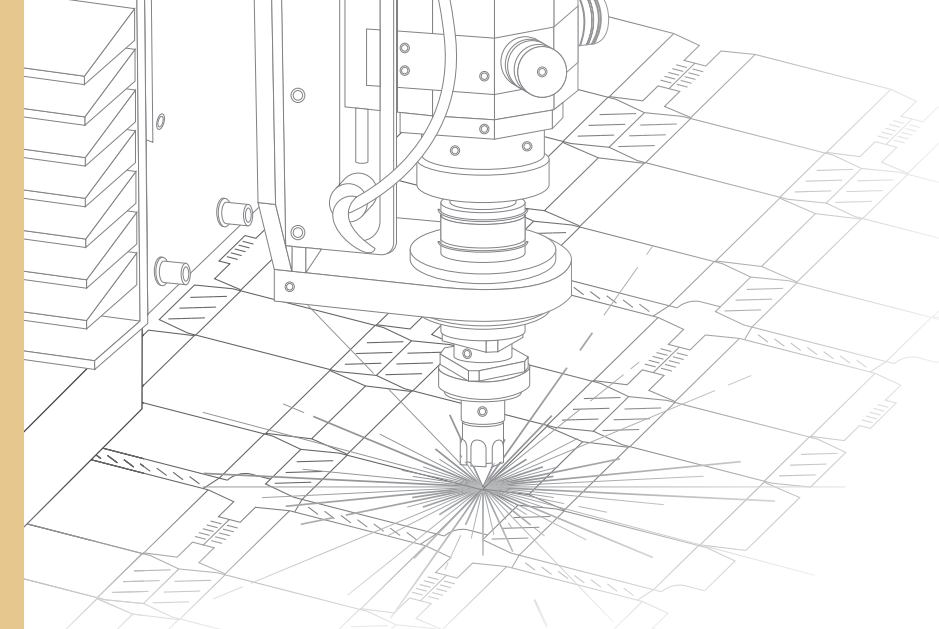




CEKD BERHAD



PROSPECTUS



CEKD BERHAD

(Registration No. 201801023077 (1285096-M))
(Incorporated in Malaysia under the Companies Act, 2016)

PROSPECTUS

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

PUBLIC ISSUE OF 50,590,000 NEW ORDINARY SHARES IN OUR COMPANY ("SHARES") IN THE FOLLOWING MANNER:

- (I) 9,729,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (II) 9,729,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP;
- (III) 6,811,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- (IV) 24,321,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY

AT AN ISSUE PRICE OF RM0.48 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Adviser, Sponsor, Underwriter and Placement Agent



M&A SECURITIES SDN BHD

(Registration No. 197301001503 (15017-H))
(A Wholly-Owned Subsidiary of Insas Berhad)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Financial Adviser



ECO ASIA CAPITAL ADVISORY SDN BHD

(Registration No. 201801022562 (1284581-H))

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT. THE SC 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 135.

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 SC UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 AND IS THEREFORE NOT SUBJECT TO THE APPROVAL OF THE SC.

THIS PROSPECTUS IS DATED 6 SEPTEMBER 2021

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

M&A Securities Sdn Bhd, being our Adviser, Sponsor, 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.

Admission to the Official List of Bursa Malaysia Securities Berhad ("Bursa Securities") is not to be taken as an indication of the merits of our IPO, our Company, or our shares.

This Prospectus, together with the Application Form (as defined herein), will be lodged with the Registrar of Companies, who takes no responsibility for its contents. In view of the temporary closure of operation by the Registrar of Companies during phase 1 of the National Recovery Plan, the Prospectus together with the Application Form will be lodged within 2 weeks after lodgement is able to be made with the Registrar of Companies.

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

Approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for our IPO Shares (as defined herein) on 11 May 2021. 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 Securities Commission ("SC") has on 18 June 2021 approved the resultant equity structure of our Company under the equity requirement for public listed companies pursuant to our Listing (as defined herein).

Our securities are classified as Shariah compliant by the Shariah Advisory Council of the SC based on the audited combined financial statements for the financial year ended 31 August 2020. 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 will be 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 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 the SC 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 (as defined herein). These risks cannot be borne by the Internet Participating Financial Institutions.

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

In the event of any discrepancy arising between the contents of the electronic and the contents of the paper printed copy of this Prospectus for any reason whatsoever, the contents of the paper printed copy of this Prospectus which are identical to the copy of the Prospectus registered with the SC 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, you are advised that:

- (a) The Internet Participating Financial Institutions 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 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 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 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, 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	6 September 2021
Closing Date/Closing of Application	17 September 2021
Balloting of Application	21 September 2021
Allotment/Transfer of IPO Shares to successful applicants	28 September 2021
Date of Listing	29 September 2021

In the event of any changes in the timetable, we will advertise the notice of changes in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

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

All references to "CEKD" and the "Company" in this Prospectus are to CEKD Berhad (Registration No.: 201801023077 (1285096-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 our 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 IMR. 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 does not form part of this Prospectus.

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FORWARD-LOOKING STATEMENTS

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

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

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

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

- (a) Demand for our products and services;
- (b) Our business strategies;
- (c) Our future plans;
- (d) Our financial position;
- (e) Our future earnings, cash flows and liquidity; and
- (f) 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 ongoing Covid-19 pandemic and possible similar future outbreak;
- (b) The economic, political and investment environment in Malaysia and globally; and
- (c) 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.

The delivery of this Prospectus or any issue made in connection with this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date of this Prospectus. Nonetheless, should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of issue of this Prospectus up to the date of our Listing, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238 of the CMSA.

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:

Focuswin	:	Focuswin Diecutting Mould Sdn Bhd (Registration No.: 199401032898 (318581-U))
Hotstar	:	Hotstar (M) Sdn Bhd (Registration No.: 199401000129 (285807-K))
CEKD or Company	:	CEKD Berhad (Registration No.: 201801023077 (1285096-M))
CEKD Group or Group	:	CEKD and its subsidiaries, collectively
Sharp DCM	:	Sharp Die Cutting Mould Sdn Bhd (Registration No.: 198901010422 (187724-P))
Sharp DCM Group	:	Sharp DCM and its subsidiary, collectively

GENERAL:

ACE Market	:	ACE Market of Bursa Securities
Acquisitions	:	Collectively, Acquisition of Sharp DCM and Acquisition of Hotstar
Acquisition of Hotstar	:	Acquisition by CEKD of the entire equity interest of Hotstar for a purchase consideration of RM5,633,500, wholly satisfied by the issuance of 23,670,168 new Shares at an issue price of RM0.238 each, which was completed on 21 June 2021
Acquisition of Sharp DCM	:	Acquisition by CEKD of the entire equity interest of Sharp DCM for a purchase consideration of RM28,634,400, wholly satisfied by the issuance of 120,312,605 new Shares at an issue price of RM0.238 each, which was completed on 21 June 2021
Act	:	Companies Act, 2016
ADA	:	Authorised Depository Agent
Adviser or Sponsor	:	M&A Securities
Application	:	Application for IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form(s)	:	Printed application form(s) for the Application, accompanying this Prospectus
ATM(s)	:	Automated Teller Machine(s)
Board	:	Board of Directors of CEKD
Bursa Depository or Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))

DEFINITION (Cont'd)

Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
CAGR	:	Compounded annual growth rate
CCC	:	Certificate of fitness for occupation or certificate of completion and compliance or its equivalent issued by the local authorities or principal submitting person (whichever is applicable)
CDS	:	Central Depository System
CDS Account	:	Account established by Bursa Depository for a depositor for the recording of securities and for dealing in such securities by the depositor
CEKD Holding	:	CEKD Holding Sdn Bhd (Registration No.: 201401020683 (1096769-M))
Closing Date	:	Date adopted in this Prospectus as the last date for acceptance and receipt of the Application
CMSA	:	Capital Markets & Services Act 2007
Commercial Edge	:	Commercial Edge Kiln Dry Sdn Bhd (Registration No.: 199701023216 (438713-M))
Company A	:	Comprising 6 companies held under a Japan based global manufacturer of structural and functional parts for various products, such as office and factory equipment, audio and visual, telecommunication and information and automobile equipment, with operations in South East Asia, PRC, USA and Europe, which is listed on Tokyo Stock Exchange. The principal activities of the 6 companies are as follows: <ul style="list-style-type: none">(a) manufacturing of comprehensive parts and components for E&E products, graphic screen printing, slitting of polyester film and hot stamping products. It is also a licensed manufacturing warehouse based in Malaysia and can sell its products locally and/or overseas;(b) manufacturing and sale of insulation material for E&E components and graphic screens. It is also a licensed manufacturing warehouse based in Malaysia and can sell its products locally and/or overseas;(c) manufacturing and sale of acrylic products, graphic screens and insulation materials for E&E components. It is also a licensed manufacturing warehouse based in Malaysia and can sell its products locally and/or overseas;(d) manufacturing of sub-assembly, electronics components which include cutting, printing and labelling process, based in Indonesia;

DEFINITION (Cont'd)

- (e) manufacturing and processing mechanical components for office automation, audio visual equipment for electronics, automobiles and other industries, based in Vietnam; and
- (f) manufacturing and assembly of gasket, filters, shields, insulator, cushions, spacer, root and badge insulator for compressor motor and adhesive tapes, based in Philippines.

We are unable to disclose the identities of Company A by virtue of a non-disclosure agreement executed with one of the companies based in Malaysia and the non-disclosure terms extends to its related companies

Company B : A manufacturer of integrated paper and packaging based in Malaysia and is a subsidiary of a public company listed on Tokyo Stock Exchange. The holding company of Company B is a Japan based global pulp and paper company with operations in South East Asia, India, PRC, Australia, New Zealand, Brazil, USA and Europe

We are unable to disclose the identity of Company B by virtue of a non-disclosure agreement executed with Company B

Company C : A manufacturer of die-cut parts and parts assembly for electrical, electronic and information communications technology industry and trading of related products. It is a licensed manufacturing warehouse company and can sell its products locally and/or overseas. It is a subsidiary of a public company listed on Tokyo Stock Exchange and Osaka Securities Exchange. The holding company of Company C is a Japan based global manufacturer of processed products and film and adhesive tape in electronics market and sales of the related products with operations in South East Asia, PRC and Europe

We are unable to disclose the identity of Company C by virtue of a non-disclosure agreement executed with Company C

Company D : A local private company with its headquarter in Selangor specialising in die-cutting products and services

We are unable to disclose the identity of Company D by virtue of a non-disclosure agreement executed with Company D

Constitution : Constitution of our Company

Covid-19 : Coronavirus disease 2019, an infectious disease which affects the respiratory system, and it is a global pandemic

Depository Rules : Rules of Bursa Depository and any appendices thereto as they may be amended from time to time

Director : Executive director or non-executive director of our Company within the meaning of Section 2 of the Act

E&E : Electrical and electronic

DEFINITION (Cont'd)

EBIT	:	Earnings before interest and tax
EBITDA	:	Earnings before interest, tax, depreciation and amortisation
Electronic Prospectus	:	Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
Electronic Share Application	:	Application for IPO Shares through a Participating Financial Institution's ATM
EPS	:	Earnings per share
FYE	:	Financial year ended/ending 31 August, as the case may be
FPE	:	Financial period ended/ending 31 March, as the case may be
GMP	:	Good Manufacturing Practice, is a system for ensuring that products are consistently produced and controlled according to quality standards
GP	:	Gross profit
HSE	:	Health, safety and environmental
IFRS	:	International Financial Reporting Standards
IMR Report	:	Independent Market Research Report issued by Protégé titled "Strategic Analysis of Die-Cutting Tools Manufacturing Industry in Malaysia" dated 6 August 2021
Internet Share Application	:	Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institutions
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for Internet Share Application, as listed in Section 16
IPO or Initial Public Offering	:	Our initial public offering comprising our Public Issue
IPO Price	:	Issue price of RM0.48 per Issue Share
IPO Share(s)	:	Comprising Issue Share(s)
ISO	:	International Organisation for Standardisation
Issue Share(s)	:	50,590,000 new Share(s) to be issued under our Public Issue
Issuing House	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No.: 197101000970 (11324-H))
LPD	:	6 August 2021, being the latest practicable date for ascertaining certain information contained in this Prospectus

DEFINITION (Cont'd)

Listing	:	Listing of and quotation for our entire enlarged share capital of RM58.55 million comprising 194,573,000 Shares on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time
Listing Scheme	:	Comprising our Public Issue and Listing, collectively
M&A Securities	:	M&A Securities Sdn Bhd (Registration No.: 197301001503 (15017-H))
Malaysian Public	:	Malaysian citizens and companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Market Day(s)	:	Any day(s) between Monday to Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
MCO	:	The 2020 Malaysia movement control order, commonly referred to as the MCO, implemented as a preventive measure by the Government of Malaysia in response to the Covid-19 pandemic in the country. The MCO began on 18 March 2020 and unless otherwise specified, includes all its subsequent phases
MFRS	:	Malaysian Financial Reporting Standards
MIDA	:	Malaysian Investment Development Authority
MITI	:	Ministry of International Trade and Industry Malaysia
mm	:	millimetre
MyIPO	:	Intellectual Property Corporation of Malaysia
NA	:	Net assets
NBV	:	Net book value
Official List	:	List specifying all securities which have been admitted for listing of Bursa Securities and not removed
Participating Financial Institution(s)	:	Participating financial institution(s) for Electronic Share Application, as listed in Section 16
PAT	:	Profit after tax
PBT	:	Profit before tax
PE Multiple	:	Price-to-earnings multiple
Pink Form Allocations	:	Allocation of 9,729,000 Issue Shares to our eligible Directors and employees and persons who have contributed to the success of our Group as part of the Public Issue
Placement Agent	:	M&A Securities

DEFINITION (Cont'd)

Protégé or IMR	:	Protégé Associates Sdn Bhd (Registration No.: 200401037256 (675767-H)), our Independent Market Researcher
PRC	:	People's Republic of China
Promoters	:	Collectively, CEKD Holding, Yap Tian Tion, Yap Kai Ning, Lim Bee Eng, Yap Kai Jie and Yap Kai Min
Prospectus	:	This prospectus dated 6 September 2021 in relation to our IPO
Public Issue	:	Public issue of 50,590,000 Issue Shares at our IPO Price
QA	:	Quality assurance
QC	:	Quality checking
ROC	:	Registrar of Companies
R&D	:	Research and development
SC	:	Securities Commission Malaysia
Share(s)	:	Ordinary share(s) in CEKD
Shanyu	:	Shanyu Die Cutting Mould Sdn Bhd (Registration No.: 200401000158 (638661-K))
Shenway	:	Shenway Sdn Bhd (Registration No.: 198401018682 (131239-W))
SICDA or Depository Act	:	Securities Industry (Central Depositories) Act, 1991
sq ft	:	Square feet
Underwriter	:	M&A Securities
Underwriting Agreement	:	Underwriting agreement dated 2 August 2021 entered into between our Company and M&A Securities for the purpose of our IPO
UK	:	United Kingdom
USA	:	United States of America
UV	:	Ultraviolet

DEFINITION (Cont'd)

CURRENCIES

EUR	:	Euro
HKD	:	Hong Kong Dollar
JPY	:	Japanese Yen
RM and sen	:	Ringgit Malaysia and sen respectively
SGD	:	Singapore Dollar
TWD	:	Taiwan Dollar
USD	:	United States Dollar

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TECHNICAL GLOSSARY

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

2D	:	Two-dimensional
3D	:	Three-dimensional
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
CAM	:	Computer-aided manufacturing, which refers to the use of computer software and computer-controlled machinery to automate the manufacturing process
CNC	:	Computerised numerical control, which refers to use of information technology to convert a design produced by CAD into numbers. The numbers can be considered as coordinates of a graph and they control the movement of the cutter to cut and shape the material
die-cutting	:	A manufacturing process in which a machine is used to convert various materials such as corrugated paperboard, cardboard, foam, polyethylene plastic, adhesive and non-adhesive labels into specific cut-out shapes and sizes
die-cutting mould	:	A specialised tool attached to a machine for cutting or shaping materials
EDM	:	Electrical discharge machining
NC	:	Numerical control, a form of programmable automation where the machine is controlled by the set of instructions in the form of numbers, letters and/or symbols

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Residential Address	Nationality/ Profession	Gender
Dato' Zulkifli Bin Adnan	Independent Non-Executive Chairman	12, Jalan Pinggiran Putra 2/4 Desa Pinggiran Putra 43000 Kajang Selangor	Malaysian/ Retired Ambassador	Male
Yap Tian Tion	Deputy Executive Chairman	A-18-01, Seringin Residences Jalan Senang Ria Taman Gembira 58200 Kuala Lumpur	Malaysian/ Director	Male
Yap Kai Ning	Managing Director	A-18-02, Seringin Residences Jalan Senang Ria Taman Gembira 58200 Kuala Lumpur	Malaysian/ Director	Female
Datuk Mak Foo Wei	Independent Non-Executive Director	17, Jalan Damai Kasih 3 Alam Damai, Cheras 56000 Kuala Lumpur	Malaysian/ Director	Male
Chong Chin Look	Independent Non-Executive Director	Lot 141, Jalan Persiaran Cinta Alam, Country Heights 43000 Kajang Selangor	Malaysian/ Director	Male

1. CORPORATE DIRECTORY *(Cont'd)*

AUDIT COMMITTEE

Name	Designation	Directorship
Chong Chin Look	Chairman	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Datuk Mak Foo Wei	Chairman	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman
Chong Chin Look	Member	Independent Non-Executive Director

NOMINATING COMMITTEE

Name	Designation	Directorship
Dato' Zulkifli Bin Adnan	Chairman	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director
Chong Chin Look	Member	Independent Non-Executive Director

RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Chong Chin Look	Chairman	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director
Yap Kai Ning	Member	Managing Director

REGISTERED OFFICE : 7-1, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur

Telephone: +603-7982 2010

HEAD OFFICE : 10, Jalan 1/137B
Resource Industrial Centre
Batu 5, Jalan Kelang Lama
58200 Kuala Lumpur

Telephone: +6017-988 6450
+6017-988 2329

EMAIL ADDRESS AND WEBSITE : Email address: admin@cekd.com.my
Website: <http://www.cekd.com.my>

1. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARIES** : Teo Soon Mei (SSM PC 201908000235) (MAICSA 7018590)
(Chartered Secretary and Chartered Governance Professional, Fellow of the Malaysian Institute of Chartered Secretaries and Administrator and Master of Corporate Governance)
- Lim Jia Huey (SSM PC 201908000929) (MAICSA 7073258)
(Chartered Secretary and Chartered Governance Professional, Associate of the Malaysian Institute of Chartered Secretaries and Administrator)
- 7-1, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur
- Telephone: +603-7982 2010
- AUDITORS AND REPORTING ACCOUNTANTS FOR OUR IPO** : Ecovis Malaysia PLT (Registration No.:201404001750 (LLP0003185-LCA)) & AF 001825
9-3, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur
- Telephone: +603-7981 1799
- Partner's name: Chua Kah Chun
(Chartered Accountant, Fellow of the Association of Chartered Certified Accountants and Member of the Malaysian Institute of Accountants)
Approved number: 02696/09/2021 (J)
- SOLICITORS FOR OUR IPO** : Teh & Lee
A-3-3 & A-3-4
Northpoint Offices
Mid Valley City
1, Medan Syed Putra Utara
59200 Kuala Lumpur
- Telephone: +603-2283 2800
- INDEPENDENT MARKET RESEARCHER** : Protégé Associates Sdn Bhd (Registration No.: 200401037256 (675767-H))
Suite C-09-12, Plaza Mont' Kiara
2, Jalan Kiara
Mont' Kiara
50480 Kuala Lumpur
- Telephone: +603-6201 9301

1. CORPORATE DIRECTORY (Cont'd)

Managing Director's name: Seow Cheow Seng
(Master in Business Administration from Charles Sturt University, Australia and Bachelor of Business majoring in Marketing from RMIT University, Australia)

**ADVISER, SPONSOR,
UNDERWRITER AND
PLACEMENT AGENT**

: M&A Securities Sdn Bhd (Registration No.: 197301001503 (15017-H))
45-11, The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Telephone: +603-2284 2911

FINANCIAL ADVISER

: Eco Asia Capital Advisory Sdn Bhd (Registration No.: 201801022562 (1284581-H))
Lot 1904, 19th Floor
Tower 1, Faber Towers
Jalan Desa Bahagia, Taman Desa
58100 Kuala Lumpur

