works or any part thereof that is on the critical path is delayed by 60 days at any time based on the latest of either the baseline programme approved by Setia Utama or the revised baseline programme approved by Setia Utama under the Clause relating to the programme of works pursuant to the EAC Contract, as applicable, is delayed to such extent that Setia Utama is entitled to exercise their rights under the EAC Contract, and for which TSM is not entitled to any extension of time under the EAC Contract, TSM shall be deemed to have failed to proceed regularly and diligently with the performance of its obligations under the EAC Contract;
- (iv) fails to execute the Works in accordance with the EAC Contract;
- (v) persistently neglects to carry out its obligations under the EAC Contract;
- (vi) refuses or persistently neglects to comply with a written notice from Setia Utama;
- (vii) fails to comply with the provisions of relating to defects liability pursuant to the EAC Contract;
- (viii) fails to comply with any provisions as contained in the EAC Contract including but not limited to failure to provide the performance bond provided by TSM to Setia Utama for 5% of the Contract Sum ("**Performance Bond**"), all documentation relating to the Execution of the Works at the specified times and in the manner as provided in the LRT Contract to be submitted to Setia Utama by TSM from time to time during the performance of the Works, TSM's insurances, baseline programme and/or revised baseline programme within the period stated;
- (ix) fails to obtain the prior written consent of Setia Utama required for sub-contracting of the Works pursuant to the EAC Contract and in breach of its obligations or in defiance of Setia Utama's instruction to the contrary, sub-lets any part of the Works;
- (x) fails to comply with any decision by the Dispute Adjudication Board, as appointed in accordance to the EAC Contract,

7. BUSINESS OVERVIEW (Cont'd)

then Setia Utama shall be entitled to give written notice to TSM specifying the default and requiring TSM to remedy such default within 14 days of the receipt of the default notice ("**Default Notice**"). If TSM fails to remedy the default within the stipulated period or such extended period as Setia Utama may determine in its sole discretion, the Clause relating to the Consequences of Default of TSM under the EAC Contract shall apply.

Other events of default

If at any time during the term of the EAC Contract:

- (i) TSM, or one or more of the members of an unincorporated consortium or a joint venture, becomes insolvent or compounds with or enters into an arrangement or compositions with its creditors;
- (ii) an order is made or resolution is effectively passed for the winding-up of TSM (except for the purpose of restructuring or amalgamation with the written consent of Setia Utama, which consent shall not be unreasonably withheld);
- (iii) a provisional liquidator, receiver, trustee or manager of its business or undertaking duly appointed against TSM, or possession of the TSM's assets taken by or on behalf of creditors or debenture holders secured by a floating charge of any property comprised in or subject of the said floating charge or if any act is done or event occurs which (under applicable Laws) has a similar effect to any of these acts or events;
- (iv) execution is levied against a substantial portion of TSM's assets;
- (v) TSM gives or offers to give (directly or indirectly) to any person any bribe, gift, gratuity, commission or other thing of value, as an inducement or reward pursuant to the Clause relating to anti-bribery representation, warranty and covenant under the EAC Contract;
- (vi) material and/or persistent breach by TSM of any safety, health or environmental obligations that threatens the safety and health of any personnel or person or causing serious environmental pollution;

7. BUSINESS OVERVIEW (Cont'd)

- (vii) TSM or its related corporation becomes a party to any legal proceeding (including but not limited to court proceeding, adjudication or arbitration), which Setia Utama, its shareholders, any related corporation of Setia Utama or its shareholders, or employer (including its duly appointed representatives, its legal successors in title and permitted assigns), is an opposing party, regardless of whether TSM or its related corporation is a claimant or defendant, appellant or respondent, or petitioner of such legal proceeding; for purposes of this Clause, "related corporation" is as defined in the Act,

then the Clause relating to the Consequences of Default of TSM shall apply.

Consequences of default by TSM : (a) Setia Utama shall, without prejudice to any other rights or remedies under the EAC Contract or at law, be entitled to forthwith terminate TSM's employment under the EAC Contract by giving written notice to that effect.

(b) Alternatively, Setia Utama may omit all or any part of the Works which are uncertified by a payment certificate issued in the interim by Setia Utama.

Consequences of termination : (a) Upon determination of TSM's employment under Clause (a) above, Setia Utama shall enter upon the land and other places on, under, in or through which the Permanent Works are to be Executed and to which machinery, apparatus, vehicles and the like intended to form or forming part of the Temporary Works and/or Permanent Works (or any part thereof), which are to be supplied by TSM as specified in the EAC Contract ("**Plant**") and things of all kinds (other than Plant) to be provided by TSM which are intended to form or forming part of the Permanent Works ("**Materials**") are to be delivered, and any other places as may be specifically designated in the EAC Contract or by Setia Utama as forming part of the Site ("**Site**") and the Works and expel TSM therefrom without thereby avoiding the EAC Contract or releasing TSM from any of its obligations or liabilities under the EAC Contract or affecting the rights and powers conferred on Setia Utama by the EAC Contract, and may itself complete, among other things, the design, supply of labour, system parts, plant and materials, transportation, delivery to Site, construction, erection, installation, integration, testing, commissioning, completion, and training in the use of the Works in accordance with the LRT3 Contract, the preparation and/or delivery (as appropriate) of all information, drawings and manuals in respect of the Works required by the EAC Contract, the provision of such spare parts, consumables and tools as are required by the EAC Contract, and the management of all such matters ("**Execution of the Works**" or "**Executing the Works**"), or may employ any other contractor to do so, and Setia Utama or such other contractor may use for such completion so much of the appliances, machinery, vehicles and other things

7. BUSINESS OVERVIEW (Cont'd)

required for the Execution and Completion (hereinafter defined) of the Works and the remedying of any defects but excludes all temporary works of every kind (other than Equipment) required on Site for the Execution and Completion of the Permanent Works and the remedying of any defects, including false work, temporary structures and buildings and temporary earthworks ("**Temporary Works**"), and other things intended to form or forming part of the permanent Works ("**Equipment**"), Temporary Works, the Plant and Materials which have become the property of Setia Utama under the provisions of the EAC Contract as it or they may think proper and Setia Utama may at any time sell any of the said Equipment, Temporary Works, Plant and/or unused Materials and apply the proceeds of sale in or towards the satisfaction of any sums due or which may become due to it from TSM under the EAC Contract.

