

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF SUNVIEW GROUP BERHAD (“SUNVIEW” OR “COMPANY”) DATED 23 SEPTEMBER 2022 (“ELECTRONIC PROSPECTUS”)

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

Website

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

Availability and Location of Paper/Printed Prospectus

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

Prospective investors should note that the Application Forms are not available in electronic format.

Jurisdictional Disclaimer

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

Close of Application

Applications for the IPO Shares will be accepted from **10.00 a.m.** on **23 September 2022** and will close at **5.00 p.m.** on **30 September 2022**. Any change to the timetable will be advertised by Sunview in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

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

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

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

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



www.sunview.com.my

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SUNVIEW GROUP BERHAD



PROSPECTUS



P R O S P E C T U S

SUNVIEW GROUP BERHAD

(Registration No. 202101019497 (1419797-M))
 (Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) IN CONJUNCTION WITH THE LISTING OF SUNVIEW GROUP BERHAD (“SUNVIEW” OR THE “COMPANY”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) COMPRISING PUBLIC ISSUE OF 118,000,000 NEW ORDINARY SHARES IN SUNVIEW (“SHARES”) IN THE FOLLOWING MANNER:

- 23,600,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 9,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP; AND
- 85,400,000 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS

AT AN IPO PRICE OF RM0.29 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

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

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 190.

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

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

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



Sunview

Principal Adviser, Sponsor, Sole Underwriter and Placement Agent



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

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

THIS PROSPECTUS IS DATED 23 SEPTEMBER 2022

RESPONSIBILITY STATEMENTS

Our Directors and Promoters (as defined in this Prospectus) 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 that there is no false or misleading statement or other facts, which if omitted, would make any statement in the Prospectus false or misleading.

Alliance Islamic Bank Berhad, being our Principal Adviser, Sponsor, Sole Underwriter and Placement Agent, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the offering.

STATEMENTS OF DISCLAIMER

Approval has been granted by Bursa Securities for the listing of and quotation for the securities being offered. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of the offering, our Company or our Shares.

Bursa Securities is not liable for any non-disclosure on our Company's 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 for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

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

OTHER STATEMENTS

You should 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 this Prospectus or the conduct of any other person in relation to our Company.

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

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

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

This Prospectus is prepared and published solely for our IPO in Malaysia under the laws of Malaysia. Our IPO shares are issued in Malaysia solely based on the contents of this Prospectus. Our Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Placement Agent take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Placement Agent have not authorised anyone to provide you with information which is not contained in this Prospectus.

It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Principal 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, voidable or void in any such country or jurisdiction.

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

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

ELECTRONIC PROSPECTUS

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

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

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

In the event of any discrepancies arising between the contents of the Electronic Prospectus and the contents of the paper / printed copy of this Prospectus for any reason whatsoever, the contents of the paper / printed copy of this Prospectus, which is identical to the copy of the Prospectus registered by Bursa Securities, shall prevail.

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

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

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

Where an electronic prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

- (i) the Internet Participating Financial Institutions are liable in respect of the integrity of the contents of the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software;
- (ii) the Internet Participating Financial Institutions shall not be responsible in any way for the integrity of the contents of the Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions and thereafter communicated or disseminated in any manner to you or other parties; and
- (iii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

The Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault 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

The following events are intended to take place on the following tentative dates:

Event(s)	Tentative Date(s)
Opening of the application period for the IPO	23 September 2022
Closing of the application period for the IPO	30 September 2022
Balloting of applications	4 October 2022
Allotment of IPO Shares to successful applicants	13 October 2022
Listing on the ACE Market	17 October 2022

In the event there is any change to the indicative timetable above, we will advertise the notice of the changes in a widely circulated daily English and Bahasa Malaysia newspapers in Malaysia.

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP

Fabulous Sunview	: Fabulous Sunview Sdn Bhd (201301006831 (1036671-H))
Solarcity REIT	: Solarcity REIT Sdn Bhd (201901033470 (1342800-D))
Solare Truss	: Solare Truss Sdn Bhd (201401022289 (1098375-M))
Suntech Energy	: Suntech Energy Sdn Bhd (201301028089 (1057919-A))
Sunview or Company	: Sunview Group Berhad (202101019497 (1419797-M))
Sunview Group or Group	: Sunview and its subsidiaries, collectively
Vafe System	: Vafe System Sdn Bhd (201401048114 (1124303-W))

GENERAL

ACE Market	: ACE Market of Bursa Securities
Acquisition of Fabulous Sunview	: Acquisition by Sunview of the entire issued share capital of Fabulous Sunview of RM40,249,437.24 comprising 1,661,274 ordinary shares from the Fabulous Sunview Vendors for a purchase consideration of RM49,000,000, which was entirely satisfied by the allotment and issuance of 349,999,998 new Shares at an issue price of RM0.14 each. The Acquisition of Fabulous Sunview was completed on 29 July 2022
Act	: Companies Act 2016
ADA	: Authorised Depository Agent
AGM	: Annual General Meeting
AIS or Principal Adviser or Sponsor or Sole Underwriter or Placement Agent	: Alliance Islamic Bank Berhad (200701018870 (776882-V))
AOO	: Acquire-Own-Operate
Application(s)	: The application(s) for the IPO Shares by way of Application Form, Electronic Share Application and / or Internet Share Application
Application Form(s)	: The printed application form(s) for the application of the IPO Shares
ATM	: Automated Teller Machine
Authorised Financial Institution	: Authorised financial institution participating in the Internet Share Application in respect of the payment for our IPO Shares
Basil Power	: Basil Power Sdn Bhd (202001031359 (1387679-W))
Board	: Board of Directors of Sunview
BOO	: Build-Own-Operate
BOOT	: Build-Own-Operate-Transfer
BIPV	: Building Integrated Photovoltaic

DEFINITIONS (CONT'D)

Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
CDS	: Central Depository System
CDS Account(s)	: Account(s) established for a Depositor by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor
CEO	: Chief Executive Officer
CF / CCC	: Certificate of fitness for occupation / Certificate of completion and compliance
CFO	: Chief Financial Officer
CMCO	: Conditional MCO imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
CMSA	: Capital Markets and Services Act 2007
Constitution	: The constitution of Sunview
COO	: Chief Operating Officer
COVID-19	: Novel coronavirus disease, an infectious respiratory disease which first broke out in 2019
CPDO	: Chief Project Development Officer
Depositor	: A holder of a CDS Account
Director(s)	: Director(s) of our Company and within the meaning given in Section 2 of the CMSA
Disposal by Basil Power	: Part disposal of 40,734,934 Sunview Shares received by Basil Power from the Acquisition of Fabulous Sunview to Ong Hang Ping and Chow Kian Hung, during the Prescribed Period
EIS	: Employment Insurance System
Electronic Prospectus	: A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and / or an electronic storage medium, including but not limited to CD-ROMs (compact disc read-only memory)
Electronic Share Application	: An application for the IPO Shares through Participating Financial Institutions' ATM
Eligible Person(s)	: Eligible Director(s), employees and persons who have contributed to the success of our Group, as further detailed in Section 4.1.2(b)(ii) of this Prospectus
EMCO	: Enhanced MCO imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
EOT	: Extension of Time

DEFINITIONS (CONT'D)

EPCC	: Engineering, procurement, construction and commissioning
EPF	: Employees Provident Fund
EPS	: Earnings per share
Evergreen Credit	: Evergreen Credit Express Sdn Bhd (199501002557 (331751-K))
Fabulous Sunview Vendors	: Collectively, NEC, Stellar One, Pre-IPO Investors (save for Khoo Kah Kheng) and Basil Power in relation to the Acquisition of Fabulous Sunview
Fabulous Sunview Share(s)	: Ordinary share(s) in Fabulous Sunview
FIHB	: Federal International Holdings Berhad (198301001857 (97092-W))
Financial Years Under Review	: FYE 2019, FYE 2020, FYE 2021 and FYE 2022, collectively
FMCO	: Full lockdown MCO imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
FPE	: Financial period ended
FYE	: Financial year ended / ending 31 March, as the case may be
Government	: Government of Malaysia
GP	: Gross profit
HR	: Human resources
ICPS	: Irredeemable convertible preference shares in Fabulous Sunview
ICPS Conversion	: Conversion of 450,704 ICPS by Basil Power into 450,704 Fabulous Sunview Shares upon the receipt of approval of Bursa Securities for the Listing, but before the completion of the Acquisition of Fabulous Sunview. The ICPS Conversion was completed on 22 July 2022
Industry Overview	: Industry Overview titled "Independent Assessment of the Solar Photovoltaic Industry in Malaysia" prepared by Vital Factor as set out in Section 7 of this Prospectus
Internet Participating Financial Institution(s)	: Participating financial institution(s) for the Internet Share Application, as listed in Section 14 of this Prospectus
Internet Share Application	: Application for the IPO Shares through an online share application service provided by the Internet Participating Financial Institution(s)
IPO	: Initial public offering of the IPO Shares in conjunction with the listing of and quotation for our entire enlarged issued share capital on the ACE Market
IPO Price	: The price of RM0.29 per IPO Share
IPO Share(s)	: 118,000,000 new Shares, representing approximately 25.21% of our enlarged issued share capital, which are to be issued pursuant to the Public Issue and subject to the terms and conditions of this Prospectus

DEFINITIONS (CONT'D)

IRB	: Inland Revenue Board of Malaysia
Issuing House or MIH	: Malaysian Issuing House Sdn Bhd (199301003608 (258345-X))
IT	: Information technology
LAD	: Liquidated Ascertained Damages
LAT	: Loss after taxation
LBT	: Loss before taxation
Listing	: The admission of Sunview to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital of RM83,220,002 comprising 468,000,000 Shares on the ACE Market
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
Listing Scheme	: Comprising the ICPS Conversion, Acquisition of Fabulous Sunview, Public Issue, Disposal by Basil Power and Listing, collectively
LPD	: 30 August 2022, being the latest practicable date prior to the issuance of this Prospectus
LPS	: Loss per share
Malaysian Public	: Malaysian citizens and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day(s)	: Any day(s) on which Bursa Securities is open for trading of securities
MAVCAP	: Malaysia Venture Capital Management Berhad
M&E	: Mechanical and electrical
MCO	: Nationwide Movement Control Order imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic. The MCO was first implemented on 18 March 2020 and unless otherwise specified, references to MCO in this Prospectus includes all the subsequent stages of MCO
MITI	: Ministry of International Trade and Industry of Malaysia
MoF Inc.	: Minister of Finance Incorporated, a body corporate established under the Minister of Finance (Incorporation) Act 1957
N/A	: Not applicable or not available
NA	: Net assets
NBV	: Net book value
NEC	: New Energy Capital Sdn Bhd (202101005543 (1405842-W))
NRP	: National Recovery Plan
NTP	: Notice to proceed
O&M	: Operations and maintenance

DEFINITIONS (CONT'D)

Official List	: A list specifying all securities which have been admitted for listing on the ACE Market and have not been removed
Participating Financial Institution(s)	: Participating financial institution(s) for the Electronic Share Application, as listed in Section 14 of this Prospectus
PAT	: Profit after taxation
PBT	: Profit before taxation
PE Multiple	: Price earnings multiple
Pink Form Allocation	: The allocation of 9,000,000 IPO Shares to our eligible Directors, employees and persons who have contributed to the success of our Group pursuant to the Public Issue
PPA	: Power purchase agreement
Pre-IPO Fund Raising	: Issuance of 365,500 new ordinary shares by Fabulous Sunview to the Pre-IPO Investors at an issue price of RM60.19 each. The Pre-IPO Fund Raising was completed in 2 tranches on 30 September 2021 and 7 October 2021
Pre-IPO Investors	: Khoo Kah Kheng, Ng Chee Yee, Evergreen Credit, FIHB, Oon Jin Hsiang and Soh Kah Woi, collectively
Prescribed Period	: 1 day after the launching date of the Prospectus up to a period of 30 days
Prescribed Security	: Securities of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the SICDA and the Rules
Promoter(s) or Specified Shareholder(s)	: NEC, Ong Hang Ping and Chow Kian Hung
Prospectus	: This Prospectus dated 23 September 2022 in relation to the IPO
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Public Issue	: Public issue of 118,000,000 new Shares at the IPO Price comprising: <ul style="list-style-type: none"> (a) 23,600,000 new Shares, representing 5.04% of our enlarged issued share capital, made available for application by the Malaysian Public; (b) 9,000,000 new Shares, representing 1.92% of our enlarged issued share capital, made available for application by the Eligible Persons; and (c) 85,400,000 new Shares, representing 18.25% of our enlarged issued share capital, made available by way of private placement to selected investors
R&D	: Research and development
RCPS	: Redeemable convertible preference shares in Fabulous Sunview

DEFINITIONS (CONT'D)

RCPS Redemption	: Redemption of 450,704 RCPS by Fabulous Sunview via a fresh issuance of 450,704 ICPS to Basil Power. The RCPS Redemption was completed on 29 November 2021
REPPA	: Renewable energy power purchase agreement
RM and sen	: Ringgit Malaysia and sen respectively
RMCO	: Recovery MCO imposed by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
Rules	: Rules of Bursa Depository, as may be amended from time to time
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SEDA	: Sustainable Energy Development Authority
Share Transfer to NEC	: Transfer of 793,071 Fabulous Sunview Shares by Ong Hang Ping, Chow Kian Hung and Khoo Kah Kheng to NEC, an investment holding company held by them, subsequent to the completion of the Pre-IPO Fund Raising. The Share Transfer to NEC was completed on 11 January 2022
SICDA	: Securities Industry (Central Depositories) Act 1991
SOCISO	: Social Security Organisation, also known as PERKESO (Pertubuhan Keselamatan Sosial)
SOP(s)	: Standard operating procedure(s)
sq. ft.	: Square feet
sq. m.	: Square metres
Stellar One	: Stellar One Sdn Bhd (201901007578 (1316905-K))
Sunview Share(s) or Share(s)	: Ordinary shares in Sunview
TNB	: Tenaga Nasional Berhad
Underwriting Agreement	: The underwriting agreement dated 1 September 2022 entered into between our Company and AIS pursuant to our IPO
Vital Factor or IMR	: Vital Factor Consulting Sdn Bhd (199301012059 (266797-T)), an independent business and market research consulting company
VWAP	: Volume weighted average market price

DEFINITIONS (CONT'D)**PROJECTS**

Project Name	Brief descriptions
1.37 MWp Rooftop Solar PV Facility Johor Bahru Project	: Refers to the construction and installation of rooftop solar PV facility with a capacity of 1.37 MWp under the Net Offset Virtual Aggregates (NOVA) programme in Johor Bahru, Johor. The contract from the customer was dated 17 May 2021
Cenergi Inokom 1.21 MWp Rooftop Solar PV Facility Padang Serai Project	: Refers to the EPCC of rooftop solar PV facility with a capacity of 1.21 MWp under the NOVA programme in Padang Serai, Kedah. The contract from the customer was dated 23 April 2020
Gsparx Wipro Unza 0.49 MWp Rooftop Solar PV Facility Subang Project	: Refers to the EPCC of rooftop solar PV facility with a capacity of 0.49 MWp under the NEM and SELCO programme in Subang Jaya, Selangor. The contract from the customer was dated 23 March 2021
Industrial 1.01 MWp Rooftop Solar PV Facility Klang Project	: Refers to the EPCC of rooftop solar PV facility with a capacity of 1.01 MWp under the SELCO programme in Klang, Selangor. The contract from the customer was dated 16 December 2020
Malakoff Aeon 2.11 MWp Rooftop Solar PV Facility Cheras Project	: Refers to the EPCC of rooftop solar PV facility with a capacity of 2.11 MWp under the SELCO programme in Cheras, Kuala Lumpur. The contract from the customer was dated 23 June 2021
MSR 29.92 MWac LSS 2 PV Plant Gebeng Project	: Refers to the construction and installation of solar PV plant with a capacity of 29.92 MWac under the LSS 2 programme. This utility-scale solar PV plant is a ground mounted solar PV facility in Gebeng, Pahang. The work order from the customer was dated 2 January 2019
MSR 29.99 MWac LSS 2 PV Plant Paka Project	: Refers to the construction and installation of solar PV plant with a capacity of 29.99 MWac under the LSS 2 programme. This utility-scale solar PV plant is a ground mounted solar PV facility in Paka, Terengganu. The work order from the customer was dated 15 July 2019
Scatec 30.00 MWac LSS 2 PV Plant Kerian Project	: Refers to the construction and installation of solar PV plant with a capacity of 30.00 MWac under the LSS 2 programme. This utility-scale solar PV plant is a ground mounted solar PV facility in Kerian, Perak. The contract from the customer was dated 14 August 2019
Sinohydro 100.00 MWac LSS 3 PV Plant Marang Project	: Refer to the construction and installation of solar PV plant with a capacity of 100.00 MWac under the LSS 3 programme. This utility-scale solar PV plant is a ground mounted solar PV facility in Marang, Terengganu. The two contracts from the customer were dated 19 June 2021 and 3 August 2021, respectively
Solar Greencells 30.00 MWac LSS 2 PV Plant Pekan Project	: Refer to the construction and installation of solar PV plant with a capacity of 30.00 MWac under the LSS 2 programme. This utility-scale solar PV plant is a ground mounted solar PV facility in Pekan, Pahang. The contract from the customer was dated 3 March 2020

DEFINITIONS (CONT'D)

SOLAR PV FACILITY ASSETS

Project Name	Brief descriptions
Kinta 1.00 MWp Rooftop Solar PV Facility	: Refers to the solar PV facility owned by our Group with a capacity of 1.00 MWp under the FiT programme. This facility is a rooftop solar PV facility in Kinta, Perak to supply electricity to the TNB under the 21 years PPA. We entered into a REPPA with TNB on 26 July 2016
Alma 1.00 MWp Rooftop Solar PV Facility	: Refers to the solar PV facility owned by our Group with a capacity of 1.00 MWp under the FiT programme. This facility is a rooftop solar PV facility in Bukit Mertajam, Pulau Pinang to supply electricity to the TNB under the 21 years PPA. We entered into a REPPA with TNB on 26 July 2016
Nilai 1.00 MWp Rooftop Solar PV Facility	: Refers to the solar PV facility owned by our Group with a capacity of 1.00 MWp under the FiT programme. This facility is a rooftop solar PV facility in Nilai, Negeri Sembilan to supply electricity to the TNB under the 21 years PPA. We entered into a REPPA with TNB on 23 October 2014

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GLOSSARY OF TECHNICAL TERMS

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

- Alternating current (AC)** : Refers to an electric current that reverses direction periodically. The electricity flows from the negative terminal through the circuit and back to the positive terminal, and then reverses and flows in the opposite direction. Electricity that is delivered through the power grid to users is AC, and it is the form of electricity that is commonly used by most electrical appliances, machineries and equipment.
- As-built documents** : The final technical design, specifications and drawing plans and documents for the construction of the solar PV facility. This set of documents are used as the reference point to ensure that the physical construction and installation is done according to plans.
- Balance of system** : The balance of system comprises all of the sub-systems, equipment and components of a solar PV facility other than the solar PV modules.
- For solar PV systems that are connected to the power grid, balance of system mainly includes, among others, mounting systems, inverters, combiner boxes, cabling and wiring, electricity metering devices, and electrical distribution, protection and control devices.
- For solar PV power plants, balance of system mainly includes, among others, mounting systems, inverters, transformers, switchgears, substations, combiner boxes, AC isolators, DC isolators, electricity generating meters, electrical distribution, protection and control devices, cabling and wiring, power management systems, SCADA systems, monitoring and control centre, and interconnection to the power grid substation.
- Where relevant, balance of system may include batteries and charge controllers, and auxiliary power source such as diesel power generation set.
- Bi-directional energy meter** : A device used in grid-connected solar PV facilities to monitor and record the quantity of electricity drawn from the power grid, as well as supplied to the power grid.
- Commercial electricity meter** : A device used in solar PV facilities to monitor the quantity of electricity in AC that is supplied to the power grid.
- Direct current (DC)** : Refers to the flow of electricity in one direction only, namely from the negative terminal through the circuit and back to the positive terminal. Electricity generated by solar PV modules is DC. DC has to be converted into AC by an inverter before it can be used by most electrical appliances, machineries and equipment, or transmitted and distributed over the power grid.
- Electricity** : Electricity is a secondary energy source derived from electromagnetism, one of the natural forces. As a secondary energy source, the generation of electricity relies on primary energy sources such as fossil fuels, hydropower, radioactive materials, solar, wind, current and wave.
- In the context of this Prospectus, electricity is used interchangeably with power.
- Electricity generation meter** : A device used to monitor the quantity of electricity generated by a solar PV facility.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Electricity meter	:	A device to monitor the flow of electricity. Examples of electricity meters used include bi-directional energy meters, commercial electricity meters and electricity generation meters.
Feed-in-tariff (FiT)	:	Refers to the rate in RM/kWh, and is a mechanism under the National Renewable Energy Policy and Action Plan and Renewable Energy Act 2011 of Malaysia, that allows electricity produced from indigenous renewable resources to be sold to power utility companies at a fixed rate for a specific duration. In Malaysia, FiT system obliges the distribution licensees, including TNB and Sabah Electricity Sdn Bhd, to buy electricity generated from renewable resources produced by Feed-in Approval Holders (FIAH) at a pre-determined rate for a specific duration. This policy was first implemented in 2011. Under this programme, there was no new quota allocated for solar PV since 2017 with the exception of 5.00 MW under the community category.
Grid	:	Used synonymously with power grid. Refer to the description of power grid.
Grid-connected solar PV facility	:	Refers to a solar PV facility that is connected to the power grid. Such a facility can draw electricity from the grid when consumption exceeds electricity generated by the solar PV facility, and supply electricity to the grid when electricity generated by the solar PV facility exceeds consumption.
Ground mounted	:	Refers to solar PV facility where the solar PV modules and/or arrays are mainly installed on the ground.
Interconnection or Grid interconnection	:	Refers to where a solar PV facility is connected to the power grid, normally where the tie-in is within the premises of the building or structure. In the case of a solar PV power plant, the interconnection includes power cables connecting the solar PV power plant to a transmission or distribution substation within a power grid.
Inverter	:	A device that converts DC into AC.
Internet of Things (IoT)	:	A general term where sensors and other components which incorporate wireless communication capabilities are attached onto various objects such as devices and equipment in a solar PV facility. The IoT device is able to communicate with base stations, other devices or other sensors or receivers through one or more networks. IoT devices include wearables, smart phones, meters and instrumentation sensors.
Kilowatt (kW)	:	Equals to 1,000 watts.
Kilowatt-hour (kWh)	:	A unit of measure of electricity energy where 1 kWh is equivalent to 1,000 watts of power generated or consumed for 1 hour.
Kilowatt peak (kWp)	:	Refers to the unit of measurement in kilowatts to express the maximum DC output from the total number of solar PV modules within a solar PV facility.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

- Large Scale Solar (LSS)** : A programme introduced by the Energy Commission Malaysia involving the implementation of solar PV power plant with an installed generating capacity of 1.00 MWac or more. The solar PV power plants are connected to the power grid in Peninsular Malaysia, Labuan and Sabah. This programme includes the LSS 1, LSS 2, LSS 3 and LSS 4 but excludes LSS fast track which refers to pioneer projects awarded without competitive bidding to evaluate the effectiveness of the construction of solar PV power plants.
- LSS PV plant** : LSS PV plant refers to large scale solar plant which is any solar plant with capacity as approved by the Energy Commission Malaysia connected to either the transmission or distribution network in Peninsular Malaysia, Labuan and Sabah.
- LSS 1** : Large Scale Solar 1, which refers to the first round competitive bidding programme conducted by the Energy Commission Malaysia in 2016 for large scale solar PV power plants in Peninsular Malaysia, Labuan and Sabah with commercial operation date in 2017 – 2018.
- LSS 2** : Large Scale Solar 2, which refers to the second round competitive bidding programme conducted by the Energy Commission Malaysia in 2017 for large scale solar PV power plants in Peninsular Malaysia, Labuan and Sabah with commercial operation date in 2019 – 2020.
- LSS 3** : Large Scale Solar 3, which refers to the third round competitive bidding programme conducted by the Energy Commission Malaysia in 2019 for large scale solar PV power plants in Peninsular Malaysia with commercial operation date in 2021.
- LSS 4** : Also known as LSS@MEtTARI, which refers to the fourth round competitive bidding programme conducted by the Energy Commission Malaysia in May 2020 for large scale solar PV power plants in Peninsular Malaysia.
- Megawatt (MW)** : Equals to 1,000,000 watts.
- Megawatt-hour (MWh)** : A unit of measure of electricity energy where 1 MWh is equivalent to 1,000,000 watts of power generated or consumed for 1 hour.
- Megawatt AC (MWac)** : The unit of measurement in megawatts to express the maximum AC power output that a solar PV facility can generate under optimum conditions. MWac is equivalent to the maximum electricity generating capacity of 1,000,000 watts of AC.
- Megawatt peak (MWp)** : The unit of measure in megawatts to express the maximum DC power output from the total number of solar PV modules within a solar PV facility.
- Net energy metering (NEM)** : A programme introduced to replace the FiT for solar PV projects. NEM allows consumers to generate electricity from solar PV facilities for self-consumption, and export excess electricity to the power grid. In 2019, the NEM programme was enhanced to offer a one-on-one offset basis which means for every 1 kWh exported to the grid, it will be offset against 1 kWh consumed from the grid.
- New enhanced dispatch arrangement (NEDA)** : NEDA is a programme which allows an entity involved in power generation to sell power to a single buyer such as TNB. Under the NEDA programme, power generators are allowed to submit bids for their variable costs such as fuel, operations and maintenance costs on a daily basis to compete for more power generation supply.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Nominal power	:	The rated peak power of the solar PV installation.
On-grid solar PV facility	:	Synonymous as grid-connected solar PV facility.
Performance ratio	:	It measures the quality of the installed solar PV facility benchmarked against a theoretical solar PV facility independent of, among others, location, climatic temperature, humidity and pressure, and incidence and intensity of solar irradiation. The closer to the theoretical value will indicate a higher efficiency level for the installed solar PV facility.
Photovoltaic (PV)	:	A method where sunlight is converted to electricity in the form of DC.
Power	:	In the context of this Prospectus, power is used interchangeably with electricity.
Power grid	:	The power transmission and distribution network that covers large areas to connect power generation to user premises and devices. Commonly it refers to the national or state power grid.
Renewable energy (RE)	:	Refers to energy collected from renewable resources that are naturally replenished in a short time. Some examples of renewable energy sources include solar, biogas, biomass and hydro.
Rooftop installation	:	Solar PV facility where the solar PV modules are mostly installed on top of buildings and other structures. It also covers solar PV modules that are installed on skylights, walls, façade, windows and other parts of buildings, and on other structures such as bridges and coverings over open areas such as carparks.
Supply Agreement for Renewable Energy (SARE)	:	A tripartite agreement between the consumer, investor and TNB where payment is through TNB electricity bills.
Supervisory control and data acquisition (SCADA)	:	A centralised computer system that obtains real time information on the operations of plant, system and equipment for the purpose of monitoring and controlling the operations.
Self-consumption (SELCO)	:	A programme that enables individual, commercial and industrial power consumers to hedge against rising cost of electricity through installation of solar PV facility to generate electricity for their own usage. Any excess electricity generated under SELCO is not allowed to be exported to the power grid.
Solar leasing agreement	:	A leasing agreement that enables the user to lease the solar PV facility by paying an agreed periodic rate (example, monthly payment) over an agreed period of time.
Solar PV array	:	The interconnected arrangement of several or a large number of solar PV panels that constitutes the solar PV facility.
Solar PV cell	:	An electrical device in the form of a semiconductor wafer that absorbs sunlight to directly generate DC. They are also known as "solar cells".
Solar PV facility	:	In the context of this Prospectus, solar PV facility refers to solar PV system or solar PV power plant.
Solar PV investor	:	Refers to any person or entity who has an equity share in the solar PV facility, who may also be referred to as the facility owner.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Solar PV module	:	Two or more interconnected solar PV cells that are assembled as a single unit encased within a metal frame.
Solar PV panel	:	Several interconnected solar PV modules assembled as a single unit.
Solar PV system	:	In the context of this Prospectus, solar PV system refers to a facility with an installed generating capacity of less than 1 MW. Solar PV systems are commonly installed on the rooftop of the property for residential, commercial and industrial users.
Solar PV plant	:	In the context of this Prospectus, solar PV plant refers to a facility with an installed generating capacity of 1 MW and above. Solar PV plants may be installed on the rooftop or mounted on the ground. Rooftop solar PV plants are commonly for industrial users with large electricity consumption, while ground mounted solar PV plants are generally utility-scale to generate electricity for export to the power grid.
Substation	:	A component of the power generating plant or power grid that performs functions such as changing the voltage from high to low (known as step-down), or from low to high (step-up), or distributing the power to other locations or some other functions. For example, electricity generated by a solar PV power plant passes through a step-up substation, where its voltage is stepped-up for transmission.
Thermography	:	Also known as thermal imaging which uses infrared cameras to inspect solar PV facilities for problems that can cause damage to the solar PV modules.
Watt	:	A unit of measure for power, which is a measure of the rate of electricity generated or consumed over one second.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “Sunview” in this Prospectus are to Sunview Group Berhad, while references to “our Group” are to our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to “Management” are to our Executive Directors and our key senior management personnel as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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

In this Prospectus, references to the “Government” are to the Government of Malaysia, and references to “RM” and “sen” are to the lawful currency of Malaysia. 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 hundredth or 2 decimal places. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

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

Any reference to any provisions of the statutes, rules, regulations, enactments or rules of stock exchange in this Prospectus shall (where the context admits) be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactments to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

This Prospectus includes statistical data provided by our Management and various third parties and cites third party projections regarding growth and performance of the market and industry in which our Group operates or we are exposed to. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from our Management.