Telephone: +603-7971 1822

Managing Director's name: Khoo Chee Siang
(Chartered Accountant, Fellow of the Association of Chartered Certified Accountants and Member of the Malaysian Institute of Accountants)

MIA membership number: CA 21553

Please refer to Section 11.2(b) for further details of the scope of work of our Financial Adviser

**ISSUING HOUSE AND SHARE
REGISTRAR**

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

Telephone: +603-2264 8888

LISTING SOUGHT

: ACE Market

SHARIAH STATUS

: Approved by Shariah Advisory Council of SC

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 STATISTICS RELATING TO OUR IPO

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

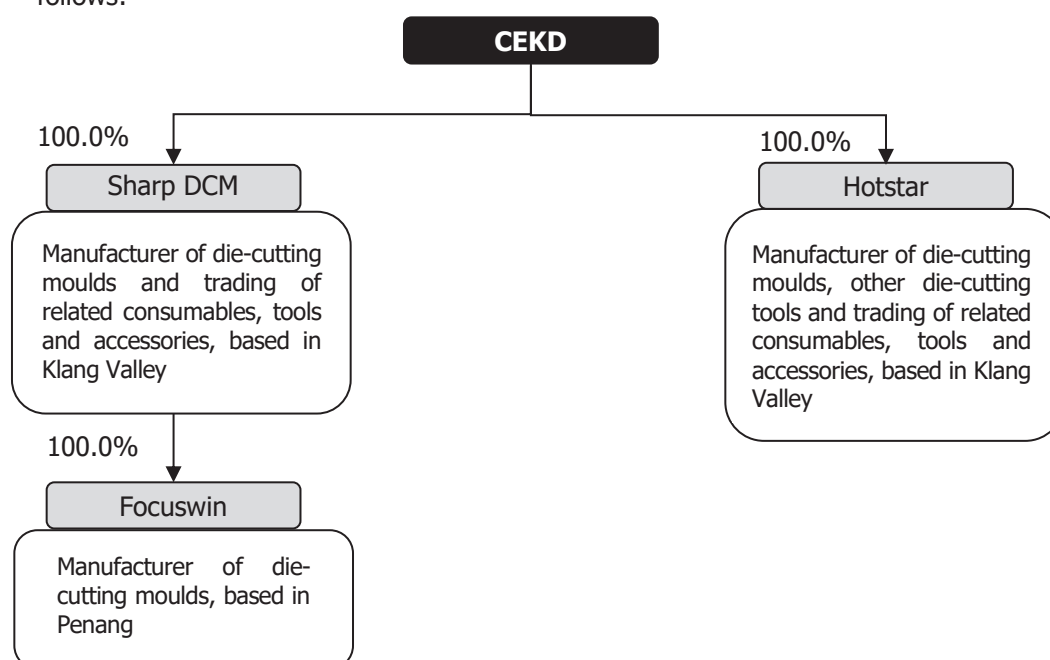
No. of Shares to be issued under Public Issue :	50,590,000
- For application by the Malaysian Public	9,729,000
- For Pink Form Allocations	9,729,000
- For private placement to selected investors	6,811,000
- For private placement to MITI-approved Bumiputera investors	24,321,000
Enlarged no. of Shares upon Listing	194,573,000
IPO Price per Share	RM0.48
Market capitalisation (calculated based on our IPO Price and enlarged no. of Shares upon Listing)	RM93,395,040

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

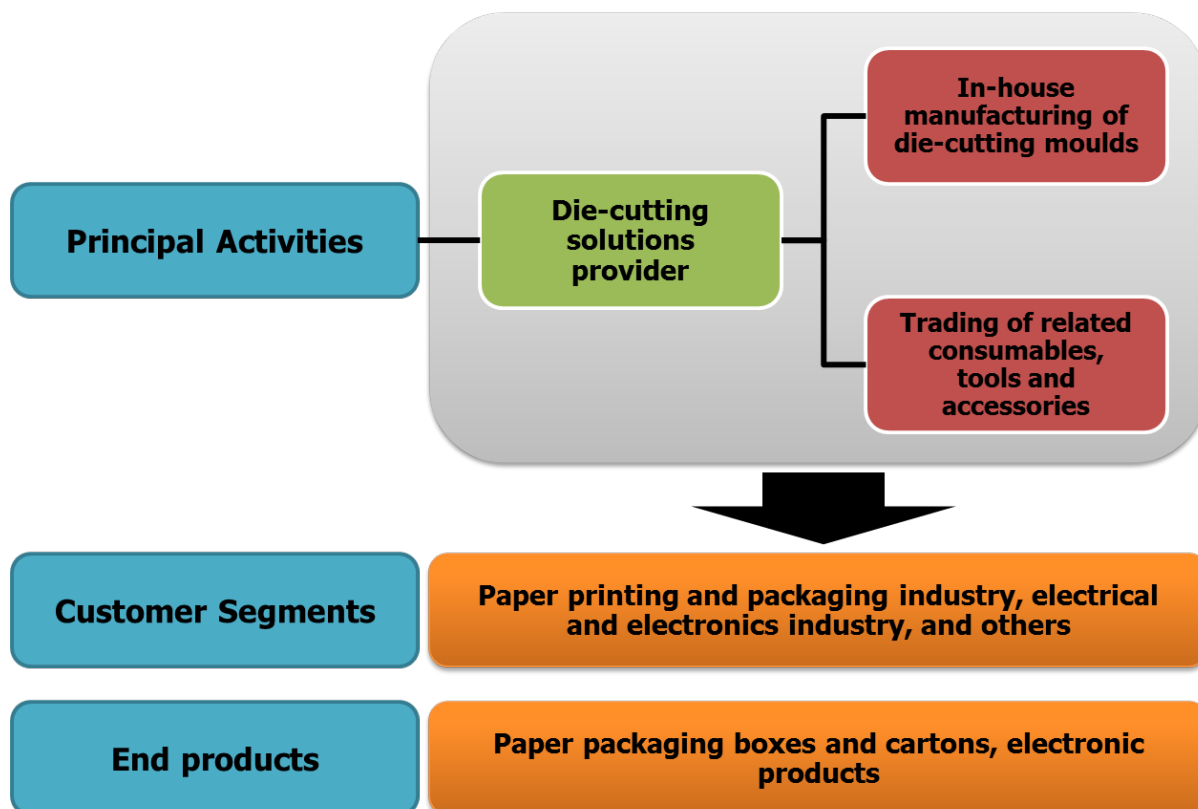
2.2 GROUP STRUCTURE AND BUSINESS MODEL

We were incorporated in Malaysia on 27 June 2018 under the Act as a public limited company under the name Print & Pack Solution Group Berhad. On 4 February 2020, we adopted our present name.

We were incorporated to facilitate our Listing and our principal activity is investment holding. Through our subsidiaries, we are involved in the manufacturing of die-cutting moulds and trading of related consumables, tools and accessories. Our Group structure as at LPD is as follows:



2. PROSPECTUS SUMMARY (Cont'd)



Our Group is a die-cutting solutions provider, and is involved in the manufacturing of die-cutting moulds and the trading of related consumables, tools and accessories, mainly to the paper printing and packaging industry, E&E industry, and other industries such as automotive, plastic packaging, textile and leather industries.

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

2.3 IMPACT OF COVID-19 AND MCO

Due to the Covid-19 pandemic, on 16 March 2020, the Malaysian Government had imposed the MCO which temporarily suspended our operations. Subsequently, we resumed our operations (up to 30% of our workforce, restricted to 1 shift) after obtaining our approval from MITI on 27 March 2020, 5 April 2020 and 17 April 2020 for Sharp DCM, Hotstar and Focuswin respectively, as we were classified under the supply chain of essential goods and services. On 4 May 2020, we resumed full operations as permitted by MITI. On 11 January 2021, the Malaysian Government announced a second MCO ("**MCO 2.0**") which was effective on 13 January 2021 and another MCO 3.0 was implemented effective 12 May 2021 for the whole country following increases in the number of Covid-19 cases. During the MCO 2.0 and MCO 3.0, our production hours shortened from finishing at 10pm every day to when our employees finish their tasks for the day, whichever is earlier. As number of infections continues to increase, the Malaysian Government announced a full nationwide lockdown ("**FMCO**") from 1 June 2021 onwards, where only selected industries are allowed to continue operating. On 15 June 2021, the Government announced the National Recovery Plan, which is a 4 phase strategy based on three indicators, (aa) number of symptomatic new hospital admissions; (bb) capability of public healthcare system based on the bed utilisation rate in intensive care unit (ICU) wards; and (cc) percentage of the population protected against Covid-19, based on the number of people that have received two doses of vaccines. With effect from 25 May 2021 and up till end of the current National Recovery Plan, our production

2. PROSPECTUS SUMMARY (Cont'd)

hours will end at 8pm and only 60.0% of our total employees are allowed to be present in the office in accordance with the standard operating procedures prescribed by the Malaysian Government.

During the initial MCO period, due to travel restrictions imposed by the authorities, we were unable to deliver finished products to our customers located outside the Klang Valley area. However, such products were subsequently delivered to our customers and there were no claims by our customers for any delayed delivery. In addition, as many of our customers were not able to operate during this period, our sales orders also reduced. However, we were still receiving orders from those customers who are serving manufacturers operating in essential services such as the food and beverage and pharmaceutical industries. Sales orders from our overseas customers also reduced due to the Covid-19 pandemic and similar movement restrictions imposed by various countries. After the initial MCO period, our overseas sales reduced by 18.2% from RM1.48 million between May 2019 and August 2019 to RM1.21 million between May 2020 and August 2020. Nevertheless up to LPD, we did not receive any cancellation of purchase orders as a result of the Covid-19 pandemic. As a result of these disruptions on our business, our financial performance was affected throughout the initial MCO period.

Our revenue from sales of die-cutting moulds and tools during the initial MCO period from March to May 2020 declined by 30.0% (for local sales) and 34.0% (for overseas sales), as compared to the same period for FYE 2019. The poor sales performance was mainly attributable to customers reducing their orders over this period. Although our sales revenue had decreased during the initial MCO period, such poor sales performance was only temporary during the said period and there is no material impact in terms of our yearly financial revenue generation as a whole. Further, our sales have gradually rebounded from June 2020, as evidenced from our revenue increasing by 6.0% from June 2020 up to September 2020, compared to the same period for FYE 2019 and has remained stable up to May 2021. However, with effect from 25 May 2021, our production capacity to manufacture flatbed die-cutting moulds & rotary die-cutting moulds decreased by approximately 26.3% due to reduced production hours and office capacity. Our total sales from June 2021 to LPD decreased by approximately 14.7% as compared to the same period in FYE 2020 as some of our local customers are operating at a reduced capacity or unable to operate during the FMCO. Nonetheless, based on our experience in 2020, we are likely to see a gradual rebound upon entering Phase 2 of the National Recovery Plan. As such, we do not expect this to have a material adverse impact to the overall operation and financial performance of our Group.

Further details on the impact and measures to commence and continue our operations are set out in Section 7.6.

2.4 COMPETITIVE STRENGTHS

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

- (a) We have built a reputation as a manufacturer specialising in custom die-cutting solutions. Our close business relationship with suppliers and die-cutting machine manufacturers also provide us access to the latest technology in the die-cutting tools manufacturing industry from which we can offer products that are compatible with the latest die-cutting machines and provide technical support to our customers;
- (b) We are committed to providing quality products. Our commitment in quality standards is proven by the accreditation of our quality management system in compliance with ISO 9001:2015 by AJA EQS Certification (M) Sdn Bhd for the provision of manufacturing die-cutting mould, tool and die excluding design and development;

2. PROSPECTUS SUMMARY (Cont'd)

- (c) We have established long and good working relationships with our customers. For FPE 2021, our top 5 major customers have been dealing with us for 10 years and more. These long standing customer relationships serve as an endorsement of the quality of our products and services;
- (d) We are led by our Deputy Executive Chairman, Managing Director and other key senior management, all of whom have valuable experience in the die-cutting tools manufacturing industry; and
- (e) We provide technical support and visit our customers regularly to gather feedback for product improvement. In addition, we also provide our customers with after-sales services such as customised upgrading and modification, product training, repair and maintenance services.

Further details of our competitive strengths are set out in Section 7.17.

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 over the period of 24 months from the date of Listing:

- (a) Investing in 2 new factories in Kepong within 24 months from the date of Listing, to consolidate Hotstar's operations which are currently located in 3 separate factories in the 2 new factories. We have identified a suitable factory unit within the same vicinity and have entered into a sale and purchase agreement on 11 May 2021, which will be financed via our IPO proceeds. As the size of the new factory purchased in May 2021 is insufficient to consolidate all 3 rented properties, we are still in the midst of identifying another suitable factory within the same vicinity, which will be financed through bank borrowings and/or internally generated funds. Details on the tentative timeline for the acquisition of said factory are set out in Section 4.9.1(a);
- (b) Investing in new machineries and upgrade our computer software within 24 months from the date of Listing to enhance our production capability, automate certain production processes and to cater for future business growth; and
- (c) Increase our export revenue by leveraging on our existing customers who have business operations in Southeast Asia. In addition, we will participate in trade exhibitions and conduct product demonstration sessions for existing and prospective customers to enhance our product awareness and raise our profile overseas.

Further details of our business strategies are set out in Section 7.18.

2.6 RISK FACTORS

An investment in our Shares is subject to risks. A summary of some of the more important risks is set out below. A more detailed description of the risks associated with our Group and IPO can be found in the Section 9.

Investors should read and understand all the risk factors before making a decision to invest in our Shares.

- (a) We may be adversely affected by the wider macroeconomic effect of the ongoing Covid-19 pandemic and possible similar future outbreaks of viruses. While the final effects of the Covid-19 pandemic are difficult to assess at this stage, it is possible that

2. PROSPECTUS SUMMARY (Cont'd)

- (b) We are dependent on the availability and quality of raw materials. Any prolonged disruption in the supplies of these raw materials and/or raw materials that do not meet our quality requirements will disrupt our business operations. Our raw materials such as wood and processed steel rules are subject to inflationary increase in prices;
- (c) We do not have long-term contracts with our customers as they would typically purchase from us on a weekly or monthly basis. As such, there can be no assurance that we will not lose any of our customers, or that our customers will continue to purchase our products in the future. The termination of business relationship or reduced orders from any of our major customers will have a material and adverse effect on us;
- (d) Any disruptions to our factories or unplanned shutdowns could materially and adversely affect us. Although we have taken up insurances to ensure that our factories and assets are adequately covered, there is no assurance that our coverage is adequate to compensate for any financial losses arising from fire, theft and accidents;
- (e) We may fail to protect the confidential information of our customers, which may expose us to claims, litigation or other legal proceedings. If our security network is breached and such information is stolen or obtained by unauthorised persons, we may then be subject to claims, litigation or other legal proceedings brought by our customers. In such cases, our reputation may be negatively affected;
- (f) Our business may be adversely affected if there is an increase in competition in the die-cutting tools manufacturing industry from both local and foreign competitors which may have greater resources than us in terms of financial, marketing and product development. We also face the risk of new market entrants; and
- (g) We are dependent on the demand in the end-user markets in which our customers or their end-customers are operating in. During economic downturn, consumption spending is generally lower and this may result in reduced demand in consumer products. Such fall in demand may in turn reduce the demand of die-cutting moulds and printing and packaging products by our customers.

2.7 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management are as follows:

Name	Designation
Directors	
Dato' Zulkifli Bin Adnan	Independent Non-Executive Chairman
Yap Tian Tion	Deputy Executive Chairman
Yap Kai Ning	Managing Director
Datuk Mak Foo Wei	Independent Non-Executive Director
Chong Chin Look	Independent Non-Executive Director
Key senior management	
Yap Kai Min	Chief Operation Officer
Pearly Hiew Pei Li	Chief Financial Officer
Khaw Kheng Lean	Director, Focuswin
Lee Sen Teck	Director, Hotstar

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

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	Country of incorporation /Nationality	Before IPO ⁽¹⁾			After IPO ⁽²⁾⁽³⁾		
		Direct	Indirect	%	Direct	Indirect	%
		No. of Shares	No. of Shares	%	No. of Shares	No. of Shares	%
CEKD Holding	Malaysia	143,983,000	-	100.0	143,983,000	-	74.0
Yap Tian Tion ⁽⁴⁾	Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Ning ⁽⁵⁾	Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Lim Bee Eng ⁽⁵⁾	Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Jie ⁽⁵⁾	Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Min ⁽⁵⁾	Malaysian	-	143,983,000	100.0	-	143,983,000	74.0

Notes:

- (1) After completion of Acquisitions; and transfers of subscriber shares in CEKD to CEKD Holding; but before the Public Issue.
- (2) After Public Issue.
- (3) Based on enlarged share capital of 194,573,000 Shares after IPO.
- (4) Deemed interested by virtue of the shareholdings of his family in CEKD Holding pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of their shareholdings in CEKD Holding pursuant to Section 8 of the Act.

Further details of the aforementioned persons are set out in Section 5.

Our Promoters' entire shareholdings after IPO will be held under moratorium for 6 months from the date of Listing. Thereafter, our Promoter's shareholdings amounting to 45% of our share capital will remain under moratorium for another 6 months. Our Promoters 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. Further details on the moratorium on our Shares are set out in Section 3.2.

2. PROSPECTUS SUMMARY (Cont'd)

2.9 UTILISATION OF PROCEEDS

The gross proceeds arising from the Public Issue of approximately RM24.28 million shall accrue entirely to us and will be utilised in the following manner:

Utilisation of proceeds	⁽¹⁾Estimated timeframe for utilisation	RM'000	%
Acquisition of factory for Hotstar	24 months	8,800	36.2
Capital expenditure comprising:			
• Purchase of new machineries	24 months	3,000	12.4
• Upgrade and development of computer softwares and server	24 months	1,300	5.4
Repayment of bank borrowings	6 months	4,000	16.5
Marketing activities	24 months	1,500	6.2
General working capital	24 months	2,683	11.0
Estimated listing expenses	Immediately	3,000	12.3
		24,283	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 4.9.1.

2.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

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

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 comprehensive income for FYE 2018 to 2020 and FPE 2020 to FPE 2021:

	Audited			Unaudited	Audited
	FYE 2018	FYE 2019	FYE 2020	FPE 2020	FPE 2021
	RM'000				
Revenue	28,732	28,363	26,355	16,020	17,705
GP	13,614	13,373	13,289	8,142	9,249
PBT/ Adjusted PBT	9,397	⁽¹⁾ 7,488	7,950	4,727	5,509
PAT/ Adjusted PAT to owners of the Company	6,801	⁽¹⁾ 5,416	6,038	3,535	4,018
GP margin (%)	47.4	47.1	50.4	50.8	52.2
Basic EPS (sen) ⁽²⁾	4.72	⁽¹⁾ 3.76	4.19	2.46	2.79
Diluted EPS (sen) ⁽³⁾	3.50	⁽¹⁾ 2.78	3.10	1.82	2.07

Notes:

⁽¹⁾ Adjusted to exclude gain on disposal of properties in FYE 2019.

2. PROSPECTUS SUMMARY (Cont'd)

(2) Calculated based on PAT or adjusted PAT attributable to owners of the Company and share capital of 143,983,000 Shares in issue before IPO.

(3) Calculated based on PAT or adjusted PAT attributable to owners of the Company and enlarged share capital of 194,573,000 Shares after IPO.

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

There were no exceptional or extraordinary items during the financial years under review. Our audited financial statements for the financial years under review were not subject to any audit qualifications.

2.10.2 Pro forma consolidated statements of financial position

The following table sets out a summary of the pro forma consolidated statements of financial position of our Group based on our audited combined statements of financial position as at 31 March 2021 to show the effects of the Acquisitions and Public Issue. It is presented for illustrative purposes only and should be read with the pro forma consolidated financial information set out in Section 14.