- (b) If Setia Utama shall enter and expel TSM under this Clause, it shall not be liable to pay to TSM any money due under the EAC Contract until the expiration of the defects liability period, being 24 months from the date of the issuance of the Completion Certificate, and thereafter until the costs of Executing the Works up to the Date for Completion to the satisfaction of Setia Utama so as to enable to issuance of the certificate of completion by Setia Utama ("**Completion Certificate**") ("**Completion**" or "**Complete**"), Liquidated and Ascertained Damages and all other expenses incurred by Setia Utama have been ascertained and the amount thereof certified by Setia Utama. TSM shall then be entitled to receive only such sum or sums (if any) as Setia Utama may certify would have been due to it upon due Completion of the Works by it after deducting the said amount. However, if such amount shall exceed the sum which would have been payable to TSM on such due Completion by it then TSM shall upon demand pay to Setia Utama the amount of such excess and it shall be deemed a debt due by TSM to Setia Utama and shall be recoverable accordingly or Setia Utama is entitled to call upon and/or encash the Performance Bond in accordance with the EAC Contract.

7. BUSINESS OVERVIEW (Cont'd)

- (c) If so required by Setia Utama, TSM shall after the expiration of the Default Notice, assign to Setia Utama or its nominee without payment the benefit of any agreement which TSM has entered into for the supply of Plant and/or Materials or for the Execution of any part of the Works, or novate without payment such agreement to Setia Utama or its nominee and TSM will execute all documents and perform all acts necessary to perfect such assignment or novation (as the case may be). Setia Utama may pay the sub-contractors of Works or suppliers of Plant and/or Materials which have been sub-contracted by TSM (with the prior written consent of Setia Utama) ("**Sub-Contractor or Supplier**") for any such Plant and/or Materials or any part of the Works supplied and delivered to the Site or any part of the Works Executed under such agreement (whether the same be assigned or novated as aforesaid or not) before or after the giving of the said notice the amount due by such agreement in so far as it has not already been paid by the Works Package Contractor to the Sub-Contractor or Supplier. Payments under the clauses relating to the Events of Default by TSM, Consequences of Default by TSM, and Consequences of Termination may be made out of any monies due or which may become due to TSM under the EAC Contract.

Damages for delay by TSM : (a)
("Liquidated and
Ascertained Damages")

- (a) If TSM fails to Complete the Works, Setia Utama shall be entitled to recover from TSM as Liquidated and Ascertained Damages RM14,500 per calendar day for every day or part of a day which shall elapse between the Date for Completion and the date upon which the Works have achieved Completion, as certified by Setia Utama in the Completion Certificate. Setia Utama may deduct, set-off or recover the amount of such Liquidated and Ascertained Damages in accordance with the Clause relating to Setia Utama's right of deduction, withholding and set off pursuant to the EAC Contract.
- (b) In addition to the foregoing, if TSM fails to complete its works by the key dates as applicable, Setia Utama shall be entitled to claim for all losses, damages and expenses incurred and/or sustained and/or to be incurred by Setia Utama arising from or in connection with TSM's failure or neglect to complete its works by the key dates, if any including the right of Setia Utama to step-in pursuant to the EAC Contract. Setia Utama shall also be entitled in accordance with the Clause relating to Setia Utama's right of deduction, withholding and set off pursuant to the EAC Contract, to deduct, set-off or withhold an amount sufficient in Setia Utama's opinion to cover such claims, damages, expenses and/or losses, including 5% of the administrative costs and expenses incurred by Setia Utama to perform TSM's obligations which TSM has failed to perform, incurred or to be incurred by Setia Utama arising from or in connection with the foregoing.

7. BUSINESS OVERVIEW (Cont'd)

- (c) The maximum value of Liquidated and Ascertained Damages, being 100% of the Contract Sum, is deemed to be agreed by Setia Utama and TSM as the genuine pre-estimates of the loss which Setia Utama will suffer due to the delay in the completion of the Works or any parts thereof and TSM is deemed by entering into the EAC Contract to have agreed to pay to Setia Utama the said amounts) if the same shall become due without the need of Setia Utama to prove its actual damage or loss.
- (d) If TSM's obligation to pay Liquidated and Ascertained Damages under the EAC Contract is, or becomes, void or unenforceable (either in whole or in part) for any reason, then Setia Utama will, to the extent of such voidness or unenforceability, be entitled to claim general damages and special damages at law in relation to any relevant event of delay or other matter which would otherwise have been the subject to Liquidated and Ascertained Damages.
- (e) The payment or deduction of Liquidated Ascertained Damages shall not relieve TSM from its obligation to complete the Works or from any of its obligations and liabilities under the EAC Contract.

Governing law : The EAC Contract shall be governed by and construed according to laws for the time being in force in Malaysia.

Note:

- (1) Our Group had vide a letter to Setia Utama dated 12 November 2024 requested for an extension of time from 1 December 2024 to 30 June 2025 to complete the Works and we are pending approval from Setia Utama for the extension of time. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works by 23 August 2025, and is awaiting confirmation from our customer, pending evaluation.

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7. BUSINESS OVERVIEW (Cont'd)

- (b) Contract in respect of the LRT3 AFC Project dated 13 November 2019 for the design, manufacture, supply, delivery, installation, testing and commissioning of AFC system for the LRT3 AFC Project ("**AFC Contract**"), which was subsequently varied by a valuation of variation order issued by Setia Utama dated 3 February 2023 ("**AFC VVO**"). The salient terms of the AFC Contract are set out below:

- Date of agreement** : 13 November 2019
- Scope of the agreement** : The AFC Contract was entered into for the design, manufacture, supply, delivery, installation, testing and commissioning by TSM of automatic fare collection system for the LRT3 AFC Project ("**Works**").
- Term** : The initial term of the AFC Contract was from 13 November 2019 to 30 November 2023, and subsequently extended to 30 November 2024⁽¹⁾ by the AFC VVO ("**Date for Completion**").
- Contract sum (RM)** : 116,000,000 comprising the initial contract sum and additional contract sum as varied by the AFC VVO.
- Events of default by TSM** : General events of default

In the event TSM:

- (i) fails to commence the Works within 21 days from 13 November 2019;
- (ii) suspends or abandons the carrying out of the Works or any part thereof before the Date for Completion or otherwise plainly demonstrates the intention not to continue performance of its obligations under the AFC Contract;
- (iii) fails to proceed regularly and diligently with the performance of its obligations under the AFC Contract; without prejudice to the generality of the Clause relating to the Events of Default by TSM pursuant to the AFC Contract, in the event that the overall progress of the Works or any part thereof that is on the critical path is delayed by 60 days at any time based on the latest of either the baseline programme approved by Setia Utama or the revised baseline programme approved by Setia Utama under the Clause relating to the programme of works pursuant to the AFC Contract, as applicable, is delayed to such extent that Setia Utama is entitled to exercise their rights under the AFC Contract, and for which TSM is not entitled to any extension of time under the AFC Contract, TSM shall be deemed to have failed to proceed regularly and diligently with the performance of its obligations under the AFC Contract;

7. BUSINESS OVERVIEW (Cont'd)

- (iv) fails to execute the Works in accordance with the AFC Contract;
- (v) persistently neglects to carry out its obligations under the AFC Contract;
- (vi) refuses or persistently neglects to comply with a written notice from Setia Utama;
- (vii) fails to comply with the provisions of relating to defects liability pursuant to the AFC Contract;
- (viii) fails to comply with any provisions as contained in the AFC Contract including but not limited to failure to provide the performance bond provided by TSM to Setia Utama for 5% of the Contract Sum ("**Performance Bond**"), all documentation relating to the Execution of the Works at the specified times and in the manner as provided in the LRT Contract to be submitted to Setia Utama by TSM from time to time during the performance of the Works, TSM's insurances, baseline programme and/or revised baseline programme within the period stated;
- (ix) fails to obtain the prior written consent of Setia Utama required for sub-contracting of the Works pursuant to the AFC Contract and in breach of its obligations or in defiance of Setia Utama's instruction to the contrary, sub-lets any part of the Works;
- (x) fails to comply with any decision by the Dispute Adjudication Board, as appointed in accordance to the AFC Contract,

then Setia Utama shall be entitled to give written notice to TSM specifying the default and requiring TSM to remedy such default within 14 days of the receipt of the default notice ("**Default Notice**"). If TSM fails to remedy the default within the stipulated period or such extended period as Setia Utama may determine in its sole discretion, the Clause relating to the Consequences of Default of TSM under the AFC Contract shall apply.

7. BUSINESS OVERVIEW (Cont'd)

Other Events of Default

If at any time during the term of the AFC Contract:

- (i) TSM, or one or more of the members of an unincorporated consortium or a joint venture, becomes insolvent or compounds with or enters into an arrangement or compositions with its creditors;
- (ii) an order is made or resolution is effectively passed for the winding-up of TSM (except for the purpose of restructuring or amalgamation with the written consent of Setia Utama, which consent shall not be unreasonably withheld);
- (iii) a provisional liquidator, receiver, trustee or manager of its business or undertaking duly appointed against TSM, or possession of the TSM's assets taken by or on behalf of creditors or debenture holders secured by a floating charge of any property comprised in or subject of the said floating charge or if any act is done or event occurs which (under applicable Laws) has a similar effect to any of these acts or events;
- (iv) execution is levied against a substantial portion of TSM's assets;
- (v) TSM gives or offers to give (directly or indirectly) to any person any bribe, gift, gratuity, commission or other thing of value, as an inducement or reward pursuant to the Clause relating to anti-bribery representation, warranty and covenant under the AFC Contract;
- (vi) material and/or persistent breach by TSM of any safety, health or environmental obligations that threatens the safety and health of any personnel or person or causing serious environmental pollution;
- (vii) TSM or its related corporation becomes a party to any legal proceeding (including but not limited to court proceeding, adjudication or arbitration), which Setia Utama, its shareholders, any related corporation of Setia Utama or its shareholders, or employer (including its duly appointed representatives, its legal successors in title and permitted assigns), is an opposing party, regardless of whether TSM or its related corporation is a claimant or defendant, appellant or respondent, or petitioner of such legal proceeding; for purposes of this Clause, "related corporation" is as defined in the Act,

then the Clause relating to the Consequences of Default of TSM shall apply.

7. BUSINESS OVERVIEW (Cont'd)

- Consequences of default by TSM** : (a) Setia Utama shall, without prejudice to any other rights or remedies under the AFC Contract or at law, be entitled to forthwith terminate TSM's employment under the AFC Contract by giving written notice to that effect.
- (b) Alternatively, Setia Utama may omit all or any part of the Works which are uncertified by a payment certificate issued in the interim by Setia Utama.
- Consequences of termination** : (a) Upon determination of TSM's employment under Clause (a) above, Setia Utama shall enter upon the land and other places on, under, in or through which the Permanent Works are to be Executed and to which machinery, apparatus, vehicles and the like intended to form or forming part of the Temporary Works and/or Permanent Works (or any part thereof), which are to be supplied by TSM as specified in the AFC Contract ("**Plant**") and things of all kinds (other than Plant) to be provided by TSM which are intended to form or forming part of the Permanent Works ("**Materials**") are to be delivered, and any other places as may be specifically designated in the AFC Contract or by Setia Utama as forming part of the Site ("**Site**") and the Works and expel TSM therefrom without thereby avoiding the AFC Contract or releasing TSM from any of its obligations or liabilities under the AFC Contract or affecting the rights and powers conferred on Setia Utama by the AFC Contract, and may itself complete, among other things, the design, supply of labour, system parts, plant and materials, transportation, delivery to Site, construction, erection, installation, integration, testing, commissioning, completion, and training in the use of the Works in accordance with the AFC Contract, the preparation and/or delivery (as appropriate) of all information, drawings and manuals in respect of the Works required by the AFC Contract, the provision of such spare parts, consumables and tools as are required by the AFC Contract, and the management of all such matters ("**Execution of the Works**" or "**Executing the Works**"), or may employ any other contractor to do so, and Setia Utama or such other contractor may use for such completion so much of the appliances, machinery, vehicles and other things required for the Execution and Completion (hereinafter defined) of the Works and the remedying of any defects but excludes all temporary works of every kind (other than Equipment) required on Site for the Execution and Completion of the Permanent Works and the remedying of any defects, including false work, temporary structures and buildings and temporary earthworks ("**Temporary Works**"), and other things intended to form or forming part of the permanent Works ("**Equipment**"), Temporary Works, the Plant and Materials which have become the property of Setia Utama under the provisions of the AFC Contract as it or they may think proper and Setia Utama may at any time sell any of the said Equipment, Temporary Works, Plant and/or unused Materials and apply the proceeds of sale in or towards the satisfaction of any sums due or which may become due to it from TSM under the AFC Contract.