In particular, certain information in this Prospectus is extracted or derived from the Industry Overview prepared by Vital Factor, an independent business and market research consulting company. We have appointed Vital Factor to provide an independent market and industry review. In compiling their data for the review, Vital Factor had relied on their research methodology, industry sources, published materials, their own private databases and direct contacts within the industry. We believe that the information on the industry and other 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 and indirectly linked to such website does not form part of this Prospectus and should not be relied upon.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Management for future operations are forward-looking statements. Some of these statements can be identified by words that have a bias towards or are forward-looking such as “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “estimate”, “aim”, “plan”, “forecast”, “project” or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond our control that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our services;
- (ii) our business strategies;
- (iii) our plans and objectives for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we operate. Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 8 – Risk Factors and Section 11.3 – Management’s Discussion and Analysis of Financial Conditions and Results of Operations of this Prospectus. We cannot assure you that the forward-looking statements in this Prospectus will be realised.

These forward-looking statements are based on information available to us as at the LPD and are made only as at the LPD. Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment of the IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name / (Designation)	Address	Nationality
Zulkifly Bin Zakaria <i>(Independent Non-Executive Chairman)</i>	No. 55, Medan Athinahapan Satu Taman Tun Dr. Ismail 60000 Kuala Lumpur Wilayah Persekutuan	Malaysian
Ong Hang Ping <i>(Executive Director / CEO)</i>	A-12A-3A, Main Place Residence Persiaran Kewajipan, USJ 21 47650 Subang Jaya Selangor	Malaysian
Chow Kian Hung <i>(Executive Director / COO)</i>	B-9-3, D'Pines Condo Jalan Cempaka 6 68000 Ampang Selangor	Malaysian
Khoo Kah Kheng <i>(Executive Director / CPDO)</i>	A-10-02, Ameera Residences Jalan SS 2/72 47300 Petaling Jaya Selangor	Malaysian
Amin Ashari Bin Shafie <i>(Non-Independent Non-Executive Director)</i>	No. 17, Jalan 14/50 46100 Petaling Jaya Selangor	Malaysian
Norashikin Binti Abdul Rani <i>(Independent Non-Executive Director)</i>	B-23A-6, Level 23A Marc Service Residence Jalan Pinang 50450 Kuala Lumpur Wilayah Persekutuan	Malaysian
Professor Ir. Dr. Nasrudin Bin Abd Rahim <i>(Independent Non-Executive Director)</i>	No. 22, Jalan Putra Harmoni 1/3A Putra Heights 47650 Subang Jaya Selangor	Malaysian
Yap Chui Fan <i>(Independent Non-Executive Director)</i>	No. 81, Jalan SS 18/1C SS 18 47500 Subang Jaya Selangor	Malaysian

1. CORPORATE DIRECTORY (CONT'D)

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Norashikin Binti Abdul Rani	Chairperson	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Member	Independent Non-Executive Director
Yap Chui Fan	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Chairman	Independent Non-Executive Director
Norashikin Binti Abdul Rani	Member	Independent Non-Executive Director
Yap Chui Fan	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Yap Chui Fan	Chairperson	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Member	Independent Non-Executive Director
Norashikin Binti Abdul Rani	Member	Independent Non-Executive Director

COMPANY SECRETARIES

: Tea Sor Hua
77C, Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

Telephone No. : (03) 7725 1777

SSM Practicing : 201908001272
Certificate No.

Professional : Malaysian Association of Company
Qualification Secretaries ("MACS")
(MACS Membership No.: MACS 01324)

Chieng Meei Tsong
77C, Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

Telephone No. : (03) 7725 1777

SSM Practicing : 201908001264
Certificate No.

Professional : Malaysian Institute of Chartered
Qualification Secretaries and Administrators
("MAICSA")
(MAICSA Membership No.: MAICSA
7040364)

1. CORPORATE DIRECTORY (CONT'D)

- REGISTERED OFFICE** : Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan
- Telephone No. : (03) 7725 1777
Facsimile No. : (03) 7722 3668
- HEAD OFFICE** : 01-9, 9th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
- Telephone No. : (03) 7660 7628
Email : info@sunview.com.my
Website : www.sunview.com.my
- EXTERNAL AUDITORS AND REPORTING ACCOUNTANTS** : Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Baker Tilly Tower, Level 10
Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
- Telephone No. : (03) 2297 1000
- Partner-in-charge : Paul Tan Hong
Approval No. : 03459/11/2023 J
Professional : Chartered Accountant,
Qualification : Malaysian Institute of Accountants ("MIA")
(MIA Membership No. : 40209)
- PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND PLACEMENT AGENT** : Alliance Islamic Bank Berhad
Level 3, Menara Multi-Purpose
Capital Square
8, Jalan Munshi Abdullah
50100 Kuala Lumpur
- Telephone No. : (03) 2604 3333
- SOLICITORS** : Teh & Lee
A-3-3 & A-3-4, Northpoint Offices, Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
- Telephone No. : (03) 2283 2800

1. CORPORATE DIRECTORY (CONT'D)

- INDEPENDENT BUSINESS AND MARKET RESEARCH CONSULTANTS** : Vital Factor Consulting Sdn Bhd
V Square @ PJ City Centre (VSQ)
Block 6, Level 6
Jalan Utara
46200 Petaling Jaya
Selangor Darul Ehsan
- Telephone No. : (03) 7931 3188
- Person-in-charge : Wooi Tan
- Qualification : Master of Business Administration from The New South Wales Institute of Technology (now known as University of Technology, Sydney), Australia, Bachelor of Science from The University of New South Wales, Australia and a Fellow of the Australian Marketing Institute, and Institute of Managers and Leaders, Australia (formerly known as the Australian Institute of Management)
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
- Telephone No. : (03) 7890 4700
- SHARE REGISTRAR** : Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
- Telephone No. : (03) 7890 4700
- LISTING SOUGHT** : ACE Market
- SHARIAH STATUS** : Approved by the SAC

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2. APPROVALS AND CONDITIONS

2.1 APPROVALS FROM RELEVANT AUTHORITIES

2.1.1 Bursa Securities

Bursa Securities had, vide its letter dated 8 July 2022 (“**Approval Letter**”), approved our admission to the Official List and the listing of and quotation for our entire enlarged issued share capital comprising 468,000,000 Shares on the ACE Market.

The approval by Bursa Securities is conditional upon the completion of the disposal by Khoo Kah Kheng of his interest in Lotus Spectrum Sdn Bhd. The disposal was completed on 28 July 2022.

The Company and/or AIS are required to comply with the following:

Details of conditions imposed	Status of compliance
<p>1. Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository:</p> <p>(i) Name of shareholders;</p> <p>(ii) Number of Shares; and</p> <p>(iii) Date of expiry of the moratorium for each block of Shares.</p>	To be complied prior to Listing.
<p>2. Confirmation that approvals from other relevant authorities have been obtained for implementation of the Listing.</p>	Complied.
<p>3. Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon.</p>	To be complied upon Listing.
<p>4. Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Notes 15 of the Listing Requirements.</p>	To be complied prior to Listing.
<p>5. Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire issued share capital of Sunview on the first day of Listing.</p>	To be complied upon Listing.
<p>6. In relation to the public offering to be undertaken by Sunview, to announce at least 2 Market Days prior to the Listing date, the result of the offering including the following:</p> <p>(i) Level of subscription of public balloting and placement;</p> <p>(ii) Basis of allotment/allocation;</p> <p>(iii) A table showing the distribution for placement tranche as per the format in Appendix I of the Approval Letter; and</p> <p>(iv) Disclosure of placees who become substantial shareholders of Sunview arising from the public offering, if any.</p> <p>To ensure that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market.</p>	To be complied prior to Listing.

2. APPROVALS AND CONDITIONS (CONT'D)

Details of conditions imposed	Status of compliance
7. Sunview / AIS to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of Sunview to the Official List of the ACE Market.	To be complied upon Listing.

Bursa Securities also had, vide the Approval Letter, approved our application for modification in complying with the following paragraph of the Listing Requirements:

Listing Requirements	Modification sought
Rule 3.19(1)(b), Chapter 3	Modification to allow Stellar One, a substantial shareholder of Sunview together with the Specified Shareholders to comply with this requirement.

2.1.2 SC

Our listing scheme 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 8 July 2022, approved the resultant equity structure of Sunview under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to the following conditions:

Details of conditions imposed	Status of compliance
1. Sunview to make available at least 50.00% of the Shares offered to the Malaysian Public investors via balloting to Bumiputera public investors at the point of Listing;	To be complied upon Listing.
2. Sunview to allocate 12.50% of its enlarged number of issued shares to Bumiputera investors to be approved or recognised by MITI within 1 year after achieving the profit requirement for companies seeking listing on the Main Market of Bursa Securities or 5 years after being listed on the ACE Market of Bursa Securities, whichever is earlier (" Compliance Date ");	To be complied.
3. Sunview to submit to the SC a proposal to comply with the equity condition stated in paragraph 2 above, at least 6 months prior to the Compliance Date; and	To be complied.
4. AIS or Sunview to submit Sunview's equity structure to the SC upon completion of the Listing.	To be complied upon Listing.

2. APPROVALS AND CONDITIONS (CONT'D)

2.1.3 SAC

The SAC had classified our Shares as Shariah-compliant based on the latest audited combined financial statements of Sunview for the FYE 2022.

2.2 MORATORIUM ON SALE OF SHARES

In compliance with the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by NEC, Ong Hang Ping and Chow Kian Hung, being the Specified Shareholders, as follows:

- (i) the moratorium applies to the Specified Shareholders' entire shareholdings for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- (ii) upon the expiry of the First 6-Month Moratorium, we must ensure that the Specified Shareholders' aggregate shareholdings amounting to at least 45.00% of our total number of issued Shares (adjusted for any bonus issue or subdivision of shares) remain under moratorium for a further 6 months ("**Second 6-Month Moratorium**"); and
- (iii) upon the expiry of the Second 6-Month Moratorium, the Specified Shareholders may sell, transfer or assign up to a maximum of one-third per year (on a straight-line basis) of their Shares held under moratorium.

Upon Listing, the Specified Shareholders will hold in aggregate 44.45% of the enlarged issued share capital which is less than the minimum 45.00% required for the Second 6-Month Moratorium.

In view of the above, our substantial shareholder namely Stellar One has voluntarily undertaken not to sell, transfer or assign its entire shareholdings in Sunview of 5.71% for the First 6-Month Moratorium. Upon the expiry of the First 6-Month Moratorium, Stellar One has also undertaken to ensure that at least 2,554,533 Shares which represents 0.55% of our enlarged issued share capital, remain under moratorium for the Second 6-Month Moratorium.

In addition to the above, Basil Power and each of the Pre-IPO Investors (save for Khoo Kah Kheng) have also provided their written undertakings not to sell, transfer or assign their entire shareholdings in Sunview for the First 6-Month Moratorium pursuant to Rule 3.19A of the Listing Requirements.

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2. APPROVALS AND CONDITIONS (CONT'D)

Details of our Shares which will be subject to moratorium are as follows:

Name	Year 1 after Listing			Year 2 after Listing			Year 3 after Listing			
	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium	Moratorium shares		Moratorium shares	Moratorium shares		Moratorium shares	
	No. of Shares	% of enlarged issued share capital [^]	No. of Shares	% of enlarged issued share capital [^]	No. of Shares	% of enlarged issued share capital [^]	No. of Shares	% of enlarged issued share capital [^]	No. of Shares	% of enlarged issued share capital [^]
<u>Specified Shareholders</u>										
NEC	167,085,531	35.70	167,085,531	35.70	112,758,086	24.09	56,379,043	12.05		
Ong Hang Ping	(1)24,553,461	5.25	(1)24,553,461	5.25	16,569,964	3.54	8,284,982	1.77		
Chow Kian Hung	(1)16,406,475	3.50	(1)16,406,475	3.50	11,071,950	2.37	5,535,975	1.18		
<u>Substantial Shareholders</u>										
Stellar One	26,706,010	5.71	2,554,533	0.55	-	-	-	-		
Basil Power	54,220,141	11.59	-	-	-	-	-	-		
<u>Pre-IPO Investors</u> ⁽²⁾										
FIHB	17,150,121	3.66	-	-	-	-	-	-		
Soh Kah Woi	17,150,121	3.66	-	-	-	-	-	-		
Ng Chee Yee ⁽³⁾	15,750,773	3.37	-	-	-	-	-	-		
Evergreen Credit	7,000,742	1.50	-	-	-	-	-	-		
Oon Jin Hsiang	4,201,625	0.90	-	-	-	-	-	-		
Total	350,225,000	74.84	210,600,000	45.00	140,400,000	30.00	70,200,000	15.00		

Notes:

[^] Based on our enlarged issued share capital of 468,000,000 Shares after our IPO.

(1) Including 112,500 Sunview Shares allocated to Ong Hang Ping and Chow Kian Hung, respectively under the Pink Form Allocation.

(2) Khoo Kah Kheng, who is one of the Pre-IPO Investors has transferred all his equity interest in Fabulous Sunview into NEC and he does not hold any direct shareholdings in Sunview.

(3) Ng Chee Yee was the former director of our subsidiaries namely, Suntech Energy and Solarcity REIT. He was also the former Chief Business Development Officer of our Group. He had resigned from the said positions on 31 December 2021.

2. APPROVALS AND CONDITIONS (CONT'D)

Our Specified Shareholders have provided written undertakings that they will not sell, transfer or assign any part of their interest in our Shares during the moratorium period. The shareholders of NEC have each furnished a letter of undertaking to Bursa Securities that they will not sell, transfer or assign any part of their shareholdings in NEC during the moratorium period.

The moratorium, which is fully acknowledged by the Specified Shareholders, Stellar One, Basil Power and each of the Pre-IPO Investors (save for Khoo Kah Kheng), is specifically endorsed on our share certificate representing their shareholdings which are under moratorium to ensure that our Share Registrar will not register any transfer and sale that are not in compliance with the aforesaid restriction imposed.

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3. PROSPECTUS SUMMARY

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

3.1 PRINCIPAL DETAILS RELATING TO OUR IPO

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

Number of Shares to be issued under the Public Issue	118,000,000
- <i>Malaysian Public</i>	23,600,000
- <i>Eligible Directors, employees and persons who have contributed to the success of our Group</i>	9,000,000
- <i>Private placement to selected investors</i>	85,400,000
Enlarged issued share capital upon Listing	RM83,220,002 comprising 468,000,000 Shares
IPO Price	RM0.29
Market capitalisation upon Listing (based on the IPO Price and our enlarged issued share capital after the IPO)	RM135,720,000

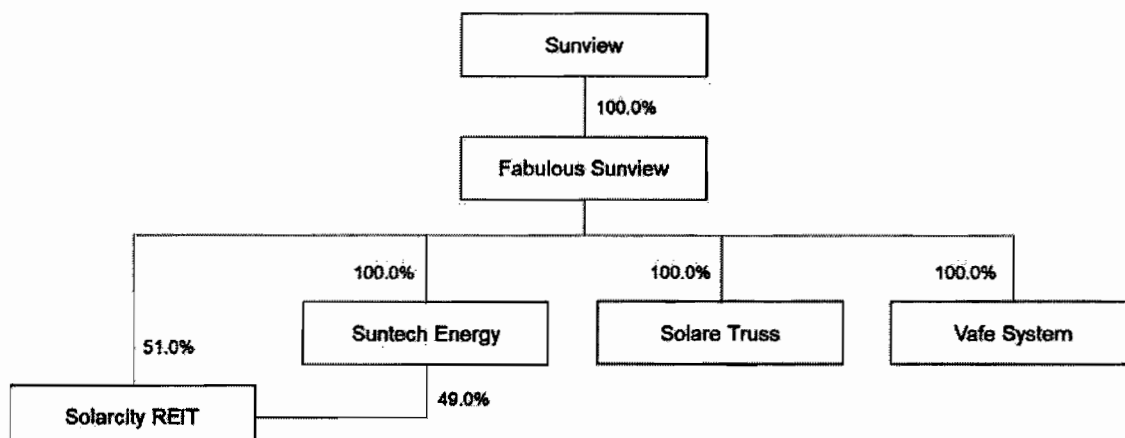
Further details on our IPO are set out in Section 4.1 of this Prospectus.

The entire shareholdings of our Promoters, substantial shareholders and each of the Pre-IPO Investors (save for Khoo Kah Kheng) after our IPO will be held under moratorium for 6 months from the date of our Listing. Thereafter, the shareholdings of our Promoters and substantial shareholders amounting to 45.00% of our total number of issued Shares (adjusted for any bonus issue or subdivision of shares) will remain under moratorium for another 6 months. Please refer to Section 2.2 of this Prospectus for further details of the moratorium sale of Shares of our Company.

3.2 BACKGROUND AND OVERVIEW

Our Company was incorporated in Malaysia under the Act on 25 May 2021 as a private limited company under the name of Sunview Group Sdn Bhd and was subsequently converted into a public limited company on 24 December 2021. Sunview is an investment holding company. Through our subsidiaries, we are principally involved in the EPCC of solar PV facilities, solar PV construction and installation services, solar power generation and supply as well as associated services and products.

Our Group's current corporate structure is illustrated below:

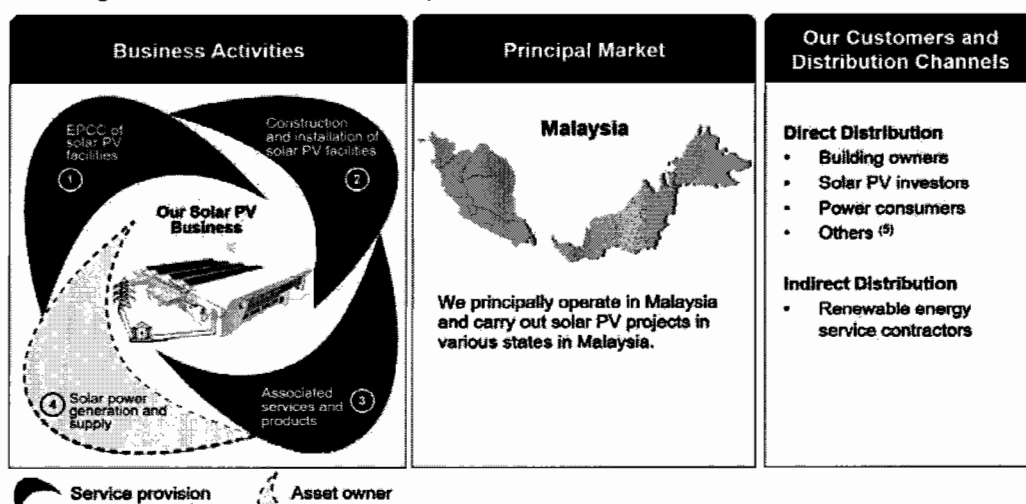


3. PROSPECTUS SUMMARY (CONT'D)

The principal activities of our subsidiaries are as follows:

Company	Principal activities
Fabulous Sunview	EPCC of solar PV and other RE facilities, provision of solar PV construction and installation services, and associated services and products
Suntech Energy	Solar power generation and supply
Solarcity REIT	Solar power generation and supply
Solare Truss	Solar PV construction and installation services, and supply of solar PV equipment and ancillary systems as well as EPCC of other RE facilities
Vafe System	Solar power generation and supply

The following is an overview of our Group's business model:



Notes:

- (1) For the Financial Years Under Review, revenue contribution for EPCC were from rooftop solar PV facility projects and LSS PV facility projects.
- (2) For the Financial Years Under Review, revenue contributions were mainly derived from subcontracted works for solar PV projects including rooftop and ground mounted for LSS;
- (3) Comprises solar PV consulting and engineering services, as well as supply of solar PV equipment and ancillary systems.
- (4) For the Financial Years Under Review, revenue contributions were from the solar power generation and supply from our rooftop solar PV facilities; and
- (5) Other direct distribution channel includes facility developer or owner for the solar PV consulting and engineering services.

(i) Overview of business activities

EPCC of solar PV facilities

We carry out EPCC of solar PV facilities where we are the main contractor responsible for the entire project from planning up to commercial operation where we provide end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning. As an EPCC contractor, we engage subcontractors to carry out the construction and installation works for the solar PV facilities under our supervision. For the Financial Years Under Review and up to the LPD, we carried out EPCC of solar PV facilities on the rooftops of industrial buildings such as factories, commercial buildings such as office buildings, retail and shopping complexes, and private school, residential buildings mainly landed houses and LSS PV plants. Please refer to Section 6.3.3.1 of this Prospectus for further details on EPCC of solar PV facilities.

3. PROSPECTUS SUMMARY (CONT'D)

Construction and installation of solar PV facilities

We provide construction and installation of solar PV facilities as a subcontractor to EPCC main contractors. For the Financial Years Under Review and up to the LPD, this include the solar PV plants under the LSS programme and solar PV facility for residential, commercial and industrial properties. Please refer to Section 6.3.3.2 of this Prospectus for further details on the construction and installation of solar PV facilities.

Associated services and products

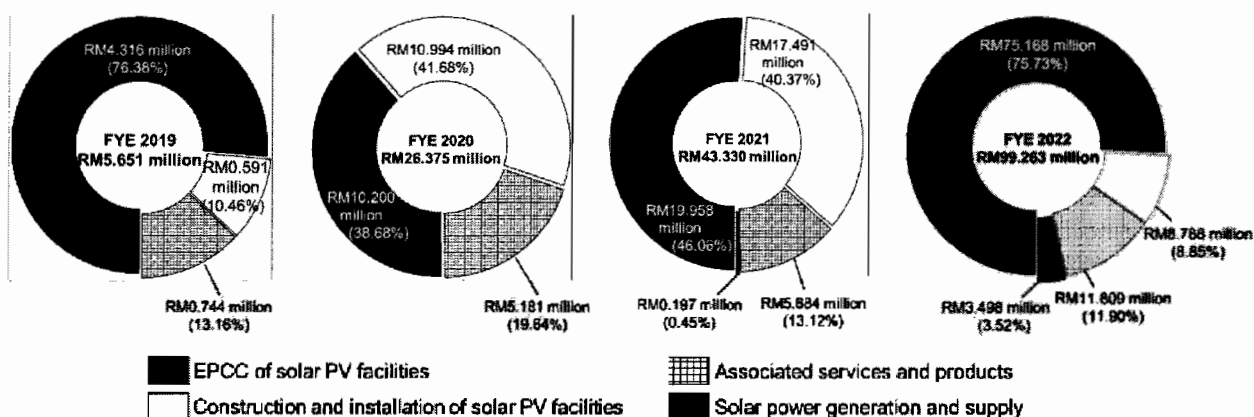
We also offer associated services and products to complement our core business in the provision of EPCC, and construction and installation services. This includes the provision of solar PV consulting and engineering, and O&M services, as well as supply of solar PV equipment and ancillary systems such as gutter and mounting systems. For further details on our associated services and products, please refer to Section 6.3.3.3 of this Prospectus.

Solar power generation and supply

Our solar power generation and supply business is based on asset ownership including solar PV facility that we BOOT and BOO, and AOO. For the Financial Years Under Review and up to the LPD, we own a total of 18 solar PV facilities. In addition, we plan to construct 2 new solar PV facilities by 2023. Please refer to Section 6.3.3.4 of this Prospectus for further details on solar power generation and supply.

(ii) Revenue streams

Our revenue segmented by business activities for the Financial Years Under Review are as follows:



3.3 COMPETITIVE ADVANTAGES AND KEY STRENGTHS

Our Group's competitive advantages and key strengths are set out below:

- (i) **We have the experience and a proven track record in carrying out EPCC of solar PV facilities and subcontracting works for LSS PV plants to serve as a platform for business growth**

We carry out EPCC of solar PV facilities providing end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning. For the Financial Years Under Review and up to the LPD, we have completed 98 EPCC of rooftop solar PV facility projects covering industrial, commercial and residential buildings, with a cumulative installed capacity of 23.08 MWp. For the Financial Years Under Review and up to the LPD, we have completed the provision of construction and installation for 6 LSS PV plants with capacity ranging from 29.92 MWac

3. PROSPECTUS SUMMARY (CONT'D)

to 100.00 MWac as a subcontractor. For the Financial Years Under Review and up to the LPD, our projects were completed without any delays and there was no LAD incurred.

As at the LPD, we have secured 7 new LSS PV plant projects under the LSS 1, LSS 2, LSS 4 and NEDA programme with an aggregated installed capacity of 178.00 MWac and an aggregated contract value of RM658.04 million which are expected to be completed by FYE 2024. In addition, we have the capabilities to carry out the EPCC of BIPV rooftop solar PV facilities where the solar modules are used as roofing materials. Since the commencement of our business and up to the LPD, we have 24 EPCC of BIPV solar PV facility projects.

(ii) We have an experienced technical and management team

We have an experienced technical and management team headed by our CEO with approximately 12 years of experience in the RE sector. He is supported by our COO and our CPDO, both of them have approximately 9 years of experience in RE sector respectively. Our CEO, COO and CPDO are key in determining the strategic direction of our business and implementing strategies to drive business growth. They are assisted by our CFO with her knowledge and experience to contribute to the development of our business.

(iii) Our business model in the EPCC and subcontracted works for solar PV facilities is supplemented by the supply of solar power generated from the assets that we owned to provide us with recurrent revenue

Part of our strategy was to leverage on our technical knowledge and experience in EPCC of solar PV facilities and expand into asset ownership, a strategy which we embarked in 2019 through Solarcity REIT. As at the LPD, we own 18 solar PV facilities with a collective installed capacity of 7.74 MWp. In addition, we plan to construct 2 new solar PV facilities by 2023.

(iv) We work with solar PV investors who will fund the installation of solar PV facility and facilitate growth of our EPCC of solar PV facility business

Solar PV investors are entities that fund the capital expenses of installing solar PV facilities on the premises of prospective power consumers. We work with solar PV investors where we carry out the EPCC of solar PV facilities for the solar PV investors. This will enable power users to consume solar PV power without having to fund the initial capital expenses for the installation of solar PV facilities. With this zero-capital expenditure arrangement, we can attract power consumers to install solar PV facilities on their premises while generating opportunities for our EPCC of solar PV facility business. For the Financial Years Under Review and up to the LPD, 40 of our completed and on-going EPCC projects are from solar PV investors with an aggregated contract value of RM33.62 million. Our relationships with solar PV investors will provide us with the advantage of offering zero-capital expenditure to power consumers and encourage the installation of solar PV facilities to serve as a platform for our EPCC of solar PV facility business segment.

Further details of our competitive advantages and key strengths are set out in Section 6.1.2 of this Prospectus.

3.4 BUSINESS STRATEGIES

Our Group's business strategies are summarised as below:

(i) Continue to expand our solar PV business

Our overall strategy is to continue to focus on our core competency in solar PV business and solar power generation and supply. This is supported by our track record since the commencement of solar PV services in 2013. Our track record from past projects in

3. PROSPECTUS SUMMARY (CONT'D)

EPCC and construction and installation services will serve as reference sites for us to secure new customers and projects. This will be further supported by our plans in setting up a new branch office in Johor to address potential opportunities. We also plan to expand our solar power generation and supply business segment for recurrent revenue that will provide us with a certain amount of predictable cash flow to complement our project based revenue. As at the LPD, we have a total unbilled order book of RM558.34 million including 7 EPCC for LSS PV plant projects which are expected to be completed progressively between FYE 2023 and FYE 2024.

(ii) Expand into other RE facilities for the EPCC of biogas plants and complementary products

Part of our strategy is to leverage on our experience and track record in EPCC of solar PV facilities to address potential opportunities in the EPCC of other RE facilities namely biogas plants. In line with the national initiatives to promote RE, we plan to expand into the EPCC of biogas plants which is designed to generate electricity by using waste materials, such as agricultural waste. In addition, part of our Group's strategies is to also expand into the provision of complementary products for our solar PV business where we plan to provide complementary products including IoT solar energy system and current limiting reactor system for solar PV power applications.

(iii) Market expansion to set up new office in Johor

We intend to set-up a new office for our business expansion in Johor to address potential opportunities in the EPCC of rooftop solar PV facilities and providing associated services such as solar PV consulting, engineering and maintenance services. This is to target the commercial and industrial applications in the Southern region.

(iv) Purchase operational equipment for our solar PV business operations

Our existing equipment mainly consist of electrical testing instruments, equipment and tools for our EPCC, and construction and installation services. We also have a pile driver used for piling and foundation works for ground mounted LSS PV plant projects. In the past, we mainly utilised mechanical and construction equipment provided by subcontractors and we also rented equipment including piling machines, and data loggers for construction and installation works. In this respect, we plan to purchase new operational equipment to cater to the expansion of our solar PV business. We intend to purchase the following equipment for our operations to support the continuing expansion of our solar PV business:

- (a) Electrical testing instruments, equipment and tools including 2 units of thermal imaging cameras, 2 units of power quality measurement instruments and 2 units of solar PV testers;
- (b) Mechanical and construction equipment including 2 units of vehicles for project sites, 3 units of piling equipment, 2 units of panel cleaning equipment and 2 units of construction lifts such as boom lifts and scissor lifts; and
- (c) IT related system including 1 unit of hardware and 11 software for solar PV applications.