	CEKD	I	II	III
	As at 31 March 2021	After Acquisitions	After I and Public Issue	After II and utilisation of proceeds
	RM'000			
TOTAL ASSETS				
Total non-current assets	-	33,000	33,000	46,101
Total current assets	31	21,153	45,436	25,310
	31	54,153	78,436	71,411
EQUITY AND LIABILITIES				
Share capital	(1) -	34,268	58,551	57,724
Reorganisation reserve (Accumulated Losses)/ Retained earnings	-	(31,918)	(31,918)	(31,918)
	(554)	35,843	35,843	34,180
Equity attributable to owners of the Company	(554)	38,193	62,476	59,986
TOTAL LIABILITIES				
Total non-current liabilities	-	12,805	12,805	9,269
Total current liabilities	585	3,155	3,155	2,156
	585	15,960	15,960	11,425
TOTAL EQUITY AND LIABILITIES	31	54,153	78,436	71,411
Number of Shares in issue	227	143,983,000	194,573,000	194,573,000
NA per Share (RM)	(2,440)	0.27	0.32	0.31

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

(1) Represents less than RM1,000.

2.10.3 Key financial ratios

	Audited			
	FYE 2018	FYE 2019	FYE 2020	FPE 2021
Trade receivable turnover (days)	73	89	90	75
Trade payable turnover (days)	84	106	102	24
Inventory turnover (days)	261	283	364	279
Current ratio (times)	8.8	2.3	6.5	6.7
Gearing ratio (times)	0.3	0.4	0.3	0.3

Further details on the financial ratios are set out in Section 12.7.

2.10.4 Operational highlights

As at LPD, the manufacturing segment remains our main revenue contributor. For FYE 2018 to FYE 2020 and FPE 2021, between 83.4% to 86.9% of our revenue was derived from the manufacturing segment.

On a geographical basis, Malaysia is the biggest market contributing between 83.8% and 85.6% of our Group's revenue for FYE 2018 to FYE 2020 and FPE 2021. The remaining percentage of our revenue for the financial years under review was mainly derived from the following countries:

	Audited			
	FYE 2018	FYE 2019	FYE 2020	FPE 2021
	(%)	(%)	(%)	(%)
Australia	0.1	0.6	0.4	1.2
Vietnam	4.8	4.9	5.0	4.4
Thailand	1.5	1.4	1.9	2.4
Philippines	0.7	1.4	1.2	1.4
United Arab Emirates	1.7	2.1	1.3	1.2
Others ⁽¹⁾	6.1	5.8	4.6	4.4
	14.9	16.2	14.4	15.0

Note:

(1) Comprises Bangladesh, Brunei, Cambodia, Germany, Hong Kong, Japan, Korea, Latvia, Netherlands, Pakistan, Poland, Indonesia, Singapore, Switzerland, Taiwan and USA, each representing not more than 1.0% of our total revenue for FPE 2021.

Further details on our principal markets are set out in Sections 7.4 and 12.2.2(i).

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

Our Company presently does not have any formal dividend policy. Upon Listing, our Board intends to adopt a dividend policy to allow our shareholders to participate in the profits of our Group while ensuring sufficient funds for our continuing operations and future growth. The dividends paid for the financial years under review are as follows:

	Audited			
	FYE 2018	FYE 2019	FYE 2020	FPE 2021
	RM'000	RM'000	RM'000	RM'000
Dividend paid	-	-	3,470	3,330

Further details of our dividend policy and dividend restriction are set out in Section 12.13.

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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 11 May 2021, approved our admission to the Official List of the ACE Market and the Listing. The approval from Bursa Securities is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
(a)	CEKD to obtain the Certificates of Accommodation for all its workers' accommodations prior to the issuance of the Prospectus;	⁽¹⁾ Complied
(b)	Submit the following information with respect to the moratorium on the shareholdings of the promoter to Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of shares; and (iii) Date of expiry of the moratorium for each block of shares. 	Complied
(c)	Approvals from other relevant authorities have been obtained for implementation of the listing proposal;	Complied
(d)	Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Guidance Notes 15 of the Listing Requirements;	To be complied
(e)	Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire issued share capital of CEKD on the first day of Listing;	To be complied
(f)	Ensure any director of the Company who has not attended the Mandatory Accreditation Programme must do so prior to the Listing;	Complied
(g)	In relation to the Public Issue to be undertaken by CEKD, 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 CEKD arising from the Public Issue, if any. 	To be complied
(h)	CEKD / 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 CEKD to the Official List of the ACE Market.	To be complied

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

- (1) We had between March to May 2021, received the Certificate of Accommodation for the 4 Sharp DCM's workers' accommodations in Jalan Kelang Lama, Kuala Lumpur and 1 Focuswin's workers' accommodation in Perai, Penang. Separately, we had on 19 August 2021 received the Certificate of Accommodation for both Hotstar's workers' accommodations in Kepong, Kuala Lumpur.

3.1.2 SC approval

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

The SC had, vide its letter dated 18 June 2021, approved the resultant equity structure of CEKD under the equity requirement for public listed companies pursuant to our Listing. The approval from SC is subject to CEKD allocating shares equivalent to at least 12.5% of its enlarged number of issued shares at the point of listing to Bumiputera investors to be approved by MITI. In addition, CEKD is to make available at least 50% of the balloting portion for subscription by Bumiputera public investors.

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

Category of shareholders	As at 16 November 2020		After Listing	
	No. of Shares	%	No. of Shares	%
Bumiputera				
-Malaysian public via balloting	-	-	4,864,500	2.5
-Bumiputera investors approved by MITI	-	-	24,321,000	12.5
Total Bumiputera	-	-	29,185,500	15.0
Non-Bumiputera	227	100.0	165,387,500	85.0
Malaysian	227	100.0	194,573,000	100.0
Foreigners	-	-	-	-
Total	227	100.0	194,573,000	100.0

The Shariah Advisory Council of SC had, vide its letter dated 22 June 2021 classified our Shares as shariah-compliant based on the audited combined financial statements for FYE 2020.

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

3.1.3 Waiver

M&A Securities had on behalf of our Company sought relief from the SC to waive the requirements for CEKD to comply with the following provisions of the Prospectus Guidelines:

No	Guidelines/Relief sought	SC's decision
(a)	Paragraph 5.10, Division 1, Part II of the Prospectus Guidelines	Approved on 27 November 2020.
	Relief from having to disclose the names of 4 major customers of CEKD Group and to describe them as "Company A", "Company B", "Company C" and "Company D".	

3.1.4 MITI approval

The MITI had, vide its letter dated 28 April 2021, taken note and has no objection to our Listing.

3.2 MORATORIUM ON OUR SHARES

In accordance with Rule 3.19 of the Listing Requirements and pursuant to the conditions imposed under the approval letter by Bursa Securities, a moratorium will be imposed on the sale, transfer or assignment of those CEKD Shares held by our Promoters as follows:

- The moratorium applies to the entire shareholdings of our Promoters for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- Upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Promoters' aggregate shareholdings amounting to 45% of our nominal ordinary share capital remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and
- On the expiry of the Second 6-Month Moratorium, our Promoters may sell, transfer or assign up to a maximum of one-third (1/3) per annum (on a straight line basis) of those CEKD Shares held under moratorium.

Details of our Promoter and its CEKD Shares which will be subject to the abovesaid moratorium, are set out below:

Promoter	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium	
	No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %
CEKD Holding	143,983,000	74.0	87,557,850	45.0

Note:

- ⁽¹⁾ Based on enlarged share capital of 194,573,000 Shares after IPO.

3. APPROVALS AND CONDITIONS (Cont'd)

The moratorium has been fully accepted by the Promoter, who has provided written undertakings that it will not sell, transfer or assign its 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 Promoter to ensure that our Share Registrar does not register any transfer that contravenes with such restrictions.

Separately, the ultimate shareholders of CEKD Holding, namely, Yap Kai Ning, Lim Bee Eng, Yap Kai Jie and Yap Kai Min have also undertaken not to sell, transfer or assign their shareholdings in CEKD Holding during the moratorium period.

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4. PARTICULARS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The period for Application will open at 10.00 a.m. on 6 September 2021 and will remain open until 5.00 p.m. on 17 September 2021. **LATE APPLICATIONS WILL NOT BE ACCEPTED.**

4.2 INDICATIVE TIMETABLE

Events	Indicative date
Issuance of this Prospectus/Opening of Application	6 September 2021
Closing Date/Closing of Application	17 September 2021
Balloting of Application	21 September 2021
Allotment/Transfer of IPO Shares to successful applicants	28 September 2021
Date of Listing	29 September 2021

In the event of any changes in the timetable, we will advertise the notice of changes in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia.

4.3 DETAILS OF OUR IPO

4.3.1 Listing Scheme

(a) Public Issue

A total of 50,590,000 Issue Shares representing approximately 26.0% of our enlarged share capital are offered at IPO Price. The Issue Shares shall be allocated in the following manner:

(i) Malaysian Public

9,729,000 Shares, representing 5.0% of our enlarged share capital, are made available for application by the Malaysian Public, to be allocated via balloting as follows:

- (aa) 4,864,500 Shares made available to public investors; and
- (bb) 4,864,500 Shares made available to Bumiputera public investors.

(ii) Eligible Directors, employees and persons who have contributed to the success of our Group

9,729,000 Shares, representing 5.0% of our enlarged share capital, are reserved for our eligible Directors, employees and persons who have contributed to the success of our Group under the Pink Form Allocations. Further details of our Pink Form Allocations are set out in Section 4.3.2.

4. PARTICULARS OF OUR IPO (Cont'd)

(iii) Private placement to selected investors

6,811,000 Shares, representing approximately 3.5% of our enlarged share capital, are reserved for private placement to selected investors.

(iv) Private placement to Bumiputera investors approved by MITI

24,321,000 Shares, representing 12.5% of our enlarged share capital, are reserved for private placement to Bumiputera investors approved by MITI.

The basis of allocation for 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.

The allocation of Issue Shares to selected Bumiputera investors shall be subject to the allocation as approved by MITI. Any unsubscribed Issue Shares under this allocation shall firstly be reallocated to institutional investors. If after the above reallocation, there are still Issue Shares not taken up, the said unsubscribed Issue Shares shall then firstly be offered to Bumiputera public investors and thereafter to public investors, via balloting.

Any of remaining Issue Shares not subscribed for by the Malaysian Public or Pink Form Allocations (after reallocation) will then be made available to selected investors via private placement.

Upon completion of our Public Issue, our share capital will increase from RM34.27 million comprising 143,983,000 Shares to RM58.55 million comprising 194,573,000 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) Listing

Upon completion of our IPO, our Company's entire enlarged share capital of RM58.55 million comprising 194,573,000 Shares shall be listed on the ACE Market.

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4. PARTICULARS OF OUR IPO (Cont'd)**4.3.2 Pink form allocations**

We have allocated 9,729,000 Issue Shares to our eligible Directors, employees and persons who have contributed to the success of our Group under Pink Form Allocations as follows:

Category	No. of eligible persons	Aggregate no. of Issue Shares
Eligible Directors	5	1,300,000
Eligible employees	91	4,645,000
Persons who have contributed to the success of our Group	65	3,784,000
	161	9,729,000

Pink Form Allocations which are not accepted by certain eligible Directors, employees and persons who have contributed to the success of our Group 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 are based on amongst others, the length of their service and their past, recent and anticipated contributions to our Group. Both Yap Tian Tion and Yap Kai Ning (our Deputy Executive Chairman and Managing Director respectively) have opted out of the Pink Form Allocations. Yap Tian Tion is already our substantial shareholder given his deemed interest by virtue of the shareholdings of his family in CEKD Holding; while Yap Kai Ning is already our substantial shareholder held through CEKD Holding.

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

Name	Designation	No. of Issue Shares
Dato' Zulkifli Bin Adnan	Independent Non-Executive Chairman	300,000
Datuk Mak Foo Wei	Independent Non-Executive Director	300,000
Chong Chin Look	Independent Non-Executive Director	300,000
Khaw Kheng Lean	Director, Focuswin	200,000
Lee Sen Teck	Director, Hotstar	200,000
		1,300,000

(b) Allocation to eligible employees

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

- (i) The employee must be at least 18 years of age;
- (ii) The employee must be eligible or have his/her employment confirmed in writing; and
- (iii) The employees' seniority, position, length of service and contribution to our Group.

4. PARTICULARS OF OUR IPO (Cont'd)

Included in the allocation to our eligible employees is the following proposed allocation to our key senior management:

Name	Designation	No. of Issue Shares
Pearly Hiew Pei Li	Chief Financial Officer	200,000

Yap Kai Min (our Chief Operation Officer) has opted out of the Pink Form Allocations as she is already our substantial shareholder held through CEKD Holding.

(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 contacts, suppliers and customers.

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

4.3.3 Underwriting arrangement

Our Underwriter will underwrite 19,458,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. The balance 31,132,000 Issue 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 or accepted by Bumiputera investors approved by MITI under the private placement as stated in Section 4.3.1(a)(iv) above shall firstly be reallocated to institutional investors. If after the above reallocation, there are still Issue Shares not taken up, the said unsubscribed Issue Shares will be made available firstly for subscription by the Bumiputera general public, and thereafter to the other public investors, via the balloting process.

If all Issue Shares offered to the Malaysian Public are oversubscribed, shares not subscribed for under the Pink Form Allocations (if any) will be made available for application by the Malaysian Public. Any remaining Issue Shares which are not subscribed by the Malaysian Public or Pink Form Allocations will then be made available to selected investors via private placement.

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

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

4.3.4 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.

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 number of 200 public shareholders, each holding not less than 100 Shares upon admission to the ACE Market. We expect to meet the public shareholding requirement at the point of our Listing. If 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.

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.

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 this Prospectus	143,983,000	34,267,922.70
To be issued under Public Issue	50,590,000	24,283,200.00
Enlarged share capital upon Listing	194,573,000	58,551,122.70

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.

The Issue Shares will, upon allotment and issue, 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 the Issue 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 in the event of the liquidation of our Group, in accordance with our Constitution.

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

4. PARTICULARS OF OUR IPO (Cont'd)

4.5 OBJECTIVES OF OUR IPO

The objectives of our IPO are as follows:

- (a) To enable our Group to raise funds for the purposes specified in Section 4.9;
- (b) 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 when they arise;
- (c) To provide an opportunity for the Malaysian Public, our eligible Directors, employees and persons who have contributed to the success of our Group to participate in our equity;
- (d) To increase our visibility in the die-cutting tools manufacturing industry and to widen our market reach and customer base in the printing and packaging industry in Malaysia and overseas market; and
- (e) To enhance our corporate reputation and image to retain and attract new, skilled employees from the die-cutting tools manufacturing industry.

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) PE Multiple of approximately 15.5 times based on our audited combined EPS of 3.10 sen for FYE 2020, calculated based on our audited combined PAT attributable to owners of our Company of RM6.04 million and enlarged share capital of 194,573,000 Shares upon Listing;
- (b) Our pro forma consolidated NA per Share as at 31 March 2021 after our IPO and utilisation of proceeds of RM0.31, calculated based on our pro forma consolidated NA as at 31 March 2021 of RM59.99 million and enlarged share capital of 194,573,000 Shares upon Listing;
- (c) Our combined financial track record for FYE 2018 to 2020 and FPE 2021, summarised as follows:

	Audited			
	FYE 2018	FYE 2019	FYE 2020	FPE 2021
	RM'000			
Revenue	28,732	28,363	26,355	17,705
GP	13,614	13,373	13,289	9,249
Adjusted PAT attributable to owners of our Company	6,801	#5,416	6,038	4,018

Adjusted to exclude gain on disposal of properties in FYE 2019.

- (d) Our competitive strengths as set out in Section 7.17; and
- (e) Our Group's prospects and business strategies as further described in Sections 7.18 and 7.19.

4. PARTICULARS OF OUR IPO (Cont'd)

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 194,573,000 Shares upon Listing, our total market capitalisation is estimated to be RM93.40 million upon Listing.

4.8 DILUTION

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

	RM
IPO Price	0.48
Pro forma consolidated NA per Share as at 31 March 2021 after the Acquisitions and before IPO	0.27
Increased in the pro forma NA per Share as after the Acquisitions, IPO and utilisation of proceeds	0.31
Increase in pro forma NA per Share attributable to existing shareholders	0.04
Dilution in pro forma NA per Share to our new public investors	0.17
Dilution in pro forma NA per Share as a percentage of our IPO Price	35.4%

Further details of our pro forma consolidated NA per Share as at 31 March 2021 are set out in Section 14.

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

Shareholder	(1) No. of Shares	Total consideration	Average effective cost per Share
		RM	
CEKD Holding	143,983,000	34,268,000	0.238

Note:

(1) Issued under the Acquisitions and transfer of 227 subscriber shares in our Company to CEKD Holding.

4. PARTICULARS OF OUR IPO (Cont'd)

Save for the transfer of our subscriber shares to CEKD Holding, Shares received by CEKD Holding under the Acquisitions and Pink Form Allocations to our eligible Directors and key senior management, there has been no acquisition or subscription of any of our Shares by our Directors or key senior management, substantial shareholders or persons connected to them, or any transaction entered into by them which grants them the right to acquire any of our existing Shares, in the past 3 years up to LPD.

4.9 UTILISATION OF PROCEEDS

4.9.1 Proceeds from Public Issue

The estimated gross proceeds arising from the Public Issue of approximately RM24.28 million shall accrue entirely to us and will be utilised in the following manner:

Utilisation of proceeds	Notes	⁽¹⁾Estimated timeframe for utilisation	RM'000	%
Acquisition of factory for Hotstar	(a)	24 months	8,800	36.2
Capital expenditure comprising:	(b)			
• Purchase of new machineries		24 months	3,000	12.4
• Upgrade and development of computer software and server		24 months	1,300	5.4
Repayment of bank borrowings	(c)	6 months	4,000	16.5
Marketing activities	(d)	24 months	1,500	6.2
General working capital	(e)	24 months	2,683	11.0
Estimated listing expenses	(f)	Immediately	3,000	12.3
			24,283	100.0

Notes:

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

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

(a) Acquisition of factory for Hotstar

As at LPD, we are renting 1 unit of 2½-storey detached factory and 2 units of intermediate 1½ storey terrace factory at Taman Perindustrian KIP, Kepong, Kuala Lumpur for Hotstar's business operations. The total built-up area of these 3 rented properties is approximately 19,000 sq ft and the total rental is RM0.37 million per annum.

We have allocated RM8.80 million from the IPO proceeds to finance the acquisition of a factory in the same area with a built-up of 13,635 sq ft to consolidate 2 of Hotstar's operations under one roof to centralise and better manage Hotstar's operations at a single location as opposed to managing 2 separate factories in the same area. On 11 May 2021, we entered into a sale and purchase agreement for the acquisition of said factory for a total consideration of RM8.80 million.

4. PARTICULARS OF OUR IPO (Cont'd)

Once the acquisition of the said factory has been completed and the renovation works of the factory are finalised, we will give sufficient notice to our landlords of our intention to cease the 2 current rentals and to time the cessation of the rental. The renovation works of the factory will be financed through internally generated funds. The tentative timeline for the acquisition of Hotstar's factory is as follows:

Timeline	Milestone
T ⁽¹⁾	Complete acquisition of Hotstar's factory
T + 6 months	Complete renovation works of new factory ⁽²⁾
T + 10 months	Commence operations at the new factory

Notes:

- (1) Expected to be completed on 10 September 2021 (with option to extend for a month after completion date, provided a late payment interest to be paid by Hotstar).
- (2) We will commence renovation upon completion of acquisition of the new factory. We expect said renovation to be completed within 6 months from commencement of renovation. Renovation works of the factory will be financed through internally-generated funds.

As at LPD, we are still in the midst of identifying another suitable factory in the same area for Hotstar's operations as the size of the new factory purchased in May 2021 is insufficient to consolidate all 3 rented properties. The tentative timeline for the acquisition of Hotstar's second factory is as follows:

Timeline	Milestone
T	Listing date
T + 12 months	Identify second factory for Hotstar and commence negotiations with the prospective seller
T + 18 months	<ul style="list-style-type: none"> Finalised terms of acquisition and financing arrangements with bank Execute sale and purchase agreement for the factory
T + 24 months	<ul style="list-style-type: none"> Complete acquisition of Hotstar's second factory⁽¹⁾ Commence operations at the second factory

Note:

- (1) If renovation is required, we will commence renovation upon completion of acquisition of the new factory. We expect said renovation to be completed within 3 months from commencement of renovation.

The purchase consideration for this other factory will be financed through bank borrowings and/or internally generated funds.

(b) Capital expenditure**(i) Purchase of new machineries**

We intend to utilise RM3.00 million to purchase the following machineries to support our business expansion and increase our production efficiency. The machineries will likely be purchased from various suppliers in Malaysia, Germany and PRC.