7. BUSINESS OVERVIEW (Cont'd)

- (b) If Setia Utama shall enter and expel TSM under this Clause, it shall not be liable to pay to TSM any money due under the AFC Contract until the expiration of the defects liability period, being twenty-four (24) months from the date of the issuance of the Completion Certificate, and thereafter until the costs of Executing the Works up to the Date for Completion to the satisfaction of Setia Utama so as to enable to issuance of the certificate of completion by Setia Utama ("**Completion Certificate**") ("**Completion**" or "**Complete**"), Liquidated and Ascertained Damages and all other expenses incurred by Setia Utama have been ascertained and the amount thereof certified by Setia Utama. TSM shall then be entitled to receive only such sum or sums (if any) as Setia Utama may certify would have been due to it upon due Completion of the Works by it after deducting the said amount. However, if such amount shall exceed the sum which would have been payable to TSM on such due Completion by it then TSM shall upon demand pay to Setia Utama the amount of such excess and it shall be deemed a debt due by TSM to Setia Utama and shall be recoverable accordingly or Setia Utama is entitled to call upon and/or encash the Performance Bond in accordance with the AFC Contract.

- (c) If so required by Setia Utama, TSM shall after the expiration of the Default Notice, assign to Setia Utama or its nominee without payment the benefit of any agreement which TSM has entered into for the supply of Plant and/or Materials or for the Execution of any part of the Works, or novate without payment such agreement to Setia Utama or its nominee and TSM will execute all documents and perform all acts necessary to perfect such assignment or novation (as the case may be). Setia Utama may pay the sub-contractors of Works or suppliers of Plant and/or Materials which have been sub-contracted by TSM (with the prior written consent of Setia Utama) ("**Sub-Contractor or Supplier**") for any such Plant and/or Materials or any part of the Works supplied and delivered to the Site or any part of the Works Executed under such agreement (whether the same be assigned or novated as aforesaid or not) before or after the giving of the said notice the amount due by such agreement in so far as it has not already been paid by the Works Package Contractor to the Sub-Contractor or Supplier. Payments under the clauses relating to the Events of Default by TSM, Consequences of Default by TSM, and Consequences of Termination may be made out of any monies due or which may become due to TSM under the AFC Contract.

7. BUSINESS OVERVIEW (Cont'd)

- Damages for delay by TSM : (a) ("Liquidated and Ascertained Damages")** If TSM fails to Complete the Works, Setia Utama shall be entitled to recover from TSM as Liquidated and Ascertained Damages RM80,000 per calendar day for every day or part of a day which shall elapse between the Date for Completion and the date upon which the Works have achieved Completion, as certified by Setia Utama in the Completion Certificate. Setia Utama may deduct, set-off or recover the amount of such Liquidated and Ascertained Damages in accordance with the Clause relating to Setia Utama's right of deduction, withholding and set off pursuant to the AFC Contract.
- (b) In addition to the foregoing, if TSM fails to complete its works by the key dates as applicable, Setia Utama shall be entitled to claim for all losses, damages and expenses incurred and/or sustained and/or to be incurred by Setia Utama arising from or in connection with TSM's failure or neglect to complete its works by the key dates, if any including the right of Setia Utama to step-in pursuant to the AFC Contract. Setia Utama shall also be entitled in accordance with the Clause relating to Setia Utama's right of deduction, withholding and set off pursuant to the AFC Contract, to deduct, set-off or withhold an amount sufficient in Setia Utama's opinion to cover such claims, damages, expenses and/or losses, including 5% of the administrative costs and expenses incurred by Setia Utama to perform TSM's obligations which TSM has failed to perform, incurred or to be incurred by Setia Utama arising from or in connection with the foregoing.
- (c) The maximum value of Liquidated and Ascertained Damages, being 100% of the Contract Sum, is deemed to be agreed by Setia Utama and TSM as the genuine pre-estimates of the loss which Setia Utama will suffer due to the delay in the completion of the Works or any parts thereof and TSM is deemed by entering into the AFC Contract to have agreed to pay to Setia Utama the said amounts) if the same shall become due without the need of Setia Utama to prove its actual damage or loss.
- (d) If TSM's obligation to pay Liquidated and Ascertained Damages under the AFC Contract is, or becomes, void or unenforceable (either in whole or in part) for any reason, then Setia Utama will, to the extent of such voidness or unenforceability, be entitled to claim general damages and special damages at law in relation to any relevant event of delay or other matter which would otherwise have been the subject to Liquidated and Ascertained Damages.
- (e) The payment or deduction of Liquidated Ascertained Damages shall not relieve TSM from its obligation to complete the Works or from any of its obligations and liabilities under the AFC Contract.

Governing law : The AFC Contract shall be governed by and construed according to laws for the time being in force in Malaysia.

7. BUSINESS OVERVIEW (Cont'd)

Note:

(1) Our Group had vide a letter to Setia Utama dated 6 November 2024 requested for an extension of time from 1 December 2024 to 7 August 2025 to complete the Works and we are pending approval from Setia Utama for the extension of time. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works by 30 August 2025, and is awaiting confirmation from our customer, pending evaluation.

(c) Letter of appointment in respect of the development on door system test bench (“**DSTB**”) for Rapid Rail Ampang line for the LRT3 Project from Bandar Utama to Johan Setia dated 12 June 2023:

Date of appointment : 12 June 2023

Scope of the appointment : Development on DSTB for Rapid Rail Ampang line for the LRT3 Project from Bandar Utama to Johan Setia

Term : 12 June 2023 to 11 June 2024

Contract sum (RM) : 400,000

(d) Letter of appointment in respect of the investment on development of DSTB for monorail for the LRT3 Project from Bandar Utama to Johan Setia dated 2 October 2023:

Date of appointment : 2 October 2023

Scope of the appointment : Provision of investment on development of DSTB for monorail for the LRT3 Project from Bandar Utama to Johan Setia

Term : 2 October 2023 to 1 October 2024

Contract sum (RM) : 400,000

7. BUSINESS OVERVIEW (Cont'd)

As at LPD, the sum billed for each of the projects are as follows:

- (a) AFC Contract: RM92.4 million;
- (b) EAC Contract: RM10.1 million;
- (c) Letter of appointment in respect of the development on DSTB for Rapid Rail Ampang line for the LRT3 Project from Bandar Utama to Johan Setia dated 12 June 2023: RM0.4 million; and
- (d) Letter of appointment in respect of the investment on development of DSTB for monorail for the LRT3 Project from Bandar Utama to Johan Setia dated 2 October 2023: RM0.4 million.