Further details of our business strategies are set out in Section 6.10 of this Prospectus.

3.5 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, certain risks and investment considerations (which may occur either individually or in combination, at the same time or around the same time) that may have a significant impact on our future financial performance, such as the following:

3. PROSPECTUS SUMMARY (CONT'D)

- (i) **Our financial performance is dependent on our ability to continually secure new and sizeable projects to ensure the sustainability of our business**

The nature of our business is mainly project based where our revenue is derived from the execution and completion of EPCC, and the construction and installation of solar PV facilities. There is a risk that we may not be able to secure sufficient new and sizeable projects to sustain our business which would materially affect our future financial performance.

- (ii) **We face inherent risk as an asset owner to generate and supply solar power due to the requirements to make upfront capital investments and the long breakeven period for these investments**

Our asset ownership business model is based on funding the capital cost of construction or acquisition of completed solar PV facilities, and bearing the expenses of operating and maintaining the solar PV facilities, while we are paid based on solar power generated for the duration of the PPA. As at 31 March 2022, the total investment cost of our solar PV facilities was RM41.00 million including solar PV facilities that were being constructed by us or acquired. Our solar PV facilities were funded by a combination of internally generated funds and borrowings.

- (iii) **Our business and financial performance may be affected if there are delays or cancellations of our projects**

In the event of any delays in the completion of our projects, we will be liable for claims and/or penalties from customers on LAD comprising delay LAD, abandonment LAD and performance LAD, which may adversely affect our financial performance and reputation. Furthermore, if we are unable to complete our solar PV projects, this would also adversely impact our reputation and our ability to receive the full payment for the project.

- (iv) **We face the risk of cost overruns for our EPCC of solar PV facility projects as they are based on a fixed lump sum contract which may take less than 12 months and up to 18 months to complete**

Our EPCC of solar PV projects are based on a fixed lump sum contract. In the event of unanticipated cost increases during project implementation and execution where we are unable to pass the cost increases to our customers, this would adversely affect our financial performance.

- (v) **We are dependent on our subcontractors to perform certain works for our solar PV projects**

We engage subcontractors to perform works such as earthworks, site clearance and preparations, piling, construction of mounting structures, physical installation of solar PV modules and balance of systems, and electrical, communications and integration work to connect all equipment and components. In this respect, we are subject to the risks associated with non-performance, late performance or poor performance by our subcontractors.

Please refer to Section 8 of this Prospectus for the full list of risk factors which you should consider before investing in our Shares.

3.6 IMPACT OF THE COVID-19 PANDEMIC

The World Health Organisation declared COVID-19 a pandemic on 11 March 2020. The Government implemented several measures to reduce and control the spread of COVID-19 commencing from 18 March 2020. As a result of the implementation of MCO by the Government, our business operations were temporarily suspended from 18 March 2020 to 11 May 2020. Our financial performance was impacted due to the delay in billings as we experienced a slowdown in our operations as well as temporary suspension of our on-going projects. We were only able to bill our customers based on work done for our solar PV facility projects before the MCO as well as recurrent billings from the solar power generation and supply. During this period, 12 of our

3. PROSPECTUS SUMMARY (CONT'D)

EPCC of solar PV facility projects and construction and installation projects were temporarily suspended. As at the LPD, all of the said projects have been completed.

Under the Phase 1 of NRP with a full lockdown and FMCO which started on 1 June 2021, our business operations were affected when our management and administrative staff had to work from home during Phase 1 of NRP period, while our on-site operations were temporarily suspended between 1 June 2021 and mid-July 2021. The on-site operations for our on-going projects were affected during the said period and we notified our customers of the suspension of on-site works due to the constraints we encountered during the said NRP period. We were only able to bill our customers based on work done for our solar PV facilities projects before Phase 1 of NRP as well as recurrent billings from solar power generation and supply. During this period, 16 of our EPCC of solar PV facility projects and construction and installation projects were temporarily suspended. As at the LPD, 11 of these projects have been completed while the remaining 5 projects are still on-going.

Despite the business interruptions during these periods, our overall financial performance for the FYE 2022 was not materially affected as our revenue increased by 129.09% to RM99.26 million for the FYE 2022 (FYE 2021: RM43.33 million), whereas our total GP increased by RM7.48 million or 58.14% to RM20.35 million for the FYE 2022 (FYE 2021: RM12.87 million).

Our net cash used in operating activities was RM27.71 million for the FYE 2022. This was mainly due to an increase in contract assets contributed by services performed but pending billing to customers and increase in contract liabilities mainly due to advance payments received from customers. Nonetheless, there was no material impact on the collectability of our trade receivables. Our total net receivables stood at RM9.10 million as at 31 March 2022. As at the LPD, RM4.28 million or 47.03% of our total trade receivables outstanding have been collected.

Our supply chain was impacted by the COVID-19 pandemic, nevertheless the impact was not material. Notwithstanding the continuing COVID-19 pandemic, we have not encountered any material supply disruptions for any new orders of any solar PV equipment and materials for our business operations as at the LPD.

For further details on the impact of the COVID-19 pandemic on our business and financial performance, please refer to Section 6.3.11 of this Prospectus.

3.7 DIRECTORS AND KEY SENIOR MANAGEMENT OF OUR GROUP

Our Directors and key senior management are as follows:

Name	Designation
DIRECTORS	
Zulkifly Bin Zakaria	Independent Non-Executive Chairman
Ong Hang Ping	Executive Director / CEO
Chow Kian Hung	Executive Director / COO
Khoo Kah Kheng	Executive Director / CPDO
Amin Ashari Bin Shafie	Non-Independent Non-Executive Director
Norashikin Binti Abdul Rani	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Independent Non-Executive Director
Yap Chui Fan	Independent Non-Executive Director
KEY SENIOR MANAGEMENT	
Ooi Yoong Shan	CFO

Further details on our Directors and key senior management are disclosed in Section 5 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

3.8 PROMOTERS AND / OR SUBSTANTIAL SHAREHOLDERS

Our Promoters and / or substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

	Nationality / Country of Incorporation	Before our IPO / As at the LPD			After our IPO		
		Direct No. of Shares	Indirect No. of Shares	% ⁽¹⁾	Direct No. of Shares	Indirect No. of Shares	% ⁽²⁾
Promoters and substantial shareholders							
NEC	Malaysia	167,085,531	-	47.74	167,085,531	-	35.70
Ong Hang Ping	Malaysian	1	(3)167,085,531	# 47.74	@24,553,461	(3)167,085,531	5.25 (3)35.70
Chow Kian Hung	Malaysian	1	(3)167,085,531	# 47.74	@16,406,475	(3)167,085,531	3.50 (3)35.70
Substantial shareholders							
Stellar One	Malaysia	26,706,010	-	7.63	26,706,010	-	5.71
Basil Power	Malaysia	94,955,075	-	27.13	^54,220,141	-	11.59
Tiong Sun Teck	Malaysian	-	(4)26,706,010	-	(4)26,706,010	(4)26,706,010	(4)5.71
Lim Wai Ken	Malaysian	-	(4)26,706,010	-	(4)26,706,010	(4)26,706,010	(4)5.71
Prize Wings Sdh Bhd	Malaysia	-	(5)94,955,075	-	(5)94,955,075	(5)54,220,141	(5)11.59
AGTF Solar Ltd	British Virgin Islands	-	(6)94,955,075	-	(6)94,955,075	(6)54,220,141	(6)11.59
Asia Greentech Fund I LP	Cayman Islands	-	(7)94,955,075	-	(7)94,955,075	(7)54,220,141	(7)11.59
Melur Investment Limited	Malaysia	-	(8)94,955,075	-	(8)94,955,075	(8)54,220,141	(8)11.59
Cardina International Company Limited	Cayman Islands	-	(8)94,955,075	-	(8)94,955,075	(8)54,220,141	(8)11.59
MAVCAP	Malaysia	-	(9)94,955,075	-	(9)94,955,075	(9)54,220,141	(9)11.59
MoF Inc.	Malaysia	-	(10)94,955,075	-	(10)94,955,075	(10)54,220,141	(10)11.59
Kasen International Company Limited	Cayman Islands	-	(11)94,955,075	-	(11)94,955,075	(11)54,220,141	(11)11.59

3. PROSPECTUS SUMMARY (CONT'D)

Nationality / Country of Incorporation	Before our IPO / As at the LPD				After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Kasen International Holdings Ltd Cayman Islands	-	-	(12)94,955,075	(12)27.13	-	-	(12)54,220,141	(12)11.59

Notes:

Negligible.

@ Including the Disposal by Basil Power of 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively and 112,500 Shares under the Pink Form Allocation.

^ After the Disposal by Basil Power of 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively.

(1) Based on our issued share capital of 350,000,000 Shares after the Acquisition of Fabulous Sunview but before our IPO.

(2) Based on our enlarged issued share capital of 468,000,000 Shares after the Disposal by Basil Power and Public Issue pursuant to the IPO.

(3) Deemed interested by virtue of his shareholdings in NEC pursuant to Section 8(4) of the Act.

(4) Deemed interested by virtue of his shareholdings in Stellar One pursuant to Section 8(4) of the Act.

(5) Deemed interested by virtue of its shareholdings in Basil Power pursuant to Section 8(4) of the Act.

(6) Deemed interested by virtue of its shareholdings in Prize Wings Sdn Bhd pursuant to Section 8(4) of the Act.

(7) Deemed interested by virtue of its shareholdings in AGTF Solar Ltd pursuant to Section 8(4) of the Act.

(8) Deemed interested by virtue of its shareholdings in Asia Greentech Fund I LP pursuant to Section 8(4) of the Act.

(9) Deemed interested by virtue of its shareholdings in Melur Investment Limited pursuant to Section 8(4) of the Act.

(10) Deemed interested by virtue of its shareholdings in MAVCAP pursuant to Section 8(4) of the Act.

(11) Deemed interested by virtue of its shareholdings in Cardina International Company Limited pursuant to Section 8(4) of the Act.

(12) Deemed interested by virtue of its shareholdings in Kasen International Company Limited pursuant to Section 8(4) of the Act.

3. PROSPECTUS SUMMARY (CONT'D)**3.9 USE OF PROCEEDS FROM OUR IPO**

The total gross proceeds from our Public Issue amounting to RM34.22 million are intended to be used in the following manner:

Purposes	RM'000	%	Estimated time frame for use
			(from the Listing date)
Business expansion	1,670	4.88	Within 24 months
Capital expenditure	1,855	5.42	Within 18 months
Working capital	20,095	58.72	Within 24 months
Repayment of bank borrowings	7,000	20.46	Within 3 months
Estimated listing expenses	3,600	10.52	Within 1 month
Total	34,220	100.00	

There is no minimum subscription to be raised from our IPO. Further details on the use of proceeds are set out in Section 4.4 of this Prospectus.

3.10 FINANCIAL HIGHLIGHTS

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

	Audited			
	FYE 2019 RM'000	FYE 2020 RM'000	FYE 2021 RM'000	FYE 2022 RM'000
Revenue	5,651	26,375	43,330	99,263
Cost of sales	(4,322)	(20,243)	(30,464)	(78,917)
GP	1,329	6,132	12,866	20,346
(LBT) / PBT	(799)	3,254	8,343	10,859
(LAT) / PAT	(708)	2,529	5,791	8,887
GP margin ⁽¹⁾ (%)	23.52	23.25	29.69	20.50
PBT margin ⁽²⁾ (%)	-	12.34	19.25	10.94
PAT margin ⁽³⁾ (%)	-	9.59	13.36	8.95

Notes:

- (1) GP margin is calculated based on GP divided by revenue.
- (2) PBT margin is calculated based on PBT divided by revenue.
- (3) PAT margin is calculated based on PAT divided by revenue.

Please refer to Section 11 of this Prospectus for further discussion on our historical audited combined financial information.

3.11 DIVIDEND POLICY

The dividend declared and paid by our Group in the FYE 2019 was RM1.20 million which was paid to the shareholders of Fabulous Sunview namely, Ong Hang Ping and Chow Kian Hung while we declared dividend amounting to RM1.00 million in the FYE 2020 which was paid in the FYE 2021 to the shareholders of Fabulous Sunview namely, Ong Hang Ping, Chow Kian Hung and Stellar One. Our Group did not declare any dividend for the FYE 2021 and FYE 2022, and does not intend to declare and pay dividend prior to the Listing. Notwithstanding the above, our Group presently does not have a fixed dividend policy. Further details on our dividend policy are disclosed in Section 11.4 of this Prospectus.

4. PARTICULARS OF OUR IPO

4.1 DETAILS OF OUR IPO

4.1.1 Pre-IPO Corporate Exercises

During and subsequent to our FYE 2021, our Group had undertaken and completed the following corporate exercises prior to us embarking on our Listing Scheme:

(a) Issuance of RCPS to Basil Power

Pursuant to a subscription agreement dated 5 November 2020 entered into between Basil Power, Fabulous Sunview and our Promoters, namely Ong Hang Ping and Chow Kian Hung ("**RCPS Subscription Agreement**"), Basil Power had on 15 December 2020 subscribed for 450,704 RCPS at an issue price of RM35.50 each. The said issue price was arrived at mainly after taking into consideration the shareholding in Fabulous Sunview that these RCPS render upon their full conversion into Fabulous Sunview Shares, future prospects of our Group, our unlisted status, and the potential benefits from the use of the proceeds raised for our business expansion. The investment by Basil Power is envisaged to accelerate our Group's growth especially in taking on more LSS projects as it will be able to provide additional liquidity to our Group.

The principal activity of Basil Power is investment holding. Basil Power was established as an investment vehicle to hold the investments of Asia Greentech Fund I LP in our Group. At the material time, the ultimate beneficial shareholders of Basil Power were MoF Inc. (held via MAVCAP) and Kasen International Holdings Limited, whilst the shareholders of Fabulous Sunview were Ong Hang Ping, Chow Kian Hung and Stellar One. Please refer to Section 5.1.2 of this Prospectus for their respective profile.

Fabulous Sunview had raised a total proceeds of approximately RM16.00 million from this issuance of RCPS to Basil Power, and these proceeds have been mainly used for our security collateral, working capital purposes to fund our Group's projects and as down payments for the acquisitions of Vafe System and Suntech Energy. The proceeds raised from the issuance of RCPS to Basil Power has been fully utilised. The details of utilisation are set out as follows:

Purposes	RM'000	%
Security collateral ⁽¹⁾	6,988	43.68
Working capital	6,977	43.61
Down payment for the acquisition of Vafe System	1,060	6.62
Down payment for the acquisition of Suntech Energy	975	6.09
Total	16,000	100.00

Note:

(1) Comprises fixed deposits with licensed banks and security bond.

4. PARTICULARS OF OUR IPO (CONT'D)

(b) Acquisition of Vafe System

Pursuant to the RCPS Subscription Agreement, Fabulous Sunview is required to acquire approximately 2.00 MWp FiT solar project businesses or companies.

On 3 March 2021, Fabulous Sunview entered into a share sale agreement to acquire the entire issued share capital of Vafe System from Sendang Energy Sdn Bhd for a cash purchase consideration of RM5.80 million. This is derived from the total identifiable net assets acquired of RM0.79 million and goodwill arising on acquisition of RM5.01 million.

Vafe System is principally involved in solar power generation and supply and it owns and operates a rooftop solar PV power plant in Kinta, Perak with a generating capacity of 1.00 MWp. This solar PV power plant generates and sells electricity to TNB under the FiT programme, the quota for which was obtained in 2016. The acquisition of Vafe System will provide our Group with a diversified recurring revenue stream that will enhance our Group's earnings visibility and long-term sustainability.

At the material time, Vafe System was a wholly-owned subsidiary of Sendang Energy Sdn Bhd. The shareholders of Sendang Energy Sdn Bhd was Reset Apps Sdn Bhd, Mokz Energy Sdn Bhd and Lee Fong Yeng. Reset Apps Sdn Bhd and Mokz Energy Sdn Bhd are held by third party individuals.

The purchase consideration was arrived at on a willing buyer-willing seller basis after taking into consideration the present value of expected future cash flows to be generated by the solar PV power plant and our business strategy to further expand our operations in solar power generation and supply. We also took into consideration 1 secured project with GV Bumi Solar (Sandakan) Sdn Bhd which was referred to Fabulous Sunview by Vafe System. Please refer to Appendix F of this Prospectus for valuation certificate issued by an independent valuer for further details on the fair value of Vafe System.

The acquisition of Vafe System was completed on 11 August 2021.

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4. PARTICULARS OF OUR IPO (CONT'D)**(c) Acquisition of Suntech Energy**

Pursuant to the RCPS Subscription Agreement, Fabulous Sunview is required to acquire approximately 2.00 MWp FiT solar project businesses or companies.

On 24 March 2021, Fabulous Sunview entered into a share sale agreement to acquire the entire issued share capital of Suntech Energy from Khoo Kah Kheng and Ng Chee Yee for a cash purchase consideration of RM15.00 million. This is derived from the total identifiable net assets acquired of RM2.80 million, share of results of associates, net of tax of RM0.03 million and goodwill arising on acquisition of RM12.17 million.

Suntech Energy is principally involved in solar power generation and supply and it owns and operates 2 rooftop solar PV power plants. These solar PV power plants are located in Nilai, Negeri Sembilan and Bukit Mertajam, Pulau Pinang, each with a generating capacity of 1.00 MWp. These solar PV power plants generate and sell electricity to TNB under the FiT programme, the quota for which were obtained in 2014 and 2016, respectively. In addition, Suntech Energy is also the 49.00% shareholder of Solarcity REIT, which was established jointly by Fabulous Sunview and Suntech Energy in 2019. The acquisition of Suntech Energy will provide our Group with a diversified recurring revenue stream that will enhance our Group's earnings visibility and long-term sustainability.

The purchase consideration was arrived at on a willing buyer-willing seller basis after taking into consideration the present value of expected future cash flows to be generated by the 2 solar PV power plants, present value of expected future cash flows to be generated by the solar PV facilities owned and to be owned by Solarcity REIT (on 49.00% equity interest) based on secured contracts, future prospects of Solarcity REIT, and our business strategy to further expand our operations in power generation and supply. We also took into consideration the 2 projects under the LSS 4 programme which were referred to Fabulous Sunview by Suntech Energy. Please refer to Appendix F of this Prospectus for valuation certificate issued by an independent valuer for further details on the fair value of Suntech Energy.

Khoo Kah Kheng is our Executive Director / CPDO and director of our subsidiaries, namely Suntech Energy and Solarcity REIT. He is also a shareholder of our Company via his shareholdings in NEC. Ng Chee Yee is a shareholder of our Company.

The acquisition of Suntech Energy was completed on 8 December 2021.

(d) Pre-IPO Fund Raising

Pursuant to the subscription agreements dated 2 September 2021 and 15 September 2021 entered into between Fabulous Sunview and the Pre-IPO Investors, the Pre-IPO Investors had subscribed for a total of 365,500 Fabulous Sunview Shares at an issue price of RM60.19 each. The Pre-IPO Fund Raising was completed in 2 tranches on 30 September 2021 and 7 October 2021, respectively.

Further details of the Pre-IPO Fund Raising are as follows:

Pre-IPO Investors	No. of Fabulous Sunview Shares subscribed	Issue price per share (RM)	Total consideration (RM mil)
FIHB ⁽¹⁾	81,403	60.19	4.90
Soh Kah Woi	81,403	60.19	4.90
Khoo Kah Kheng	74,761	60.19	4.50
Ng Chee Yee	74,761	60.19	4.50
Evergreen Credit ⁽²⁾	33,229	60.19	2.00
Oon Jin Hsiang	19,943	60.19	1.20
Total	365,500		22.00

4. PARTICULARS OF OUR IPO (CONT'D)**Notes:**

- (1) FIHB is a public company listed on the Main Market of Bursa Securities. The principal activity of FIHB is investment holding and through its subsidiaries, FIHB is engaged in the interior fit out works, contracts for construction works, manufacturing and export of furniture, and caseworks.
- (2) The shareholders of Evergreen Credit are Oong Boon Eok, Wong Kam Mun and Mok Chin Meng. The principal activity of Evergreen Credit is investment holding which involved in the business of importers, retailers, distributors, agents, and dealers in sport garment apparel and outdoor equipment.

The Pre-IPO Fund Raising was undertaken mainly to fund the Group's newly secured projects without incurring interest cost as compared to bank borrowings. Fabulous Sunview had raised a total proceeds of approximately RM22.00 million from the Pre-IPO Fund Raising, and the proceeds have been fully utilised for our working capital purposes to fund our Group's projects. Further details of the working capital are set out as follows:

Purposes	RM'000	%
Security collateral ⁽¹⁾	11,937	54.26
Payment to our suppliers	10,063	45.74
Total	22,000	100.00

Note:

- (1) Comprises fixed deposits with licensed bank for performance bond and bankers cheques.

Upon completion of the Pre-IPO Fund Raising, the issued share capital of Fabulous Sunview increased to RM40,249,437.24 comprising 1,210,570 ordinary shares and 450,704 RCPS.

(e) RCPS Redemption and issuance of ICPS

Pursuant to a subscription agreement dated 29 November 2021 entered into between Basil Power, Fabulous Sunview and our Promoters, namely Ong Hang Ping and Chow Kian Hung, Fabulous Sunview had on 29 November 2021 fully redeemed all 450,704 RCPS via a fresh issuance of 450,704 ICPS of RM16.00 million in Fabulous Sunview to Basil Power.

Fabulous Sunview had redeemed the 450,704 RCPS via a fresh issuance of the 450,704 ICPS as the issuance of ICPS will enhance the capital base of Fabulous Sunview. Upon completion of the RCPS Redemption and issuance of ICPS, the issued share capital of Fabulous Sunview was RM40,249,437.24 comprising 1,210,570 ordinary shares and 450,704 ICPS.

4. PARTICULARS OF OUR IPO (CONT'D)

(f) Share Transfer to NEC

On 30 November 2021, Ong Hang Ping, Chow Kian Hung and Khoo Kah Kheng entered into a share sale agreement to transfer their entire shareholdings in Fabulous Sunview amounting to 793,071 Fabulous Sunview Shares to NEC, an investment holding company held by them. Further details of the Share Transfer to NEC are set out below:

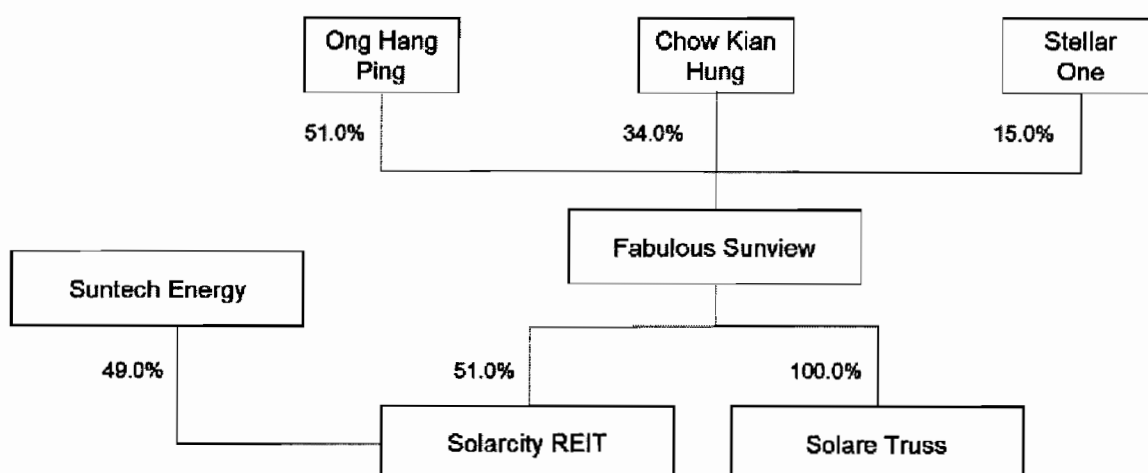
Name	No. of Fabulous Sunview Shares held before the Share Transfer to NEC	No. of Fabulous Sunview Shares transferred to NEC	As a % of total number of Fabulous Sunview Shares transferred to NEC
Ong Hang Ping	430,986	430,986	54.34%
Chow Kian Hung	287,324	287,324	36.23%
Khoo Kah Kheng	74,761	74,761	9.43%
Total	793,071	793,071	100.00%

The abovementioned shareholders undertook the Share Transfer to NEC, to streamline their respective shareholdings in Fabulous Sunview under one investment holding company. The Share Transfer to NEC did not involve the issuance of any new shares and as such, there had been no change in the issued share capital of Fabulous Sunview.

The Share Transfer to NEC was completed on 11 January 2022 and the individual percentage shareholding of each of the aforementioned persons in NEC is as per the percentage illustrated in the table above. Please refer to Section 5.1.2 of this Prospectus for further details on NEC.

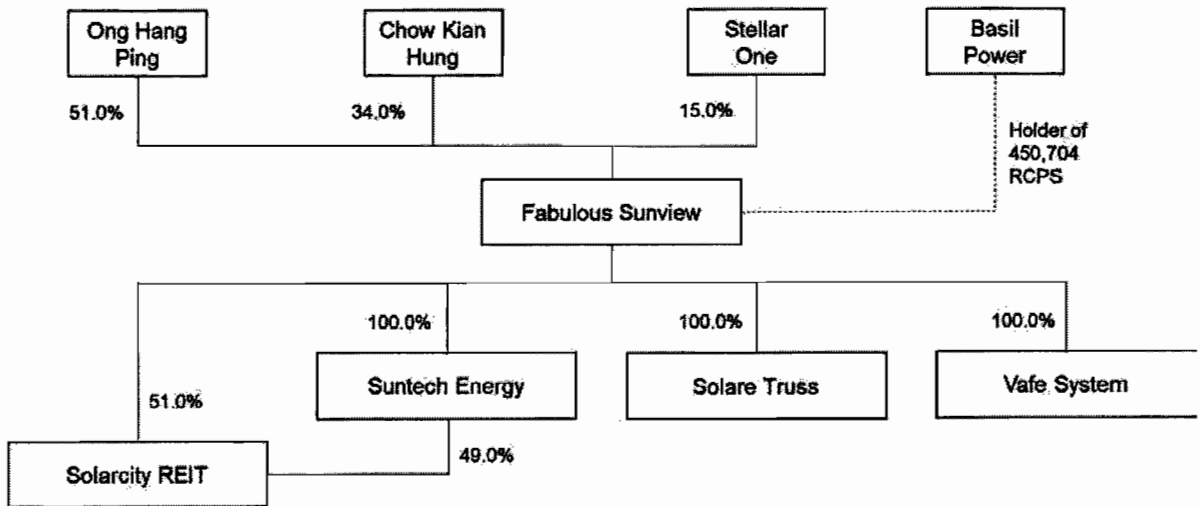
The changes on the Fabulous Sunview group and shareholdings structure pursuant to the Pre-IPO Corporate Exercises are illustrated below:

Before Pre-IPO Corporate Exercises



4. PARTICULARS OF OUR IPO (CONT'D)

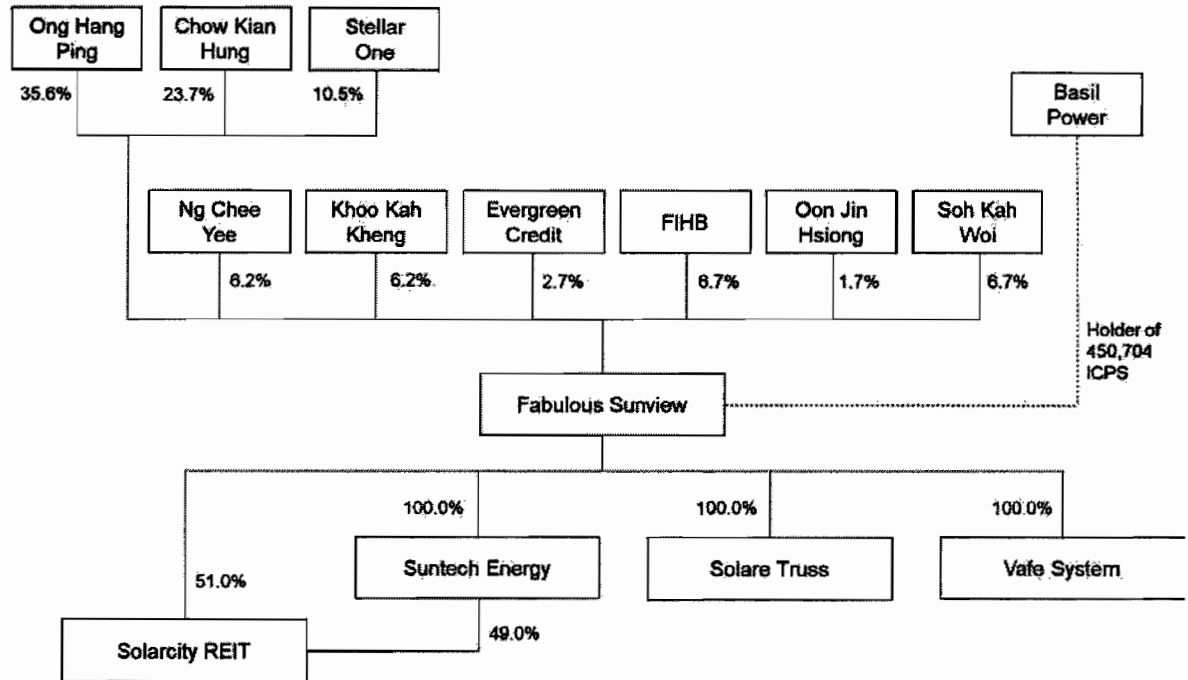
After the acquisitions of Vafe System and Suntech Energy, and issuance of RCPS



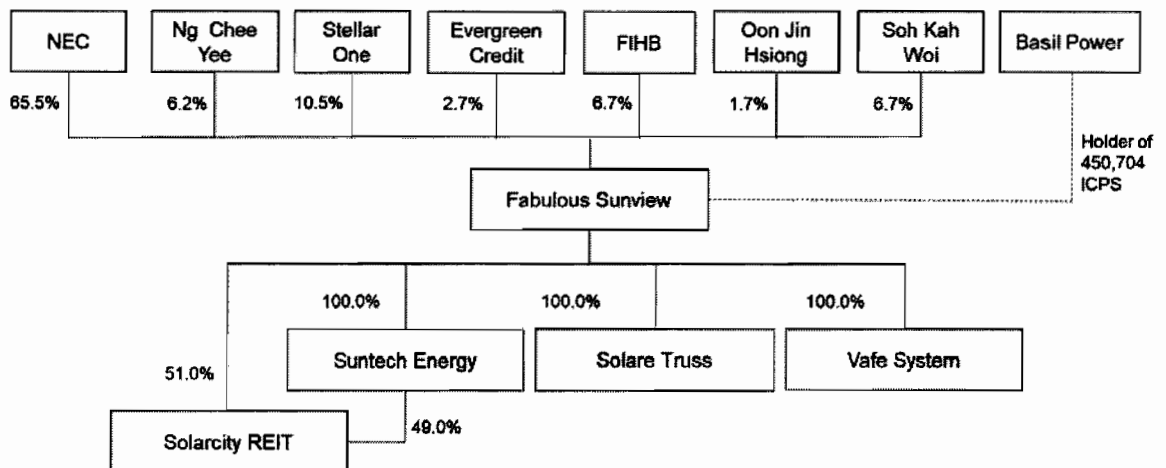
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4. PARTICULARS OF OUR IPO (CONT'D)

After the Pre-IPO Fund Raising, RCPS Redemption and issuance of ICPS



After Share Transfer to NEC



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4. PARTICULARS OF OUR IPO (CONT'D)**4.1.2 Listing Scheme**

Our Listing Scheme in conjunction with and as an integral part of the listing of and quotation for our entire enlarged issued share capital on the ACE Market involves the following:

- (a) Internal Reorganisation Exercise;
- (b) Public Issue;
- (c) Disposal by Basil Power; and
- (d) Listing.