4. PARTICULARS OF OUR IPO (Cont'd)

Type and description of machinery	Purchase quantity	Total cost RM'000
Automatic steel rule processor for automatic bending, lipping, cutting, bridging and flat cutting (for bending and cutting dimension from 1.00mm to 1.40mm in thickness and 50.00mm in height)	3	1,200
Laser cutting machine for cutting base boards (metal sheet base material)	1	1,800
		3,000

(ii) Upgrade and development of computer software and server

We have allocated RM1.30 million to upgrade our computer software and server as follows:

Description	Purchase quantity	Total cost RM'000
CAD software to design and create drawings for die-cutting solutions	1	300
Upgrade our enterprise resource planning ("ERP") system and integrate with our CAD software	1	500
Upgrade computer servers in Focuswin and Hotstar	1	500
		1,300

We believe that such utilisation of proceeds to purchase additional machinery, software and upgrade of system and server will increase our operational and production efficiency and increase our production capability to support our business growth. Please refer to Section 7.18.2 for further details.

If the actual amount for the above capital expenditure is higher than the amount allocated, the deficit will be funded by our internally-generated funds and/or bank borrowings.

(c) Repayment of bank borrowings

We have allocated RM4.00 million to repay our term loan from CIMB Bank Berhad which was utilised to finance the acquisition of our 6-storey detached factory complex located at Jalan Kelang Lama, Kuala Lumpur. As at LPD, our outstanding term loan amounts to RM11.28 million and is for a term of 20 years up to 2037. We plan to continue to repay the remaining outstanding term loan according to its repayment terms using cash generated from our operations.

The expected annual interest savings is approximately RM0.14 million based on the interest rate of 3.40% per annum. However, the actual interest savings may vary depending on the then applicable interest rate.

(d) Marketing activities

We have allocated RM1.50 million for marketing activities to enhance our product awareness throughout Southeast Asia and to increase our export revenue, as follows:

4. PARTICULARS OF OUR IPO (Cont'd)

Marketing activities	Total cost RM'000
Organising various product demonstration sessions for our existing and potential customers locally and overseas to maintain good relationship. Depending on the location of our overseas customers, the average cost per session is expected to be approximately RM0.25 million.	1,000
Participating in regional trade events and exhibitions such as Print Pack International, Bangkok which enables us to showcase our products as well as enabling us to identify latest industry developments and competitive trends while reaching prospective customers. We may participate in such trade events and exhibitions physically or virtually depending on the global Covid-19 pandemic situation and the travel restrictions. The average cost to participate in a trade event physically is expected to be RM0.35 million. Although there will be costs savings in terms of accommodation and logistics for virtual participations, we estimate the costs to participate virtually to be similar to the costs of participating physically due to the longer number of days to be held for virtual trade events (i.e. Virtual -30 days, Physical – 2 days). If the actual costs to participate virtually are lower, then we will be able to utilise the amount allocated to participate in a few virtual trade events and exhibitions.	350
Nonetheless, we will prefer to participate in physical regional trade events as compared to virtual as we believe face-to-face interaction with our potential customers will be more effective.	
Advertising in international trade magazines. The average advertising cost per magazine is expected to be RM75,000 per annum.	150
	1,500

We take note of the current global Covid-19 pandemic and travel restrictions which may affect our marketing activities overseas, however, we have allocated 24 months from our Listing to undertake such marketing activities.

Please refer to Section 7.18.3 for further details.

(e) General working capital

We have allocated RM2.68 million to purchase raw materials for our manufacturing and trading segments, details are as follows:

Raw materials	RM'000
Steel rules	1,341
Base board	1,342
	2,683

4. PARTICULARS OF OUR IPO (Cont'd)

For FPE 2021, the purchase cost of our steel rules and base boards for both manufacturing and trading segments amounted to RM1.98 million. As raw materials constitute a major part of our manufacturing costs, our strategy is to purchase more raw materials during favorable conditions such as strengthening of RM against foreign currencies or when our suppliers offer us bulk purchase discounts as a means to manage our overall production cost. We are able to maintain a high stockholding level as our raw materials are non-perishable in nature.

(f) Estimated listing expenses

An amount of RM3.00 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⁾	2,162
Fees payable to authorities	1
Underwriting, placement and brokerage fees	667
Printing, advertising fees and contingencies ⁽²⁾	170
	3,000

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 amount allocated for our general working capital. Conversely, if our actual listing expenses are lower than the amount budgeted, the excess will be utilised for our general working capital.

4.10 BROKERAGE FEES, PLACEMENT FEES AND UNDERWRITING COMMISSION**(a) Brokerage fees**

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

(b) Placement fees

Our Placement Agent has placed out 31,132,000 Issue Shares to be offered to Bumiputera investors approved by MITI and selected investors.

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

4. PARTICULARS OF OUR IPO (Cont'd)

(c) Underwriting commission

Our Underwriter has agreed to underwrite 19,458,000 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 the total value of the underwritten Shares at our IPO Price.

4.11 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with M&A Securities, to underwrite 19,458,000 Issue Shares ("**Underwritten Shares**") as set out in Section 4.3.3. The salient terms of the Underwriting Agreement are as follows:

Conditions precedent

- 1.1 The several obligations of the Underwriter under the Underwriting Agreement shall further be conditional upon ("**Conditions Precedent**"):
 - (a) The acceptance of the listing proposal from Bursa Securities, the clearance of registrable Prospectus from SC and the lodgement of registrable Prospectus with the CCM respectively together with copies of all documents required under Section 154 of the Act prior to the issuance of the Prospectus to the public;
 - (b) The issuance of the Prospectus (including all procedures, requirements, letters and documents) required under Section 154 of the Act to the public within 3 months from the date thereof or such extension as consented by the Underwriter;
 - (c) There having been, as at any time thereafter up to and including the 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 the Underwriter is or will be material in the context of the issue of the Issue Shares) from that set forth in the 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, offer and subscription of the Issue Shares in accordance with the provisions thereof and the 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 the Public Issue including but not limited to governmental approvals having been obtained and are in full force and effect;
 - (f) The Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the expenses referred to in the Underwriting Agreement;

4. PARTICULARS OF OUR IPO (Cont'd)

- (g) The delivery to the Underwriter prior to the date of registration of the Prospectus of (i) a copy certified as a true copy by an authorised officer of our Company of all the resolutions of our Directors and our shareholders in general meeting approving the Underwriting Agreement, the Prospectus, the Public Issue and authorising the execution of the Underwriting Agreement and the issuance of the Prospectus; (ii) a certificate dated the date of the 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 paragraph 1.1(c);
 - (h) The delivery to the Underwriter on the Closing Date of such reports and confirmations dated the Closing Date from our Board as the 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) The Underwriter being satisfied that our Company will, following completion of the Public Issue be admitted to the official list and its issued share capital listed and quoted on the ACE Market without undue delay.
- 1.2 In the event any of the Conditions Precedent are not satisfied by the Closing Date, the 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 the 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). The Underwriter reserves the right to waive or modify any of the conditions aforesaid and such waiver or modification shall not prejudice the Underwriter's rights under the Underwriting Agreement.

Termination

- 1.3 Notwithstanding anything herein contained, the 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 the Underwriter, which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of the 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 the Public Issue, or the distribution of the Issue Shares; or

4. PARTICULARS OF OUR IPO (Cont'd)

- (b) There is withholding of information of a material nature from the 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 the 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 the Public Issue, or the distribution of the Issue Shares; or
- (c) There shall have occurred, happened or come into effect in the opinion of the 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 inter-bank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or the occurrence of any combination of any of the foregoing; or
 - (ii) any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of our Company and/or the Underwriter (including without limitation, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents); which, (in the reasonable opinion of the 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 the Public Issue, or the distribution of our 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:
 - (aa) on or after the date of the Underwriting Agreement; and
 - (bb) 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 their respective obligations herein contained; or

4. PARTICULARS OF OUR IPO (Cont'd)

- (f) Any matter which arose immediately before the date of the Prospectus would have constituted a material and adverse omission in the context of the 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.
- 1.4 Upon such notice(s) being given, the Underwriter shall be released and discharged of its obligations without prejudice to its rights whereby the Underwriting Agreement shall be of no further force or effect and no Party shall be under any liability to any other in respect of the Underwriting Agreement, except that our Company shall remain liable in respect of our obligations and liabilities for the payment of the costs and expenses already incurred prior to or in connection with such termination, for the payment of any taxes, duties or levies or such outstanding fees, and for any antecedent breach, and our undertaking to indemnify the Underwriter.

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, *inter-alia*, 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	Country of incorporation/ Nationality	Before IPO ⁽¹⁾				After IPO ⁽²⁾⁽³⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
CEKD Holding	Malaysia	143,983,000	100.0	-	-	143,983,000	74.0	-	-
Yap Tian Tion ⁽⁴⁾	Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Yap Kai Ning ⁽⁵⁾	Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Lim Bee Eng ⁽⁵⁾	Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Yap Kai Jie ⁽⁵⁾	Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Yap Kai Min ⁽⁵⁾	Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0

Notes:

- (1) After completion of Acquisitions and transfers of subscriber shares in CEKD to CEKD Holding, but before Public Issue.
- (2) After Public Issue.
- (3) Based on enlarged share capital of 194,573,000 Shares after IPO.
- (4) Deemed interested by virtue of the shareholdings of his family in CEKD Holding pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of their shareholdings in CEKD Holding pursuant to Section 8 of the Act.

Our Promoters and substantial shareholders do not have different voting right from other shareholders of our Group.

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

5.1.2 Profiles of Promoters and/or substantial shareholders

The profiles of Yap Tian Tion and Yap Kai Ning who are also our Executive Directors are set out in Section 5.2.2. The profile of Yap Kai Min who is our Chief Operation Officer is set out in Section 5.3.3.

The profiles of our other Promoters are set out as follows:

(a) CEKD Holding

CEKD Holding was incorporated in Malaysia on 6 June 2014 under the Companies Act 1965 as a private limited company. CEKD Holding is an investment holding company. As at LPD, the issued capital of CEKD Holding is RM59.65 million comprising 59,652,854 ordinary shares. As at LPD, the Directors and substantial shareholders of CEKD Holding are as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of shares	%	No. of shares	%
Yap Tian Tion	Director	Malaysian	-	-	⁽¹⁾ 59,652,854	100.0
Yap Kai Ning	Director	Malaysian	11,930,571	20.0	⁽¹⁾ 47,722,283	80.0
Lim Bee Eng	Director	Malaysian	23,861,141	40.0	⁽¹⁾ 35,791,713	60.0
Yap Kai Jie	Director	Malaysian	11,930,571	20.0	⁽¹⁾ 47,722,283	80.0
Yap Kai Min	Director	Malaysian	11,930,571	20.0	⁽¹⁾ 47,722,283	80.0
			59,652,854	100.0		

Note:

⁽¹⁾ Deemed interested by virtue of the shareholdings of his/her family in CEKD Holding pursuant to Section 8 of the Act.

(b) Lim Bee Eng

Lim Bee Eng, a Malaysian, aged 66, is our Promoter and substantial shareholder. She is the wife of Yap Tian Tion (our Deputy Executive Chairman) and the mother of Yap Kai Ning (our Managing Director), Yap Kai Min (our Chief Operation Officer) and Yap Kai Jie. She pursued her Master of Management from Open University Malaysia in 2006 and graduated in 2009.

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

She began her career as a school teacher upon completing her teacher training programme at Maktab Perguruan Persekutuan Pulau Pinang in 1979. She left the teaching profession in 1996 and joined Shenway as a director, where she assisted Yap Tian Tion with its business. She then joined our Group in September 2008 where she assisted our Deputy Executive Chairman in managing our Group's daily business operations. She also assisted in reviewing human resource policies and performed employee performance reviews. She retired from our Group since February 2020.

(c) Yap Kai Jie

Yap Kai Jie, a Malaysian, aged 34, is our Promoter and substantial shareholder. He is the son of Yap Tian Tion and Lim Bee Eng, as well as the brother of Yap Kai Ning and Yap Kai Min.

He graduated from the University of Wisconsin-Madison, USA, in 2010 with a Bachelor of Business Administration. He joined our Group as a stock keeper in 2011 and was then transferred to the procurement department in 2013. He assisted in procurement tasks and during his tenure with our Group, he assisted in setting up a systematic inventory system which enabled us to better analyse our purchases and usage of raw materials. He left our Group in February 2020 to manage his family's plantation business on a full time basis.

5.1.3 Changes in Promoters' and substantial shareholders' shareholdings

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

Name	Before Acquisitions and IPO			⁽¹⁾ After Acquisitions			After IPO ⁽²⁾⁽³⁾			
	Direct		Indirect	Direct		Indirect	Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lee Jian Jia	114	50.2	-	-	-	-	-	-	-	-
Yeong Wai Yip	113	49.8	-	-	-	-	-	-	-	-
CEKD Holding	-	-	-	143,983,000	100.0	-	143,983,000	74.0	-	-
Yap Tian Tion ⁽⁴⁾	-	-	-	-	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Ning ⁽⁵⁾	-	-	-	-	-	143,983,000	100.0	-	143,983,000	74.0
Lim Bee Eng ⁽⁵⁾	-	-	-	-	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Jie ⁽⁵⁾	-	-	-	-	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Min ⁽⁵⁾	-	-	-	-	-	143,983,000	100.0	-	143,983,000	74.0

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

Notes:

- (1) After completion of Acquisitions and transfers of subscriber shares in CEKD to CEKD Holding, but before Public Issue.
- (2) After Public Issue.
- (3) Based on enlarged share capital of 194,573,000 Shares after IPO.
- (4) Deemed interested by virtue of the shareholdings of his family in CEKD Holding pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of their shareholdings in CEKD Holding pursuant to Section 8 of the Act.

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 Substantial shareholders remuneration and benefits

Save as disclosed in Sections 5.2.4 and 5.3.5, the remuneration and benefits paid to our substantial shareholders (excluding our Directors and key senior management) in the past 2 years immediately preceding the date of this Prospectus are as follows:

	FYE 2019 RM'000	⁽¹⁾ FYE 2020 RM'000
Lim Bee Eng	53	27
Yap Kai Jie	24	10
	77	37

Note:

- (1) Represents salary for 6 months from September 2019 up to their departure as our employees in February 2020.

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

5.2 DIRECTORS

5.2.1 Directors' shareholdings

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

		Before IPO ⁽¹⁾			After IPO ⁽²⁾⁽³⁾⁽⁴⁾		
		Direct No. of Shares	Indirect No. of Shares	%	Direct No. of Shares	Indirect No. of Shares	%
Name	Designation/ Nationality						
Dato' Zulkifli Bin Adnan	Independent Non-Executive Chairman/ Malaysian	-	-	-	300,000	-	0.2
Yap Tian Tion ⁽⁵⁾	Deputy Executive Chairman/ Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Yap Kai Ning ⁽⁶⁾	Managing Director/ Malaysian	-	143,983,000	100.0	-	143,983,000	74.0
Datuk Mak Foo Wei	Independent Non-Executive Director/ Malaysian	-	-	-	300,000	-	0.2
Chong Chin Look	Independent Non-Executive Director/ Malaysian	-	-	-	300,000	-	0.2

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

Notes:

- (1) After completion of Acquisitions and transfers of subscriber shares in CEKD to CEKD Holding, but before Public Issue.
- (2) After Public Issue.
- (3) Based on enlarged share capital of 194,573,000 Shares after IPO.
- (4) Assuming that our Directors will fully subscribe for their respective entitlements under the Pink Form Allocations.
- (5) Deemed interested by virtue of the shareholdings of his family in CEKD Holding pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of her shareholdings in CEKD Holding pursuant to Section 8 of the Act.

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

5.2.2 Profiles of Directors

Our Board takes note of the recommendations under the Malaysian Code of Corporate Governance ("**MCCG**") released in April 2021, specifically on the Chairman not being a member of the Audit Committee, Nomination Committee or Remuneration Committee. Our Independent Non-Executive Chairman currently is also the Chairman of our Nominating Committee and a member of Audit Committee, Remuneration Committee and Risk Management Committee. We undertake to appoint another Independent Non-Executive Director by 31 December 2021 so that our Independent Non-Executive Chairman can relinquish his roles in the Nominating Committee, Audit Committee, Remuneration Committee and Risk Management Committee to another Independent Non-Executive Director. In addition, the Board will endeavour to seek suitable female candidates to comply with the 30% women directors composition as stated in the MCCG by 31 December 2021.

The profiles of our Directors are as follows

Dato' Zulkifli Bin Adnan, a Malaysian, aged 63, is our Independent Non-Executive Chairman. He was appointed to our Board on 7 February 2020. He is the Chairman of our Nominating Committee and a member of Audit Committee, Remuneration Committee and Risk Management Committee.

He graduated with a Bachelor of Science in Resource Economics from Universiti Pertanian Malaysia (now known as Universiti Putra Malaysia), Serdang in 1981. He later obtained a Diploma in Public Management from the National Institute of Public Administration, Kuala Lumpur in 1982 and a Master of Arts in Law & Diplomacy from The Fletcher School of Law & Diplomacy, Tufts University, Boston, USA in 1991.

He began his career as a trainee bank officer providing transactional banking services to customers at Malayan Banking Berhad, Kajang in 1981. He then served in the Ministry of Foreign Affairs ("**MFA**") since 1983. He started his career with MFA as the Assistant Secretary in the East Asia Division, in charge of Malaysia-Japan bilateral relations. He was assigned as Second Secretary at the High Commission of Malaysia in Colombo, Sri Lanka from 1985 until 1988. In 1988, he was Assistant Director of the Association of Southeast Asian Nations ("**ASEAN**") Division of MFA, managing ASEAN regional cooperation. He pursued his Master's degree in the USA in 1989. In 1991, he was reassigned as Assistant Secretary of the Policy Planning Division of MFA, responsible for issues on ASEAN Regional Forum and also maritime affairs. He was appointed as First Secretary at the Permanent Mission of Malaysia to the United Nations in New York, USA from 1993 until 1998, where he dealt with nuclear disarmament issues, administrative and budgetary matters of the United Nations. He returned to Malaysia in 1998 to serve as Principal Assistant Secretary of the Territorial & Maritime Affairs Division of MFA.

In 2001, he was appointed as Counsellor in the Embassy of Malaysia in The Hague, Netherlands. He returned to Malaysia in 2004 to serve as Deputy Director General at the ASEAN Political-Security Community Division of MFA, in charge of ASEAN political matters such as the establishment of the East Asia Summit and drafting of the ASEAN Charter. He served as Ambassador of Malaysia to Bosnia Herzegovina from 2008 to 2011. He also served as Director General of the Department of Maritime Affairs of MFA from 2011 to 2015. He was appointed as Ambassador of Malaysia to the Federal Republic of Germany in 2015 and as High Commissioner of Malaysia to Singapore in 2017 prior to his retirement from the Malaysian Diplomatic Service in 2018.

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

Yap Tian Tion, a Malaysian, aged 65, is our Deputy Executive Chairman. He was appointed to our Board on 7 February 2020. He is responsible for the overall strategy and business direction of our Group where he reviews all major investments, business strategies, major capital expenditure as well as financing proposals of our Group.

After completing his secondary education at Sekolah Menengah Kebangsaan Tuanku Abdul Rahman, Gemas, Negeri Sembilan in 1976, he studied under the Federal Evening Class programme of St. John Institution, Kuala Lumpur in 1977 and obtained his Higher School Certificate in 1978. He was involved in the trading of fruits and car accessories from 1976 to 1984.

In 1984, he and his business partners co-founded Shenway, a company involved in the manufacture and services of die-cutting tools and die making supplies for garment, shoe and automotive industry. In 1994, he was invited by the shareholders of Sharp DCM to participate as shareholder of the company due to his experience in manufacturing different types of die-cutting moulds. He then joined Sharp DCM as shareholder and was appointed as Executive Director in 1994.

Thereafter, he gradually transferred the manufacturing activities of Shenway to Sharp DCM as part of Sharp DCM's expansion plan into customised die-cutting mould business. Over the years, he has played an instrumental role in the growth of our Group, expanding and widening our target market to include the paper printing and packaging as well as E&E industries.

He presently holds directorship in a number of private limited companies.

Yap Kai Ning, a Malaysian, aged 37, is our Managing Director. She was appointed to our Board on 7 February 2020. She is responsible for the day-to-day operations of our Group. She is a member of our Risk Management Committee.

She graduated with a double degree in Commerce and Arts from Australian National University, Australia, in 2006. In 2007, she completed a Diamond Grading Course from Gemological Institute of America. In 2014, she obtained her Masters of Business Administration from University of Southern Queensland in Malaysia.