The remaining contract value to be recognised from the abovementioned contracts amount to RM11.8 million, which will be recognised progressively up to end of 2025. Notwithstanding the foregoing, our Group has also secured order book of RM92.9 million, of which RM72.6 million is to be delivered up to FYE 2026, which are not from Setia Utama. As such, upon the completion of the AFC Contract and EAC Contract, our Group does not envisage any further dependency on with Setia Utama.

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7. BUSINESS OVERVIEW (Cont'd)**7.11 TYPES, SOURCES AND AVAILABILITY OF INPUT**

The main components of our cost of sales are direct labour costs, purchases of project materials and/or related equipment, as well as project related overheads.

The table below sets out our major cost components for FYE 2021, FYE 2022, FYE 2023 and FPE 2024:

	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Direct labour ⁽²⁾	15,401	81.2	27,440	87.7	36,166	76.7	16,967	72.5
Purchases ⁽³⁾	2,393	12.6	3,497	11.2	10,399	22.1	5,788	24.7
Overheads ⁽⁴⁾	1,182	6.2	337	1.1	578	1.2	660	2.8
	18,976	100.0	31,274	100.0	47,143	100.0	23,415	100.0

Notes:

- (1) As a percentage of total cost of sales.
- (2) Relates to subcontractor cost and project labour cost. The increase in direct labour from FYE 2022 to FYE 2023 was mainly due to an increase in subcontractor costs as our Group's subcontractors began to undertake installation works at project sites for the LRT3 AFC Project and LRT3 AFC Project (Variation Order No.1) concurrently at multiple stations. The subcontractor costs also increased due to the commencement of works for the EPCC for development of a solar photovoltaic plant project and the video management system upgrade for MRT Kajang line project.
- (3) Relates to the purchase of materials and/or equipment. The breakdown of purchases in terms of equipment and software for FYE 2021 to 2023 and FPE 2024 is as follows:

Components	FYE 2021		FYE 2022		FYE 2023		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Equipment	1,990	83.2	3,119	89.2	9,374	90.1	5,231	90.4
Software	403	16.8	378	10.8	1,025	9.9	557	9.6
	2,393	100.0	3,497	100.0	10,399	100.0	5,788	100.0

The increase in purchases from FYE 2021 to 2023 was due to purchase of materials related to our new projects namely the PSDS Project, the EPCC for development of a solar photovoltaic plant project, and the video management system upgrade for MRT Kajang line project. The purchase of equipment and software for FPE 2024 was for ETS3 PIS Project, software maintenance for Customer A, and RTS ERP Project.

- (4) Relates to project insurance, consultancy fee, forwarding charges, import duties and permit.

7. BUSINESS OVERVIEW (Cont'd)

7.12 MAJOR SUPPLIERS

Our Group's top 5 suppliers according to total purchases for FYE 2021, FYE 2022, FYE 2023 and FPE 2024 are as follows:

No.	Name	Country	Principal activities	Cost incurred		Products/ services sourced	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
FYE 2021							
1.	Seel Electronic & Engineering Sdn Bhd	Malaysia	Turnkey electronics system provider in rail and transportation systems, intelligent building management systems, as well as services for defense system integration, maintenance and operation	11,526	60.7	Design and build of system and supply of hardware for AFC system	1
2.	Supplier A	Malaysia	Developer of mobile and web applications, enterprise architecture, and digital transformation solutions	1,100	5.8	Application platform development and execute interface management for EAC system	1
3.	SeeTec Asia	Malaysia	Business of security consulting, security systems, and ICT	1,089	5.7	Specialised IT services for development of middleware and interfaces for integration of video management system	5
4.	Hangzhou Hikvision Digital Technology Co Ltd	People's Republic of China	Computer programming activities, wholesale of electrical and electronic goods and repair of electronic equipment	463	2.4	CCTV, access control products, display products and network switches	3

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Cost incurred		Products/ services sourced	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
5.	DCD Distribution Sdn Bhd	Malaysia	Provision of high quality cabling solutions for industrial use and solar power system for CCTV	373	2.0	Power, signalling, network and fibre cables	2
Subtotal				14,551	76.6		
Total cost of sales				18,976	100.0		

No.	Name	Country	Principal activities	Cost incurred		Main products/ services sourced	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
FYE 2022							
1.	Seel Electronic & Engineering Sdn Bhd	Malaysia	Turnkey electronics system provider in rail and transportation systems, intelligent building management systems, as well as services for defense system integration, maintenance and operation	16,850	53.9	Design and build of system and supply of hardware for AFC system	2
2.	Supplier B ⁽³⁾	Malaysia	Provision of consultation services for security, ICT and related services	3,757	12.0	Consulting services and purchase of equipment for AFC project	1
3.	SeeTec Asia	Malaysia	Business of security consulting, security systems and ICT	2,585	8.3	Specialised IT services for development of middleware and interfaces for integration of video management system	6

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Cost incurred		Main products/ services sourced	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
4.	Phoenix Contact (Malaysia) Sdn Bhd	Malaysia	Provision of control, installation, device and connection technologies	727	2.3	Industrial cabinet solutions and electrical components	1
5.	VSTECS Pericomp Sdn Bhd	Malaysia	Provision of enterprise systems and solutions such as enterprise servers, storage, network products and software	682	2.2	Network, ICT, and technology products	3
Subtotal				24,601	78.7		
Total cost of sales				31,274	100.0		

No.	Name	Country	Principal activities	Cost incurred		Main products sourced	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
FYE 2023							
1.	Seel Electronic & Engineering Sdn Bhd	Malaysia	Turnkey electronics system provider in rail and transportation systems, intelligent building management systems, as well as services for defense system integration, maintenance and operation	21,527	45.7	Design and build of system and supply of hardware for AFC system	3
2.	Supplier B ⁽³⁾	Malaysia	Provision of consultation services for security, ICT and related services	5,345	11.3	Consulting services and purchase of equipment for AFC Project	2