(a) Internal Reorganisation Exercise**(i) ICPS Conversion**

On 22 July 2022, all existing ICPS held by Basil Power had been converted into Fabulous Sunview Shares. The conversion ratio is fixed at 1 ICPS for 1 Fabulous Sunview Share on a fully diluted basis (that at the time of conversion, Fabulous Sunview has maintained the total issued share capital of 1,210,570 ordinary shares). Following the conversion, the issued share capital of Fabulous Sunview is RM40,249,437.24 comprising 1,661,274 ordinary shares.

(ii) Acquisition of Fabulous Sunview

On 20 December 2021, Sunview entered into a conditional share sale agreement to acquire the entire issued share capital of Fabulous Sunview of RM40,249,437.24 comprising 1,661,274 ordinary shares from the Fabulous Sunview Vendors for a purchase consideration of RM49,000,000. The acquisition was completed on 29 July 2022 and the said purchase consideration was entirely satisfied by the allotment and issuance of 349,999,998 new Shares at an issue price of RM0.14 per Share. The purchase consideration of RM49,000,000 was arrived at on a willing buyer-willing seller basis and after taking into account the pro forma consolidated NA of Fabulous Sunview as at 31 March 2021 of RM49,424,000 after the Pre-IPO Fund Raising and ICPS Conversion. Please refer to Section 11.5 of this Prospectus for the pro forma combined statements of financial position.

The 349,999,998 new Shares were issued to the Fabulous Sunview Vendors as follows:

Fabulous Sunview Vendors	No. of Fabulous Sunview Shares acquired	Shareholdings held in Fabulous Sunview (%)⁽¹⁾	Purchase consideration (RM)	No. of Sunview Shares issued
NEC	793,071	47.74	23,391,975.00	167,085,531
Basil Power	450,704	27.13	13,293,710.50	94,955,075
Stellar One	126,760	7.63	3,738,841.00	26,706,010
FIHB	81,403	4.90	2,401,017.00	17,150,121
Soh Kah Woi	81,403	4.90	2,401,017.00	17,150,121
Ng Chee Yee	74,761	4.50	2,205,108.00	15,750,773
Evergreen Credit	33,229	2.00	980,104.00	7,000,742
Oon Jin Hsiang	19,943	1.20	588,227.50	4,201,625
Total	1,661,274	100.00	49,000,000.00	349,999,998

4. PARTICULARS OF OUR IPO (CONT'D)

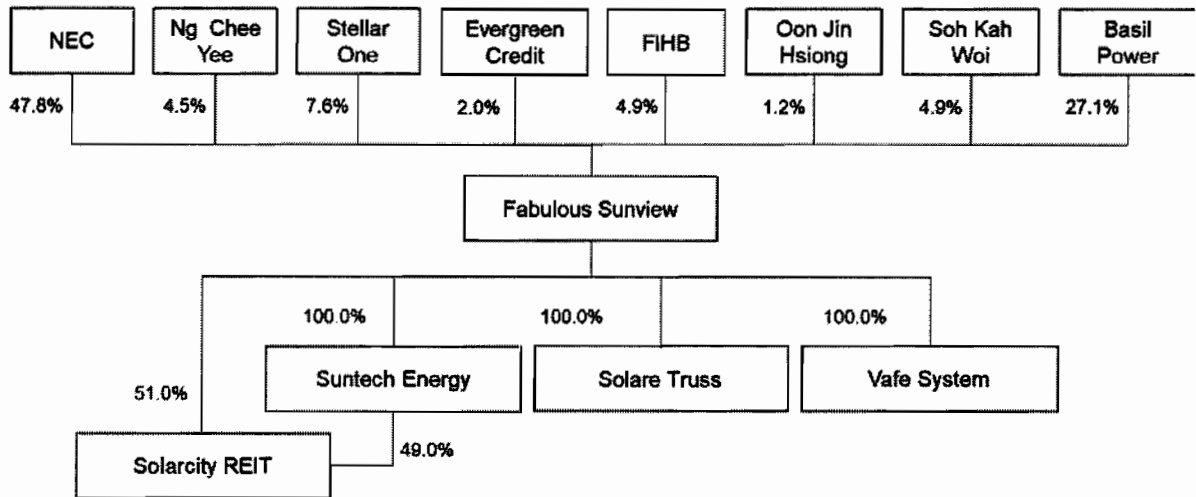
Note:

(1) Based on the shareholdings of the Fabulous Sunview Vendors in Fabulous Sunview after the ICPS Conversion.

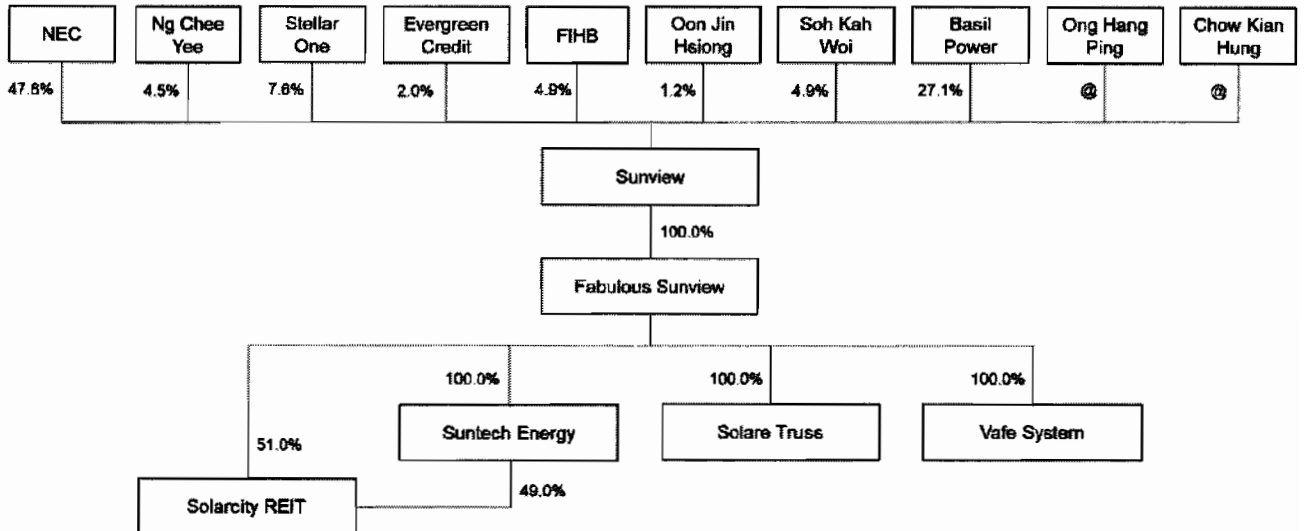
Upon completion of the Acquisition of Fabulous Sunview, our issued share capital increased to RM49,000,002 comprising 350,000,000 Shares.

Our Group structure after the ICPS Conversion and Acquisition of Fabulous Sunview are illustrated below:

After ICPS Conversion



After the Acquisition of Fabulous Sunview



Note:

@ Consists of 1 subscriber's share held by Ong Hang Ping and Chow Kian Hung, respectively.

4. PARTICULARS OF OUR IPO (CONT'D)**(b) Public Issue**

The Public Issue of 118,000,000 new Sunview Shares, representing approximately 25.21% of our enlarged issued share capital upon Listing, at the IPO Price will be allocated and allotted in the following manner:

(i) Malaysian Public

23,600,000 new Sunview Shares, representing 5.04% of our enlarged issued share capital, will be made available for application by the Malaysian Public via balloting, of which at least 50.00% is to be set aside strictly for Bumiputera investors.

Any IPO Shares under the Malaysian Public balloting portion which are not fully subscribed for by the Malaysian Public will be made available for subscription as follows:

- (a) Firstly, by the Eligible Persons under the Pink Form Allocation as described in Section 4.1.2(b)(ii) of this Prospectus;
- (b) Secondly, by our selected investors as described in Section 4.1.2(b)(iii) of this Prospectus; and
- (c) Lastly, by our Sole Underwriter based on the terms of the Underwriting Agreement.

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

9,000,000 new Sunview Shares, representing 1.92% of our enlarged issued share capital, will be made available for application by our eligible Directors, employees and persons who have contributed to the success of our Group.

Our Pink Form Allocation will be in the following manner:

Eligibility	No. of persons	Aggregate number of IPO Shares allocated
Directors of Sunview ⁽¹⁾	8	900,000
Employees ⁽²⁾	76	1,800,000
Persons who have contributed to the success of our Group ⁽³⁾	101	6,300,000
Total	185	9,000,000

Notes:

- (1) The criteria for allocation to our eligible Directors are based on, among others, their respective roles and responsibilities in our Group.
- (2) The criteria for allocation to the eligible employees of our Group (as approved by our Board) are based on, among others, the following factors:
 - (i) The employee must be a full time employee and on the payroll of our Group; and

4. PARTICULARS OF OUR IPO (CONT'D)

- (ii) The number of IPO Shares allocated to the eligible employees is based on their position, their length of service and their past performance / contribution as well as other factors deemed relevant by our Board.
- (3) The IPO Shares to be allocated to persons who have contributed to the success of our Group, comprising our business contacts, suppliers and customers, shall be based on their contribution to our Group and as approved by our Board.

The number of IPO Shares to be allocated to our Directors is as follows:

Name	Designation	Number of IPO Shares allocated
Zulkifly Bin Zakaria	Independent Non-Executive Chairman	112,500
Ong Hang Ping	Executive Director / CEO	112,500
Chow Kian Hung	Executive Director / COO	112,500
Khoo Kah Kheng	Executive Director / CPDO	112,500
Amin Ashari Bin Shafie	Non-Independent Non-Executive Director	112,500
Norashikin Binti Abdul Rani	Independent Non-Executive Director	112,500
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Independent Non-Executive Director	112,500
Yap Chui Fan	Independent Non-Executive Director	112,500
Total		900,000

Any IPO Shares reserved under the Pink Form Allocation which are not taken up will be made available for subscription as follows:

- (a) Firstly, by other Eligible Persons;
- (b) Secondly, by the Malaysian Public as described in Section 4.1.2(b)(i) of this Prospectus;
- (c) Thirdly, by our selected investors as described in Sections 4.1.2(b)(iii) of this Prospectus; and
- (d) Lastly, by our Sole Underwriter based on the terms of the Underwriting Agreement.

As at the LPD, save as disclosed in Section 4.3 of this Prospectus, to the extent known to our Company:

- (a) there are no substantial shareholders, Directors or key senior management of our Company who have indicated to us that they intend to subscribe for the IPO Shares; and
- (b) there are no persons who have indicated to us that they intend to subscribe for more than 5.00% of the IPO Shares.

4. PARTICULARS OF OUR IPO (CONT'D)**(iii) Private placement to selected investors**

85,400,000 new Sunview Shares, representing approximately 18.25% of our enlarged issued share capital, will be made available by way of private placement to selected investors.

The IPO Shares reserved under the private placement to selected investors are not underwritten as written irrevocable undertakings to subscribe for these IPO Shares have been / will be obtained from the respective selected investors. Any IPO Shares reserved for selected investors which are not taken up will be made available for subscription as follows:

- (a) firstly, by the Malaysian Public as described in Section 4.1.2(b)(i) of this Prospectus; and
- (b) secondly, by the Eligible Persons under the Pink Form Allocation as described in Section 4.1.2(b)(ii) of this Prospectus.

The basis of allocation of our IPO Shares shall take into account the desirability of distributing our IPO Shares to a reasonable number of applicants with a view to broadening the shareholding base of our Company to meet the public spread requirements and to establish a liquid and adequate market for our Shares. Applicants will be selected on a fair and equitable manner.

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

The salient terms of the Underwriting Agreement are set out in Section 4.6 of this Prospectus.

(c) Disposal by Basil Power

During the Prescribed Period, Basil Power will dispose of part of its shareholdings in conjunction with the IPO amounting to 40,734,934 Sunview Shares to Ong Hang Ping and Chow Kian Hung. The disposal consideration will be settled in 2 tranches as follows:

- (i) RM0.2952 per Sunview Share or 5% discount to the IPO Price, whichever is higher for 35,000,000 Sunview Shares; and
- (ii) RM0.2952 per Sunview Share or 5% premium to the IPO Price or 10-days VWAP of Sunview Shares before the end of the 6-months period from the Listing date, whichever is higher for the remaining 5,734,934 Sunview Shares.

Further details of the disposal of the 40,734,934 Sunview Shares by Basil Power to Ong Hang Ping and Chow Kian Hung are as follows:

Name	No. of Sunview Shares held before Disposal by Basil Power	No. of Sunview Shares acquired from Basil Power	No. of Sunview Shares held after Disposal by Basil Power	%
Ong Hang Ping	1	24,440,960	24,440,961	5.22
Chow Kian Hung	1	16,293,974	16,293,975	3.48
Total	2	40,734,934	40,734,936	8.70

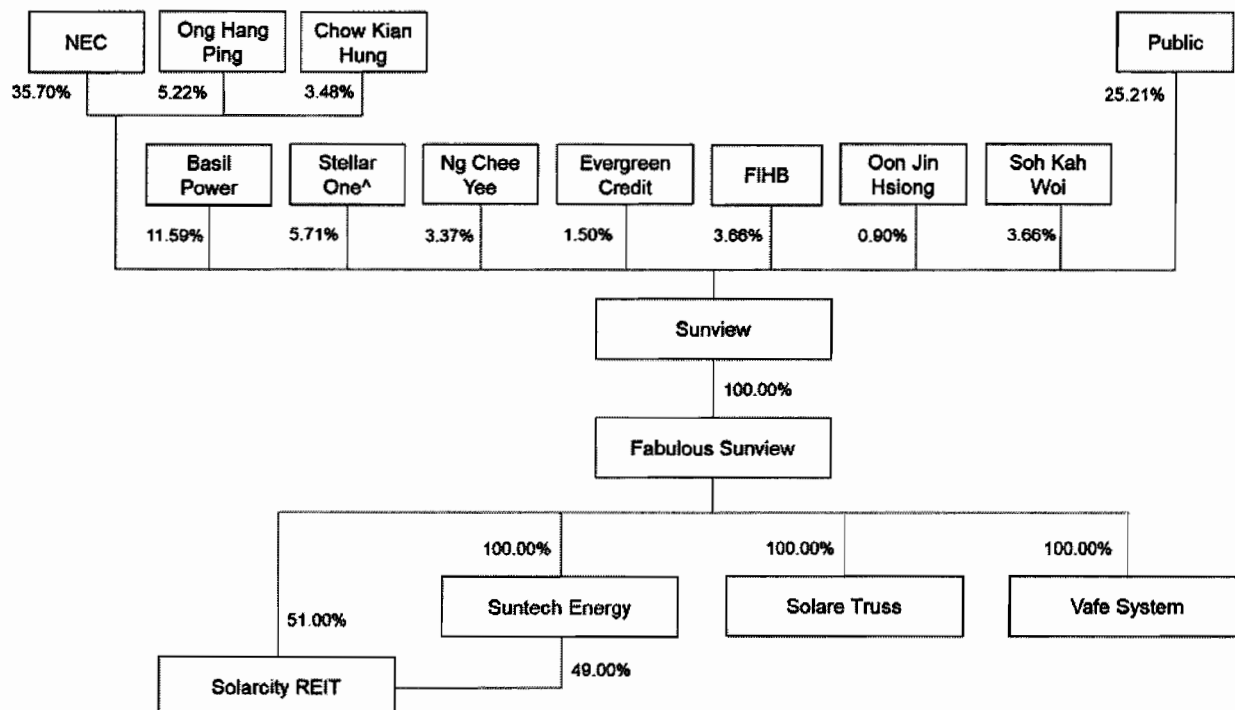
4. PARTICULARS OF OUR IPO (CONT'D)

The above disposal of 40,734,934 Sunview Shares by Basil Power is to ensure that collectively, the shareholdings of our Promoters namely NEC, Ong Hang Ping and Chow Kian Hung will meet the moratorium requirements upon Listing. Please refer to Section 2.2 of this Prospectus for further details on the moratorium on sales of our Shares.

(d) Listing

Upon completion of our IPO, our Company's entire enlarged issued share capital of RM83,220,002 comprising 468,000,000 Shares shall be listed on the ACE Market.

Our Group structure after the IPO is illustrated below:



Note:

^ The major shareholders of Stellar One are Tiong Sun Teck, Lim Wai Ken and Leong Chia How. Please refer to Section 5.1.2 of this Prospectus for further details of Stellar One.

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4. PARTICULARS OF OUR IPO (CONT'D)**4.1.3 Share Capital**

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

	No. of Shares	Share capital (RM)
Issued share capital as at the date of this Prospectus	350,000,000	49,000,002
New Shares to be issued pursuant to the Public Issue	118,000,000	34,220,000
Enlarged issued share capital upon Listing	468,000,000	83,220,002
IPO Price (RM)		0.29
- Pro forma combined NA per Share <i>(based on our enlarged issued share capital after the IPO and after the use of proceeds raised from our Public Issue)</i>		RM 0.19
- Market capitalisation upon Listing <i>(based on the IPO Price and our enlarged issued share capital after the IPO)</i>		135,720,000

We only have 1 class of shares, being ordinary shares, all of which rank equally with each other. Our IPO Shares will, upon allotment and issue, rank equally in all respects with our existing Shares in issue, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment of our IPO Shares.

Subject to special rights attaching to any Share which may be issued by us in the future, our shareholders shall, in proportion to 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 the whole of any surplus in the event of our liquidation, such surplus to be distributed among the shareholders in proportion to the issued share capital at the commencement of the liquidation, in accordance with our Constitution and provisions of the Act.

At any general meeting of our Company, each shareholder shall be entitled to vote in person, or by proxy, or by his / its representative under the instrument of proxy or certificate of appointment of corporate representative or power of attorney ("**Representative**"). On a vote by show of hands, each shareholder present (either in person, or by proxy, or by Representative) shall have 1 vote. On a vote by way of poll, each shareholder present (either in person, or by proxy, or by Representative) shall have 1 vote for each Share held. A proxy may but need not be a shareholder of our Company.

4. PARTICULARS OF OUR IPO (CONT'D)

4.2 BASIS OF ARRIVING AT THE IPO PRICE

Our Directors and AIS, as the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent, had determined and agreed upon the IPO Price after taking into consideration the following factors:

(i) Financial and operating history

Based on the historical audited combined statements of profit or loss and other comprehensive income of our Group for the FYE 2022, we recorded a PAT of RM8,886,604 representing an EPS of 1.90 sen (based on our enlarged issued share capital of 468,000,000 Shares upon Listing), which translates into a PE Multiple of 15.27 times based on the IPO Price.

Our detailed operating and financial history is set out in Sections 6 and 11 of this Prospectus, respectively.

(ii) Business strategies

Our business strategies, which are as set out in Section 6.10 of this Prospectus.

(iii) Competitive advantages and key strengths, and industry overview

Our competitive advantages and key strengths, and the industry overview, which are as set out in Sections 6.1.2 and 7 of this Prospectus, respectively.

(iv) Pro forma combined NA

Our pro forma combined NA per Share as at 31 March 2022 of RM0.19 based on our enlarged issued share capital of 468,000,000 Shares upon Listing and after the use of proceeds raised from our Public Issue.

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties, which may affect the trading price of our Shares. You are reminded to consider the risk factors set out in Section 8 of this Prospectus before deciding to invest in our Shares.

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4. PARTICULARS OF OUR IPO (CONT'D)

4.3 DILUTION

Dilution is the amount by which the IPO Price to be paid by investors for our IPO Shares exceeds our pro forma combined NA per Share after our IPO and it is illustrated as follows:

	RM
IPO Price	0.29
Pro forma combined NA per Share as at 31 March 2022 before Public Issue	0.16
Pro forma combined NA per Share after Public Issue and use of proceeds	0.19
Increase in NA per Share attributable to existing shareholders	0.03
Dilution in NA per Share to our new investors	0.10
Dilution in NA per Share to our new investors as a percentage of the IPO Price	34.48%

Save as disclosed below, there is no substantial disparity between our IPO Price and the effective cash cost of our Shares acquired by our Promoters, substantial shareholders, Pre-IPO Investors, Directors and / or key senior management or persons connected with them in any transaction from the date of our incorporation up to the date of this Prospectus:

Promoters, substantial shareholders, Pre-IPO Investors, Directors and / or key senior management or persons connected with them	No. of Shares held before Listing	No. of Shares held from Listing	Total consideration RM	Effective cash cost per Share RM
Promoters, substantial shareholders and Directors				
Ong Hang Ping	1	⁽¹⁾ 24,553,461	⁽²⁾ 7,183,471	0.29
Chow Kian Hung	1	⁽¹⁾ 16,406,475	⁽²⁾ 4,778,481	0.29
Promoter and substantial shareholder				
NEC	167,085,531	-	⁽⁵⁾ 23,391,974	0.14
Substantial shareholders				
<u>Stellar One</u>				
- prior to the Acquisition of Fabulous Sunview	26,706,010	-	⁽³⁾ 2,000,000	0.07
- pursuant to the Acquisition of Fabulous Sunview	26,706,010	-	⁽⁵⁾ 3,738,841	0.14
<u>Basil Power</u>				
- prior to the Acquisition of Fabulous Sunview	94,955,075	-	⁽⁴⁾ 15,999,992	0.17
- pursuant to the Acquisition of Fabulous Sunview	94,955,075	-	⁽⁵⁾ 13,293,711	0.14

4. PARTICULARS OF OUR IPO (CONT'D)

Promoters, substantial shareholders, Pre-IPO Investors, Directors and / or key senior management or persons connected with them	No. of Shares held before Listing	No. of Shares held from Listing	Total consideration RM	Effective cash cost per Share RM
Pre-IPO Investors⁽⁶⁾				
FIHB	17,150,121	-	⁽³⁾ 4,899,647	0.29
Soh Kah Woi	17,150,121	-	⁽³⁾ 4,899,647	0.29
Ng Chee Yee	15,750,773	-	⁽³⁾ 4,499,864	0.29
Evergreen Credit	7,000,742	-	⁽³⁾ 2,000,054	0.29
Oon Jin Hsiang	4,201,625	-	⁽³⁾ 1,200,369	0.29

Notes:

- (1) After the Disposal by Basil Power and including subscription to their respective Pink Form Allocation.
- (2) Based on a minimum disposal consideration of RM0.2952 per Sunview Share for 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively pursuant to the Disposal by Basil Power as set out in Section 4.1.2 (c) of this Prospectus, and the IPO Price for their respective Pink Form Allocation.
- (3) Based on the amount of investment and the shares held prior to the IPO.
- (4) Based on the subscription price for the RCPS.
- (5) Based on purchase consideration for the Acquisition of Fabulous Sunview.
- (6) Khoo Kah Kheng, who is one of the Pre-IPO Investors has transferred all his equity interest in Fabulous Sunview into NEC and he does not hold any direct shareholdings in Sunview.

As at the date of this Prospectus, save for the Pink Form Allocation, there is no outstanding right granted to anyone to acquire our Shares. The Pink Form Allocation is based on our IPO Price.

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4. PARTICULARS OF OUR IPO (CONT'D)**4.4 USE OF PROCEEDS FROM OUR IPO**

The total gross proceeds from our Public Issue will amount to RM34.22 million based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	RM'000	%	Estimated time frame for use (from the Listing date)
Business expansion	1,670	4.88	Within 24 months
Capital expenditure	1,855	5.42	Within 18 months
Working capital	20,095	58.72	Within 24 months
Repayment of bank borrowings	7,000	20.46	Within 3 months
Estimated listing expenses	3,600	10.52	Within 1 month
Total	34,220	100.00	

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

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

4.4.1 Business expansion

We intend to allocate RM1.67 million, representing approximately 4.88% of the gross proceeds from our Public Issue, to set-up new offices in Johor, Malaysia to better serve our new and existing customers, establishing new complementary products for solar PV power applications as well as for marketing activities.

The breakdown of the business expansion costs is as follows:

Business expansion	RM'000
Johor Office	(1)712
Establishing new complementary products for solar PV power applications	(2)458
Marketing activities	(3)500
Total	1,670

Notes:

- (1) Includes purchases of office equipment and furniture, office rental and payroll expenses for 5 project engineers, 3 business development personnel and 1 administrative staff for 24 months. The breakdown of the costs is as follows:

Johor Office	RM'000
Payroll expenses	600
Office rental and purchase of office equipment and furniture	112
Total	712

4. PARTICULARS OF OUR IPO (CONT'D)

The estimated build-up area of the new office is approximately 1,500 sq. ft and will be used as a branch office to house our technical and support personnel. Our new office in Johor will address opportunities in the southern region of Peninsular Malaysia. Consequently, our engineers in Johor will cover the southern region of Peninsular Malaysia, while engineers from our head office will cover all other regions in Malaysia.

- (2) Part of our Group's strategies is to expand into the provision of complementary products for our solar PV business where we plan to provide complementary products including IoT solar energy system and current limiting reactor system for solar PV power applications. We plan to source these products from third party manufacturers as part of our complementary range of products for our solar PV business. We intend to allocate approximately RM0.46 million to fund the expansion into the provision of complementary products. The breakdown of the cost for the provision of complementary products is as follows:

Complementary products	RM'000
Purchase of current limiting reactor	244
Purchase of IoT solar energy system	214
Total	458

We will offer the above complementary products as an add-on option for future bidding of new EPCC projects. We plan to source these products from third party manufacturers as part of our complementary range of products for our solar PV business and will be focusing on the basic function products as mentioned above. In the event of a demand for any new features or functions other than those above-mentioned, we will explore further with the third party manufacturers, if the need arises.

- (3) We have earmarked RM0.50 million for marketing activities which will be used mainly for digital and conventional marketing activities including, among others, newspaper and magazine advertisement, social media advertisement and participating in online exhibition.

Any excess amount required for business expansion will be funded by internally generated funds. Please refer to Sections 6.10.2 and 6.10.3 of this Prospectus for further details on our business strategies in relation to our business expansion.

Our business expansion is expected to generate business opportunities for us, which in turn, will contribute positively to our revenue and earnings.