Since joining Sharp DCM in 2008, she underwent rotations through various departments including sales and marketing, production, human resource and administration in Sharp DCM and was exposed to the entire spectrum of its operations. She was appointed as Sharp DCM's director in 2011 and took full responsibility on human resource related matters as well as assisting Yap Tian Tion in the company's daily operations. In 2015, she was promoted as Managing Director of Sharp DCM.

She presently holds directorship in a number of private limited companies.

Datuk Mak Foo Wei, a Malaysian, aged 56, is our Independent Non-Executive Director. He was appointed to our Board on 7 February 2020. He is the Chairman of our Remuneration Committee and a member of Audit Committee, Nominating Committee and Risk Management Committee.

He graduated with a Bachelor of Laws (Honours) from University of Birmingham, UK, in 1990. He was qualified as a Barrister-at-Law at Lincoln's Inn London, England in 1991 and was called to the Malaysian Bar in 1992.

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

He began his career by practicing as an advocate and solicitor at Manjit Singh Sachdev, Mohammad Radzi & Partners in 1992. In 1994, he left the firm to set up his own practice, Mak & Company (now known as Mak Farid & Company) which specialises in corporate and conveyancing matters. He also acts as the executive councillor and a legal advisor for a non-profit organisation, Malaysia Crime Prevention Foundation since 2018.

He is also executive director in various companies with businesses involved in property development of both industrial and residential projects, notably Riverville Residences, Balakong Jaya Industrial Park I and II and Alam Damai Industrial Park. He currently holds directorship in a number of private limited companies.

Chong Chin Look, a Malaysian, aged 58, is our Independent Non-Executive Director. He was appointed to our Board on 7 February 2020. He is the Chairman of our Audit Committee and Risk Management Committee and a member of Remuneration Committee and Nominating Committee.

He obtained his Bachelor of Economics, majoring in Business Administration from University of Malaya in 1987. He is also a member of the Malaysian Institute of Certified Public Accountants since 1992. He has been a member of the Malaysian Institute of Accountants since 1993.

In 1987, he joined KPMG Malaysia as an audit assistant, where he acquired experience in auditing, accounting, taxation and management consultancy. He was promoted to audit senior in 1990. In 1992, he left KPMG Malaysia and joined Bonia Corporation Berhad ("**Bonia**"), a company listed on the Main Market of Bursa Securities, as the financial controller, where he was responsible for overall financial and corporate functions of the group. Subsequent to the listing of Bonia on Bursa Securities in 1994, he was appointed to the board of directors and was reassigned as the group's finance director, a post he still holds presently. As finance director, he oversees the overall effectiveness and efficiency of the finance functions across the group, in line with the group's strategy and business goals.

He currently holds directorships in a number of subsidiaries of Bonia and other private limited companies.

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

5.2.3 Principal business performed outside our Group

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) Yap Tian Tion

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement GBT Forestry Sdn Bhd	Investment holding in shares of companies involved in plantation, cultivation and dealings in all kinds of crops and produce of the soil	Non-Executive Director	13 June 2012	-	-	-
Seniwan Resources Sdn Bhd	Investment holding in shares of companies involved in rubber plantation, production and sale of rubber products	Non-Executive Director	8 April 2009	-	90.0	-
Commercial Edge	Trading in rubber	Executive Director	30 April 1998	-	-	(1)100.0
Shenway	Construction contractor, manufacturer of fertilizer, investment holding of shares in companies involved in plantation and properties	Executive Director	23 November 1984	-	-	(1)100.0
Wira Cheras Plantation Sdn Bhd	Investment holding in shares of companies involved in rubber plantation, production and sale of rubber products	Non-Executive Director	3 July 2014	-	-	(1)100.0

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
CEKD Holding	Investment holding in our Group	Executive Director	6 June 2014	-	-	(¹)100.0
Summit Forest Sdn Bhd	Investment holding in shares of companies involved in rubber plantation, production and sale of rubber products	Non-Executive Director	10 December 2009	1 August 2019	50.0	-
Mewah Ikhtiar Sdn Bhd	Rubber plantation, production and sale of rubber products	Non-Executive Director	27 January 2010	7 July 2017	-	(²)100.0
CEKD Venture Sdn Bhd	Investment holding for quoted investments, provision of maintenance and support services to properties	Non-Executive Director	15 October 2014	8 July 2019	-	(¹)100.0
CEKD Property Sdn Bhd	Property management and commission agent	Non-Executive Director	27 November 2013	8 July 2019	-	(¹)100.0
In-N-Out Plantation Management Sdn Bhd	Rubber plantation, production and sale of rubber products	Non-Executive Director	14 February 2013	6 July 2017	-	(¹)60.0
Past involvement						
Ladang Bentong Sdn Bhd	Planters, cultivators and dealers in all kinds of crops and produce of the soil	Non-Executive Director	9 April 2015	3 October 2019	-	-
Sindiyan Tech Sdn Bhd	Investment holding in shares of companies involved in durian plantation	Non-Executive Director	10 December 2009	12 December 2017	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Shanyu	Manufacturing of die-cutting and related products	Non-Executive Director	31 May 2016	21 September 2018	-	-
Sleektech Sdn Bhd (formerly known as Print & Pack Systems Sdn Bhd)	Service activities related to printing	Non-Executive Director	17 November 2015	27 July 2018	-	-
Tepat Budi Sdn Bhd	Investment holding in shares of companies involved in plantation, cultivations and dealings in all kinds of crops and produce of the soil	Non-Executive Director	22 March 2013	3 October 2019	-	-
Ladang Seri Mewah Sdn Bhd	Investment holding in shares of companies involved in rubber plantation, production and sale of rubber products	Non-Executive Director	14 February 2013	10 July 2020	-	-
Print & Pack Solution Sdn Bhd	Printing and packaging machinery and consumable, editing, publishing, distributing, marketing and trading of all kinds of related products	Non-Executive Director	12 April 2010	28 October 2020	-	-

Notes:

- (1) Deemed interested by virtue of the shareholdings of his family pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of his shareholding in Summit Forest Sdn Bhd pursuant to Section 8 of the Act.

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

(b) Yap Kai Ning

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement CEKD Holding	Investment holding in our Group	Non-Executive Director	29 December 2014	-	20.0	(¹)80.0
Commercial Edge	Trading in rubber	-	-	-	-	(²)100.0
Shenway	Construction contractor, manufacturer of fertilizer, investment holding of shares in companies involved in plantation and properties	-	-	-	-	(²)100.0
CEKD Venture Sdn Bhd	Investment holding for quoted investments, provision of maintenance and support services to properties	-	-	-	33.3	(¹)66.7

Notes:

- (1) Deemed interested by virtue of the shareholdings of her family pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of her shareholding in CEKD Holding pursuant to Section 8 of the Act.

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

(c) Datuk Mak Foo Wei

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Mak Farid & Co	Legal firm	Partner	2 February 1994	-	-	-
Metro Planner Sdn Bhd	Property investment	Executive Director	13 April 2005	-	-	-
MCY Holdings Sdn Bhd	Property investment	Executive Director	27 March 2004	-	3.0	⁽¹⁾ 97.0
Alzac Viva Sdn Bhd	Property development	Executive Director	10 June 2013	-	55.0	⁽²⁾ 45.0
Arenaa Star Luxury Hotel Sdn Bhd	Provision of accommodation services	Non-Executive Director	15 December 2011	-	<0.1	⁽¹⁾ 100.0
Arenaa Shoe Galleria Hotel Sdn Bhd	Dormant, with no intended activity	Non-Executive Director	1 November 2011	-	33.3	-
Responsive Traffic Sdn Bhd	Property investment	Executive Director	10 October 2010	-	50.0	-
Great Haven Development Sdn Bhd	Property investment	Executive Director	1 December 2005	-	50.0	-
Bellayu Sdn Bhd	Dormant, with no intended activity	Non-Executive Director	19 September 2012	-	1.0	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Town Rock Sdn Bhd	Property investment	Non-Executive Director	26 October 2004	-	<0.1	(1)100.0
Destiny Wise Sdn Bhd	Property investment	Executive Director	5 May 2003	-	50.0	-
Setara-Alam Projek Sdn Bhd	Property investment	Non-Executive Director	5 May 2004	-	-	-
Aktif Shoe Materials Sdn Bhd	Property investment	Executive Director	27 March 2004	-	3.0	-
Sweet Wealth Sdn Bhd	Property development	Executive Director	20 October 2010	-	15.0	-
Hartanah Memori Sdn Bhd	Property investment	Executive Director	26 August 2011	-	50.0	-
Hartanah Setia Megah Sdn Bhd	Property investment	Non-Executive Director	26 May 2011	-	40.0	-
Interactive Realty Sdn Bhd	Investment holding and wholesale of a variety of goods without any particular specialisation	Non-Executive Director	22 March 2018	-	30.0	(1)70.0
Arenaa Batik Hotel Sdn Bhd	Provision of accommodation services	Executive Director	13 February 2012	-	<0.1	(1)100.0
Alzac Development Sdn Bhd	Real property and related business, engineering work and construction	Executive Director	26 December 2017	-	55.0	(1)45.0

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
JV Fortune Sdn Bhd	Property management and investment consultant company	Non-Executive Director	8 November 2019	-	50.0	-
Empayar Mantap Sdn Bhd	Property investment	Non-Executive Director	20 July 2004	-	25.0	-
Hedges Setiawangsa Sdn Bhd	Wholesale of mainly petrol, diesel, lubricants	Non-Executive Director	1 December 2019	-	30.0	(1)50.0
Arenaa Development Sdn Bhd	Property development	-	-	-	20.0	-
Bakat Ulung Sdn Bhd	Export and import of a variety of goods without any particular specialization	Non-Executive Director	30 April 2020	-	50.0	-
Past involvement						
Charisma Care Sdn Bhd	Provision of community education and development services	Non-Executive Director	12 August 2009	1 September 2016	-	-
The Shoe Gallery Hotel Sdn Bhd	Dissolved on 23 August 2017	Non-Executive Director	13 February 2012	23 August 2017	<0.1	-
Akalbudi Holdings Sdn Bhd	Dissolved on 27 June 2019	Non-Executive Director	14 December 2017	27 June 2019	2.5	-
Mak Women Specialist And Fertility Centre Sdn Bhd	Dissolved on 5 March 2020	Non-Executive Director	6 September 2002	-	50.0	-
Aizac NCM Realty Sdn Bhd	Dissolved on 15 June 2020	Non-Executive Director	9 September 2016	-	50.0	-

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

Notes:

- (1) Deemed interested by virtue of the shareholding of his family pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of his shareholding in MCY Holdings Sdn Bhd together with the shareholding of his family pursuant to Section 8 of the Act.

(d) Chong Chin Look

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement Seremban Mall Sdn Bhd	Real estate activities with own or leased property	Non-Executive Director	20 August 2019	-	-	(1)5.0
Purnama Sejahtera Sdn Bhd	Property investment	Executive Director	12 August 2013	-	10.0	-
Bonia Corporation Berhad group of companies	Investment holding and management in a group of companies mainly involved in manufacturing, marketing and retailing of leather goods, apparels and accessories	Group Finance Director	20 June 1994	-	-	-
Taurus Brown Sdn Bhd (formerly known as Taurus Brown Research Sdn Bhd)	Marketing of fitting and furniture, information technology gadgets, home and office appliances	Non-Executive Director	6 January 2016	-	45.0	-
Splendid Starhill Sdn Bhd	Property investment	Executive Director	24 April 2014	-	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	% of shareholdings held	
					Direct	Indirect
Grandpark Assets Sdn Bhd	Property investment	Executive Director	2 May 2014	-	-	-
Palm Valley Development Sdn Bhd	Property development	Executive Director	9 October 2013	-	15.0	-
Ji Long Ventures Sdn Bhd	Property investment	-	-	-	10.0	-
HKG Ventures Sdn Bhd	Property investment	Non-Executive Director	4 June 2020	-	10.0	-
Tavis Sdn Bhd	Dormant, intended principal activity of online tuition centre	Non-Executive Director	17 February 2021	-	69.0	-
Li Luo Ventures Sdn Bhd	Dormant, intended principal activity of investment holding	-	-	-	3.0	-
Past involvement						
New Series Sdn Bhd	Dissolved on 23 May 2019	Executive Director	13 August 2010	23 May 2019	-	-
CB Holdings (Malaysia) Sdn Bhd	Property investment and management services	Executive Director	1 August 2006	1 January 2017	-	-
Armani Context Sdn Bhd	Wound up on 25 September 2019	Executive Director	1 August 2006	25 September 2019	-	-
LBJR Marketing Sdn Bhd	Marketing and distribution of fashionable goods and accessories	Executive Director	11 March 2014	1 August 2016	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Maha Asia Capital Sdn Bhd	Property investment	Executive Director	23 October 2013	1 July 2021	-	-
Lianbee-Jeco (M) Sdn Bhd	Trading in leather products including handbags, wallets, footwear and leather goods of all kinds	Executive Director	30 December 2010	1 July 2021	-	-
Dominion Directions Sdn Bhd	Marketing and distribution of men's apparel and accessories	Executive Director	1 July 2009	1 July 2021	-	-
Banyan Sutera Sdn Bhd	Marketing and distribution of fashionable goods	Executive Director	4 March 2009	1 July 2021	-	-
Daily Frontier Sdn Bhd	Marketing, distribution and export of fashionable goods and accessories	Executive Director	1 August 2006	1 July 2021	-	-
CB Marketing Sdn Bhd	Designing, promoting and marketing of fashionable leather goods	Executive Director	1 August 2016	1 July 2021	-	-
Luxury Parade Sdn Bhd	Property investment	Executive Director	1 August 2016	1 July 2021	-	-

Note:

(1) Deemed interested by virtue of his shareholding in HKG Ventures Sdn Bhd pursuant to Section 8 of the Act.

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.

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

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. The involvement of our Executive Directors 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.

5.2.4 Directors remuneration and benefits

The remuneration of our Directors including fees, salaries, bonuses, commissions, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. Any change in Director's fees as set out in our Constitution must be approved by our shareholders pursuant to an ordinary resolution passed at a general meeting where appropriate notice of the proposed changes should be given. 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 2019, 2020 and 2021 are as follows:

	Directors' fees	Salaries	⁽¹⁾ Bonuses	Allowance	Commission	Other emolument	Benefits-in-kind	Total
FYE 2019								
Dato' Zulkifli Bin Adnan	-	-	-	-	-	-	-	-
Yap Tian Tion	80	148	21	-	-	9	-	258
Yap Kai Ning	130	264	33	-	-	38	-	465
Datuk Mak Foo Wei	-	-	-	-	-	-	-	-
Chong Chin Look	-	-	-	-	-	-	-	-
FYE 2020								
Dato' Zulkifli Bin Adnan	-	-	-	-	-	-	-	-
Yap Tian Tion	205	132	21	-	-	12	-	370
Yap Kai Ning	60	249	33	-	-	36	-	378
Datuk Mak Foo Wei	-	-	-	-	-	-	-	-
Chong Chin Look	-	-	-	-	-	-	-	-

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

	RM'000							Total
	Directors' fees	Salaries	(1) Bonuses	Allowance	Commission	Other emolument	Benefits-in-kind	
Proposed for FYE 2021								
Dato' Zulkifli Bin Adnan	-	-	-	4	-	-	-	4
Yap Tian Tion	230	121	-	36	-	13	-	400
Yap Kai Ning	120	233	-	24	-	33	-	410
Datuk Mak Foo Wei	-	-	-	4	-	-	-	4
Chong Chin Look	-	-	-	4	-	-	-	4

Note:

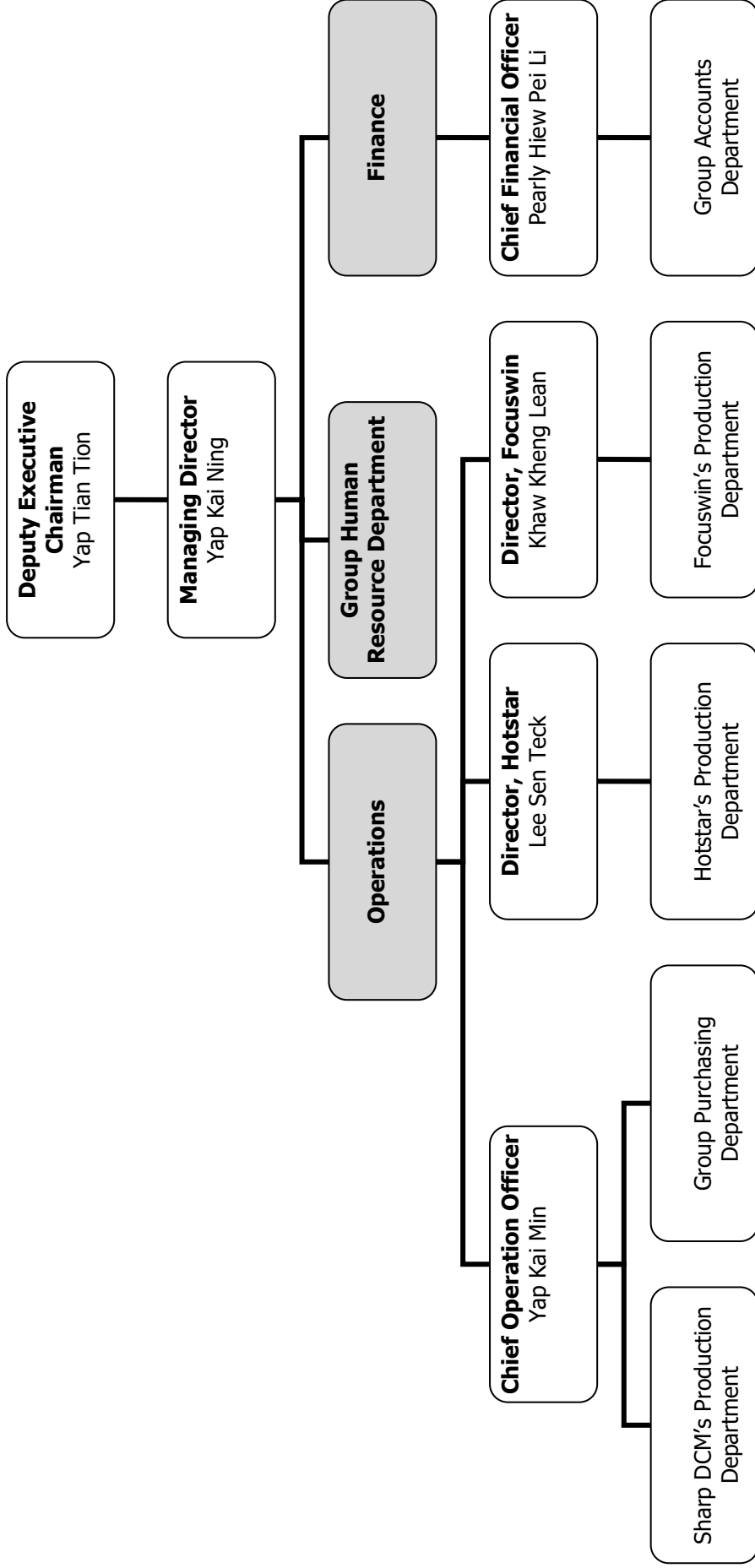
(1) The bonuses for FYE 2021 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

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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



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

5.3.2 Key senior management shareholdings

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

Name	Designation/ Nationality	Before IPO ⁽¹⁾		After IPO ⁽²⁾⁽³⁾⁽⁴⁾					
		Direct		Direct		Indirect			
		No. of Shares	%	No. of Shares	%	No. of Shares	%		
Yap Tian Tion ⁽⁵⁾	Deputy Executive Chairman/ Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Yap Kai Ning ⁽⁶⁾	Managing Director/ Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Yap Kai Min ⁽⁶⁾	Chief Operation Officer/ Malaysian	-	-	143,983,000	100.0	-	-	143,983,000	74.0
Pearly Hiew Pei Li	Chief Financial Officer/ Malaysian	-	-	-	-	200,000	0.1	-	-
Khaw Kheng Lean	Director, Focuswin/ Malaysian	-	-	-	-	200,000	0.1	-	-
Lee Sen Teck	Director, Hotstar/ Malaysian	-	-	-	-	200,000	0.1	-	-

Notes:

(1) After completion of Acquisitions and transfers of subscriber shares in CEKD to CEKD Holding, but before Public Issue.