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Cost incurred		Main products sourced	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
3.	SeeTec Asia	Malaysia	Business of security consulting, security systems, and ICT	2,843	6.0	Specialised IT services for development of middleware and interfaces for integration of video management system	7
4.	Tec D Distribution (Malaysia) Sdn Bhd	Malaysia	Distribution and marketing of computer and computer-related products and the provision of installation and maintenance services	1,409	3.0	Network, ICT, and technology products	<1
5.	Southern Cable Sdn Bhd	Malaysia	Manufacturer of cables and wires for various sectors including oil & gas, infrastructure, and renewable energy	961	2.0	Structure cables, power cables, and fire-resistant cables	<1
Subtotal				32,085	68.0		
Total cost of sales				47,143	100.0		

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Cost incurred		Products/ services sourced	Length of relationship Years ⁽²⁾
				RM'000	% ⁽¹⁾		
FPE 2024							
1.	Connexion Solution Sdn Bhd and Epsilon R&D Sdn Bhd	Malaysia	Provision of software solutions and dealing in computer peripherals, and software maintenance	(⁴)6,656	28.4	Software for HRMIS	<1
2.	Seel Electronic & Engineering Sdn Bhd	Malaysia	Turnkey electronics system provider in rail and transportation systems, intelligent building management systems, as well as services for defense system integration, maintenance and operation	3,805	16.3	Design and build of system and supply of hardware for AFC system	3
3.	TianJin BeiHai Communication Technology Co Ltd	People's Republic of China	Develop railway broadcasting systems, subway broadcasting systems, and other communication systems	3,797	16.2	PIS	<1

7. BUSINESS OVERVIEW (Cont'd)

No.	Name	Country	Principal activities	Cost incurred		Products/ services sourced	Length of relationship
				RM'000	% ⁽¹⁾		Years ⁽²⁾
4.	Supplier C	Malaysia	(i) Sale, contract and installation of security systems, electronic surge protection systems and related products; (ii) Any business related to renewable energy system and products; and (iii) To supply solar photovoltaic module, inverters, cable, mounting system and system maintenance of renewable energy products and services	2,026	8.7	Supply, install, testing and commissioning of earthing system	1
5.	Supplier B ⁽³⁾	Malaysia	Provision of consultation services for security, ICT and related services	608	2.6	Consulting services and purchase of equipment for AFC Project	3
Subtotal				16,892	72.2		
Total cost of sales				23,415	100.0		

Notes:

- (1) Divided by total purchases of the respective financial year/period.
- (2) The length of the relationship as at the respective financial year/period.
- (3) Supplier B is also a customer of our Group. During FYE 2021 to 2023, our Group provided design and consultation services for preparation of tender documentation for transportation system to Supplier B.

7. BUSINESS OVERVIEW (Cont'd)

- (4) Comprises billings in relation to supply of software for HRMIS Project from Connexion Solution Sdn Bhd and Epsilon R&D Sdn Bhd, both of which share a common shareholder who is involved in the business operations of both the aforementioned companies.

Our Group has established long-standing relationships with several of these companies and we believe that the relationships forged will be beneficial to our purchasing and cost efficiency. The suppliers are also selected based on several criteria such as the quality of their products and the reliability of suppliers.

For FYE 2021, FYE 2022, FYE 2023 and FPE 2024, Seel Electronic & Engineering Sdn Bhd had contributed more than 10.0% of our purchases in each year/period for the design and build of system and supply of hardware for AFC system throughout the aforementioned financial years/period. The letter of award for the LRT3 AFC Project between Setia Utama and our Group states that ST Engineering Electronics Ltd of Singapore is the nominated exclusive supplier for AFC equipment to our Group. ST Engineering Electronics Ltd has appointed its wholly owned subsidiary, Seel Electronic & Engineering Sdn Bhd to resell and implement ST Engineering Electronics Ltd's AFC system for the LRT3 AFC Project. As such, our Group is required to purchase the AFC system and hardware from Seel Electronic & Engineering Sdn Bhd for the LRT3 AFC Project. Notwithstanding the significant purchases from Seel Electronic & Engineering Sdn Bhd as the nominated exclusive supplier of the LRT3 AFC Project, our Group believes that we are not dependent on any single major supplier as in the event we are unable to source for our supplies from the above suppliers, we are still able to source the products from other local and overseas suppliers.

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7. BUSINESS OVERVIEW (Cont'd)

7.13 QUALITY CONTROL MANAGEMENT

We are committed to providing our customers with quality services in a consistent manner and we believe that this has contributed to the success of our Group over the years. We adhere to stringent quality standards as demonstrated and this can be seen by the various ISO certifications that our Group has attained. Our certifications provide assurance to our customers that our quality management, safety & health, environmental and anti-bribery management systems comply with the stipulated international standards. Our Group's ISO accreditations are as follows:

Certification	Scope	Awarding body	Validity period
ISO 9001:2015 Quality Management System (" QMS ")	EPCC of industrial systems	GCL International Ltd	29 June 2024 to 29 June 2027
ISO 45001:2018 Occupational Health & Safety Management System	EPCC	Certification Partner Global	4 January 2024 to 4 January 2027
ISO 14001:2015 Environmental Management System (" EMS ")	EPCC	ARS Assessment Private Limited	3 March 2024 to 3 February 2027
MS ISO 37001:2016 Anti-Bribery Management Systems (" ABMS ")	EPCC	TUV Nord (M) Sdn Bhd	9 May 2022 to 8 May 2025

Our QMS was put in place to ensure that the products and services we provide to our customers meet the requirements and standards of our customers and our Group in a consistent manner. Additionally, having a QMS in place allows us to observe and analyse areas where we can improve and also to identify any potential risks.

We are committed to ensuring the health and safety of our employees, as evidenced by attaining ISO 45001:2018 certification. We have established a Safety and Health Committee, headed by our Executive Director, Mohd Fadzil bin Mohd Daud, who is responsible for continuously monitoring the measures in place to ensure the safety and health of our employees; investigate any workplace incidences or reports of unsafe conditions; as well as resolving safety and health related issues.

Our Group is also committed to ensuring that our business activities do not cause harm to the environment. Through our EMS, we focus on developing processes and plans on how our Group interacts with the environment and putting in place measures to ensure that we limit or eliminate any adverse actions.

7. BUSINESS OVERVIEW (Cont'd)

We conduct our business with transparency and practice a zero-tolerance approach towards bribery. To ensure compliance with our code of ethics, we established a whistleblowing committee to receive complaints that will be acted upon by our ABMS committee. Our ABMS committee is headed by our Managing Director and Executive Director. Our ABMS mitigates bribery related risks during the course of our business which could damage our reputation and impact our operations.