4.4.2 Capital expenditure

We intend to allocate approximately RM1.86 million, representing approximately 5.42% of the gross proceeds from our Public Issue, to purchase mechanical equipment, IT related system and electrical equipment over 18 months from the Listing date. The purchase of the mechanical equipment, IT related system and electrical equipment will support our existing and new EPCC projects. The breakdown of the said purchases is as follows:

Capital expenditure	RM'000
Purchase of mechanical equipment (including vehicles for project sites)	⁽¹⁾ 1,130
Purchase of IT related system	⁽²⁾ 554
Purchase of electrical equipment	⁽³⁾ 171
Total	1,855

4. PARTICULARS OF OUR IPO (CONT'D)**Notes:**

- (1) Mechanical equipment includes piling equipment, construction lifts such as boom lifts and scissor lifts, vehicles for project sites and panel cleaning equipment. The estimated breakdown of the costs for these purchases is as follows:

Name	No. of unit(s)	Description	Total estimated costs RM'000
Piling equipment	3	For piling of solar farm	345
Construction lifts	2	For material delivery and transportation at site	285
Vehicles for project sites	2	For transportation at project sites by the site and O&M team	260
Panel cleaning equipment	2	For cleaning of solar modules	240
			1,130

- (2) IT related system includes hardware and software for solar PV applications. The estimated breakdown of the costs for these purchases is as follows:

Name	No. of unit(s)	Description	Total estimated costs RM'000
IT hardware – Server and cloud system	1	For IT and database control	400
IT software – Monday.com	1	For project management	66
IT software – Solargis	1	For solar data subscription	48
IT software – AutoCAD	5	For mechanical and electrical drawing	30
IT software – PVsyst	4	For solar PV system design and simulation	10
			554

4. PARTICULARS OF OUR IPO (CONT'D)

- (3) Electrical equipment includes thermal imaging cameras, power quality measurement instruments and solar PV testers. The estimated breakdown of the costs for these purchases is as follows:

Name	No. of unit(s)	Description	Total estimated costs RM'000
Power quality measurement instruments	2	For load analysis	79
Thermal imaging cameras	2	To check and detect micro crack on solar module and to track high temperature regions (hot spots)	78
Solar PV testers	2	To check and analyse the functionality of solar system	14
			171

Any excess amount required for capital expenditure will be funded by internally generated funds and/or bank borrowings. Please refer to Section 6.10.4 of this Prospectus for further details on our business strategies in relation to capital expenditure.

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4. PARTICULARS OF OUR IPO (CONT'D)**4.4.3 Working capital**

Approximately RM20.10 million, representing approximately 58.72% of the gross proceeds from our Public Issue, has been earmarked to supplement the working capital requirements of our Group. Our Group's working capital requirements are expected to increase in tandem with the expected growth in our business. The breakdown of which is as follows:

Working capital	RM'000
Construction bonds for EPCC projects ⁽¹⁾	8,000
Purchase of materials for EPCC solar PV system projects ⁽²⁾	7,200
General working capital ⁽³⁾	4,819
Training and development expenses ⁽⁴⁾	76
Total	20,095

Notes:

- (1) We have earmarked RM8.00 million of the gross proceeds from our Public Issue for construction bonds, including but not limited to, defect liability bonds, tender bonds, performance bonds, advance payment bonds and tender bid bonds, for our future EPCC projects to be utilised within 24 months from our Listing date. These bonds typically come in the form of bank guarantees issued by financial institutions. The financial institutions would require a form of security collateral to be pledged with the financial institutions prior to the issuance of bank guarantees.
- (2) We have earmarked RM7.20 million of the gross proceeds from our Public Issue for purchase of materials for our EPCC solar PV system projects based on the potential contracts that we are currently pursuing. The materials include, amongst others, solar PV modules, inverters and cables. We expect to utilised the proceeds for the purchase of these materials within 12 months from our Listing date.
- (3) General working capital includes the following:

Description	RM'000
Payment to our suppliers and subcontractors	3,519
Hiring of new employees to ensure sufficient resources to cater for our ongoing and future projects	555
Payment for administration and operating expenses such as office related expenses	430
Application fees to authority for our solar PV system projects	315
Total	4,819

The amount earmarked for general working capital of RM4.82 million will be utilised within 24 months from our Listing date.

- (4) Being training and development expenses for our employees for their professional development and to ensure all our employees are equipped with the latest technical knowledge, which will utilised within 12 months from our Listing date.

4. PARTICULARS OF OUR IPO (CONT'D)

The Group had in the past and currently been funding its working capital via bank borrowings and internally generated funds. Therefore, the above working capital allocation from our Public Issue is expected to enhance our Group's liquidity and cash flow position to support the expected growth in our daily operations.

4.4.4 Repayment of borrowings

We intend to allocate RM7.00 million, representing approximately 20.46% of the gross proceeds from our Public Issue, to pare down part of our Group's outstanding borrowings. The details are as set out in the table below:

Name of financial institution / Type of facility	Purpose	Interest rate per annum	Principal amount	Balance as at the LPD	Amount to be repaid from gross proceeds
			RM'000	RM'000	RM'000
AIS / Term loan	Acquisition of Suntech Energy	Base financing rate + 0.25%	12,000	12,000	7,000
Total				12,000	7,000

The repayment of the above-mentioned borrowings is expected to have a positive financial impact on our Group with interest savings of approximately RM0.43 million per annum based on existing prevailing interest rates of 6.17% for the term loan. However, the actual interest savings may vary depending on the applicable interest rate.

4.4.5 Estimated listing expenses

Our listing expenses are estimated to be RM3.60 million, details of which are as follows:

Estimated listing expenses	RM'000
Professional fees ⁽¹⁾	2,400
Fees to authorities	70
Estimated underwriting, placement and brokerage fees	850
Printing and advertising	180
Contingencies ⁽²⁾	100
Total	3,600

Notes:

- (1) Includes professional and advisory fees for, among others, Principal Adviser, Solicitors, Reporting Accountants and IMR.
- (2) Other incidental or related expenses in connection with the IPO, which include fees to translators, media related expenses and IPO event expenses.

If the actual listing expenses are higher than budgeted, the deficit will be funded out of the proceeds allocated for general working capital under working capital purposes. Conversely, if the actual listing expenses are lower than budgeted, the excess will be used for working capital purposes.

4. PARTICULARS OF OUR IPO (CONT'D)

4.5 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

4.5.1 Brokerage fee

We will bear the brokerage fees to be incurred on the issue of the 32,600,000 IPO Shares pursuant to the IPO under Sections 4.1.2(b)(i) and 4.1.2(b)(ii) of this Prospectus at the rate of 1.00% of the IPO Price in respect of successful Applications which bear the stamp of AIS, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

4.5.2 Underwriting commission

AIS, as our Sole Underwriter, has agreed to underwrite 32,600,000 IPO Shares to be made available for application under as set out in Sections 4.1.2(b)(i) and 4.1.2(b)(ii) of this Prospectus. We will pay our Sole Underwriter an underwriting commission at the rate of 2.50% of the total value of the IPO Shares underwritten at the IPO Price.

4.5.3 Placement fee

AIS, as our Placement Agent, has agreed to place out 85,400,000 IPO Shares available for placement to selected investors under Section 4.1.2(b)(iii) of this Prospectus. We are obliged to pay our Placement Agent a placement fee at the rate of 2.00% of the IPO Price for each IPO Share to be placed out by our Placement Agent.

4.6 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We had on 1 September 2022 entered into the Underwriting Agreement with our Sole Underwriter, whereby our Sole Underwriter has agreed to underwrite 32,600,000 IPO Shares ("**Underwritten Shares**"), upon the terms and subject to the conditions as set out in the Underwriting Agreement.

A summary of the salient terms of the Underwriting Agreement are as follows:

- 4.6.1 The several obligations of the Sole Underwriter under the Underwriting Agreement shall be conditional upon:
- (a) the approval referred to in Section 2.1 and the clearance of the Prospectus from Bursa Securities and the lodgement of the Prospectus with the Companies Commission of Malaysia 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 advertisement of the Prospectus and all other procedures, requirements, letters and documents) required under Section 154 of the Act to the public within 3 months from the date of the Underwriting Agreement or such extension as consented by the Sole Underwriter;
 - (c) there having been, as at any time hereafter 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 the Group (which in the reasonable opinion of the Sole Underwriter is or will be material in the context of the Listing and IPO) 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, offering and subscription of the public issue shares in accordance with the provisions hereof 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);

4. PARTICULARS OF OUR IPO (CONT'D)

- (e) all necessary approvals and consents required in relation to the Listing and IPO including but not limited to governmental approvals having been obtained and are in full force and effect;
 - (f) the Sole Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the expenses referred to in the Underwriting Agreement;
 - (g) the delivery to the Sole Underwriter prior to the date of registration of the Prospectus of (i) a copy certified as a true copy by an authorised officer of the Company of all the resolutions of the directors and the shareholders in general meeting approving the Underwriting Agreement, the Prospectus, the Listing, the IPO and authorising the execution of the Underwriting Agreement and the issuance of the Prospectus; (ii) a certificate, in the form or substantially in the form contained in second schedule of the Underwriting Agreement, dated the date of the Prospectus signed by duly authorised officers of the Company stating that, after having made all reasonable enquiries, there has been no such material adverse condition as referred to in the Underwriting Agreement;
 - (h) the delivery to the Sole Underwriter on the closing date of such reports and confirmations dated the closing date from the Board of Directors as the Sole Underwriter may reasonably require to ascertain that there is no material change subsequent to the date of the Underwriting Agreement that will adversely affect the performance or financial position of the Group 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;
 - (i) the Sole Underwriter being satisfied that the 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 of Bursa Securities without undue delay; and
 - (j) Receipt by the Sole Underwriter of all placement monies in respect of the placement shares.
- 4.6.2 In the event any of the conditions set forth in the Underwriting Agreement are not satisfied by the closing date, the Sole Underwriter shall thereupon be entitled but not bound to terminate the Underwriting Agreement by notice given to the Company not later than 3 market days after the closing date and upon such termination the Company and the Sole Underwriter shall be released and discharged from their obligations save for the 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 the 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 the surviving cost as provided in the Underwriting Agreement). The Sole Underwriter reserves the right to waive or modify any of the conditions aforesaid and such waiver or modification shall not prejudice the Sole Underwriter's rights under the Underwriting Agreement.
- 4.6.3 The Sole Underwriter may by notice in writing to the Company given at any time on or before the allotment and issuance of the public issue shares and pink form shares, terminate and cancel and withdraw its commitment to underwrite the Underwritten Shares if:
- (a) there is any breach by the 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 the Company, or by the closing date, whichever is earlier, or withholding of information of a material nature from the Sole Underwriter, which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of the Sole Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the success of the Public Issue, or the distribution of the public issue shares; or

4. PARTICULARS OF OUR IPO (CONT'D)

- (b) there is withholding of information of a material nature from the Sole 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 the Company, which, in the opinion of the Sole Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group and the success of the Public Issue, the distribution of the public issue shares or the Listing; or
- (c) there shall have occurred, happened or come into effect in the opinion of the Sole Underwriter any material and/or adverse change to the business or financial condition of the 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 the Company and/or the Sole Underwriter (including without limitation, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, pandemic, civil commotion, sabotage, acts of war or accidents); which, (in the reasonable opinion of the Sole 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 the Group or the success of the Listing and IPO, or the distribution of the public issue shares, or which has or is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (iii) the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any market day:
 - (1) on or after the date of the Underwriting Agreement; and
 - (2) prior to the allotment of the public 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 the Company to perform any of their respective obligations contained in the Underwriting Agreement; or
- (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 the Company pursuant to the indemnities contained in the Underwriting Agreement; or

4. PARTICULARS OF OUR IPO (CONT'D)

- (h) any consent, approval, authorisation or other order required by the Company under the laws of Malaysia for or in connection with the IPO and Listing, including but not limited to the approval or approval-in-principle of Bursa Securities for the listing of and quotation of the public issue shares on the ACE Market of Bursa Securities, is withdrawn, revoked or not procured; or
- (i) Listing of the public issue shares does not take place within 3 months from the date of the Underwriting Agreement or such other later date as consented by the Sole Underwriter in writing.

4.6.4 Upon such notice(s) being given pursuant to Section 4.6.3 above, the Sole Underwriter shall be released and discharged of its obligations without prejudice to its rights whereby the Underwriting Agreement shall be of no further force or effect and no Party shall be under any liability to any other in respect of the Underwriting Agreement, except that the Company shall remain liable in respect of its 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 pursuant to the Underwriting Agreement, and for any antecedent breach, and its undertaking to indemnify the Sole Underwriter pursuant to the Underwriting Agreement.

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

5.1 PROMOTERS AND / OR SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters' and / or substantial shareholders' shareholdings

Our Promoters and / or substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

	Nationality / Country of Incorporation	Before our IPO / As at the LPD			After our IPO		
		Direct No. of Shares	% ⁽¹⁾ No. of Shares	Indirect No. of Shares	Direct No. of Shares	% ⁽²⁾ No. of Shares	Indirect No. of Shares
Promoters and substantial shareholders							
NEC	Malaysia	167,085,531	47.74	-	167,085,531	35.70	-
Ong Hang Ping	Malaysian	1	#	⁽³⁾ 167,085,531	⁽³⁾ 47.74 @24,553,461	5.25	⁽³⁾ 167,085,531
Chow Kian Hung	Malaysian	1	#	⁽³⁾ 167,085,531	⁽³⁾ 47.74 @16,406,475	3.50	⁽³⁾ 167,085,531
Substantial shareholders							
Stellar One	Malaysia	26,706,010	7.63	-	26,706,010	5.71	-
Basil Power	Malaysia	94,955,075	27.13	-	⁽⁴⁾ 54,220,141	11.59	-
Tiong Sun Teck	Malaysian	-	-	⁽⁴⁾ 26,706,010	⁽⁴⁾ 7.63	-	⁽⁴⁾ 26,706,010
Lim Wai Ken	Malaysian	-	-	⁽⁴⁾ 26,706,010	⁽⁴⁾ 7.63	-	⁽⁴⁾ 26,706,010
Prize Wings Sdn Bhd	Malaysia	-	-	⁽⁵⁾ 94,955,075	⁽⁵⁾ 27.13	-	⁽⁵⁾ 54,220,141
AGTF Solar Ltd	British Virgin Islands	-	-	⁽⁶⁾ 94,955,075	⁽⁶⁾ 27.13	-	⁽⁶⁾ 54,220,141
Asia Greentech Fund I LP	Cayman Islands	-	-	⁽⁷⁾ 94,955,075	⁽⁷⁾ 27.13	-	⁽⁷⁾ 54,220,141
Melur Investment Limited	Malaysia	-	-	⁽⁸⁾ 94,955,075	⁽⁸⁾ 27.13	-	⁽⁸⁾ 54,220,141
Cardina International Company Limited	Cayman Islands	-	-	⁽⁹⁾ 94,955,075	⁽⁹⁾ 27.13	-	⁽⁹⁾ 54,220,141
MAVCAP	Malaysia	-	-	⁽⁹⁾ 94,955,075	⁽⁹⁾ 27.13	-	⁽⁹⁾ 54,220,141
MoF Inc.	Malaysia	-	-	⁽¹⁰⁾ 94,955,075	⁽¹⁰⁾ 27.13	-	⁽¹⁰⁾ 54,220,141

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

	Before our IPO / As at the LPD				After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Nationality / Country of Incorporation								
Kasen International Company Limited	Cayman Islands	-	(⁽¹⁾ 94,955,075	(⁽¹⁾ 27.13	-	-	(⁽¹⁾ 54,220,141	(⁽¹⁾ 11.59
Kasen International Holdings Ltd	Cayman Islands	-	(⁽²⁾ 94,955,075	(⁽²⁾ 27.13	-	-	(⁽²⁾ 54,220,141	(⁽²⁾ 11.59

Notes:

Negligible.

@ Including the Disposal by Basil Power of 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively and 112,500 Shares under the Pink Form Allocation.

^ After the Disposal by Basil Power of 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively.

(1) Based on our issued share capital of 350,000,000 Shares after the Acquisition of Fabulous Sunview but before our IPO.

(2) Based on our enlarged issued share capital of 468,000,000 Shares after the Disposal by Basil Power and Public Issue pursuant to the IPO.

(3) Deemed interested by virtue of his shareholdings in NEC pursuant to Section 8(4) of the Act.

(4) Deemed interested by virtue of his shareholdings in Stellar One pursuant to Section 8(4) of the Act.

(5) Deemed interested by virtue of its shareholdings in Basil Power pursuant to Section 8(4) of the Act.

(6) Deemed interested by virtue of its shareholdings in Prize Wings Sdn Bhd pursuant to Section 8(4) of the Act.

(7) Deemed interested by virtue of its shareholdings in AGTF Solar Ltd pursuant to Section 8(4) of the Act.

(8) Deemed interested by virtue of its shareholdings in Asia Greentech Fund I LP pursuant to Section 8(4) of the Act.

(9) Deemed interested by virtue of its shareholdings in Melur Investment Limited pursuant to Section 8(4) of the Act.

(10) Deemed interested by virtue of its shareholdings in MAVCAP pursuant to Section 8(4) of the Act.

(11) Deemed interested by virtue of its shareholdings in Cardina International Company Limited pursuant to Section 8(4) of the Act.

(12) Deemed interested by virtue of its shareholdings in Kasen International Company Limited pursuant to Section 8(4) of the Act.

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

5.1.2 Profile of Promoters and / or substantial shareholders

NEC

Promoter and substantial shareholder

NEC was incorporated on 17 February 2021 in Malaysia under the Act as a private limited company. The principal activity of NEC is investment holding.

As at the LPD, the issued share capital of NEC is RM4,948,863.04 comprising 793,171 ordinary shares.

As at the LPD, the directors of NEC are Ong Hang Ping and Chow Kian Hung, and the shareholders of NEC and their respective shareholdings are as follows:

Shareholders	Nationality	Direct		Indirect	
		No. of shares	%	No. of shares	%
Ong Hang Ping	Malaysian	⁽¹⁾ 431,046	54.34	-	-
Chow Kian Hung	Malaysian	⁽²⁾ 287,364	36.23	-	-
Khoo Kah Kheng	Malaysian	74,761	9.43	-	-

Notes:

(1) Include 60 subscriber's shares.

(2) Include 40 subscriber's shares.

Ong Hang Ping

Promoter, substantial shareholder and Executive Director / CEO

Ong Hang Ping, a Malaysian, aged 36, is our Executive Director / CEO. He was appointed to our Board on 25 May 2021.

He graduated from the Universiti Malaya, Malaysia with a Bachelor of Electrical Engineering in 2009. He is a registered Graduate Engineer of the Board of Engineers Malaysia since 2011. He holds a Grid-Connected Solar Photovoltaic (GCPV) certificate since 2014 and is accredited by the Institute for Sustainable Power Quality (ISPQ) for the design and installation of grid connected photovoltaic since 2010.

He started his career with Sharp Electronics (Malaysia) Sdn Bhd as a Solar Design Engineer in 2009 where he was mainly involved in solar system design, and coordination, inspection and supervision of solar system installation. In 2010, he left Sharp Electronics (Malaysia) Sdn Bhd and joined Grandpine Capital Sdn Bhd as an Investment Executive & Analyst for 6 months. Subsequently, he joined Solar Sentinel Sdn Bhd in 2011 as a Solar System Integrator Managing Coordinator where his main responsibility was overseeing the company's day-to-day operations and the coordination and implementation of the company's EPCC works for solar PV facility projects. He left Solar Sentinel Sdn Bhd in 2013 and took approximately 4 months break. In 2014, he joined Green Magnitude Sdn Bhd, a company principally involved in the installation of solar panels and related activities, as a director. He resigned as director of Green Magnitude Sdn Bhd in 2020 when the company was taken over by a new owner.

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

Since 2015, he has been a director and shareholder of Fabulous Sunview where he was instrumental in the growth and development of our business operations over the years. He was mainly involved in overseeing Fabulous Sunview's day-to-day operations, developing business strategies and providing technical advice for solar PV facility projects. He assumed his position as Executive Director / CEO of our Group in 2021, and he is currently responsible for driving the future direction of our Group and the development of our business strategies.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

Chow Kian Hung

Promoter, substantial shareholder and Executive Director / COO

Chow Kian Hung, a Malaysian, aged 36, is our Executive Director and COO. He was appointed to our Board on 25 May 2021.

He graduated in 2008 from Liverpool John Moores University, United Kingdom with a Degree of Bachelor of Arts (Commerce). He subsequently obtained a Master of Business Administration from the same university in 2010.

He started his career with Wipro Unza (Malaysia) Sdn Bhd as a Key Account Representative in 2010 where he was mainly responsible in planning and executing promotional plans, ensuring good product merchandising and maintaining key account sales performance report. In 2012, he was promoted to Key Account Executive where he was mainly responsible in formulating and implementing sales plan, developing, planning and implementing business and promotion programs and preparing and conducting business review with designated key account customers. He left Wipro Unza (Malaysia) Sdn Bhd in 2013 and joined Mileon Micron Precision Sdn Bhd in the same year as Assistance Sales & Project Manager where his role was mainly to support Project Manager in the planning and execution of a client's project. He left Mileon Micron Precision Sdn Bhd in the same year.

His career with Fabulous Sunview started in 2013 as a Sales & Project Manager. As a Sales & Project Manager, he was responsible in ensuring resource availability and allocation, developing detailed project plan to monitor and track project's progress and building and maintaining business relationship with customers. He later became a shareholder in 2015, and a director in 2018, of Fabulous Sunview. Since he joined Fabulous Sunview, he has been actively involved in monitoring project progress and ensuring project quality, making strategic decisions and leading project managers in implementing the company's strategic plans. He assumed his position as Executive Director / COO of our Group in 2021, and he is currently responsible for overseeing the Group's day-to-day operations and project execution.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

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

Stellar One

Substantial shareholder

Stellar One, a substantial shareholder, was incorporated on 6 March 2019 in Malaysia under the Act as a private limited company. The principal activity of Stellar One is investment holding solely for the investment in our Group. It does not have any subsidiary or carry out any other business activities.

As at the LPD, the issued share capital of Stellar One is RM2,000,000 comprising 200,000 ordinary shares. Stellar One became a shareholder of Fabulous Sunview on 28 June 2019. Stellar One's role is solely as an investor of our Group and they are not involved in the day-to-day operations of our Group.

As at the LPD, the directors of Stellar One are Lim Wai Ken and Leong Chia How. The major shareholders of Stellar One and their respective shareholdings are as follows:

Major shareholders	Nationality	Direct		Indirect	
		No. of shares	%	No. of shares	%
Tiong Sun Teck	Malaysian	42,000	21.00	-	-
Lim Wai Ken	Malaysian	24,200	12.10	⁽¹⁾ 36,000	18.00
Leong Chia How	Malaysian	21,000	10.50	⁽²⁾ 4,000	2.00

Notes:

- (1) Deemed interested by virtue of his spouse's, parents' and sibling's direct shareholdings in Stellar One pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of his spouse's direct shareholdings in Stellar One pursuant to Section 8 of the Act.

There are no family relationships between the major shareholders of Stellar One.

Basil Power

Substantial shareholder

Basil Power, a substantial shareholder, was incorporated on 5 October 2020 in Malaysia under the Act as a private limited company. The principal activity of Basil Power is investment holding. Basil Power was established as an investment vehicle to hold the investments of Asia Greentech Fund I LP in our Group.

As at the LPD, the issued share capital of Basil Power is RM1 comprising 1 ordinary share, held by Prize Wings Sdn Bhd.

As at the LPD, the directors of Basil Power are Amin Ashari Bin Shafie and Moo Shing Tyng.

Prize Wings Sdn Bhd

Substantial shareholder

Prize Wings Sdn Bhd was incorporated on 7 July 2020 in Malaysia under the Act as a private limited company.

Prize Wings Sdn Bhd is our substantial shareholder by virtue of its direct interest in Basil Power. The principal activity of Prize Wings Sdn Bhd is investment holding.

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

As at the LPD, the issued share capital of Prize Wings Sdn Bhd is RM1,000 comprising 1,000 ordinary shares, all held by AGTF Solar Ltd.

As at the LPD, the directors of Prize Wings Sdn Bhd are Moo Shing Tyng and Fung Ka Lun.

AGTF Solar Ltd

Substantial shareholder

AGTF Solar Ltd was incorporated on 29 September 2020 in British Virgin Islands under the BVI Business Companies Act 2004 as a private limited company.

AGTF Solar Ltd is our substantial shareholder by virtue of its direct interest in Prize Wings Sdn Bhd. The principal activity of AGTF Solar Ltd is investment holding.

As at the LPD, the issued share capital of AGTF Solar Ltd is USD1 comprising 1 ordinary share which is held by Asia Greentech Fund I LP.

As at the LPD, the directors of AGTF Solar Ltd are Moo Shing Tyng and Fung Ka Lun.

Asia Greentech Fund I LP

Substantial shareholder

Asia Greentech Fund I LP was formed on 17 January 2020 in Cayman Islands under the Exempted Limited Partnership as a partnership.

Asia Greentech Fund I LP is our substantial shareholder by virtue of its direct interest in AGTF Solar Ltd. Asia Greentech Fund I LP was established principally to achieve long-term capital appreciation through investment in equity and / or equity oriented securities of companies operating in green energy and green technology in Asia.

As at the LPD, the particulars of the partners of Asia Greentech Fund I LP are set out below:

Partners	Type of partnership	Country of Incorporation	Direct	
			Capital Commitment	%
Melur Investment Limited	Limited partner	Malaysia	USD10,000,000	50%
Cardina International Company Limited	Limited partner	Cayman Islands	USD10,000,000	50%
Asia Greentech Capital Limited	General partner	Cayman Islands	-	-

Melur Investment Limited

Substantial shareholder

Melur Investment Limited was incorporated on 22 December 2017 in Malaysia under the Labuan Companies Act 1990 as a private limited company.

Melur Investment Limited is our substantial shareholder by virtue of its direct interest in Asia Greentech Fund I LP. The principal activity of Melur Investment Limited is investment holding.

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

As at the LPD, the issued share capital of Melur Investment Limited is USD18,310,208.00 comprising 18,310,208 ordinary shares and USD2,433,807.00 comprising 2,433,807 preference shares, all held by MAVCAP.

As at the LPD, the director of Melur Investment Limited is Hafizam Bin Shamsudin.

Cardina International Company Limited

Substantial shareholder

Cardina International Company Limited was incorporated on 13 August 2003 in Cayman Islands under the Laws of Cayman Islands as a private limited company.

Cardina International Company Limited is our substantial shareholder by virtue of its direct interest in Asia Greentech Fund I LP. The principal activity of Cardina International Company Limited is investment holding.

As at the LPD, the issued share capital of Cardina International Company Limited is USD1.01 comprising 101 ordinary shares, all held by Kasen International Company Limited.

As at the LPD, the directors of Cardina International Company Limited are Zhang Tao and Zhu Zhangjin.

MAVCAP

Substantial shareholder

MAVCAP was incorporated on 19 April 2001 in Malaysia under the Companies Act 1965 and is deemed registered under the Act. MAVCAP is wholly owned by the MoF Inc.

MAVCAP is our substantial shareholder by virtue of its direct interest in Melur Investment Limited. MAVCAP is a venture capital firm which focuses on investments in the information and communication technology and high growth sectors and was established to realise the Government's vision to develop the local venture capital industry and encourage entrepreneurship in the technology sector.

As at the LPD, the directors of MAVCAP are Tunku Alizakri Bin Raja Muhammad Alias, Mohd Hisyamuddin Bin Awang Abu Bakar, Dato' Darawati Binti Hussain, Dato' Seri Wong Siew Hai, Zainal Abidin Bin Abu Hassan, Ruswati Binti Othman and Manokaran A/L Mottain, and an alternative director namely Imran Bin Abdullah.

MoF Inc.

Substantial shareholder

MoF Inc. is a body corporate established under the Minister of Finance (Incorporation) Act 1957. Under the Minister of Finance (Incorporation) Act 1957, MoF Inc. is granted the authority to enter into contracts and may acquire, purchase, take, hold and enjoy movable and immovable property of every description, and may convey, assign, surrender and yield up, charge, mortgage, demise, reassign, transfer or otherwise dispose of, or deal with, any movable or immovable property vested in MoF Inc. upon such terms as MoF Inc. deems fit.

Kasen International Company Limited

Substantial shareholder

Kasen International Company Limited was incorporated on 20 December 2002 in Cayman Islands under the Laws of Cayman Islands as a private limited company.

Kasen International Company Limited is our substantial shareholder by virtue of its direct interest in Cardina International Company Limited. The principal activity of Kasen International Company Limited is investment holding.

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

As at the LPD, the issued share capital of Kasen International Company Limited is USD10,001 comprising 10,001 ordinary shares, all held by Kasen International Holdings Limited.

As at the LPD, the directors of Kasen International Company Limited are Zhang Tao, Shen Jianhong and Zhu Zhangjin.

Kasen International Holdings Limited

Substantial shareholder

Kasen International Holdings Limited was incorporated on 19 December 2002 in Cayman Islands under the Cayman Islands Companies Law as a limited liability company.

Kasen International Holdings Limited is our substantial shareholder by virtue of its direct interest in Kasen International Company Limited. The principal activity of Kasen International Holdings Limited is investment holding principally engaged in manufacturing and trading of upholstered furniture, properties development, and tourism resort-related operations. Kasen International Holdings Limited is a public listed company on the Hong Kong Stock Exchange.

As at the LPD, the issued share capital of Kasen International Holdings Limited is USD224,046 comprising 1,493,636,881 ordinary shares.

As at the LPD, the directors of Kasen International Holdings Limited are Zhu Zhangjin, Zhu Ruijun, Zhou Xiaohong, Zhou Lingqiang, Du Haibo and Zhang Yuchuan.