(2) After Public Issue.

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

- (3) Based on enlarged share capital of 194,573,000 Shares after IPO.
- (4) Assuming that our key senior management will fully subscribe for their respective entitlements under the Pink Form Allocations.
- (5) Deemed interested by virtue of the shareholdings of his family in CEKD Holding pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of her shareholdings in CEKD Holding pursuant to Section 8 of the Act.

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

5.3.3 Profiles of key senior management

Save for the profiles of our Deputy Executive Chairman and Managing Director, which are disclosed in Section 5.2.2, the profiles of the other key senior management of our Group are as follows:

Yap Kai Min, a Malaysian, aged 32, is our Chief Operation Officer. She assists our Managing Director in overseeing our day-to-day operations.

In 2012, she obtained a Bachelors of Commerce and Science, majoring in management and psychology from University of Western Australia, Australia. She also completed the ISO 9001:2008 and ISO 9001:2015 internal quality auditor trainings in 2014 and 2017 respectively.

In 2012, she began her career as a management trainee in Allianz Life Insurance Malaysia Berhad where she gained experience in general management and the insurance business. She then joined Sharp DCM as a sales and marketing executive in 2014 and was responsible for liaising with our existing and prospective customers. She was later promoted as supply chain manager of Sharp DCM in 2016 where she oversees our supply chain. She is also responsible for our continuous integration and implementation of ISO compliant quality management system in our Group. She was promoted to her current position in 2020.

Pearly Hiew Pei Li, a Malaysian, aged 36, is our Chief Financial Officer. She is responsible for handling our Group's financial matters.

She obtained her Certified Accountant Technician professional certificate and Association of Chartered Certified Accountant professional certificate from Sunway College in 2003 and 2006 respectively. She has been a registered member of the Malaysian Institute of Accountants and member of the Association of Chartered Certified Accountants since 2011.

From 2006 to 2010, she was attached to Lee & Associates as a semi senior auditor, responsible for performing statutory audit and preparing audit reports. She then left Lee & Associates to join Johnson Controls (M) Sdn Bhd in 2010. During her tenure there, she served as a finance executive where she was in charge of account receivables billing and collection and intercompany reconciliation, as well as handling the company's audit matters. In 2012, she left to join Axisjaya Sdn Bhd as a senior finance executive, responsible for reviewing and finalising management accounts, preparing forecast and budget and handling the company's audit matters. In 2016, she left Axisjaya Sdn Bhd to join Demak Marketing Sdn Bhd as an accountant where she was responsible for overseeing account receivables and payables and preparing monthly financial reports as well as handling duty payment.

In 2018, she joined our Group as Accountant and assumed her current position in 2020.

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

Khaw Kheng Lean, a Malaysian, aged 56, is the Director of Focuswin. He is in charge of Focuswin's daily operations.

Upon graduating from Chung Ling High School, Penang in 1983, he pursued his professional accounting studies at Institut Perkim-Goon (now known as Kolej PTPL Penang) where he obtained the Certificate for Proficiency in Business Statistics (Distinction) and Cost Accounting (Distinction) issued by the London Chamber of Commerce and Industry in 1986. He later passed the Stage 1 CIMA examination in 1988.

He started his career in 1989 as junior tax assistant at Tax Advisory Services Sdn Bhd and was involved in the preparation of tax computation and tax submission. He left in 1991 to join Lee, Yeang & Co as audit supervisor and was tasked with conducting audit fieldwork and preparing audit reports. He later left the firm in 2000 to provide accounting and tax services to companies on a freelance basis.

In 2006, he was engaged as financial adviser to Focuswin on freelance basis. Owing to his familiarity with Focuswin's financial and business operations, he was invited to join the company on a full-time basis in 2017 as Operations Manager. He was subsequently promoted as Director in 2018.

Lee Sen Teck, a Malaysian, aged 43, is the Director of Hotstar. He is in charge of Hotstar's daily operations.

He completed his secondary education at Sekolah Menengah Kebangsaan Taman Bukit Maluri, Kuala Lumpur in 1996. He started working part time in the construction sector and was involved in welding and floor laminating until 1998.

He joined Hotstar in 1999 as an operation executive, responsible for the operation of various die-cutting machines. Between 2006 and 2008, he also facilitated in the initial set up of Wo Hing Laser Mould (Thailand) Co Ltd, a company privately held by a previous director of Hotstar.

In 2009, he was promoted as operation manager of Hotstar, responsible for handling the company's overall manufacturing operation and business development. He became a shareholder of Hotstar in 2010 and was appointed as a director in 2012. Following the disposal of his shares in Hotstar to CEKD Holding in 2017, he resigned as a director and was invited to continue managing the company. In 2019, he assumed his current position as Director in Hotstar.

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

5.3.4 Principal business performed outside our Group

Save as disclosed below, none of our key senior management has any other principal directorship and/or principal business activities performed outside our Group as at LPD:

(a) Yap Kai Min

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement Shenway	Construction contractor, manufacturer of fertilizer, investment holding of shares in companies involved in plantation and properties	Non-Executive Director	14 January 2020	-	10.0	(1)(2)90.0
CEKD Venture Sdn Bhd	Investment holding for quoted investments, provision of maintenance and support services to properties	Non-Executive Director	8 July 2019	-	33.3	(2)66.7
CEKD Holding	Investment holding in our Group	Non-Executive Director	29 December 2014	-	20.0	(2)80.0
CEKD Property Sdn Bhd	Property management and commission agent	Non-Executive Director	8 July 2019	-	-	(1)20.0

Notes:

(1) Deemed interested by virtue of her shareholding in CEKD Holding pursuant to Section 8 of the Act.

(2) Deemed interested by virtue of the shareholdings of her family shareholding pursuant to Section 8 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, commissions, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board.

Details of the remuneration and benefits paid and proposed to be paid to Yap Kai Ning whom is our Executive Director is set out in Section 5.2.4. The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid and proposed to be paid to our other key senior management for services rendered in all capacities to our Group for FYE 2020 and 2021 are as follows:

	⁽¹⁾⁽²⁾ Remuneration	Benefits-in-kind RM'000	Total
FYE 2020			
Yap Kai Min	50 - 100	-	50 - 100
Pearly Hiew Pei Li	100 - 150	-	100 - 150
Khaw Kheng Lean	50 - 100	-	50 - 100
Lee Sen Teck	100 - 150	0 - 50	50 - 200
Proposed for FYE 2021			
Yap Kai Min	100 - 150	-	100 - 150
Pearly Hiew Pei Li	100 - 150	-	100 - 150
Khaw Kheng Lean	100 - 150	0 - 50	50 - 200
Lee Sen Teck	100 - 150	0 - 50	50 - 200

Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) The bonuses for FYE 2021 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 effective discharge of its functions:

- To provide leadership and oversee the overall conduct of our Group's businesses to ensure that our 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, standards of ethical behaviour and promoting a culture of corporate responsibility, to safeguard our Group's reputation, and our employees and assets and to ensure compliance with applicable laws and regulations;

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

- (d) To ensure that our Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the Malaysian Code on Corporate Governance;
- (e) To review and approve our annual business plans, financial statements and annual reports;
- (f) To monitor the relationship between our Group and our management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for our Group;
- (g) To ensure that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of board and senior management;
- (h) To ensure the integrity of our Group's financial and non-financial reporting; and
- (i) 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, 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 and be eligible for re-election. This is provided always that all Directors shall retire from office PROVIDED ALWAYS that all the Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

All our Directors were only appointed to our Board on 7 February 2020. All our Directors have retired and were re-elected in our third annual general meeting after their appointment to our Company. Yap Tian Tion and Datuk Mak Foo Wei will retire and be eligible for re-election at the forthcoming fourth annual general meeting to be held in year 2022. The members of our Board are set out in Section 5.2.

In view that revisions were made to the MCG on 28 April 2021, the Board will endeavour to comply with the revised recommendations by 31 December 2021. We do not intend to adopt Practice 5.9 of the MCG, where it is recommended that the Board comprises at least 30% women directors, upon Listing. However, the Board will endeavour to seek suitable female candidates from its business associates and/or the related manufacturing industry to comply with the said Practice by 31 December 2021.

5.4.2 Audit Committee

The main function of our Audit 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 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 the adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
- (c) To review the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
- (d) To review and approve our quarterly and annual financial statements for recommendation to 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;
- (e) To consider the major findings of internal investigations and management's response;
- (f) To review the policies and procedures for assessment of suitability and independence of external auditors;
- (g) To review the policies and procedure governing the provision of non-audit services by external auditors;
- (h) To review any related party transactions entered into by our Group and any conflict of interest situations that may arise within our Group; and
- (i) To perform such other functions as may be requested by our Board.

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

Name	Designation	Directorship
Chong Chin Look	Chairman	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director

Our Board will via our Nominating Committee review the composition, performance and effectiveness of our Audit Committee annually.

5.4.3 Remuneration Committee

The main function of our Remuneration Committee is to assist our Board in fulfilling its responsibility on matters relating to our Group's compensation, bonuses, incentives and benefits. The Remuneration Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) To recommend a remuneration framework for our Deputy Executive Chairman, 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 calibre, and yet not excessive. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefit-in-kind;

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

- (b) To recommend specific remuneration packages for our Deputy Executive Chairman, Managing Director, Executive Directors and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. As for Non-Executive Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of our Board;
- (c) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of our Deputy Executive Chairman, Managing Director, Executive Directors and key senior management;
- (d) To implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of our Board and key senior management;
- (e) To structure the component parts of remuneration so as to align with the business strategy and long-term objectives of the Company and to link rewards to individual performance and to assess the needs of the Company for talent at Board level at a particular time; and
- (f) 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
Datuk Mak Foo Wei	Chairman	Independent Non-Executive Director
Chong Chin Look	Member	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman

Our Nominating Committee review the composition, performance and effectiveness of our Remuneration Committee annually.

5.4.4 Nominating Committee

The Nominating Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) To assist our Board in ensuring that our Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) To ensure appropriate selection criteria and processes and to identify and recommend to our Board, candidates for directorships of our Company and members of the relevant Board committees;
- (c) To evaluate the effectiveness of our Board and the relevant Board committees;
- (d) To establish the mechanisms for the formal assessment on the effectiveness of the Board as a whole and the effectiveness of each Director. The annual assessment to be conducted would be based on objective performance criteria approved by our Board;

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

- (e) To ensure that all Directors receive appropriate continuous training in order to broaden their perspectives and to keep abreast with developments in the market place and with changes in new statutory and regulatory requirements;
- (f) To assist our Board to assess and evaluate 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 declaration of the same from our Director and thereafter, to inform our Audit Committee of the same. After deliberation with our Audit Committee, to recommend to our Board the necessary actions to be taken in circumstances where there is a conflict of interest; and
- (g) To ensure an appropriate framework and succession planning for our Board, including our Group Managing Director and Executive Directors.

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

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

Name	Designation	Directorship
Dato' Zulkifli Bin Adnan	Chairman	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director
Chong Chin Look	Member	Independent Non-Executive Director

5.4.5 Risk Management Committee

Our Board has the overall responsibility for risk oversight and risk management within our Group. However, as a committee of our Board, our Risk Management Committee shall lead our strategic direction in the management of our business risks, including oversight on the establishment and implementation of a risk management framework and reviewing the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management.

The objectives of the framework are to ensure the provision of quality product and services and monitor the risk culture and processes throughout our Group to take advantage of opportunities while managing risks that may adversely affect our reputation and achievement of business objectives.

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

- (a) To oversee and recommend the risk management policies and procedures of our Group;
- (b) 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 strategic, operational, financial and compliance risks;
- (c) To implement and maintain a sound risk management framework which identifies, assesses, manages and monitors our Group's business risks;
- (d) To set reporting guidelines for management to report to the committee on the effectiveness of our Group's management of its business risks;

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

- (e) To review the risk profile of our Group including all our subsidiaries and to evaluate the measures taken to mitigate the business risks;
- (f) To review the adequacy of management response to issues identified in risk registers, ensuring that our risks are managed within our Group's risk appetite; and
- (g) To oversee any investigation of activities which are within its terms of reference.

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

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

Name	Designation	Directorship
Chong Chin Look	Chairman	Independent Non-Executive Director
Dato' Zulkifli Bin Adnan	Member	Independent Non-Executive Chairman
Datuk Mak Foo Wei	Member	Independent Non-Executive Director
Yap Kai Ning	Member	Managing Director

5.5 RELATIONSHIPS AND/OR ASSOCIATIONS

- (a) Yap Tian Tion and Lim Bee Eng, both of whom are our Promoters and substantial shareholders are husband and wife. Yap Tian Tion is also our Deputy Executive Chairman; and
- (b) Yap Kai Ning, Yap Kai Jie and Yap Kai Min are siblings and children of Yap Tian Tion and Lim Bee Eng. Yap Kai Ning, Yap Kai Jie and Yap Kai Min are also our Promoters and substantial shareholders. Yap Kai Ning and Yap Kai Min are also our Managing Director and Chief Operation Officer respectively.

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

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.

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 events (whether within or outside Malaysia):

- (a) In the last 10 years, a petition under any bankruptcy or insolvency law 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;

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

- (c) In the last 10 years, charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) In the last 10 years, any judgment that was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (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; or
- (h) Has any unsatisfied judgment against him.

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6. GENERAL INFORMATION ON OUR GROUP

6.1 INFORMATION ON CEKD

CEKD was incorporated in Malaysia on 27 June 2018 under the Act as a public limited company under the name Print & Pack Solution Group Berhad. On 4 February 2020, we adopted our present name.

We were incorporated to facilitate the Listing and our principal activity is that of investment holding. Through our subsidiaries, we are principally involved in the manufacturing of die-cutting moulds and trading of related consumables, tools and accessories. Please refer to Section 6.3 for detailed information on the principal activities of our subsidiaries.

There has been no material change in the manner in which our Company conducts its business or activities since our incorporation up to LPD.

As at LPD, our share capital is RM34.27 million comprising 143,983,000 Shares, all of which have been issued and fully paid-up. The movements in our share capital since our incorporation are set out below:

Date of allotment	No. of shares allotted	Consideration/ Types of issue	Cumulative share capital
			RM
27 June 2018	2	RM2/ Subscribers' shares	2.00
17 October 2018	20	⁽¹⁾ Not applicable/ Subdivision of shares	2.00
27 November 2018	80	RM8/ Issue for cash	10.00
25 November 2020	127	RM12.70/ Issue for cash	22.70
21 June 2021	143,982,773	RM34,267,900/ Consideration for Acquisitions	34,267,922.70

Note:

⁽¹⁾ Not applicable as the subdivision of shares does not involve any consideration.

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

Upon completion of our IPO, our enlarged share capital will increase to RM58.55 million comprising 194,573,000 Shares from the issuance of 50,590,000 Issue Shares.

6.2 DETAILS OF THE ACQUISITIONS

In preparation for our Listing, we have undertaken the Acquisitions. On 7 December 2020, we entered into the following agreements:

- (a) Conditional share sale agreement with CEKD Holding to acquire the entire equity interest in Sharp DCM comprising 1,500,000 ordinary shares for a purchase consideration of RM28,634,400 which was satisfied by the issuance of 120,312,605 new Shares to CEKD Holding at an issue price of RM0.238 each; and

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

- (b) Conditional share sale agreement with CEKD Holding to acquire the entire equity interest in Hotstar comprising 850,000 ordinary shares for a purchase consideration of RM5,633,500, which was satisfied by the issuance of 23,670,168 new Shares to CEKD Holding at an issue price of RM0.238 each.

Details of the vendors of Sharp DCM and Hotstar and the number of Shares issued to them under the Acquisitions are as follows:

Sharp DCM Vendor	Shareholdings in Sharp DCM		Purchase consideration	No. of Shares issued
	No. of shares acquired	% of share capital		
			RM	
CEKD Holding	1,500,000	100.0	28,634,400	120,312,605

The purchase consideration for the Acquisition of Sharp DCM of RM28,634,400 was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited consolidated NA of Sharp DCM Group as at 31 August 2020 of RM30,434,440 and adjusted for the dividend amounting to RM1,200,000 and RM600,000 declared on 22 October 2020 and 19 November 2020 respectively.

Hotstar Vendor	Shareholdings in Hotstar		Purchase consideration	No. of Shares issued
	No. of shares acquired	% of share capital		
			RM	
CEKD Holding	850,000	100.0	5,633,500	23,670,168

The purchase consideration for the Acquisition of Hotstar of RM5,633,500 was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of Hotstar as at 31 August 2020 of RM7,163,467 and adjusted for the dividend amounting to RM680,000 and RM850,000 declared on 22 October 2020 and 19 November 2020 respectively.

The Acquisitions were completed on 21 June 2021. Thereafter, Sharp DCM and Hotstar became our wholly-owned direct subsidiaries.

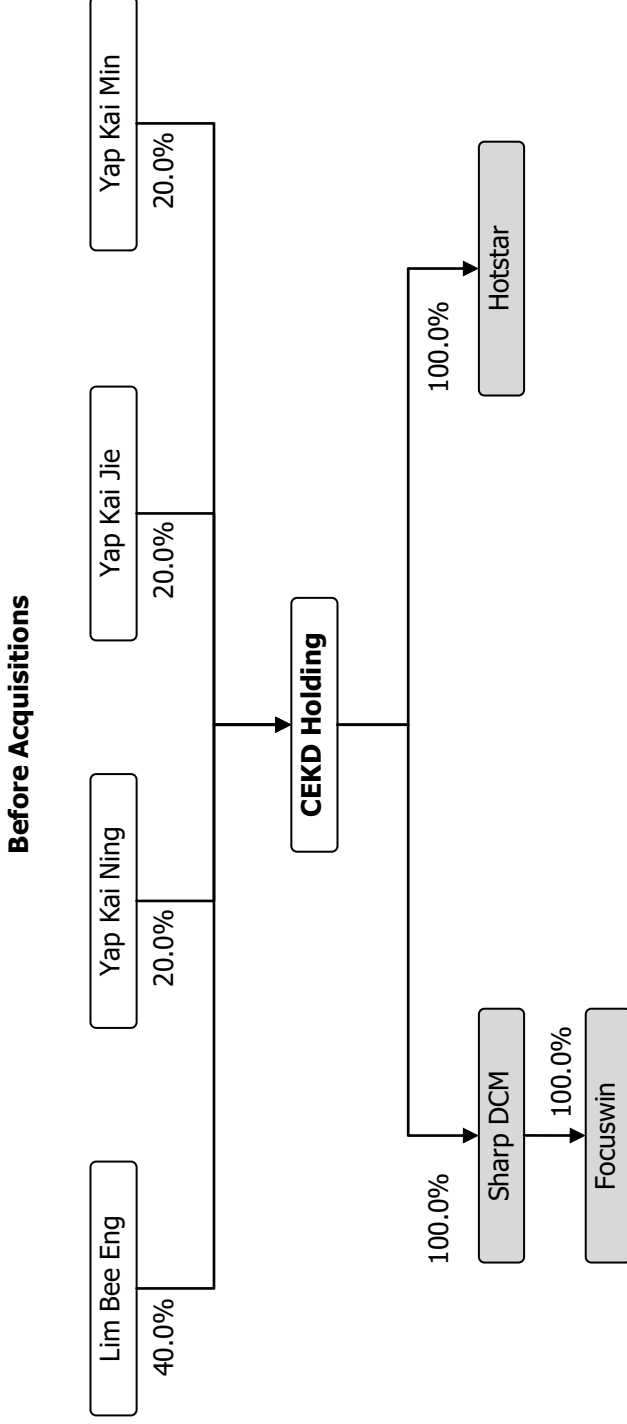
The new Shares issued under the Acquisitions rank equally in all respects with our existing Shares including voting rights and will be entitled to all rights and dividends and/or other distributions, the entitlement date of which is subsequent to the date of issuance of the new Shares.