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7. BUSINESS OVERVIEW (Cont'd)

7.14 DESIGN AND DEVELOPMENT

Our Group currently does not undertake any R&D activities, instead we are involved in design and development activities to develop new solutions that can be used to meet our customers' needs, and such solutions may serve as a reference and can also be potentially applied to other customers' operations for different purposes. The table below highlights the solutions that we have developed over the years:

Product/ solution	Description/ use	Commercialisation period
Ticket vending machine/ kiosk system software	Software to be used in a ticket vending machine/ kiosk that allows customers to purchase tickets using various payment methods such as credit/debit cards, e-wallets, customer loyalty points. Software to manage the customer's ticket vending machines/kiosks in their premises.	December 2021
K3	Includes firmware (i.e., software that is embedded into hardware to allow the hardware to function), a mobile app, and a portal. The K3 firmware was developed to integrate IoT devices with the customer's security alarm system. The K3 mobile app was developed for testing and commissioning as well as monitoring of K3 devices. The K3 portal was developed to manage all of the customer's K3 devices.	November 2022
PSDS software	Includes software for local control panel-human machine interface, central platform manager, display agent, door control unit configuration tools, and diagnostic tools used in rail transportation lines. The software for the local control panel-human machine interface was developed to monitor the status and control each platform door.	February 2024

7. BUSINESS OVERVIEW (Cont'd)

Product/ solution	Description/ use	Commercialisation period
	<p>The software for the central platform manager was developed for use in the OCC of a rail line for the overall management of all platform doors on the rail line.</p> <p>The software for the display agent was developed as a dashboard for use on a video wall in a rail line's OCC to view the status of all the platform doors on the rail line.</p> <p>The software for the door control unit configuration tools was developed to configure settings of the platform door.</p> <p>The software for the diagnostic tools was developed to troubleshoot the whole PSDS and its related software.</p>	
ERP middleware	Software for the integration of multiple ERP systems that manage different modules such as finance, HR, procurement, computerised maintenance management system, and stock.	July 2024

To safeguard the key source codes of our software, our Group uses an industry-standard code repository system with proper user access control. The system allows repository owners to set granular permissions, granting different levels of access (e.g., read, write, admin) to team members. The system also implements a two-factor authentication process for accessing the source code repositories, adding an extra layer of security beyond just passwords. All data transferred to and from the repository is encrypted, ensuring that data is secure in transit. Aside from that, the system encrypts also all stored data, including the source code. It also provides detailed audit logs to track all activities within repositories, helping to identify and investigate suspicious activities.

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7. BUSINESS OVERVIEW (Cont'd)

7.15 COMPETITIVE STRENGTHS

7.15.1 Experienced and knowledgeable key management team

The success of our Group since its inception can be attributed to the experiences and knowledge of our key management team including our Managing Director, Executive Director, and management team. Our Managing Director, Tan Hock Lim, has over 20 years of experience in the IT industry while our Executive Director, Mohd Fadzil bin Mohd Daud has more than 10 years of experience in the M&E industry. They are supported by our management team including our Chief Technology Officer, Petr Obsel; Chief Financial Officer, Susie Chung Kim Lan; Chief Information Officer, Juraj Zidzik; Head of Engineering, Mohd Afiq bin Mustafa; and Manager – Contract and Risk, Fong Lai Kuan, who have amassed relevant experience and knowledge in their respective fields.

The leadership and experience of our key management team enables us to continuously provide our IT security and automation solutions to our customers in accordance with their requirements. As such, we believe that the combined experience and respective competencies of our key management team will enable us to continue the growth of our business and our market presence.

7.15.2 We are able to offer a diverse range of comprehensive IT security and automation solutions catering to our customers' specific needs

Our Group has been involved in the IT services industry since our incorporation in 2011 and we are able to provide our customers with security and automation solutions which encompass services such as consultation and assessment; designing the solutions; procuring hardware and/or software; implementing the solutions; and maintenance and support services.

Due to the varied industries our customers operate in, it is not possible for one solution to meet the needs of all our different customers. As such, we work together with our customers to better understand their business, their business processes and their requirements as well as to identify and confirm their security and/or automation needs to determine the challenges faced by our customers during their daily operations and propose fully customisable security and automation solutions depending on our customers' business activities and requirements. Additionally, we can integrate newer technologies used in our solutions into our customers' existing systems, ensuring that they will not have to undertake a complete overhaul of their systems.

Furthermore, since our incorporation, we have grown from providing subcontracting services to becoming a turnkey contractor. By engaging our Group to provide comprehensive services from project initiation to post-implementation, our customers can streamline their operations, making it more convenient and cost-effective. As such, we believe that our flexibility and capability to provide comprehensive tailor-made security and automation solutions allows us to provide a better service to our customers, thus enabling us to build fruitful and long-term relationships with our customers.

7. BUSINESS OVERVIEW (Cont'd)

7.15.3 We have a diverse and reputable customer base

We have customers in the public and private sector and they are involved in a range of business activities from transportation and hospitality and leisure, to utilities and logistics. It should be noted that for FYE 2021, FYE 2022, FYE 2023 and FPE 2024, our major customer Setia Utama, contributed 77.4%, 78.2%, 62.0% and 30.7% respectively to our revenue. This is due to the size of the LRT3 Project, which was scheduled to complete by November 2024. Delays in the handover of the site by our customer to our Group prevented us from commencing work at certain sites. On 12 November 2024 and 6 November 2024, our Group has submitted the request for extension of time for LRT3 EAC Project and LRT3 AFC Project respectively, from 1 December 2024 to 30 June 2025 as well as 1 December 2024 to 7 August 2025, respectively, to our customer and is awaiting confirmation from our customer, pending evaluation. Subsequently, our Group had vide a letter to Setia Utama dated 9 January 2025 submitted a revised work programme and request for an updated timeline to complete the works for LRT3 EAC Project and LRT3 AFC Project by 23 August 2025 and 30 August 2025, respectively, and is awaiting confirmation from our customer, pending evaluation. Nonetheless, as at LPD, our Group has an order book amounting to RM104.7 million and tender book amounting to RM647.2 million, which spans across several industries.

Since our inception, our growth and commitment to providing quality services have enabled us to secure IT security and automation projects from multinational corporations, public-listed companies, as well as government agencies. Our array of reputable customers is a testament to the standard of our services and the reputation of our Group. As such, we believe that we are able to market our IT security and automation solutions to other customers more effectively.