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

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

The changes in our Promoters' and / or substantial shareholders' shareholdings in our Company since incorporation up to the LPD are as follows:

	As at incorporation						After the Acquisition of Fabulous Sunview and as at the LPD					
	Direct		Indirect		No. of Shares	% ⁽¹⁾	Direct		Indirect		No. of Shares	% ⁽²⁾
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾			No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾		
Promoters and substantial shareholders												
NEC	-	-	-	-	-	-	167,085,531	47.74	-	-	-	-
Ong Hang Ping	1	50.00	-	-	1	#	(3)167,085,531	#	(3)167,085,531	(3)47.74	(3)167,085,531	(3)47.74
Chow Kian Hung	1	50.00	-	-	1	#	(3)167,085,531	#	(3)167,085,531	(3)47.74	(3)167,085,531	(3)47.74
Substantial shareholders												
Stellar One	-	-	-	-	-	-	26,706,010	7.63	-	-	-	-
Basil Power	-	-	-	-	-	-	94,955,075	27.13	-	-	-	-
Tiong Sun Teck	-	-	-	-	-	-	-	-	(4)26,706,010	(4)7.63	(4)26,706,010	(4)7.63
Lim Wai Ken	-	-	-	-	-	-	-	-	(4)26,706,010	(4)7.63	(4)26,706,010	(4)7.63
Prize Wings Sdn Bhd	-	-	-	-	-	-	-	-	(5)94,955,075	(5)27.13	(5)94,955,075	(5)27.13
AGTF Solar Ltd	-	-	-	-	-	-	-	-	(6)94,955,075	(6)27.13	(6)94,955,075	(6)27.13
Asia Greentech Fund I LP	-	-	-	-	-	-	-	-	(7)94,955,075	(7)27.13	(7)94,955,075	(7)27.13
Melur Investment Limited	-	-	-	-	-	-	-	-	(8)94,955,075	(8)27.13	(8)94,955,075	(8)27.13
Cardina International Company Limited	-	-	-	-	-	-	-	-	(8)94,955,075	(8)27.13	(8)94,955,075	(8)27.13
MAVCAP	-	-	-	-	-	-	-	-	(9)94,955,075	(9)27.13	(9)94,955,075	(9)27.13
MoF Inc.	-	-	-	-	-	-	-	-	(10)94,955,075	(10)27.13	(10)94,955,075	(10)27.13
Kasen International Company Limited	-	-	-	-	-	-	-	-	(11)94,955,075	(11)27.13	(11)94,955,075	(11)27.13
Kasen International Holdings Ltd	-	-	-	-	-	-	-	-	(12)94,955,075	(12)27.13	(12)94,955,075	(12)27.13

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

Notes:

- | # | Negligible. |
|------|--|
| (1) | Based on our issued share capital of 2 Shares as at the date of incorporation. |
| (2) | Based on our issued share capital of 350,000,000 Shares after the Acquisition of Fabulous Sunview but before our IPO. |
| (3) | Deemed interested by virtue of his shareholdings in NEC pursuant to Section 8(4) of the Act. |
| (4) | Deemed interested by virtue of his shareholdings in Stellar One pursuant to Section 8(4) of the Act. |
| (5) | Deemed interested by virtue of its shareholdings in Basil Power pursuant to Section 8(4) of the Act. |
| (6) | Deemed interested by virtue of its shareholdings in Prize Wings Sdn Bhd pursuant to Section 8(4) of the Act. |
| (7) | Deemed interested by virtue of its shareholdings in AGTF Solar Ltd pursuant to Section 8(4) of the Act. |
| (8) | Deemed interested by virtue of its shareholdings in Asia Greentech Fund I LP pursuant to Section 8(4) of the Act. |
| (9) | Deemed interested by Basil Power by virtue of its shareholdings in Melur Investment Limited pursuant to Section 8(4) of the Act. |
| (10) | Deemed interested by virtue of its shareholdings in MAVCAP pursuant to Section 8(4) of the Act. |
| (11) | Deemed interested by virtue of its shareholdings in Cardina International Company Limited pursuant to Section 8(4) of the Act. |
| (12) | Deemed interested by virtue of its shareholdings in Kasen International Company Limited pursuant to Section 8(4) of the Act. |

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

As at the LPD, our Promoters and / or substantial shareholders have the same voting rights with the other shareholders of our Group and there is no arrangement between Sunview and its shareholders with any third parties, the operation of which may at a subsequent date result in a change in control of our Company.

5.1.4 Promoters and / or substantial shareholders' remuneration and benefits

The dividend declared and paid by our Group in the FYE 2019 was RM1.20 million which was paid to the shareholders of Fabulous Sunview namely, Ong Hang Ping and Chow Kian Hung while we declared dividend amounting to RM1.00 million in the FYE 2020 which was paid in the FYE 2021 to the shareholders of Fabulous Sunview namely, Ong Hang Ping, Chow Kian Hung and Stellar One.

Save for the dividends paid or proposed to be paid, if any, to our Promoters and / or substantial shareholders and the aggregate remuneration and benefits paid or proposed to be paid to Ong Hang Ping and Chow Kian Hung for services rendered to our Group in all capacities for the FYE 2022 and FYE 2023 as set out in Section 5.4.1 of this Prospectus, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and / or substantial shareholders within the 2 years preceding the date of this Prospectus.

5.2 DIRECTORS AND KEY SENIOR MANAGEMENT

5.2.1 Directors

Our Board comprises the following members:

Name	Age	Nationality	Date of appointment	Designation
Zulkifly Bin Zakaria (M)	68	Malaysian	27 December 2021	Independent Non-Executive Chairman
Ong Hang Ping (M)	36	Malaysian	25 May 2021	Executive Director / CEO
Chow Kian Hung (M)	36	Malaysian	25 May 2021	Executive Director / COO
Khoo Kah Kheng (M)	42	Malaysian	27 December 2021	Executive Director / CPDO
Amin Ashari Bin Shafie (M)	48	Malaysian	27 December 2021	Non-Independent Non-Executive Director
Norashikin Binti Abdul Rani (F)	51	Malaysian	27 December 2021	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim (M)	62	Malaysian	27 December 2021	Independent Non-Executive Director
Yap Chui Fan (F)	59	Malaysian	26 August 2022	Independent Non-Executive Director

Notes:

(M) Male.

(F) Female.

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

5.2.2 Profile of Directors

The profiles of our Directors are as follows:

Zulkifly Bin Zakaria

Independent Non-Executive Chairman

Zulkifly Bin Zakaria, a Malaysian, aged 68, is our Independent Non-Executive Chairman. He was appointed to our Board on 27 December 2021. He graduated in 1976 from Universiti Teknologi MARA with a Diploma in Banking and subsequently obtained his Master in Business Administration in 1998 from the University of Wales in Cardiff, United Kingdom.

Zulkifly Bin Zakaria began his career in the banking and finance industry in 1976 with European Asian Bank, Kuala Lumpur (presently known as Deutsche Bank AG) as a Trainee where he mainly involved in the local bank operations. In the same year, he was sent to Germany for 3 years for training at the bank's head office and branches. In 1979, he returned to Malaysia and was appointed as the Head of Customer Service, Internal Audit and Import-Export where he was responsible for managing the overall operations of the bank's customer service, internal audit and import-export department. He left European Asian Bank in 1982.

In 1983, he joined Bank Islam Malaysia Berhad as a Manager and was mainly responsible for overseeing the trade finance division and operations of the credit department. He left Bank Islam Malaysia Berhad in 1991. In the same year, he joined ABN-AMRO Bank N.V. (Kuala Lumpur Branch) as a Division Manager for Malaysian Operations. He was mainly responsible for overseeing the credit processing, customer service and the overall operations of the Kuala Lumpur and Penang branches. He left ABN-AMRO Bank N.V. in 1994.

In 1994, he joined UMW Holdings Berhad ("**UMW**") as its Group Treasurer where he was responsible for managing and overseeing the group's finance and accounting matters. In 2002, he was appointed as the Executive Director of the oil and gas division of UMW Corporation Sdn Bhd, heading its newly formed oil and gas division. He was actively involved in the upstream sector through 5 main activities i.e. manufacture of oil and country tubular goods and line pipes, oil and gas exploration operations, fabrication, provision of oilfield services and supply of oilfield products. In 2009, he was promoted to the position of President of UMW Oil & Gas Berhad where he was mainly responsible for overseeing the overall operations of the oil and gas division within the group. He retired from the UMW group in 2011.

He is currently the Independent Non-Executive Chairman of Hiap Huat Holdings Berhad, a company listed on the ACE Market of Bursa Securities, a position he has held since 2011 and the independent director of Mooreast Holdings Ltd, a company listed on the Catalist board of the Singapore Exchange since 2021. He also sits on the board of the Perak Islamic Council's economic arm company namely Perbadanan Kemajuan Ekonomi Islam Negeri Perak ("**PKEINPK**") and its subsidiary companies.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

Ong Hang Ping

Executive Director / CEO

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

Chow Kian Hung

Executive Director / COO

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

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

Khoo Kah Kheng

Executive Director / CPDO

Khoo Kah Kheng, a Malaysian, aged 42, is our Executive Director / CPDO. He was appointed to our Board on 27 December 2021. He graduated in 2006 from Edith Cowan University, Western Australia with a Bachelor of Business in Finance.

Khoo Kah Kheng began his career in 2006 with HSBC Electronics Data Processing (Malaysia) Sdn Bhd as a Global Support Executive, where he was mainly responsible for trade investigation and settlement of Interest Rates Swap and Foreign Exchange Options. He left the bank in 2007 to join OCBC Bank (Malaysia) Berhad as a Management Associate. He was promoted to Manager in 2009, where he was responsible for managing the bank's foreign exchange and interest rates risk. He left OCBC Bank (Malaysia) Berhad in 2014 as Assistant Vice President. In the same year, he joined Suntech Energy, a company he co-founded in 2013 and became the director of Suntech Energy, where he is responsible for building relationships with customers. In 2021, Fabulous Sunview acquired Suntech Energy and he was appointed as our Group's Executive Director / CPDO. As our Group's Executive Director / CPDO, he is responsible for overseeing and managing the tendering process for LSS projects.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

Amin Ashari Bin Shafie

Non-Independent Non-Executive Director

Amin Ashari Bin Shafie, a Malaysian, aged 48, is our Non-Independent Non-Executive Director. He was appointed to our Board on 27 December 2021 and is a representative of Basil Power on our Board. He graduated in 1998 from Kalamazoo Valley Community College with an Associate Degree in Arts and subsequently obtained his Bachelor of Business Administration in 1999 from Western Michigan University, United States of America ("USA").

He began his career with MSC Venture Corporation Sdn Bhd in 2000 as an Investment Analyst, where he was responsible for lead generation, deals assessment and recommending selected deals to the Investment Committee. Over the course of his employment, he was promoted to Investment Manager and subsequently became the Head of Investments, where he was responsible for, amongst others, overseeing the assessment of over 1,600 business plans and investment proposals and implementing investment strategies in line with the company's goals. He left in 2009 and founded QuestMark Capital Management Sdn Bhd, a venture capital management firm. As a founding partner, he was instrumental in the setting up of the firm's local operations, licensing matters, stakeholder relationship management and monitoring the firm's operations.

In 2014, he founded Intres Capital Partners Sdn Bhd, where he is responsible for, amongst others, overseeing the assessment of business plans and investment proposals and implementing investment strategies in line with the company's goals. He is also instrumental in the setting up of Malaysia's first corporate venture capital fund for digital industry, namely Axiata Digital Innovation Fund Sdn Bhd.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**Norashikin Binti Abdul Rani**
Independent Non-Executive Director

Norashikin Binti Abdul Rani, a Malaysian, aged 51, is our Independent Non-Executive Director. She was appointed to our Board on 27 December 2021. She obtained a Professional Degree in Company Secretary and Administrator from The Institute of Chartered Secretaries and Administrators in 1995 and subsequently graduated from International Islamic University Malaysia with Bachelor of Accounting in the same year. She is also a member of Malaysian Institute of Accountants since 1998 and an associate member of The Chartered Governance Institute since 1999.

She began her career in 1995 with PricewaterhouseCoopers (“**PwC**”) as an Audit Associate and left PwC in 1998 as an Audit Senior. In 1999, she joined Ahmad Zaki Resources Berhad, a company listed on the Main Market of Bursa Securities as a Group Accountant, where she was responsible for overseeing the accounting and financial related matters of the group. She left in 2000 to join TH Ladang (Sabah & Sarawak) Sdn Bhd as the Head of Accounts and Finance, where she was responsible for the accounts and finance function of the company.

In 2003, she left TH Ladang (Sabah & Sarawak) Sdn Bhd and joined Destini Berhad (formerly known as Satang Holdings Berhad) as General Manager of Finance and Accounts division, where she was responsible for the accounting and financial related matters of the group including preparation of budget, financial projections and quarterly reporting to Bursa Securities. In 2007, she was re-designated as the General Manager of Corporate Planning, where she was responsible for setting up the division and leading the business strategic planning, advising on compliance issues and liaising with Government bodies and agencies. In 2008, she left Destini Berhad and provides advisory services to companies on a freelance basis from 2008 to 2010.

She has been actively involved in many associations and organisations in Malaysia and overseas. She was a Chief Executive Officer of Cambodia Community Development Foundation from 2010 to 2020, where she was responsible for capital raising and coordinating welfare and charity events. She was also the Country Representative for Association for Charitable Assistance and Social Development Cambodia from 2015 to 2020. She had also been a consultant and committee member of Yayasan Amal Maaruf Malaysia and Koperasi Yayasan Amal Maaruf Malaysia Selangor Berhad from 2016 to 2017. In addition, she is a Board Member and Secretary of Koperasi Pusat Pengumpulan & Pengedaran Produk Negeri Selangor Berhad since 2016.

From 2016 to 2017, she was a Consultant and Treasury of 3Pteb (Holding) Sdn Bhd, where she was responsible for the accounting and financial related matters of the company. During the same period, she was also appointed as a Business Development Director of Silika Mutiara Sdn Bhd, where she was responsible for business development activities of the company.

In 2016, she incorporated a limited liability partnership, Riech Resources Training and Consultancy PLT (“**Riech Resources PLT**”). She is the founder and Managing Partner of Riech Resources PLT. Riech Resources PLT is principally engaged in providing personal development course, business management, accounting and tax consultancy services.

She was appointed as a Business Development Director in Facecomm Holdings Sdn Bhd from 2018 to 2020, where she was responsible for business development activities of the company. In 2021, she joined Massive Benchmark Sdn Bhd as a Consultant, where she was responsible for providing consultancy services relating to accounting, taxation and corporate advisory.

She is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

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

Professor Ir. Dr. Nasrudin Bin Abd Rahim

Independent Non-Executive Director

Professor Ir. Dr. Nasrudin Bin Abd Rahim, a Malaysian, aged 62, is our Independent Non-Executive Director. He was appointed to our Board on 27 December 2021. He graduated with a Bachelor of Science (Hons) in Electrical and Electronic Engineering from University of Strathclyde in 1985 and obtained his Master's degree in Electrical Power Engineering from the same university in 1988. He also holds a Doctor of Philosophy degree in Power Electronics from Heriot-Watt University which he obtained in 1995.

He is also a Senior Member of the Institute of Electrical and Electronics Engineers USA since 2008, a Professional Engineer of the Board of Engineers Malaysia since 2017, a Chartered Engineer of the Institution of Engineering Council (United Kingdom) since 2001, Fellow of the Institution of Engineering and Technology (United Kingdom) since 2009, and a Fellow of the Academy of Science Malaysia since 2010.

He started his career as a lecturer in 1996 with University of Malaya ("UM") where he remained until his retirement in 2020. He has held various positions during his tenure with UM, namely Senior Professor, and Director and Founder of Higher Institution Centre of Excellence for UM Power Energy Dedicated Advanced Centre ("UMPEDAC"). His long career with UM has seen him helming various administrative positions such as Director of UM's Distance Learning Centre, Head of Department of Electrical Engineering and Deputy Dean of Research & Postgraduate Studies. Previously, he was appointed as a Distinguished Adjunct Professor at King Abdulaziz University, Jeddah, and a Visiting Research Professor at Queen's University, Belfast and other local universities.

He is specialised in the field of renewable energy system and policy, power electronics and energy efficiency system. He has contributed to various applied engineering fields by providing consultancies, conducting professional testing services to PV solar farm and offering specialised research facilities in solar inverter and solar PV module. In 2009, during his tenure, UMPEDAC was one of the six (currently 20) nationally acclaimed Higher Institutions' Centre of Excellence in Engineering Research Cluster by the Ministry of Higher Education.

He has published more than 350 journals, 150 conference papers and is the author of 4 books and 6 books chapters. He has been granted 3 patents and 16 are currently pending. He was the Project Leader for several research projects, including the Malaysian Building Integrated PV project that produced the first Made in Malaysia grid connected PV inverter.

He is also a director of various other private limited companies, details of which are as set out in Section 5.2.4 of this Prospectus.

Yap Chui Fan

Independent Non-Executive Director

Yap Chui Fan, a Malaysian, aged 59, is our Independent Non-Executive Director. She was appointed to our Board on 26 August 2022.

She obtained her Diploma in Accounting from the London Chamber of Commerce and Industry in 1984. In 1999, she was certified as a registered accountant of the Malaysian Institute of Accountants ("MIA") and is a chartered accountant of MIA since 2001. She is also an associate and fellow member of the Association of Chartered Certified Accountants since 1999 and 2004, respectively.

In addition, Ms. Yap is an associate of the Chartered Tax Institute of Malaysia since 2003 and an associate of the ASEAN Chartered Professional Accountant since 2018. She is also a Registered Company Secretary with the Companies Commission of Malaysia since 2018.

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

She began her career in 1983 with Yeo Hiap Seng Trading Sdn Bhd as an Accounts Clerk, while studying for her Diploma in Accounting. She was responsible for handling the accounting matters of the company. In 1989, she was promoted to the position of Accounts Assistant, where she was responsible for handling general ledger reconciliation as well as financial analysis and reporting.

Subsequently in 1992, she left Yeo Hiap Seng Trading Sdn Bhd and joined Chocolate Products Trading Sdn Bhd in the same year as an Accounts Supervisor, where she was responsible for overseeing the accounting operations and financial reporting of the company. She was promoted to the position of Accounts Officer in 1993 and subsequently promoted to the position of Senior Finance Executive in 1996. Her responsibilities included, handling monthly financial reporting, credit control, consolidation of the company's accounts and financial analysis.

In 1999, she left Chocolate Products Trading Sdn Bhd and joined Taylor Nelson Sofres Malaysia Sdn Bhd in the same year as an Assistant Accounting Manager, where she was in charge of financial management, taxation, costing analysis and financial reporting.

In 2000, she left Taylor Nelson Sofres Malaysia Sdn Bhd and joined MIMOS Berhad in the same year as an Accountant, where she was responsible for overseeing the financial management of the company and implementing an enterprise resource planning software for the company.

In 2001, she left MIMOS Berhad and joined PJI Holdings Berhad (subsequently known as YFG Berhad, a company listed on the Main Market of Bursa Securities and subsequently delisted on 23 May 2019) in the same year as a Manager of Corporate Finance, where she was in charge of the listing and corporate exercise of the company. She was promoted to the position of Senior Manager of Corporate Finance in the same year, where she was responsible for the company's listing exercise.

In 2002, she assumed the role of Senior Manager of Group Finance & Accounts and was responsible for the financial planning, strategy and management of the company as well as statutory reporting and compliance related matters. In 2003, she was promoted to Head of Group Finance and Accounts, where she was responsible for overseeing the overall finance and accounting functions of the company and its subsidiaries. In 2005, she assumed the role of Director of Group Finance and Accounts. While she continued to be in charge of the group's entire finance and accounting functions, her job responsibilities as director also included, overseeing corporate exercises undertaken by the company, statutory compliance related matters, tax planning and treasury management.

In 2006, she left PJI Holdings Berhad and served Micron (M) Sdn Bhd, a subsidiary of Channel Micron Holdings Company Limited ("**Channel Micron**") from 2006 to 2015 as the Group Financial Controller, where she was responsible for overseeing human resource, administration and finance related functions, internal control and risk management of the group and corporate reporting matters. In 2016, pursuant to Channel Micron's internal reorganisation, she was transferred to Channel Systems Asia Sdn Bhd, a subsidiary of Channel Micron as the Group Financial Controller where she assumed the same responsibilities in addition to being in charge of the listing exercise of Channel Micron on the Hong Kong Stock Exchange. Channel Micron was successfully listed on the Main Board of Hong Kong Stock Exchange in 2020. In 2019, she assumed the role of Executive Director of Channel Micron until May 2022.

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

5.2.3 Directors' shareholdings

Our Directors and their respective shareholdings in our Company before and after our IPO are as follows:

Directors	Before our IPO / As at the LPD				After our IPO ⁽³⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽⁴⁾	No. of Shares	% ⁽⁴⁾
Zulkifly Bin Zakaria	-	-	-	-	112,500	0.02	-	-
Ong Hang Ping	1	#	167,085,531	⁽²⁾ 47.74	@24,553,461	5.25	167,085,531	⁽²⁾ 35.70
Chow Kian Hung	1	#	167,085,531	⁽²⁾ 47.74	@16,406,475	3.50	167,085,531	⁽²⁾ 35.70
Khoo Kah Kheng	-	-	-	-	112,500	0.02	-	-
Amin Ashari Bin Shafie	-	-	-	-	112,500	0.02	-	-
Norashikin Binti Abdul Rani	-	-	-	-	112,500	0.02	-	-
Professor Ir. Dr. Nasrudin Bin Abd Rahim	-	-	-	-	112,500	0.02	-	-
Yap Chui Fan	-	-	-	-	112,500	0.02	-	-

Notes:

- # Negligible.
- @ Including the Disposal by Basil Power of 24,440,960 Shares and 16,293,974 Shares to Ong Hang Ping and Chow Kian Hung, respectively and 112,500 Shares under the Pink Form Allocation.
- (1) Based on our issued share capital of 350,000,000 Shares before our IPO.
- (2) Deemed interested by virtue of his shareholdings in NEC pursuant to Section 8(4) of the Act.
- (3) Assuming our Directors will fully subscribe for their respective allocation under the Pink Form Allocation.
- (4) Based on our enlarged issued share capital of 468,000,000 Shares after the Disposal by Basil Power and Public Issue pursuant to the IPO.

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

5.2.4 Principal business activities and directorships in other corporations outside of our Group for the past 5 years

Save as disclosed below, none of our Directors have any principal business activities performed outside our Group (including principal directorships) as at the LPD and in the past 5 years preceding the LPD:

(i) Zulkifly Bin Zakaria

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
Hiap Huat Holdings Berhad	Investment holding company listed on the ACE Market of Bursa Securities. Its subsidiaries are involved in manufacturing, recycling and refining all kinds of petroleum based products, industrial paints, oil and solvent chemical products and to provide all kinds of transportation services; physical refining, processing, pre-treated recovery, reuse and trading of waste residues and by-products generated from oil-palm and other oils and fats industry; laboratory services including advisory in numerous research projects, provision of scientific advice, diagnostic testing services and dealing in all substance apparatus and related services	Director	-	-
Lagardere Travel Retail Malaysia Sdn Bhd	To operate retail concessionaires at airports	Director / Shareholder	30.00	-
Nautilus Oilfield Services Sdn Bhd	Provision of onshore and offshore drilling and exploration solution	Director / Shareholder	66.70	33.30
Gradz Engineering Services Sdn Bhd	Equipment supply and engineering services	Director / Shareholder	100.00	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Mutiara Ledang Sdn Bhd	Land development and estate management	Director	-	-
PKEINPK Sdn Bhd	Development and agriculture related activities for the purpose of Islamic economic and social development	Director	-	-
Kumpulan Perubatan AR-Ridzuan Sdn Bhd	Private hospital and medical services	Director	-	-
VP Energy Pte Ltd (incorporated in Singapore)	Wholesale trade of variety of goods without a dominant product	Director / Shareholder	25.00	-
Mooreast Holdings Ltd (incorporated in Singapore)	Investment holding company listed on the Catalist board of the Singapore Exchange. Its subsidiaries are involved in the provision of mooring systems and related services; provision of mooring components in marine industry and provision of engineering design and consultancy services	Director	-	-
PAST INVOLVEMENT				
Tanjung Drilltec Sdn Bhd	Marketing, managing, owning, operating maintenance and repair, leasing, chartering of drilling rigs for oil and gas industry in Malaysia (Dissolved on 28 August 2017)	Director (Resigned on 20 February 2017)	-	-
IDC Jadi Sdn Bhd	Development, planting and operation management of palm oil plantation	Director (Resigned on 8 February 2021)	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Malaysia-China Business Council	Non-Governmental organisation promoting investments and trade between China and Malaysia	Director (Resigned on 18 June 2020)	-	-
Semantan Technologies Corporation Sdn Bhd	Provision of consulting, programming services, software development and perform all computer data processing and related services (Dissolved on 24 February 2017)	Director / Shareholder	50.00	-
Drilltec Offshore Sdn Bhd	Dormant (Dissolved on 9 April 2018)	Director / Shareholder	30.00	-
Mahir Fikir Sdn Bhd	General trading (Dissolved on 22 October 2021)	Director / Shareholder	50.00	-

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

(ii) Ong Hang Ping

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
OCN Asset Management Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate -residential buildings; real estate activities with own or leased property not elsewhere classified; buying, selling, renting and operating of self-owned or leased real estate - non-residential buildings	Director / Shareholder	16.40	-
Eco Biz Management Sdn Bhd	Business Management consultancy services	Shareholder	25.00	-
Suntech Re Sdn Bhd	Mine, oil well or quarry owners and managers in any materials and substances of all kinds; general merchants, dealers and commission agents of goods and merchandise of all descriptions; and share and property investment and dealings	Shareholder	12.50	-
NEC	Activities of holding companies	Director / Shareholder	54.34	-
PAST INVOLVEMENT				
Promount Engineering Sdn Bhd	Installation of non-electric solar energy collectors	Director (Resigned on 17 May 2018)	-	-
Solaris Truss Sdn Bhd	Installation of non-electric solar energy collectors	Director (Resigned on 1 March 2018)	-	-
Neda Power (Sg Tiang) Sdn Bhd (formerly known as Sunview Power Sdn Bhd)	Installation of solar panels and related activities	Director (Resigned on 17 March 2020)	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Thames Enrich Sdn Bhd	Organisation, promotions and management of event, trading of stock	Director (Resigned on 11 August 2016)	-	-
Green Magnitude Sdn Bhd	Installation of solar panels and related activities	Director (Resigned on 17 March 2020)	-	-
Fabulous Sunview (Penang) Sdn Bhd	Operation of generation facilities that produce electric energy, installation of non-electric solar energy collectors; other construction installation not elsewhere classified (Dissolved on 29 July 2021)	Director (Resigned on 17 March 2020)	-	-
Suria Bumi Engineering Sdn Bhd	Installation of non-electric solar energy collectors; other construction installation not elsewhere classified; operation of generation facilities that produce electric energy	Director (Resigned on 17 March 2020)	-	-
SVAF Energy Sdn Bhd	Installation of non-electric solar energy collectors; operation of generation facilities that produce electric energy; other construction installation not elsewhere classified (Dissolved on 30 April 2021)	Director (Resigned on 17 March 2020)	-	-
Resol Sdn Bhd	Dormant (Dissolved on 5 July 2019)	Director / Shareholder	(1) 25.00	-
Yamigugu Sdn Bhd	Provide software publishing for business and other applicants (Dissolved on 21 July 2021)	Director / Shareholder	(2) 58.00	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Unisolar Solution Sdn Bhd	Other construction installation not elsewhere classified; installation of non-electric solar energy collectors; operation of generation facilities that produce electric energy (Dissolved on 23 October 2020)	Director / Shareholder	(3) 49.00	-

Notes:

- (1) The nature of Ong Hang Ping's interest in the company was his 25.00% shareholding in Resol Sdn Bhd until the date of the dissolution on 5 July 2019.
- (2) The nature of Ong Hang Ping's interest in the company was his 58.00% shareholding in Yamigugu Sdn Bhd until the date of the dissolution on 21 July 2021.
- (3) The nature of Ong Hang Ping's interest in the company was his 49.00% shareholding in Unisolar Solution Sdn Bhd until the date of the dissolution on 23 October 2020.

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

(iii) Chow Kian Hung

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
OCN Asset Management Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate -residential buildings; real estate activities with own or leased property not elsewhere classified; buying, selling, renting and operating of self-owned or leased real estate - non-residential buildings	Director / Shareholder	16.30	-
Suntech Re Sdn Bhd	Mine, oil well or quarry owners and managers in any materials and substances of all kinds; general merchants, dealers and commission agents of goods and merchandise of all descriptions; and share and property investment and dealings	Shareholder	12.50	-
NEC	Activities of holding companies	Director / Shareholder	36.23	-
PAST INVOLVEMENT				
Green Magnitude Sdn Bhd	Installation of solar panels and related activities	Director (Resigned on 17 March 2020)	-	-
Neda Power (Sg Tiang) Sdn Bhd (formerly known as Sunview Power Sdn Bhd)	Installation of solar panels and related activities	Director (Resigned on 17 March 2020)	-	-
Fabulous Sunview (Penang) Sdn Bhd	Operation of generation facilities that produce electric energy, installation of non-electric solar energy collectors; other construction installation not elsewhere classified (Dissolved on 29 July 2021)	Director (Resigned on 17 March 2020)	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Suria Bumi Engineering Sdn Bhd	Installation of non-electric solar energy collectors; other construction installation not elsewhere classified; operation of generation facilities that produce electric energy	Director (Resigned on 17 March 2020)	-	-
Unisolar Solution Sdn Bhd	Other construction installation N.E.C; installation of non-electric solar energy collectors; operation of generation facilities that produce electric energy (Dissolved on 23 October 2020)	Director	-	-
Eco Building System Sdn Bhd	Design and build, manufacture, installation, maintenance, marketing, import and export of prefabricated green building products, eco-friendly building services and system (Dissolved on 3 August 2020)	Director / Shareholder	(1) 10.00	-
Resol Sdn Bhd	Dormant (Dissolved on 5 July 2019)	Shareholder	(2) 25.00	-

Notes:

- (1) The nature of Chow Kian Hung's interest in the company was his 10.00% shareholding in Eco Building System Sdn Bhd until the date of the dissolution on 3 August 2020.
- (2) The nature of Chow Kian Hung's interest in the company was his 25.00% shareholding in Resol Sdn Bhd until the date of the dissolution on 5 July 2019.