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

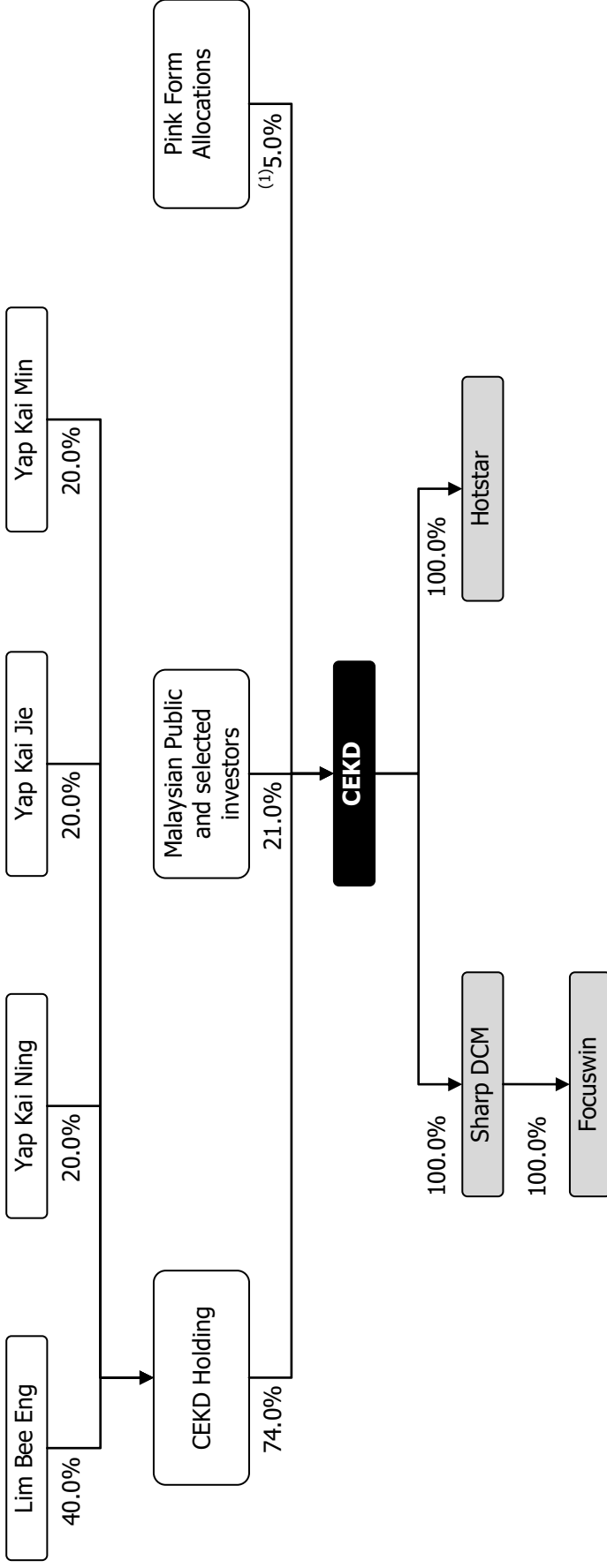
6.2.1 Group structure

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



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

After Acquisitions and IPO



Note:

(1) Assuming that all our eligible Directors, employees and persons who have contributed to the success of our Group will subscribe for the Pink Form Allocations.

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

6.3 SUBSIDIARIES AND ASSOCIATED COMPANIES

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

Company	Company No.	Date / Place of incorporation	Principal place of business	Effective equity interest	Principal activities
				%	
Sharp DCM	198901010422 (187724-P)	6 October 1989/ Malaysia	Malaysia	100.0	Manufacturer of die-cutting moulds and trading of related consumables, tools and accessories
Hotstar	199401000129 (285807-K)	4 January 1994/ Malaysia	Malaysia	100.0	Manufacturer of die-cutting moulds, other die-cutting tools and trading of related consumables, tools and accessories
Held through Sharp DCM					
Focuswin	199401032898 (318581-U)	4 October 1994/ Malaysia	Malaysia	100.0	Manufacturer of die-cutting moulds

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

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

6.4 MATERIAL CONTRACTS

Save for the material contracts disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by our Company or our subsidiaries for FYE 2018 to 2020 and FPE 2021 and up to the date of this Prospectus:

- (a) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the acquisition of a unit of 6-storey detached factory complex held under a piece of leasehold land known as Hakmilik Pajakan Negeri 4606 for Lot 30837, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan KL bearing the postal address No. 10, Jalan 1/137B, Resource Industrial Centre, Batu 5, Jalan Kelang Lama, 58200 Kuala Lumpur, for a total cash consideration of RM20,000,000, which was completed on 1 August 2019;
- (b) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the disposal of a unit of 1½-storey terraced factory held under a piece of freehold land known as Geran 60717, Lot 40513, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan KL bearing the postal address No. 8, Jalan 4/152, Taman Perindustrian OUG, Batu 6, Jalan Puchong, 58200 Kuala Lumpur for a total cash consideration of RM1,300,000, which was completed on 23 May 2019;
- (c) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the disposal of a unit of 1½-storey terraced factory held under a piece of freehold land known as Geran 421367, Lot 27739, Mukim Senai, Daerah Kulaijaya, Negeri Johor bearing postal address No. 14, Jalan Sawi 2, Taman Seri Senai, 81400 Senai, Johor, for a total cash consideration of RM420,000, which was completed on 22 July 2020;
- (d) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the disposal of a unit of 1½-storey terraced factory held under a piece of freehold land known as Geran 421365, Lot 27738, Mukim Senai, Daerah Kulaijaya, Negeri Johor bearing postal address No. 15, Jalan Sawi 2, Taman Seri Senai, 81400 Senai, Johor for a total cash consideration of RM420,000, which was completed on 25 October 2019;
- (e) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the disposal of a unit of 1½-storey terraced factory held under a piece of freehold land known as Geran 60719, Lot 40515, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan KL bearing postal address No. 12, Jalan 4/152, Taman Perindustrian OUG, Batu 6, Jalan Puchong, 58200 Kuala Lumpur for a total cash consideration of RM1,300,000, which was completed on 23 May 2019;
- (f) Sale and purchase agreement dated 17 December 2018 between Sharp DCM and Commercial Edge for the disposal of a unit of 1½-storey terraced factory held under a piece of freehold land known as Geran 60718, Lot 40514, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan KL bearing postal address No. 10, Jalan 4/152, Taman Perindustrian OUG, Batu 6, Jalan Puchong, 58200 Kuala Lumpur for a total cash consideration of RM1,300,000, which was completed on 23 May 2019;

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

- (g) Sale and purchase agreement dated 12 November 2018 between Sharp DCM and Leading Label Solutions Sdn Bhd ("**Leading Label**") for the disposal of all that parcel distinguished as Lot No. A3-03 situated on the third level of a light industrial complex erected on leasehold land held under Hakmilik Strata Pajakan Negeri 27168/M1/4/70, Petak No. 70, Tingkat No. 4, Bangunan No. M1, Lot No. 33468, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing the postal address A3-03 KL Industrial Park, Blok A, Jalan Klang, Batu 5, 58000 WP Kuala Lumpur, for a total cash consideration of RM525,000, which was completed on 4 July 2019;
- (h) Sale and purchase agreement dated 12 November 2018 between Sharp DCM and Leading Label for the disposal of all that parcel distinguished as Lot No. A3-04 situated on the third level of a light industrial complex erected on leasehold land held under Hakmilik Strata Pajakan Negeri 27168/M1/4/71, Petak No. 71, Tingkat No. 4, Bangunan No. M1, Lot No. 33468, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing the postal address A3-04 KL Industrial Park, Blok A, Jalan Klang, Batu 5, 58000 WP Kuala Lumpur, for a total cash consideration of RM565,000, which was completed on 4 July 2019;
- (i) Sale and purchase agreement dated 12 November 2018 between Sharp DCM and Leading Label for the disposal of all that parcel distinguished as Lot No. A3-05 situated on the third level of a light industrial complex erected on leasehold land held under Hakmilik Strata Pajakan Negeri 27168/M1/4/72, Petak No. 72, Tingkat No. 4, Bangunan No. M1, Lot No. 33468, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing the postal address A3-05 KL Industrial Park, Blok A, Jalan Klang, Batu 5, 58000 WP Kuala Lumpur, for a total cash consideration of RM430,000, which was completed on 4 July 2019;
- (j) Settlement agreement dated 10 August 2018 between Sharp DCM and Lim Lee Hong for the disposal of one unit of residential apartment held under Geran 12798/M1/4/131, Lot No. 9760, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing the postal address No. 33D, Jalan Sepadu 5, Batu 5, Block A, Taman Lee Yan Lian, 58200 WP Kuala Lumpur previously held on trust by Lim Lee Hong for the benefit of Sharp DCM, for a total cash consideration of RM65,000, which was completed on 18 September 2018;
- (k) Settlement agreement dated 10 August 2018 between Sharp DCM and Lim Lee Hong for the disposal of one unit of residential apartment held under Master Title CT No. 27162, Lot No. 7791, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing postal address No. 45D, Jalan Sepadu 6, Batu 5, Block B, Taman Lee Yan Lian, 58200 WP Kuala Lumpur previously held on trust by Lim Lee Hong for the benefit of Sharp DCM, for a total cash consideration of RM65,000, which was completed on 18 September 2018;
- (l) Settlement agreement dated 10 August 2018 between Sharp DCM and Lim Lee Hong for the disposal of one unit of residential apartment held under Master Title CT No. 27162, Lot No. 7791, Mukim Petaling, Daerah Wilayah Persekutuan, Negeri Wilayah Persekutuan bearing postal address No. 47D, Jalan Sepadu 6, Batu 5, Block B, Taman Lee Yan Lian, 58200 WP Kuala Lumpur previously held on trust by Lim Lee Hong for the benefit of Sharp DCM, for a total cash consideration of RM65,000, which was completed on 18 September 2018;

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

- (m) Settlement agreement dated 10 August 2018 between Sharp DCM and Lim Choon Chong for the disposal of one unit of residential apartment held under Strata Title PM 2094/M3/4/242, Lot No. 58043, Mukim Pekan Kinrara, Daerah Petaling, Negeri Selangor bearing postal address No. C-3-01, Pangsapuri Melur, Jalan TBK 1/10, Taman Bukit Kinrara, 47100 Puchong, Selangor previously held on trust by Lim Choon Chong for the benefit of Sharp DCM, for a total cash consideration of RM62,000, which was completed on 28 September 2018;
- (n) Sale and purchase agreement dated 7 December 2020 between our Company and CEKD Holding for the Acquisition of Sharp DCM, which was completed on 21 June 2021;
- (o) Sale and purchase agreement dated 7 December 2020 between our Company and CEKD Holding for the Acquisition of Hotstar, which was completed on 21 June 2021;
- (p) Sale and purchase agreement dated 11 May 2021 between Hotstar and Image & Concept Sdn Bhd for the acquisition of all that piece of freehold land measuring approximately 1,658 square metres held under Geran 213962, Lot 2786, Bandar Kepong, Daerah Gombak, Negeri Selangor together with one unit of factory erected thereon bearing the postal address No. 19, Jalan KIP 7, Taman Perindustrian KIP, 52200 Kuala Lumpur, for a total cash consideration of RM8,800,000, which is pending completion; and
- (q) Underwriting agreement dated 2 August 2021 between our Company and M&A Securities for the underwriting of up to 19,458,000 Issue Shares for an underwriting commission of 3.0% of the IPO Price multiplied by the number of Issue Shares being underwritten.

6.5 PUBLIC TAKE-OVERS

Since our incorporation 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. GENERAL INFORMATION ON OUR GROUP (Cont'd)

6.6 MAJOR APPROVALS, LICENSES AND PERMITS

Save as disclosed below, 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 pertaining to the general business requirements:

No.	Licencee	Issuing authority	Date of issue / Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
(a)	Sharp DCM	MITI	3 January 2018 / Not stated	Manufacturing license for the place of manufacturing at 10, Jalan 1/137B, Resource Industrial Centre, Batu 5, Jalan Kelang Lama, 58200 Kuala Lumpur for die-cutting block	(a) The address stated in the licence is subject to approval by the State Government and Department of Environment;	Complied
					(b) MITI and MIDA must be informed of the sale of shares in the company;	Complied
					(c) The company is required to train Malaysian citizens accordingly to facilitate the transfer of expertise and technology to all levels of employees;	Complied
					(d) The company must comply with the terms of the capital investment per employee ("CIPE") ratio of at least RM140,000.00 by year 2020;	Complied
					(e) The total fulltime manpower of the company must consist of at least 80% of Malaysians. Employment of foreign workers, including employed through third-party is subject to current policy;	Complied
					(f) The company shall submit information on investment performance and project implementation under the Industrial Coordination Act, 1975 and the MIDA Act, 1965 when required by MIDA; and	Complied


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

No.	Licencee	Issuing authority	Date of issue / Date of expiry	Nature of approval/ Licences	Equity and/or major conditions imposed	Compliance status
(b)	Hotstar	MITI	29 August 2018 / Not stated	Manufacturing license for the place of manufacturing at 20, Jalan KIP 7, Taman Perindustrian KIP, Kepong, 52200 Kuala Lumpur for die-cutting block	(g) The company must undertake its projects in accordance with the rules and regulations in Malaysia.	Complied
					(a) The address stated in the licence is subject to approval by the State Government and Department of Environment;	Complied
					(b) MITI and MIDA must be informed of the sale of shares in the company;	Complied
					(c) The company is required to train Malaysian citizens accordingly to facilitate the transfer of expertise and technology to all levels of employees;	Complied
					(d) The company must comply with the terms of the CIPE ratio of at least RM140,000.00 by year 2020;	Complied
					(e) The total fulltime manpower of the company must consist of at least 80% of Malaysians. Employment of foreign workers, including employed through third-party is subject to current policy;	Complied
					(f) The company shall submit information on investment performance and project implementation under the Industrial Coordination Act, 1975 and the MIDA Act, 1965 when required by MIDA; and	Complied
					(g) The company must undertake its projects in accordance with the rules and regulations in Malaysia.	Complied

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

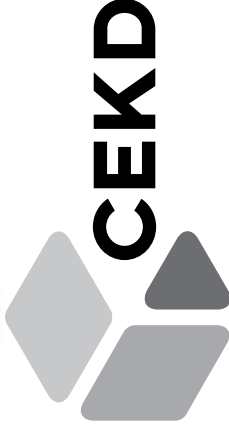
6.7 TRADEMARKS

Save as disclosed below, we do not have any other trademarks for our business operations as at LPD:

No.	Trademark	Applicant(s) or Registered owner(s)	Trademark application no./ Class	Approving authority/ Place of application or registration	Status/ Registration validity
(a)		Sharp DCM	2016071259/ Flat dies (Part of machines); rotary dies (part of machines); injection moulds; moulds for injection moulding tools; moulding dies (part of machine); press dies for metal forming; All included in Class 7	MyIPO/ Malaysia	Registered/ 10 November 2016 to 10 November 2026
(b)	SCANFLEX	Sharp DCM	2016071253/ Flat dies (part of machines); rotary dies (part of machines); injection moulds; moulds for injection moulding tools; moulding dies (part of machine); press dies for metal forming; All included in Class 7	MyIPO/ Malaysia	Registered/ 10 November 2016 to 10 November 2026
(c)	SHARP DIE	Sharp DCM	2016071255 Flat dies (part of machines); rotary dies (part of machines); injection moulds; moulds for injection moulding tools; moulding dies (part of machine); press dies for metal forming; All included in Class 7	MyIPO/ Malaysia	Registered/ 10 November 2016 to 10 November 2026
(d)	SCANFLEX	Sharp DCM	01860349 Flat dies (part of machines); rotary dies (part of machines); injection moulds; moulds for injection moulding tools; moulding dies (part of machine); press dies for metal forming; All included in Class 007	⁽¹⁾ Taiwan Intellectual Property Office/ Taiwan	Registered/ 16 August 2017 to 15 August 2027

Registration No.: 201801023077 (1285096-M)

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

No.	Trademark	Applicant(s) or Registered owner(s)	Trademark application no./ Class	Approving authority/ Place of application or registration	Status/ Registration validity
(e)		CEKD	TM 2021011396 Administration of business affairs; administrative services; advertising, marketing and promotional services; advertising via electronic media; analysis of business data; arranging of trade fairs; automated data processing; business administration; business and marketing research; business auditing; business development; business information; business marketing; business networking; business planning; collection of data for market studies; collection, systematization, compilation and analysis of business data and information stored in computer databases; compilation of statistics; computerised data processing; conducting, arranging and organizing trade shows and trade fairs for commercial and advertising purposes; creating and updating advertising material; dissemination of advertisements and advertising material [flyers, brochures, leaflets and samples]; electronic data processing; issuing and updating of advertising texts; marketing; office administration; office functions; organising and conducting trade fairs, events and exhibitions for commercial or advertising purposes; publicity; public relations; stock management; systematization of data into computer databases; the bringing together, for the benefit of others, of a variety of goods, excluding the transport thereof, enabling customers to conveniently view and purchase those goods; updating of advertising material; web site optimization; All included in Class 35	MyIPO/ Malaysia	(2) Under formality validation/ 20 April 2021

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

Notes:

- (1) One of our suppliers in Taiwan produces our SCANFLEX brand raw materials for us. As such, we have trademarked SCANFLEX in Taiwan to prevent our Taiwanese supplier from selling SCANFLEX brand raw materials to their other customers.
- (2) Refers to pending examination by MyIPO which generally takes approximately 6 to 8 months from the date of registration (i.e. 20 April 2021).

6.8 PROPERTY, PLANT AND EQUIPMENT

6.8.1 Properties owned by our Group

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

(a) Sharp DCM

No.	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 CCC	Encumbrance	Audited NBV as at 31 March 2021 RM'000
(i)	10, Jalan 1/137B Resource Industrial Centre Batu 5, Jalan Kelang Lama 58200 Kuala Lumpur Held under PN 4606 Lot 30837, Mukim Petaling Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur	6-storey detached factory and office building/ Own use for business operations/ Leasehold, 99 years expiring on 29 March 2065 or 45 remaining years as at LPD/ Perusahaan/Perindustrian	23,896/ 71,910	30 January 2020	Charged to CIMB Bank Berhad	19,065

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

(b) Focuswin

No.	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 CCC	Encumbrance	Audited NBV as at 31 March 2021 RM'000
(i)	81, Jalan Nagasari 1 Taman Nagasari 13600 Prai Penang Held under GRN 149634 Lot 3683, Mukim 06 Daerah Seberang Perai Tengah Negeri Pulau Pinang	Intermediate 2-storey light industrial shophot/ Own use for business operations/ Freehold/ Perusahaan/Perindustrian	2,314/ 3,277	8 January 2020	None	177
(ii)	83, Jalan Nagasari 1 Taman Nagasari 13600 Prai Penang Held under GRN 149633 Lot 3682, Mukim 06 Daerah Seberang Perai Tengah Negeri Pulau Pinang	Intermediate 2-storey light industrial shophot/ Own use for business operations/ Freehold/ Perusahaan/Perindustrian	2,335/ 3,090	8 January 2020	None	234

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

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

6.8.2 Properties rented by our Group

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

No.	Address	Landlord/ Tenant	Description/ Existing use	Built-up area sq ft	Period of tenancy / Rental per annum
(a)	59D, Jalan Sepadu 6, Batu 5, Block B, Taman Lee Yan Lian, 58200 Kuala Lumpur	Ng Siew Foon/ Sharp DCM	3rd floor of a 4-storey apartment with 2 bedrooms/ Workers' accommodation ⁽²⁾	650	1 October 2020 to 30 September 2022/ RM7,200
(b)	88B, Jalan Sepadu 7, Batu 5, Block C, Taman Lee Yan Lian, 58200 Kuala Lumpur	Wong Kin Loi/ Sharp DCM	1st floor of a 4-storey apartment with 2 bedrooms/ Workers' accommodation ⁽²⁾	650	1 May 2021 to 30 April 2022/ RM7,200
(c)	45D, Jalan Sepadu 6, Batu 5, Block B, Taman Lee Yan Lian, 58200 Kuala Lumpur	Lim Lee Hong/ Sharp DCM	3rd floor of a 4-storey apartment with 2 bedrooms/ Workers' accommodation ⁽²⁾	650	1 January 2021 to 31 December 2022/ RM7,200
(d)	47D, Jalan Sepadu 6, Batu 5, Block B, Taman Lee Yan Lian, 58200 Kuala Lumpur	Lim Lee Hong/ Sharp DCM	3rd floor of a 4-storey apartment with 2 bedrooms/ Workers' accommodation ⁽²⁾	650	1 January 2021 to 31 December 2022/ RM7,200
(e)	Block A-3A-5 Suria Kipark Apartment, Taman KIP, 52200 Kepong, Kuala Lumpur	Ravandiran Ramankutty/ Hotstar	4th floor of a 16-storey apartment with 3 bedrooms/ Workers' accommodation ⁽¹⁾	947	15 April 2021 to 14 April 2022/ RM14,400
(f)	Block D-05-02, Damansara Suria Apartment, Taman KIP, Persiaran KIP 2, 52200 Kepong, Kuala Lumpur	Poh Chin Teik/ Hotstar	5th floor of a 16-storey apartment with 3 bedrooms/ Workers' accommodation ⁽¹⁾	947	1 April 2021 to 31 March 2022/ RM13,200

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

No.	Address	Landlord/ Tenant	Description/ Existing use	Built-up area sq ft	Period of tenancy / Rental per annum
(g)	20, Jalan KIP 7, Taman Perindustrian KIP, 52200 Kepong, Kuala Lumpur	KTM Distribution Sdn Bhd/ Hotstar	2½-storey detached factory/ Production facility for die- cutting mould	13,500	1 April 2021 to 31 March 2023/ RM276,000
(h)	256, Jalan KIP 4, Kepong Industrial Park, 52100 Kepong, Kuala Lumpur	Yong King Hak/ Hotstar	Intermediate 1½ storey terrace factory/ Production facility for die- cutting mould	2,950	1 February 2020 to 31 January 2022/ RM54,000
(i)	257, Jalan KIP 4, Kepong Industrial Park, 52100 Kepong, Kuala Lumpur	Chua Yok Sin/ Hotstar	Intermediate 1½ storey terrace factory/ Storage	2,950	16 January 2020 to 15 January 2023/ RM48,000
(j)	85, Jalan Nagasari 1, Taman Nagasari, 13600 Prai, Penang	Lai Pit Yen/ Focuswin	Intermediate 2-storey light industrial shoptlot/ Warehouse, workshop and office	2,799	1 May 2021 to 30 April 2023/ RM33,600
(k)	C-6-07, Pangsapuri Nagasari, Lorong Nagasari 20, Taman Nagasari, 13600 Prai, Penang	Sin Chen Chen/ Focuswin	6th floor of a 10-storey apartment with 3 bedrooms/ Workers accommodation ⁽²⁾	650	16 December 2020 to 15 December 2022/ RM9,000

Notes:

- (1) We had on 19 August 2021 received Certificate of Accommodation for these properties
- (2) We had between March to May 2021 received Certificate of Accommodations for these properties.