7.16 BUSINESS STRATEGIES AND PROSPECTS

Our business objectives are to maintain sustainable growth in our business and create long-term shareholder value. To achieve our business objectives, we will implement the following business strategies over the period of 30 months from the date of our Public Issue.

7.16.1 Expansion of our business development team

Since the commencement of our business, our business development activities have been carried out by our Managing Director, Tan Hock Lim, and supported by our business development team.

To enhance our business activities, our Group intends to expand our business development team, which as at LPD consists of 6 personnel. The business development team will be segmented into several teams focused to develop projects from other different end-user industries. These activities include planning and executing sales and marketing activities, attending inquiries from potential customers and preparation of proposals, presentation to customers as well as preparation of tender and quotations.

We have allocated approximately RM2.7 million of the gross proceeds from our Public Issue to hire 14 employees comprising 2 managers, 4 senior executives, and 8 executives to expand the business development team. We intend to hire the additional employees over a period of 30 months of our Listing.

Kindly refer to Section 4.9.1(c) for further information on the cost of expanding our business development team.

7. BUSINESS OVERVIEW (Cont'd)**7.16.2 Purchase of additional equipment and IT hardware and software**

To support our growth, we intend to purchase additional equipment as well as IT software. We intend to allocate approximately RM2.0 million of the gross proceeds from our Public Issue for purchasing of additional equipment as well as IT software. We propose to install a rooftop solar photovoltaic system as part of the capital expenditure to achieve our long-term environmental, social and governance, which will also contribute to lower utility costs.

Details of the equipment and IT software to be acquired are as follows:

Item	Description of item	No. of Units	Estimated Cost (RM'000)
<u>Equipment</u>			
Van	A van for transporting personnel as well as hardware and materials to our project sites	1	123
Pickup truck	A pickup truck for transporting hardware and materials to our project sites	3	443
Hydraulic lift	An electric lift elevator to lift personnel and items	1	20
Rooftop solar photovoltaic system	Solar panels to harness and convert sunlight into electricity	1	73
		Subtotal	659
<u>IT Hardware</u>			
Laptop	Personal computers for employee use	72	484
Photocopier/ printer	Printer for printing, photocopying, and scanning documents	1	38
Plotter printer	Used to plot maps and CAD technical drawings	1	8
		Subtotal	530
<u>IT Software</u>			
CAD	Computer-aided design which is used to create computer models of IT systems	10	64
Enterprise project portfolio management software	Software to plan, manage, and execute projects including project management, scheduling, resource management, and risk analysis	2	20
Service software	Software for day-to-day operations such as Microsoft 365, ERP software, human resources management software, cloud backup, and antivirus	436	734
		Subtotal	818
		Total	2,007

7. BUSINESS OVERVIEW (Cont'd)

We intend to purchase the required equipment, computer and hardware, and IT software over a period of 24 months of our Listing.

Kindly refer to Section 4.9.1(d)(i) for further information on the capital expenditure for equipment, computer and hardware, and IT software.

7.16.3 Establishment of a branch in Johor Bahru

Our Group has been awarded projects related to the RTS link between Singapore and Malaysia. As such, we intend to set up a branch office in Danga Bay, Johor Bahru to ensure that we are able to improve on the timeliness and efficiency of our services. We also believe that by expanding our geographical presence, we will be able to offer our services to more potential customers and further grow our brand.

As at the LPD, we have not identified a premise for the branch office in Johor Bahru. Nevertheless, we intend to identify and enter into a tenancy agreement for the premise in Danga Bay by first quarter of 2025. We intend to commence renovation of said premise by the second quarter of 2025 and commence operations of the branch office in Johor Bahru by the third quarter of 2025. We have allocated approximately RM0.3 million of the gross proceeds from our Public Issue to set up the branch office in Johor Bahru. We intend to hire 8 additional employees for the branch office in Johor Bahru using internally generated funds.

Kindly refer to Section 4.9.1(d)(ii) for further information on the costs of establishing our branch office in Johor Bahru.

7.16.4 Prospects of Our Group

We believe that our prospects in the IT enterprise services industry are favourable taking into consideration our competitive strengths as set out in Section 7.15, our future plans in Section 7.16 as well as the prospects of the IT enterprise services industry as set out below.

According to the IMR Report, outlook and prospects of the enterprise IT services industry in Malaysia are expected to be positive in view of demand from a digital transformation economy which has accelerated the adoption of IT services such as cloud computing and IoT including in end-user markets that were not traditionally heavy users of IT. Demand for enterprise IT services in the transportation industry in particular is expected to be supported by continued relevance of the rail transportation sector, whereby various rail infrastructure projects are ongoing including LRT3 (expected to be operational in the third quarter of 2025 and the RTS link between Malaysia and Singapore (expected to be operational in the fourth quarter of 2026). Furthermore, the Malaysian Government had announced that construction of Penang's first LRT project had commenced in early 2025 with the ground breaking ceremony slated in January 2025. The project is targeted to be completed by 2030.

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7. BUSINESS OVERVIEW (Cont'd)

In addition to demand for enterprise IT services in the transportation industry, the Malaysian enterprise IT services industry is also expected to be supported by continuous foreign and domestic direct investments in the manufacturing sector, support from the Government, and availability of skilled IT professionals. The manufacturing sector has been transitioning into the Fourth Industrial Revolution and utilising IT such as IoT, AI, machine learning and big data analysis and as such, the continued investment and growth in the manufacturing sector is likely to auger well for the enterprise IT services industry in Malaysia. Support from the Government can be seen in the launch of the National 4IR Policy (2021-2030), and the Digital Economy Blueprint (2021-2030) known as the MyDigital which aims to create new socioeconomic growth opportunities for the economy and build digital infrastructures and talents to drive digital transformation in public and private sectors. Additionally, the Government has offered incentives to encourage adoption of digitalisation. Lastly, to promote the availability of skilled IT personnel, Malaysia Digital Economy Corporation confers Premier Digital Tech Institutions status to universities that provide digital tech education that are aligned with skills demanded by the local industry and The National Tech Association of Malaysia organises internship programs in collaboration with institutes of higher learning and market players in the local industry.

Moving forward, the local enterprise IT services industry is projected to expand at a CAGR of 5.6% from RM22.92 billion in 2024 to reach RM28.80 billion in 2028.

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