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

(iv) Khoo Kah Kheng

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
Suntech Re Sdn Bhd	Mine, oil well or quarry owners and managers in any materials and substances of all kinds; general merchants, dealers and commission agents of goods and merchandise of all descriptions; and share and property investment and dealings	Director (Resigned on 11 January 2022) / Shareholder	12.50	-
NEC	Activities of holding companies	Director / Shareholder	0.09	-
PAST INVOLVEMENT				
Intan Mantap Sdn Bhd	Dormant (Dissolved on 28 November 2018)	Director / Shareholder	(1) 100.00	-
Project Vape Sdn Bhd	Dealing in vaporizers and accessories (Dissolved on 22 October 2018)	Director / Shareholder	(2) 25.00	-
Lotus Spectrum Sdn Bhd	Generation of RE and to purchase or otherwise acquire, supply or dispose of power of every kind	Director (Resigned on 11 January 2022) / Shareholder	(3) -	-

Notes:

- (1) The nature of Khoo Kah Kheng's interest in the company was his 100.00% shareholding in Intan Mantap Sdn Bhd up till the date of the dissolution 28 November 2018.
- (2) The nature of Khoo Kah Kheng's interest in the company was his 25.00% shareholding in Project Vape Sdn Bhd up till the date of the dissolution on 22 October 2018.
- (3) Khoo Kah Kheng had disposed his entire shareholdings in Lotus Spectrum Sdn Bhd on 28 July 2022.

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

(v) Amin Ashari Bin Shafie

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
Mavcap Sinotech Sdn Bhd	Administer and managed venture capital investment activities for information communication technology (ICT) sector	Alternate Director	-	-
Tuntas Consultancy Sdn Bhd	Providing motivational courses and training; general trading	Director / Shareholder	35.00	65.00
Menang Perangang Sdn Bhd	Petrol pump station	Director	-	-
Razvitak Consulting Group Sdn Bhd	Activities of holding companies, business management consultancy services	Director	-	-
Katsana Holdings Sdn Bhd	Manufacture of peripheral equipment	Director	-	-
Raci Resources Sdn Bhd	Business management consultancy services, other management consultancy activities not elsewhere classified, organisation, promotions and/or management of event	Director	-	-
Vav Apps Sdn Bhd	Development and distribution of software and software packages, consultancy service for computer programming, system development and design	Director	-	-
Intres Capital Partners Sdn Bhd	Equity management and investment holding intended for venture capital management	Director	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Questmark Capital Management Sdn Bhd	Fund management	Alternate Director (Resigned on 22 February 2013)	-	⁽¹⁾ 24.50 (from Tangent Holdings Limited via Onrise Holdings Limited)
Onrise Holdings Limited	Investment holding company. Its subsidiary is involved in fund management	Director	-	⁽¹⁾ 24.50 (from Tangent Holdings Limited)
Tangent Holdings Limited	Investment holding company. Its subsidiary is involved in fund management	Director / Shareholder	50.00	-
QMA Capital Sdn Bhd	Equity management and investments, investment holding company, and to purchase or otherwise acquire and undertake the whole or any part of the business, land and assets. Its subsidiaries are in business of development and distribution of educational children programmes; provision of payment terminal services; administer and managed venture capital investment activities for information communication technology sector	Director	-	⁽¹⁾ 4.09 (via Tangent Holdings Limited)
Serunai Commerce Sdn Bhd	Providing services in relation to information technological (IT) infrastructure and maintenance	Director	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Supahands Dotcom Sdn Bhd	Advisers and consultants in the provision of virtual and online administrative assistant, accounting, secretarial and related support services and management	Director	-	-
Katsana Fleet Services Sdn Bhd	Manufacture of peripheral equipment	Director	-	-
Aerodyne Ventures Sdn Bhd	Other information service activities not elsewhere classified	Director	-	-
The Future Commerce Sdn Bhd	Ecommerce business solution, software development, digital marketing and training	Director	-	-
Pioneer Pristine Sdn Bhd	Activities of holding companies. Its subsidiary is involved in the installation of non-electric solar energy collectors; other construction installation not elsewhere classified; operation of generation facilities that produce electric energy	Director	-	-
Eden Pact Sdn Bhd	Activities of holding companies. Its subsidiary is involved in the installation of non-electric solar energy collectors; other construction installation not elsewhere classified; operation of generation facilities that produce electric energy	Director	-	-
Suria Bumi Engineering Sdn Bhd	Installation of non-electric solar energy collectors; other construction installation not elsewhere classified; operation of generation facilities that produce electric energy	Director	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Basil Power Sdn Bhd	Activities of holding companies. It is an investment vehicle to hold the investments of Asia Greentech Fund I LP	Director	-	-
Inforient Infrastructure Sdn Bhd	Information technology company	Director (Resigned on 24 August 2021) / Shareholder	30.00	-
PAST INVOLVEMENT				
Easyuni Sdn Bhd	Providing a web portal for school leavers to access institution of higher education for complete information and comparison engine for courses offered by them	Director (Resigned on 30 August 2020)	-	-
Seedlin Sdn Bhd	To provide the peer-to-peer online platform for small medium companies	Director (Resigned on 9 January 2017)	-	-
Sri Elastomers Sdn Bhd	Fund management	Director (Resigned on 26 October 2020)	-	-
Blue Olmek Sdn Bhd	Business of devulcanization and rubber recycling	Director (Resigned on 26 October 2020)	-	-
Sekhar Research Innovations Sdn Bhd	Research and development in elastomer technologies	Director (Resigned on 26 October 2020)	-	-
Sri Capital Holdings Sdn Bhd	Investment holding company. Its subsidiaries are involved in the business of rubber recycling, devulcanization, manufacturing and trading of machinery, chemicals, rubber compound, and research and development in elastomer technologies	Director (Resigned on 26 October 2020)	-	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Inforient Sdn Bhd	Software implementation and training	Director (Resigned on 23 August 2021)	-	-
Zest Farm Sdn Bhd	Dormant (Dissolved on 5 July 2019)	Director / Shareholder	(2) 50.00	-
Genius Fame Sdn Bhd	Dormant (Dissolved on 18 January 2019)	Director / Shareholder	(3) 30.00	-
Perpetual Glory Sdn Bhd	Trading and investment holding intended for general trading (Dissolved on 18 January 2019)	Director	-	-
Prawala Sdn Bhd	Dormant (Wound up on 24 February 2017)	Shareholder	(4) 49.90	-
Bayo Labs Sdn Bhd	Provision of payment terminal services	Director (Resigned on 20 June 2022)	-	-
Meraki Global Sdn Bhd	Other retail sale in non-specialised stores not elsewhere classified (Dissolved on 23 February 2022)	Director / Shareholder	(5) 50.00	-

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

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
Tiger Lane Resources Sdn Bhd	Wholesale of a variety of goods without any particular specialisation not elsewhere classified, sale by commission agents, other business support service activities not elsewhere classified (In the process of winding up)	Shareholder	75.00	-

Notes:

- (1) Amin Ashari Bin Shafie confirms his indirect shareholdings in the respective corporation.
- (2) The nature of Amin Ashari Bin Shafie's interest in the company was his 50.00% shareholding in Zest Farm Sdn Bhd up till the date of the dissolution on 5 July 2019.
- (3) The nature of Amin Ashari Bin Shafie's interest in the company was his 30.00% shareholding in Genius Fame Sdn Bhd up till the date of the dissolution on 18 January 2019.
- (4) The nature of Amin Ashari Bin Shafie's interest in the company was his 49.90% shareholding in Prawala Sdn Bhd up till the date of the winding up on 24 February 2017.
- (5) The nature of Amin Ashari Bin Shafie's interest in the company was his 50.00% shareholding in Meraki Global Sdn Bhd up till the date of the dissolution on 23 February 2022.

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

(vi) Norashikin Binti Abdul Rani

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT Reich Resources PLT	Personal development course/ motivational, business management consultancy services, accounting, bookkeeping and auditing activities, tax consultancy	Partner	-	-

(vii) Professor Ir. Dr. Nasrudin Bin Abd Rahim

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT Van Coating Sdn Bhd	Manufacture of paints, varnishes and similar coatings ink and mastics	Director / Shareholder	40.00	-
Global Insignia Sdn Bhd	Engineering consultants	Director / Shareholder	90.00	-
PAST INVOLVEMENT GTP Dynamics Sdn Bhd	Dormant (Dissolved on 2 July 2019)	Director	-	-

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

(viii) Yap Chui Fan

Business / Company	Principal business activities	Involvement in business activities	Equity interest held	
			Direct %	Indirect %
PRESENT INVOLVEMENT				
Sum Technic Sdn Bhd	Mechanical and electrical engineers and engineering works, contractors and consulting engineers for utilities piping and cleanroom architecture works	Shareholder	3.00	-
Micronaire Global Sdn Bhd	Manufacturing, dealing, importing, exporting of air conditioning products, components and accessories and general trading	Shareholder	5.00	-
Sum System Solution Sdn Bhd	Mechanical and engineering services provider and total solution for renewable energy system	Shareholder	2.27	-

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

5.2.5 Involvement of our Directors in other businesses or corporations

Save as disclosed in Section 5.2.4 of this Prospectus, our Executive Directors are not involved in other businesses or corporations. The involvements of our Executive Directors in other businesses and corporations are not expected to affect the operations of our Group as their involvement in the aforesaid companies are minimal as these companies are either for investment holding or are dormant/dissolved. In addition, they do not hold executive positions in the aforesaid companies and such businesses or corporations' operations do not require their involvement on a day-to-day basis as these businesses or corporations are managed by the other shareholders or have their own independent management teams. Hence, our Executive Directors can continue to focus on the day-to-day operations of our Group and our Board is of the view that their contribution and performance in our Group would not be affected.

The involvement of our Non-Executive Directors in other businesses or corporations outside our Group will not affect their contribution to our Group as they are not involved in our Group's day-to-day operations.

5.2.6 Key Senior Management

The key senior management of our Group is as follows:

Name	Age	Nationality	Designation
Ooi Yoong Shan (F)	32	Malaysian	CFO

Note:

(F) Female.

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

5.2.7 Key senior management's shareholdings

Our key senior management and her shareholdings in our Company before and after our IPO are as follows:

Key senior management	Before our IPO / As at the LPD				After our IPO ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽³⁾
Ooi Yoong Shan	-	-	-	-	400,000	0.09	-	-

Notes:

- (1) Based on our issued share capital of 350,000,000 Shares before our IPO.
- (2) Assuming that all the Pink Form Allocation is fully subscribed.
- (3) Based on our enlarged issued share capital of 468,000,000 Shares after the Disposal by Basil Power and Public Issue pursuant to the IPO.

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

5.2.8 Profile of key senior management

The profile of the key senior management of our Group is as follows:

Ooi Yoong Shan

CFO

Ooi Yoong Shan, a Malaysian, aged 32, is our Chief Financial Officer. She is responsible for overseeing the Group's finance, accounting and procurement department as well as HR, administration and IT department, including managing the Group's financial planning, statutory reporting and management of financial risks.

She graduated from Segi University College with a Diploma in Accounting in 2010. She is a member of the Association of Chartered Certified Accountants since 2019 and Malaysian Institute of Accountants since July 2021.

She started her career in auditing with AdrianYeo PLT as an Audit Assistant in 2015 where she was involved in providing audit services. She left in 2016 to join Crowe Malaysia PLT as an Audit Junior and was subsequently promoted as a Senior Auditor where she was responsible for conducting statutory audit on companies, including public listed companies, in accordance with relevant accounting standards. She left Crowe Malaysia PLT in 2019 to join Deloitte & Touche LLP (Singapore) in 2020 as a Senior Auditor. She returned to Malaysia later in the same year and joined Green Packet Berhad as Finance Manager where she was responsible for managing and overseeing the group's finance related functions. She left Green Packet Berhad in 2021 before joining our Group as Financial Controller. Subsequently in the same year, she was promoted as our Group's CFO.

5.2.9 Involvement of our key senior management in other businesses / corporations

Our key senior management does not have any principal business activities and directorship in any other businesses or corporations as at the LPD and in the past 5 years preceding the LPD.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.3 BOARD PRACTICES****5.3.1 Directorship**

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

Name	Designation	Date of expiration of the current term of office	No. of years in office
Zulkifly Bin Zakaria	Independent Non-Executive Chairman	At our first AGM to be held in year 2022	Less than 1 year
Ong Hang Ping	Executive Director / CEO	At our first AGM to be held in year 2022	More than 1 year
Chow Kian Hung	Executive Director / COO	At our first AGM to be held in year 2022	More than 1 year
Khoo Kah Kheng	Executive Director / CPDO	At our first AGM to be held in year 2022	Less than 1 year
Amin Ashari Bin Shafie	Non-Independent Non-Executive Director	At our first AGM to be held in year 2022	Less than 1 year
Norashikin Binti Abdul Rani	Independent Non-Executive Director	At our first AGM to be held in year 2022	Less than 1 year
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Independent Non-Executive Director	At our first AGM to be held in year 2022	Less than 1 year
Yap Chui Fan	Independent Non-Executive Director	At our second AGM to be held in year 2023	Less than 1 year

In accordance with the Company's Constitution, all the Directors shall retire from office at the first AGM and 1/3 of our Board will retire by rotation at every subsequent AGM of our Company. Each Director shall retire at least once in every 3 years and shall be eligible for re-election. Any Director appointed within the year shall hold office only until the next AGM and shall then be eligible for re-election.

Our Board acknowledges and takes cognisance of the Malaysian Code on Corporate Governance ("MCCG") which came into effect on 28 April 2021. Our Board is committed in achieving and sustaining high standards of corporate governance and we have considered the additional best practices and guidance set out in the MCCG such as to have at least 30% women directors on our Board. As at the LPD, our Board consists of 2 women Directors which constitutes 25% of our Board. In view of the foregoing, we shall use our best endeavour to seek, observe and identify suitable women candidate(s) to our Board and ensure that the composition of the Board comprises at least 30% of women directors within 3 years from the date of our Listing.

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

5.3.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established on 28 December 2021 and its members are appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Norashikin Binti Abdul Rani	Chairperson	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Member	Independent Non-Executive Director
Yap Chui Fan	Member	Independent Non-Executive Director

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

- (i) to review the quarterly results to Bursa Securities and year-end financial statements of our Group before submission to our Board;
- (ii) to consider the nomination and appointment of external auditors and, if found appropriate, to recommend their appointment and of their audit fee;
- (iii) to discuss with the external auditors, prior to the commencement of audit, their audit plan, which shall state the nature of the audit, and to ensure an effective co-ordination of audit, where more than one audit firm is involved;
- (iv) to review the internal audit plan, processes, the results of internal audit assessments, investigations undertaken and, whether or not appropriate action is taken before recommendations are made;
- (v) to review the adequacy and effectiveness of the Group's internal control systems, risk management framework, anti-corruption and whistle-blowing and sustainability reporting as evaluated, identified and reported by the Management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely;
- (vi) to monitor any related party transactions and situations where a conflict of interest may arise within our Group, including any transaction, procedure or course of conduct that raises questions of management integrity, as well as to assess the financial risks relating to such transactions, and to ensure that our Directors report such transactions annually to our shareholders via the annual report;
- (vii) to discuss issues and matters arising from the interim and final external audits, and any matters the external auditors and/or internal auditors may wish to discuss (in the absence of management, where necessary);
- (viii) to assess the effectiveness of the risk management framework, and to review and monitor risk reporting;
- (ix) to report promptly to Bursa Securities and/or to SC on any matter reported to our Board, which has not been satisfactorily resolved resulting in the breach of the Listing Requirements, rules and guidelines issued by Bursa Securities and/or the SC; and
- (x) to consider other matters as may be directed by our Board from time to time.

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

5.3.3 Nomination Committee

Our Nomination Committee was established on 28 December 2021 and its members are appointed by our Board. Our Nomination Committee comprises the following members:

Name	Designation	Directorship
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Chairman	Independent Non-Executive Director
Norashikin Binti Abdul Rani	Member	Independent Non-Executive Director
Yap Chui Fan	Member	Independent Non-Executive Director

The main functions of our Nomination Committee include among others:

- (i) to consider and recommend to the Board suitable candidates for appointment as Directors of the Company. The committee may utilise any independent sources to identify a suitably qualified candidate. The committee shall nominate or appoint a gender-diverse Board. In making a recommendation to the Board on candidates for directorship, the committee should consider the candidates':
 - a) skills, knowledge, expertise and experience;
 - b) professionalism;
 - c) integrity; and
 - d) in the case of candidates for the position of Independent Director, the committee shall also evaluate the candidates' ability to discharge such responsibilities / functions as expected from Independent Director;
- (ii) to evaluate the required mix of skills, experience, core competencies, diversity (in terms of age, cultural background and gender) of the Board, the Board Committees and the contribution and performance of the individual Directors for the effective and efficient functioning of the Board and the Board Committees;
- (iii) to appraise each individual Director and Chairman of the Board including Independent Directors as well as the Executive Director / CEO in terms of his experience, knowledge, credibility and credentials and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of the Company. All assessments and evaluations carried out by the committee in the discharge of all its functions should be properly documented;
- (iv) to examine the ability of each Director to contribute to the effective decision-making process of the Board and ensure that the Board of the Company is functioning actively, efficiently and effectively in all its decision-making;
- (v) to review annually, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such Audit and Risk Management Committee and each of its members have carried out their duties in accordance with their terms of reference;
- (vi) to assess the effectiveness of the Board as a whole and the committees of the Board;
- (vii) to review and assess the independence of the Independent Directors of the Company;
- (viii) to recommend to the Board concerning the re-election/re-appointment of Directors to the Board pursuant to the Company's Constitution;

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

- (ix) to oversee the development of succession planning of the Board and senior management;
- (x) to access to the advice of company secretary or other professionals at the Company's expense, if necessary;
- (xi) to initiate an investigation and/or to carry out due diligence on the nepotism issue; and
- (xii) to carry out such other functions or assignments as may be delegated by the Board from time to time.

5.3.4 Remuneration Committee

Our Remuneration Committee was established on 28 December 2021 and its members are appointed by our Board. Our Remuneration Committee comprises the following members:

Name	Designation	Directorship
Yap Chui Fan	Chairperson	Independent Non-Executive Director
Professor Ir. Dr. Nasrudin Bin Abd Rahim	Member	Independent Non-Executive Director
Norashikin Binti Abdul Rani	Member	Independent Non-Executive Director

The main functions of our Remuneration Committee include among others:

- (i) to review and recommend to the Board the appropriate remuneration packages for all Directors of the Company, with or without other independent professional advice or other outside advice;
- (ii) to formulate policies, guidelines and set criteria for remuneration packages for the Directors of the Company;
- (iii) to ensure that the Directors are fairly and appropriately remunerated according to the industry, general market sentiments or conditions;
- (iv) to determine the composition of the various components of remuneration such as basic salary, bonus and other benefits in kind for the Executive Director / CEO and Executive Directors of the Company;
- (v) to ensure all necessary actions are taken expediently by the Board to offer appropriate rewards, benefits, compensation and remuneration and to ensure that the levels of remuneration are sufficiently attractive to retain Directors and structuring the remuneration packages to link rewards to individual performance as well as to encourage the Executive Directors to act in the way that enhances the Company's long term profitability and value;
- (vi) to ensure that all remuneration packages and benefits given to the Directors comply with the Company's Remuneration Policy and any other laws, rules, requirements, regulations and guidelines set by the relevant authorities and the Board from time to time;
- (vii) to attend to any other functions that may be delegated by the Board which would be beneficial to the Company and ensures the effective discharge of the Committee's duties and responsibilities;

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

- (viii) to review and recommend to the Board the granting of share options for the Executive Directors and senior management of the Company, if any;
- (ix) to initiate an investigation and/or to carry out due diligence on nepotism issues;
- (x) to perform an annual review of the remuneration of employees related to the Board and/or substantial shareholder(s) to ensure that their remuneration packages are in line with the Company's staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities, if any; and
- (xi) to carry out such other functions or assignments as may be delegated by the Board from time to time.

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

5.4 REMUNERATION OF DIRECTORS AND KEY SENIOR MANAGEMENT

5.4.1 Directors' remuneration and material benefits in-kind

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our Directors for services rendered to our Group in all capacities for the FYE 2022 and FYE 2023 are as follows:

FYE 2022 (Actual)	Fees	Salary	Bonus ⁽²⁾	Allowances	Statutory Contributions (EPF, SOCSO and EIS)	Benefits in- kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Executive Directors							
Ong Hang Ping	60.00	312.00	-	42.00	42.64	-	456.64
Chow Kian Hung	60.00	312.00	-	42.00	42.64	-	456.64
Khoo Kah Kheng	-	312.00	-	42.00	42.64	-	396.64
Non-Executive Directors							
Zulkifly Bin Zakaria ⁽¹⁾	-	-	-	-	-	-	-
Amin Ashari Bin Shafie ⁽¹⁾	-	-	-	-	-	-	-
Norashikin Binti Abdul Ranj ⁽¹⁾	-	-	-	-	-	-	-
Professor Ir. Dr. Nasrudin Bin Abd Rahim ⁽¹⁾	-	-	-	-	-	-	-

Notes:

- (1) Appointed to our Board on 27 December 2021. Payment of fees to our Non-Executive Directors will only take place upon our successful Listing.
- (2) Bonuses, if any, will be determined later based on the individual's performance as well as our Group's performance at the time of assessment.

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

FYE 2023 (Proposed)	Fees	Salary	Bonus ⁽²⁾	Allowances	Statutory Contributions (EPF, SOCSO and EIS)	Benefits in- kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Executive Directors							
Ong Hang Ping	66.00	396.00	120.00	42.00	53.00	-	677.00
Chow Kian Hung	66.00	396.00	120.00	42.00	53.00	-	677.00
Khoo Kah Kheng	24.00	336.00	90.00	36.00	31.00	-	517.00
Non-Executive Directors							
Zulkifly Bin Zakaria	52.31	-	-	*	-	-	52.31
Amin Ashari Bin Shafie	40.31	-	-	*	-	-	40.31
Norashikin Binti Abdul Rani	40.31	-	-	*	-	-	40.31
Professor Ir. Dr. Nasrudin Bin Abd Rahim	40.31	-	-	*	-	-	40.31
Yap Chui Fan ⁽¹⁾	24.00	-	-	*	-	-	24.00

Notes:

* Negligible

(1) Appointed to our Board on 26 August 2022.

(2) Bonuses, if any, will be determined later based on the individual's performance as well as our Group's performance at the time of assessment.

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

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

5.4.2 Key senior management's remuneration and material benefits in-kind

The aggregate remuneration and material benefits in-kind paid and proposed to be paid to our key senior management for services rendered to our Group in all capacities for the FYE 2022 and FYE 2023 are as follows:

Key senior management	Remuneration band	
	FYE 2022 RM'000	Proposed for the FYE 2023 ⁽¹⁾ RM'000
Ooi Yoong Shan	150 – 200	200 – 250

Note:

- (1) Bonuses, if any, will be determined later based on the individual's performance as well as our Group's performance at the time of assessment.

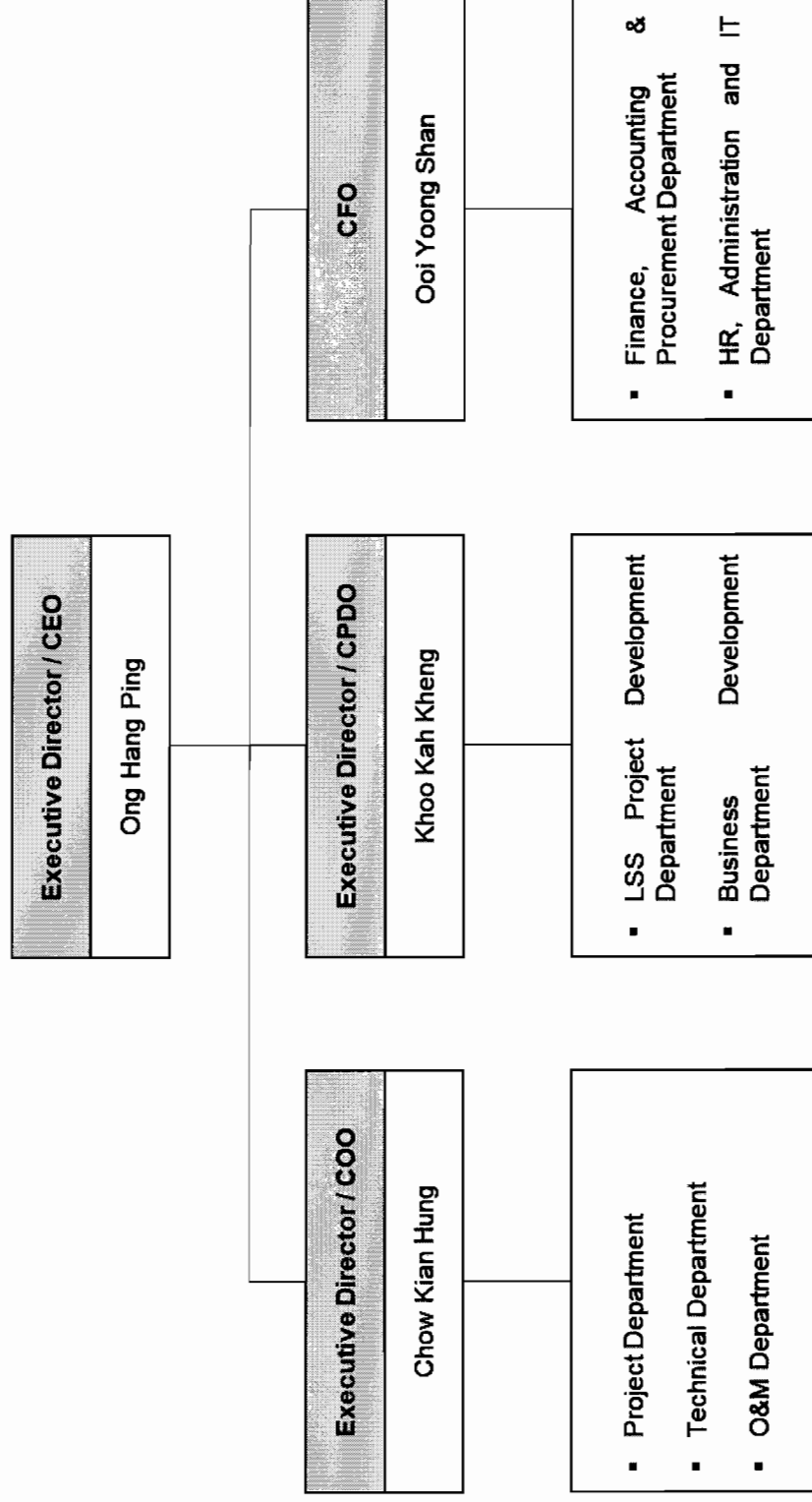
The proposed increase in remuneration band for Ooi Yoong Shan was arrived at after taking into consideration the added responsibility as a CFO of a public listed company. The additional responsibilities include additional compliance with regulatory requirements for a public listed company and obligations to the shareholders, amongst others. In accordance with the Group's remuneration policy, the evaluation of remuneration packages for key senior management shall be reviewed by our Executive Directors.

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

5.5 MANAGEMENT REPORTING STRUCTURE

The management reporting structure of our Group is as follows:



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

5.6 DECLARATIONS BY EACH PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

None of our Promoters, Directors and key senior management is or was involved in any of the following events, whether within or outside Malaysia:

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

5.7 FAMILY RELATIONSHIPS AND ASSOCIATIONS

There are no family relationships and associations among our Promoters, substantial shareholders, Directors and key senior management as at the LPD.

5.8 SERVICE AGREEMENTS

As at the LPD, none of our Directors and / or key senior management has any existing or proposed service agreement with our Group.

6. INFORMATION ON OUR GROUP

6.1 INFORMATION ON OUR GROUP

6.1.1 Our Group’s overview and history

Our Company was incorporated in Malaysia under the Act on 25 May 2021 as a private limited company under the name of Sunview Group Sdn Bhd. It was subsequently converted into a public limited company on 24 December 2021. Sunview is an investment holding company. Through our subsidiaries, we are principally involved in the EPCC of solar PV facilities, solar PV construction and installation services, solar power generation and supply as well as associated services and products.