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

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

6.8.3 Acquisition of properties

Save as disclosed below, we have not entered into any agreements to acquire any properties during FYE 2018 to 2020 and FPE 2021 and up to LPD:

No.	Date of purchase	Postal address	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 CCC	Audited NBV as at 31 March 2021	Purchase value
						RM'000	
(a)	17 December 2018	10, Jalan 1/137B Resource Industrial Centre Batu 5, Jalan Kelang Lama 58200 Kuala Lumpur	6-storey detached factory and office building/ Own use for business operations/ Leasehold, 99 years expiring on 29 March 2065 or 45 remaining years as at LPD/ Perusahaan/Perindustrian	23,896/ 71,910	30 January 2020	19,065	20,000

6. GENERAL INFORMATION ON OUR GROUP (Cont'd)**6.8.4 Regulatory requirements and environmental issues**

As at LPD, there are no laws, regulations, rules or requirements governing the conduct of our business and environmental issues which may materially affect our Group's business or operations.

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

Save as disclosed below, there were no other material capital expenditures (including interests in other corporations) made by us for FYE 2018 to 2020, FPE 2021 and up to LPD:

Description	At cost				1 April 2021 up to LPD
	FYE 2018	FYE 2019	FYE 2020	FPE 2021	
	RM'000				
Property, plant and equipment:					
• Leasehold land & building	-	⁽¹⁾ 20,000	-	-	-
• Furniture and fittings, office equipment and signboard	292	86	605	53	25
• Electrical installation & renovation	168	62	-	-	-
• Plant & machinery, workshop equipment, tools and utensils	966	2,351	43	356	54
• Motor vehicles	628	51	-	206	-
Other investment ⁽²⁾	-	2,900	820	6,020	150
Acquisition of remaining 50% equity interest in Focuswin ⁽³⁾	1,000	-	-	-	-
	3,054	25,450	1,468	6,635	229

Notes:

(1) Relates to the acquisition by Sharp DCM of a unit of 6-storey detached factory and office building from Commercial Edge, for a total cash purchase consideration of RM20,000,000. The purchase consideration was derived at based on the open market value of the said property of RM20,000,000 as appraised by an independent valuer in its valuation report dated 21 November 2018. Please refer to Section 6.4(c) for title particulars of the said property.

(2) Represent investment in unit trusts in Malaysia.

(3) Represent acquisition by Sharp DCM of the remaining 50% equity interest in Focuswin for a purchase consideration of RM1.00 million.

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

The above material capital expenditures are for our operations and primarily financed by a combination of bank borrowings, hire purchase and internally generated funds.

Our capital expenditures, particularly for plant & machinery, workshop equipment, tools and utensils were mainly driven by our business expansion as well as for replacement purposes.

(b) Material capital divestitures

Save as disclosed below, there were no other material capital divestitures (including interest in other corporations) made by our Group for FYE 2018 to 2020, FPE 2021 and up to LPD:

Description	At cost				1 April 2021 up to LPD
	FYE 2018	FYE 2019	FYE 2020	FPE 2021	
	RM'000				
Property, plant and equipment:					
• Freehold building	(1)177	-	-	-	-
• Furniture and fittings, office equipment and signboard	-	-	-	-	-
• Electrical installation & renovation	-	-	-	-	-
• Plant & machinery, workshop equipment, tools and utensils	1,019	301	-	45	-
• Motor vehicles	1,017	82	-	134	-
Investment properties:					
• Leasehold building	(1)61	-	-	-	-
• Leasehold land	-	(1)539	-	-	-
• Freehold land	-	(1)987	-	-	-
• Freehold building	-	(1)774	-	-	-
Investment in associates	-	(2)1,296	-	-	-
Other investment (3)	-	-	1,000	2,800	-
	2,274	3,979	1,000	2,979	-

Notes:

(1) Relates mainly to the disposal by Sharp DCM of properties, details as follows:

Purchaser	Date of disposal	Disposal consideration	Note
		RM'000	
Lim Lee Hong	10 August 2018	65	Please refer to Section 6.4(j) for title particulars of the said property
Lim Lee Hong	10 August 2018	65	Please refer to Section 6.4(k) for title particulars of the said property
Lim Lee Hong	10 August 2018	65	Please refer to Section 6.4(l) for title particulars of the said property
Lim Choon Chong	10 August 2018	62	Please refer to Section 6.4(m) for title particulars of the said property

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

Purchaser	Date of disposal	Disposal consideration	Note
		RM'000	
Commercial Edge	17 December 2018	1,300	Please refer to Section 6.4(b) for title particulars of the said property
Commercial Edge	17 December 2018	420	Please refer to Section 6.4(c) for title particulars of the said property
Commercial Edge	17 December 2018	420	Please refer to Section 6.4(d) for title particulars of the said property
Commercial Edge	17 December 2018	1,300	Please refer to Section 6.4(e) for title particulars of the said property
Commercial Edge	17 December 2018	1,300	Please refer to Section 6.4(f) for title particulars of the said property
Leading Label	12 November 2018	525	Please refer to Section 6.4(g) for title particulars of the said property
Leading Label	12 November 2018	565	Please refer to Section 6.4(h) for title particulars of the said property
Leading Label	12 November 2018	430	Please refer to Section 6.4(i) for title particulars of the said property

The above non-core properties were not used for our Group's business operations. The properties sold to Lim Lee Hong and Lim Choon Chong were then used for our Group's workers' accommodation whilst the other properties were rented to third parties. As such, their disposals will not have a significant effect on the existing operations of our Group. Furthermore, their disposals will enable us to realise our investment in these non-core assets at the prevailing market values.

- (2) Relates to the disposal by Sharp DCM of its 36.0% equity interest in Shanyu to a third party, Sleektech Sdn Bhd for a cash consideration of RM1,296,000. Shanyu is also involved in the manufacturing of die-cutting moulds. Although Shanyu is also involved in manufacturing of die-cutting moulds, Shanyu caters to a different market segment than us as their customers are small medium enterprises which do not require high precision and high durability die-cutting moulds. The disposal was undertaken as the other shareholders of Shanyu were not keen to participate in the Listing.

The disposal consideration was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of Shanyu as at 31 August 2018 of RM4.90 million. In addition, Sharp DCM has also considered its cost of investment in associated company of RM1.50 million as at 31 August 2018 in agreeing to the disposal consideration.

- (3) Represent investment in unit trusts in Malaysia.

Overall, the above capital divestitures and write-offs were carried out in the ordinary course of business as part of our periodic review of our fixed asset register to identify and eliminate those assets which have been fully depreciated or no longer in use or are obsolete or have surpassed their useful lives or are non-core properties of our Group.

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

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.

6.8.6 Material plans to construct, expand or improve facilities

Save for the utilisation of proceeds from our Public Issue as set out in Section 4.9.1, our Group has no immediate plans to construct, expand and improve our facilities as at LPD.

6.9 EMPLOYEES

As at LPD, our Group has a total workforce of 146 employees of whom 120 are permanent employees and 26 are contractual employees. Local employees accounted for 82.2% of total workforce as at LPD while the 17.8% were foreign workers (general workers). As at LPD, all of our foreign workers are contractual workers and have valid working permits. The following table sets out the breakdown of our employees:

Category of employees	Number of employees	
	As at 31 March 2021	As at LPD
Director	5	5
Manager	3	3
Executive	5	5
Supervisor	17	17
Workers	123	116
• Local	124	120
• Foreign	29	26
	153	146

As at LPD, all our employees are based in Malaysia. There were no significant changes in the number of employees of our Group for FPE 2021 and up to LPD.

None of our employees belong to any labour union. The relationship and co-operation between our management and our employees have always been good and this is expected to continue in the future. As at LPD, there is no major industrial dispute pertaining to our employees. Over FYE 2018 to 2020 and FPE 2021, there has not been any incident of work stoppage or labour disputes that has materially affected our operations.

7. BUSINESS OVERVIEW

7.1 OUR HISTORY

Our Company, CEKD was incorporated on 27 June 2018 as an investment holding company with 3 subsidiaries, namely Sharp DCM, Focuswin and Hotstar. Our Group is principally a die-cutting solutions provider, and is involved in the manufacturing of die-cutting moulds and trading of related consumables, tools and accessories.

In 1989, Wong Kin Loi and Lim Lee Hong, founded Sharp DCM as a trading company of related consumables, tools and accessories for die-cutting moulds. It was during this period that the growth of the automotive industry in Malaysia began, allowing for many opportunities to supply various types of moulds and dies that are used in manufacturing of automotive parts and related packaging materials. This has spurred Sharp DCM to extend its business and venture into the manufacturing of die-cutting moulds as a means to create and introduce differentiated products to cater to the demand for high-end die-cutting mould products. Back then, Sharp DCM operated in a 3,000 sq ft facility at KL Industrial Park.

In 1990, Sharp DCM obtained its pioneer status for the production of "moulds, tools and dies" by MIDA. Back then, the company was focused on manufacturing die-cutting moulds for the textile and leather industries. Following strong industrial growth in Malaysia, the company started to receive requests for more customisable and specific die-cutting moulds. This prompted Wong Kin Loi and Lim Lee Hong to invite our Deputy Executive Chairman, Yap Tian Tion, who is the business partner of Wong Kin Loi and brother-in-law of Lim Lee Hong, to join Sharp DCM via an acquisition of 49.2% equity interest from Wong Kin Loi in 1994. This was due to Yap Tian Tion's experience in the manufacturing of different types of die-cutting moulds as well as trading in related consumables, tools and accessories via Shenway, a company which he established with Wong Kin Loi in 1984.

Over the following years, Yap Tian Tion gradually transferred all of Shenway's manufacturing activities over to Sharp DCM, leaving Shenway as a trading company. As at LPD, Shenway has ceased all trading activities related to die-cutting mould. Since the inception of Sharp DCM, the company underwent a series of shareholding restructuring exercises which saw the transfer of shares from the founders of Sharp DCM, Wong Kin Loi and Lim Lee Hong, to Yap Tian Tion as mentioned above, and Yap Kai Ning and then to CEKD Holding. Subsequently in 2018, CEKD Holding emerged as the sole shareholder of Sharp DCM.

With the entry of Yap Tian Tion along with his industry expertise, Sharp DCM's business began to grow and the company's product offering was diversified to capture more customers in the converting, paper printing and packaging and E&E industries.

In 1997, Sharp DCM invested 50.0% equity interest in Focuswin to offer its services to customers in the Northern region of Peninsular Malaysia. In the same year, Sharp DCM invested in automatic steel rule processors which forms part of the die-cutting mould production process, as a mean to decrease manufacturing process time and increase precision and consistency of die-cutting moulds.

In 2002, Sharp DCM expanded its factories at KL Industrial Park to built-up area of approximately 19,709 sq ft and invested in CNC milling/engraving machines which enabled us to automate the milling/engraving process and to manufacture embossing/debossing tools. During the same year, Sharp DCM was assessed and certified with the ISO 9001:2000 under the scope of "manufacturing die-cutting mould, tool and die excluding design and development" by AJA EQS Certification (M) Sdn Bhd. This accreditation was subsequently updated to ISO 9001:2008 certification and ISO 9001:2015 certification in 2006 and 2018 respectively.

7. BUSINESS OVERVIEW (Cont'd)

As part of the succession plan, the daughter of Yap Tian Tion, Yap Kai Ning was groomed to succeed him. She joined Sharp DCM in 2008 and was exposed to the entire spectrum of the company's operations. She was subsequently appointed as Managing Director of Sharp DCM in 2015.

In 2013, Sharp DCM relocated to its current factory at Jalan Kelang Lama, with built-up area of approximately 71,000 sq ft, in order to accommodate its customers' growing demands. Additionally, this new factory is equipped with higher technology equipment, such as producing more precise and advance 2D and 3D embossing and debossing tools as well as NC dies, as a means to expand our product offering and to keep up with the latest printing and packaging technology.

In 2017, Sharp DCM acquired the balance 50.0% equity interest of Focuswin. During the same year, CEKD Holding also acquired Hotstar, another die-cutting mould manufacturer in Klang Valley to expand our market share in the die-cutting tools manufacturing industry. The acquisition was attributable to Hotstar's business complementing Sharp DCM as Sharp DCM specialises in manufacturing of flatbed die-cutting moulds and rotary die-cutting moulds, while Hotstar manufactures flatbed die-cutting moulds and other die-cutting tools such as pinnacle dies, NC dies and progressive stamping dies. Although Sharp DCM and Hostar focuses on the same customer segments, our acquisition of Hotstar had enabled us to widen our reach to Hotstar's customer base which were mainly from the northern region of Klang Valley and in the E&E industry. We did not register a trademark under Hotstar as it manufactures less complex flatbed die-cutting moulds as compared to Sharp DCM.

In 2020, Sharp DCM obtained a die-maker certification from Bobst Mex SA ("**Bobst**"), a Switzerland based company that supplies die-cutting machines and services to the packaging and its related industries. As at LPD, Sharp DCM is the only certified die maker by Bobst in Southeast Asia providing die-cutting moulds and tools to their customers. The certification is not specific to any of our products and we are not dependent on such certification for our sales, rather it is a recognition that our products are up to the standards for Bobst's die-cutting machines. The certification is renewable annually subject to Bobst's yearly visit and audit of our operations to ensure that our products are compatible and the quality is up to the standard for Bobst's die-cutting machines. The last certification issued by Bobst to Sharp DCM is dated 17 February 2021.

As Bobst's certified die maker, Sharp DCM has access to Bobst's latest die-cutting technology through its tooling process specialist team which enables Sharp DCM to respond quickly to Bobst's technological advancement in the die-cutting tools manufacturing industry.

7.1.1 Key milestones, awards and recognitions

Year	Key milestones, awards and recognitions
1989	<ul style="list-style-type: none"> Commenced operation as a trading company of related consumables, tools and accessories for die-cutting moulds Ventured into the manufacturing of die-cutting moulds
1990	<ul style="list-style-type: none"> Obtained pioneer status from MIDA⁽¹⁾
1997	<ul style="list-style-type: none"> Expanded to Northern region of Peninsular Malaysia through investment in Focuswin Invested in automatic steel rule processors
2002	<ul style="list-style-type: none"> Invested in CNC milling/engraving machines Assessed and certified with the ISO 9001:2000

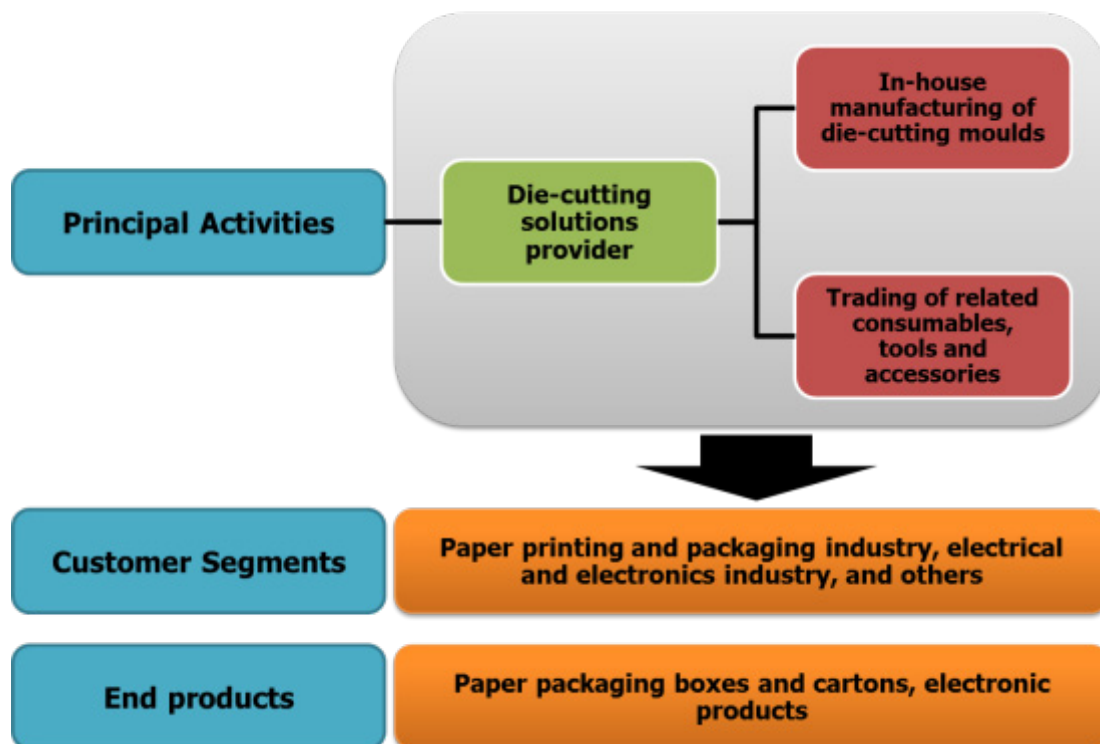
7. BUSINESS OVERVIEW (Cont'd)

Year	Key milestones, awards and recognitions
2013	<ul style="list-style-type: none"> Relocated to current factory at Jalan Kelang Lama with higher technology equipment such as producing more precise and advance 2D and 3D embossing and debossing tools and NC dies
2020	<ul style="list-style-type: none"> Obtained a die-maker certification from Bobst

Note:

- ⁽¹⁾ The pioneer status was granted by MITI on 6 March 1991 and continued for a period of 5 years pursuant to the Promotion of Investments Act 1986.

7.2 DESCRIPTION OF OUR BUSINESS



Our Group is a die-cutting solutions provider, and is involved in the manufacturing of die-cutting moulds and trading of related consumables, tools and accessories, mainly to the paper printing and packaging industry, E&E industry, and other industries such as automotive, plastic packaging, textile and leather industries. From time to time, we also assist our customers to convert their raw materials into semi-finished die-cutting moulds.

Our die-cutting moulds and tools are used in:

- paper printing and packaging industry to die-cut paper boxes and cartons;
- E&E industry to die-cut electrical components which are then used in electrical products such as television panels, laptops, hard disks, audio speakers, remote controllers and washing machine panels;
- automotive industry to die-cut parts such as engine gasket, emblem, fabric and leather materials to wrap interior components such as steering wheel, car seat and sun visors;