The history of our Group can be traced back to 2013 when Fabulous Sunview was founded by its 2 previous shareholders namely Ku Gaik Lee and Kneoh Chin Shiun as their investment venture into the RE industry, initially focusing on the EPCC of rooftop solar PV facilities for residential buildings. Our Promoter, namely Chow Kian Hung, joined the company in the same year as Sales & Project Manager. Subsequently in 2015, our Promoters, namely Ong Hang Ping and Chow Kian Hung, and a business partner namely Chai Jeun Sian became shareholders of Fabulous Sunview, with Ong Hang Ping and Chai Jeun Sian also taking up directorships in the company. The Fabulous Sunview’s founders and Chai Jeun Sian eventually left the company between 2015 and 2018.

Since 2019, we have expanded our business operations from initially being an EPCC contractor mainly for rooftop solar PV facilities to an EPCC contractor / subcontractor for utility-scale solar PV facilities such as LSS PV plants, mainly achieved through the development of our project implementation capabilities, hence our credibility, throughout the years. We also undertook strategic acquisitions between 2015 and 2019 as part of our business expansion, mainly involving companies providing installation and / or subcontracting services in the RE industry. Most of these companies did not achieve the expected business outcome and were eventually disposed of by 2020.

In 2019, we ventured into the business of investing in solar PV facilities for power generation and supply through Solarcity REIT, which was 49.00% owned by Fabulous Sunview and 51.00% owned by Suntech Energy. Subsequently in July 2020, the equity interest of Fabulous Sunview increased to 51.00% while the remaining 49.00% equity interest was held by Suntech Energy. In 2021, to consolidate our ownership in Solarcity REIT and to further expand our operations in solar power generation and supply, we acquired a 100.00% equity interest in Suntech Energy as well as Vafe System.

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

Year	Key events and milestones
2013	<ul style="list-style-type: none"> • Commencement of operations for our wholly owned subsidiary, Fabulous Sunview as a service provider of EPCC of solar PV facilities. We were operating from rented premises in Puchong, Selangor. • Through Fabulous Sunview, we secured our first EPCC project for a rooftop solar PV facility with an installed capacity of 11.76 kWp for a residential building in Subang Jaya, Selangor with a contract value of RM0.08 million. • Fabulous Sunview also secured an EPCC project for a commercial shoptop where we were responsible for 6 rooftop solar PV facilities with a total installed capacity of 72.00 kWp in Seremban, Negeri Sembilan with a contract value of RM0.66 million.

6. INFORMATION ON OUR GROUP (CONT'D)

Year	Key events and milestones
2014	<ul style="list-style-type: none"> • We secured our first industrial EPCC project with an installed capacity of 72.00 kWp for a timber manufacturing plant in Seremban, Negeri Sembilan with a contract value of RM0.71 million. • Fabulous Sunview was registered with CIDB as a G4 contractor which allowed us to tender for projects with a value up to RM3.00 million. Subsequently, we upgraded our CIDB registration from G4 to G6 in 2016 and further upgraded to G7 in 2017. As at G7 contractor, this allowed us to tender for projects without any limitation in the size or value of projects. • Fabulous Sunview was registered with SEDA as a service provider.
2017	<ul style="list-style-type: none"> • We relocated our head office and operational facilities from Puchong, Selangor to rented premises in Subang Jaya, Selangor. • We were registered as a grade C Electrical Contractor with the Energy Commission Malaysia which allows us to carry out electrical works with a value of up to RM500,000. • We were registered as a work contractor with the TNB under the category of M&E works. • Solare Truss is registered with the Malaysian Green Technology Corporation to have the rights to use "MyHIJAU" Mark as solar PV service provider indicating that the company meets environmental and ecological standards. MyHIJAU is a government initiative to promote the sourcing and purchasing of green products and services in Malaysia.
2018	<ul style="list-style-type: none"> • We relocated our head office and operational facilities from Subang Jaya, Selangor to a three-storey industrial building that we acquired in Shah Alam, Selangor with a total built up area of approximately 5,889 sq. ft. • Fabulous Sunview acquired Solare Truss, a company involved in the installation of rooftop solar PV facility as well as supply of related materials. This company was primarily involved in the installation of solar PV projects for Fabulous Sunview.
2019	<ul style="list-style-type: none"> • Solarcity REIT was incorporated and commenced operations as an asset owner of solar PV facilities solely to generate and supply solar power. As at the LPD, Solarcity REIT owns and operates 13 solar PV facilities with a total installed capacity of 4.17 MWp. Please refer Section 6.3.3.4 (iii) for further details on our solar PV facilities. • Fabulous Sunview embarked into LSS PV plant projects where the company was engaged as a subcontractor for 4 LSS PV plant projects under the LSS 2 programme as follows: <ul style="list-style-type: none"> - MSR 29.92 MWac LSS 2 PV Plant Gebeng Project in Pahang with a contract value of RM3.60 million; - MSR 29.99 MWac LSS 2 PV Plant Paka Project in Terengganu with a contract value of RM3.90 million; - Scatec 30.00 MWac LSS 2 PV Plant Kerian Project in Perak with a contract value of RM5.13 million; and - Solar Greencell 30.00 MWac LSS 2 PV Plant Pekan Project with a contract value of RM12.06 million.
2020	<ul style="list-style-type: none"> • Fabulous Sunview registered with SEDA as a solar PV investor. • Fabulous Sunview received approximately RM16.00 million funding via the issuance of RCPS to Basil Power. Please refer to Section 4.1.1 of this Prospectus for further details on the RCPS.

6. INFORMATION ON OUR GROUP (CONT'D)

Year	Key events and milestones
2021	<ul style="list-style-type: none"> • Solarcity REIT registered with SEDA as a solar PV investor. • Fabulous Sunview reached a major milestone by securing its first EPCC project for LSS PV plant under the LSS 2 programme. This is for a 10.00 MWac PV Plant in Sandakan, Sabah. The total contract value of this project was RM57.00 million. As at the LPD, we commenced the preparation and preliminary works for the project while the remaining construction works are yet to commence pending the issuance of NTP from the facility owner. Fabulous Sunview further secured an additional of 5 projects as an EPCC contractor for the LSS PV plant under LSS 1, LSS 2 and LSS 4 programme. • Fabulous Sunview acquired Vafe System and Suntech Energy. <ul style="list-style-type: none"> - Vafe System which was incorporated in 2014, commenced operations in 2015. The company owns 1 solar PV facility namely "Kinta 1.00 MWp Rooftop Solar PV Facility" in Kinta, Perak. This facility was under the FiT programme and Vafe System entered into a 21-year REPPA with TNB to generate and sell electricity back to the grid. - Suntech Energy was incorporated in 2013 and commenced operations in 2014 as a solar PV investor. The company owns 2 rooftop solar PV facilities in 2014 and 2016 respectively, namely "Nilai 1.00 MWp Rooftop Solar PV Facility" and "Alma 1.00 MWp Rooftop Solar PV Facility" respectively. The 2 facilities are under the FiT programme and Suntech Energy entered into a 21-year REPPA with TNB to generate and sell electricity back to the grid. <p>Please refer to Section 6.3.3.4 of this Prospectus for further details on the power supply activities of our Group.</p> <ul style="list-style-type: none"> • In September 2021, we relocated our head office from Shah Alam to Menara Symphony located in Petaling Jaya. The existing operational facility in Shah Alam is used as storage facilities for our electrical related equipment and materials such as solar PV modules, structures as well as cables and wires.
2022	<ul style="list-style-type: none"> • We secured an additional EPCC of a utility scale solar PV facility under the NEDA programme with an installed capacity of 8.00 MWac. In this respect, as at the LPD, we have secured a total of 7 utility scale EPCC projects with an aggregated contract value of RM658.04 million where Fabulous Sunview has been appointed as the EPCC contractor. Please refer to Section 6.3.3.1 (iv) (c) for further details on our EPCC of LSS PV plant projects.

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6. INFORMATION ON OUR GROUP (CONT'D)

For the Financial Years Under Review and up to the LPD, Fabulous Sunview obtained the following awards and recognitions:

Year	Key awards and recognitions
2016	<ul style="list-style-type: none"> • “Young/Emerging Business Excellence Award 2016” organised by the Sin Chew Media Corporation Berhad. • “SME 100 Awards 2016 - Fast Moving Companies 2016” organised by SME Magazine Asia.
2017	<ul style="list-style-type: none"> • “Outstanding SMEs 2017” under the Golden Bull Award 2017 organised by Business Media International Sdn Bhd and Sphere Exhibits Malaysia Sdn Bhd. • “4th Malaysia Independence Award 1957 @ Anugerah Merdeka under the category of Silver Awards for the business nature of Solar System Integrated” in 2017 organised by the Malaysian Exporters Association and SME Global Centre. • “Sin Chew Business Excellence Award 2017” for the category of Business Services Excellence Awards organised by the Sin Chew Media Corporation Berhad.
2022	<ul style="list-style-type: none"> • “IBR ASEAN Awards 2022” for the Corporate Excellence Award in the Energy Sector for Innovations in Solar Power Solution by the IBR Asia Group.

6.1.2 Our competitive advantages and key strengths

Our competitive advantages and key strengths as set out below, provide us with the platform to grow our business:

(i) **We have the experience and a proven track record in carrying out EPCC of solar PV facilities and subcontracting works for LSS PV plants to serve as a platform for business growth**

We carry out EPCC for solar PV facilities providing end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning. For the Financial Years Under Review and up to the LPD, we have completed 98 EPCC of rooftop solar PV facility projects covering industrial, commercial and residential buildings, with a cumulative installed capacity of 23.08 MWp. For the Financial Years Under Review and up to the LPD, we have completed the provision of construction and installation for 6 LSS PV plants with capacity ranging from 29.92 MWac to 100.00 MWac as a subcontractor. For the Financial Years Under Review and up to the LPD, our projects were completed according to the completion periods as mutually agreed with our customers and there was no LAD incurred.

For the Financial Years Under Review and up to the LPD, we have completed 115 projects and these are set out below by type of sectors:

Completed Projects	Number of Project	Installed Capacity	Total Contract Value (RM '000)
EPCC Projects	98		63,695
- Industrial	55	18.45 MWp	50,564
- Commercial	23	4.47 MWp	12,491
- Residential	20	0.16 MWp	640
Construction and Installation Projects	22		38,349
- Industrial	5	2.68 MWp	2,749
- Commercial	4	0.41 MWp	1,568
- Residential	7	0.06 MWp	194
- LSS PV Plant	6	319.91 MWac	33,838

6. INFORMATION ON OUR GROUP (CONT'D)

As at the LPD, we have secured 7 new LSS PV plant projects under the LSS 1, LSS 2, LSS 4 and NEDA programme with an aggregated installed capacity of 178.00 MWac and an aggregated contract value of RM658.04 million which are expected to be completed by FYE 2024. Please refer to Sections 6.3.3.1 and 6.3.3.2 of this Prospectus for further details of our on-going and completed projects.

In addition, we have the capabilities to carry out the EPCC of BIPV rooftop solar PV facilities where the solar modules are used as roofing materials. The solar modules used for BIPV solar PV facilities can be applied to a variety of surfaces such as roofing and walling application as an integrated solution for the building. The key differences between EPCC of normal rooftop and BIPV solar PV facility are as follows:

- Scope of work: For normal rooftop solar PV facility, the solar PV modules are mounted on the existing roof while for BIPV solar PV facility the solar PV modules also serve as the roof and/or wall of the building.
- Timeline: For similar capacity, the timeline for EPCC of normal rooftop solar PV facility is commonly shorter compared to BIPV solar PV facility.
- Costing and pricing: For similar capacity, normal rooftop solar PV facility is commonly lower cost and price compared to BIPV solar PV facility. This is because the BIPV solar facility has to serve an additional function of being part of the structure of the building such as roof and/or wall of the building, which require additional technical works.

This type of solar PV facilities offers building owners with benefits including potential time and cost saving in installation as the roofing and solar modules are installed simultaneously compared to classic roofing materials, as well as improved aesthetics as the modules are homogeneously coloured. Since the commencement of our business and up to the LPD, we have 24 EPCC of BIPV solar PV facility projects.

Our experience and proven track record in the EPCC of rooftop solar PV facility projects since 2013 and subcontracting works for LSS PV plants since 2019, provide us with the platform to continue to address opportunities in securing new projects and grow our business. This is further demonstrated where we are able to secure and complete several projects from the same customers.

As a service provider for the construction of solar PV facilities, we are committed to providing quality management procedures that are in line with our ISO 9001 certification. Our track record in project planning, project execution and up to the completion of projects provides us with a reference site for prospective customers.

(ii) **We have an experienced technical and management team**

We have an experienced technical and management team headed by our CEO, Ong Hang Ping, with an electrical engineering background and has approximately 12 years of experience in the RE sector. He holds a Bachelor degree in Electrical Engineering, accredited by the Institute for Sustainable Power Quality (ISPQ) and Grid-Connected Solar Photovoltaic (GCPV) certificate and is also a certified member of the Board of Engineers Malaysia. He is supported by Chow Kian Hung (our COO) and Khoo Kah Kheng (our CPDO), both of them have approximately 9 years of experience in RE sector respectively.

6. INFORMATION ON OUR GROUP (CONT'D)

Our CEO, COO and CPDO are key in determining the strategic direction of our business and implementing strategies to drive business growth. They are assisted by our CFO with her knowledge and experience to contribute to the development of our business. Our CFO brings with her approximately 7 years of experience in accounting and finance, having worked in public accounting firms in various audit capacities, as well as being a Finance Manager in a public company listed on the Main Market of Bursa Securities. Her knowledge and skills will assist our Group in providing financial evaluations and management of financial risks of new projects in addition to other financial and accounting matters.

(iii) Our business model in the EPCC and subcontracted works for solar PV facilities is supplemented by the supply of solar power generated from the assets that we owned to provide us with recurrent revenue

For the Financial Years Under Review, our main revenue contribution was from EPCC and subcontracted works for solar PV facilities, which represented approximately 86.84%, 80.36%, 86.43% and 84.58% of our total revenue for the FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. The supply of solar power provides us with a recurrent revenue which represented approximately 0.45% and 3.52% of our total revenue for the FYE 2021 and FYE 2022, respectively. Part of our strategy was to leverage on our technical knowledge and experience in EPCC of solar PV facilities and expand into asset ownership, a strategy which we embarked in 2019 through Solarcity REIT. As at the LPD, we own 18 solar PV facilities with a collective installed capacity of 7.74 MWp. In addition, we plan to construct 2 new solar PV facilities by 2023. Please refer to Section 6.3.3.4 (iii) of this Prospectus for further details on our solar PV facilities.

As an owner of the solar PV facilities, we will operate and maintain the facilities in order to optimise the generation of solar power. The supply of solar power business segment will provide us with the recurrent revenue to moderate some of the revenue stream variabilities from a project based business segment. The recurrent revenue provides us with certain amount of predictable cash inflow. While contribution from this segment was relatively low for the Financial Years Under Review and up to the LPD, we expect higher contribution moving forward following commencement of all of the 18 solar PV facilities and completion of the 2 new facilities in 2023.

(iv) We work with solar PV investors who will fund the installation of solar PV facility and facilitate growth of our EPCC of solar PV facility business

Solar PV investors are entities that fund the capital expenses of installing solar PV facilities on the premises of prospective power consumers. We work with solar PV investors where we carry out the EPCC of solar PV facilities for the solar PV investors. This will enable power users to consume solar PV power without having to fund the initial capital expenses for the installation of solar PV facilities. With this zero capital expenditure arrangement, we can attract power consumers to install solar PV facilities on their premises while generating opportunities for our EPCC of solar PV facility business.

In this respect, we already have a track record in carrying out EPCC of solar PV facility projects under the zero capital expenditure arrangement with our customers who are solar PV investors including GSPARX Sdn Bhd, HIS Cenergi Sdn Bhd and Evergreen Fintech Sdn Bhd. We are one of their panels of EPCC contractors to be involved with their zero capital expenditure projects. For the Financial Years Under Review and up to the LPD, 40 of our completed and on-going EPCC projects are from solar PV investors with an aggregated contract value of approximately RM33.62 million.

The zero capital expenditure for the installation of solar PV facility is in line with the Government's objective of promoting higher adoption of RE. In 2021, the Ministry of Energy and Natural Resources introduced the Energy Transition Plan 2021-2040 with a target to increase the share of RE in the total installed capacity in Malaysia to 31% in 2025 and 40% in 2035. (Source: *Industry Overview*)

6. INFORMATION ON OUR GROUP (CONT'D)

Our relationships with solar PV investors will provide us with the advantage of offering zero capital expenditure to power consumers and encourage the installation of solar PV facilities to serve as a platform for our EPCC of solar PV facility business segment. As for the solar PV investors, this investment generates recurrent revenue and provides a certain amount of predictable cash inflow.

6.1.3 Share capital and changes in share capital

As at the LPD, our issued share capital is RM49,000,002 comprising 350,000,000 Shares.

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

Date of allotment	No. of Shares allotted	Consideration (RM)	Nature of transaction	Cumulative issued share capital (RM)
25 May 2021	2	2	Subscribers' shares	2
29 July 2022	349,999,998	49,000,000	Otherwise than cash for the Acquisition of Fabulous Sunview	49,000,002

There were no discounts, special terms or installment payment terms given in consideration of the above allotment.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital.

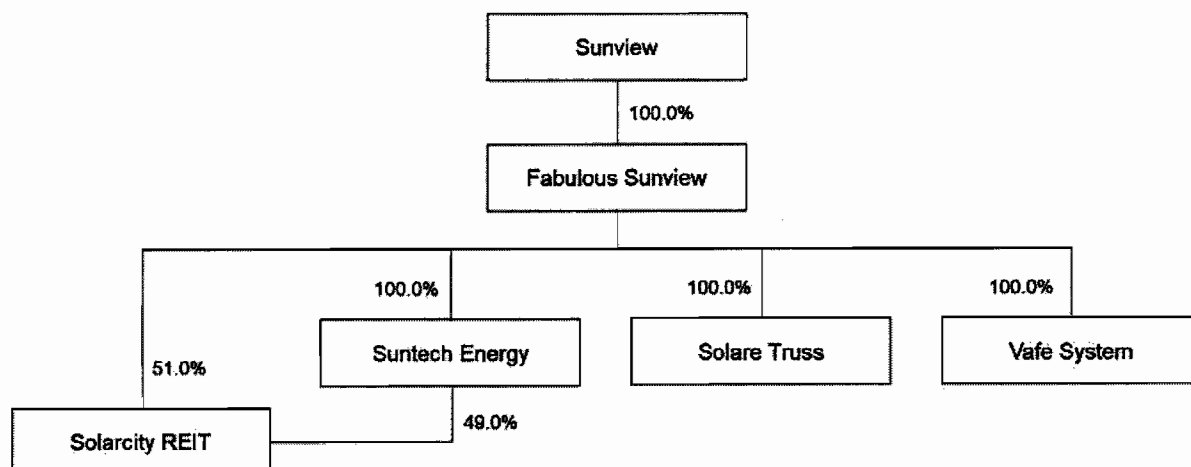
Upon completion of our Listing, our issued share capital will increase to RM83,220,002 comprising 468,000,000 Shares.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.1.4 Subsidiaries

Our current corporate Group structure is illustrated below:



As at the LPD, we have 5 subsidiaries and we do not have any associate company. The principal place of business for all our 5 subsidiaries is in Malaysia. Details of our subsidiaries are set out below:

Company name and registration no.	Date and place of incorporation	Issued share capital	Effective equity interest (%)	Principal activities
Fabulous Sunview Sdn Bhd 201301006831 (1036671-H)	1 March 2013 / Malaysia	RM40,249,437.24	100	EPCC of solar PV and other RE facilities, provision of solar PV construction and installation services, and associated services and products
Suntech Energy Sdn Bhd 201301028089 (1057919-A)	13 August 2013 / Malaysia	RM4,000,000.00	100*	Solar power generation and supply
Solarcity REIT Sdn Bhd 201901033470 (1342800-D)	19 September 2019 / Malaysia	RM1,000,000.00	100#	Solar power generation and supply
Solare Truss Sdn Bhd 201401022289 (1098375-M)	19 June 2014 / Malaysia	RM1,000,000.00	100*	Solar PV construction and installation services, and supply of solar PV equipment and ancillary systems as well as EPCC of other RE facilities
Vafe System Sdn Bhd 201401048114 (1124303-W)	24 December 2014 / Malaysia	RM1,800,000.00	100*	Solar power generation and supply

Notes:

* Held through Fabulous Sunview.

Held through Fabulous Sunview and Suntech Energy.

6. INFORMATION ON OUR GROUP (CONT'D)**6.2 SHARE CAPITAL INFORMATION ON OUR SUBSIDIARIES****6.2.1 Fabulous Sunview**

Fabulous Sunview was incorporated on 1 March 2013 in Malaysia under the Companies Act 1965 as a private limited company and is deemed registered under the Act.

As at the LPD, the issued share capital of Fabulous Sunview is RM40,249,437.24 comprising 1,661,274 ordinary shares.

The changes in the issued share capital of Fabulous Sunview for the Financial Years Under Review up to the LPD are as follows:

Date of allotment	No. of Fabulous Sunview shares allotted ⁽¹⁾	Consideration / Type of issue	Cumulative issued share capital		
			RM	No. of ordinary shares	No. of RCPS / ICPS
28 June 2019	60,811	RM1,000,000 / Cash	1,750,000	810,811	-
8 January 2020	34,259	RM500,000 / Cash	2,250,000	845,070	-
15 December 2020 ⁽²⁾	450,704 RCPS	RM15,999,992 / Cash	18,249,992	845,070	450,704 RCPS
30 September 2021 ⁽³⁾	284,097	RM17,099,798 / Cash	35,349,790	1,129,167	450,704 RCPS
7 October 2021 ⁽³⁾	81,403	RM4,899,647 / Cash	40,249,437	1,210,570	450,704 RCPS
29 November 2021 ⁽⁴⁾	450,704 ICPS	RM15,999,992 / Redemption of RCPS	40,249,437	1,210,570	450,704 ICPS
22 July 2022 ⁽⁵⁾	450,704	- / Conversion of ICPS	40,249,437	1,661,274	-

Notes:

- (1) Ordinary shares, unless otherwise stated.
- (2) Please refer to Section 4.1.1(a) of this Prospectus for further details of the Issuance of RCPS to Basil Power.
- (3) Please refer to Section 4.1.1(d) of this Prospectus for further details of the Pre-IPO Fund Raising.
- (4) Please refer to Section 4.1.1(e) of this Prospectus for further details of the RCPS Redemption and issuance of ICPS.
- (5) Please refer to Section 4.1.2(a)(i) of this Prospectus for further details of the ICPS Conversion.

6. INFORMATION ON OUR GROUP (CONT'D)

Save for the above, none of the ordinary shares of Fabulous Sunview were issued at a discount, on special terms or based on installment payment terms. As at the LPD, Fabulous Sunview does not have any outstanding warrants, options, convertible securities and uncalled capital.

6.2.2 Suntech Energy

Suntech Energy was incorporated on 13 August 2013 in Malaysia under the Companies Act 1965 as a private limited company and is deemed registered under the Act.

As at the LPD, the issued share capital of Suntech Energy is RM4,000,000 comprising 4,000,000 ordinary shares. There has been no change in the issued share capital of Suntech Energy for the Financial Years Under Review up to the LPD.

None of the ordinary shares of Suntech Energy were issued at a discount, on special terms or based on installment payment terms. As at the LPD, Suntech Energy does not have any outstanding warrants, options, convertible securities and uncalled capital.

6.2.3 Solarcity REIT

Solarcity REIT was incorporated on 19 September 2019 in Malaysia under the Act as a private limited company.

As at the LPD, the issued share capital of Solarcity REIT is RM1,000,000 comprising 1,000,000 ordinary shares.

The changes in the issued share capital of Solarcity REIT for the Financial Years Under Review up to the LPD are as follows:

Date of allotment	No. of Solarcity REIT shares allotted	Consideration / Type of issue	Cumulative issued share capital	
			RM	No. of shares
19 September 2019	100	RM100 / Subscribers' shares	100	100
3 March 2021	999,900	RM999,900 / Cash	1,000,000	1,000,000

None of the ordinary shares of Solarcity REIT were issued at a discount, on special terms or based on installment payment terms. As at the LPD, Solarcity REIT does not have any outstanding warrants, options, convertible securities and uncalled capital.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.2.4 Solare Truss**

Solare Truss was incorporated on 19 June 2014 in Malaysia under the Companies Act 1965 as a private limited company and is deemed registered under the Act.

As at the LPD, the issued share capital of Solare Truss is RM1,000,000 comprising 1,000,000 ordinary shares.

The changes in the issued share capital of Solare Truss for the Financial Years Under Review up to the LPD are as follows:

Date of allotment	No. of Solare Truss shares allotted	Consideration / Type of issue	Cumulative issued share capital	
			RM	No. of shares
10 May 2022	900,000	RM900,000 / Cash	1,000,000	1,000,000

None of the ordinary shares of Solare Truss were issued at a discount, on special terms or based on installment payment terms. As at the LPD, Solare Truss does not have any outstanding warrants, options, convertible securities and uncalled capital.

6.2.5 Vafe System

Vafe System was incorporated on 24 December 2014 in Malaysia under the Companies Act 1965 as a private limited company and is deemed registered under the Act.

As at the LPD, the issued share capital of Vafe System is RM1,800,000 comprising 1,800,000 ordinary shares. There has been no change in the issued share capital of Vafe System for the Financial Years Under Review up to the LPD.

None of the ordinary shares of Vafe System were issued at a discount, on special terms or based on installment payment terms. As at the LPD, Vafe System does not have any outstanding warrants, options, convertible securities and uncalled capital.

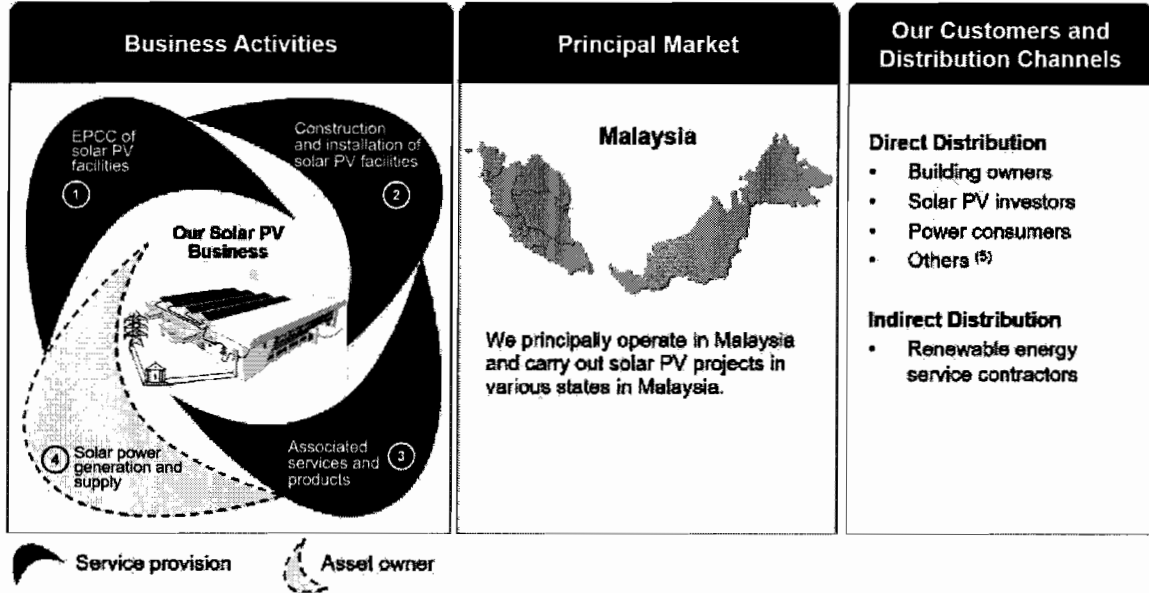
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6. INFORMATION ON OUR GROUP (CONT'D)

6.3 BUSINESS OVERVIEW

6.3.1 Our business model

Our business model is as follows:



Notes:

- (1) For the Financial Years Under Review, revenue contribution for EPCC were from rooftop solar PV facility projects and LSS PV facility projects.
- (2) For the Financial Years Under Review, revenue contributions were mainly derived from subcontracted works for solar PV projects including rooftop and ground mounted for LSS.
- (3) Comprises solar PV consulting and engineering services, as well as supply of solar PV equipment and ancillary systems.
- (4) For the Financial Years Under Review, revenue contributions were from the solar power generation and supply from our rooftop solar PV facilities.
- (5) Other direct distribution channel includes facility developer or owner for the solar PV consulting and engineering services.

(a) Our business activities

We are involved in renewable energy principally in the provision of solar PV construction related services, as well as the solar power generation and supply as follows:

- **EPCC of solar PV facilities:** We carry out EPCC for solar PV facilities providing end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning. Revenue contribution from EPCC of solar PV facilities accounted for 76.38% (RM4.32 million), 38.68% (RM10.20 million), 46.06% (RM19.96 million) and 75.73% (RM75.17 million) of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. For the Financial Years Under Review and up to the LPD, our completed EPCC projects were for rooftop solar PV facilities on industrial, commercial and residential buildings with installed capacities ranging between 4.30 kWp and 2,114 kWp.

6. INFORMATION ON OUR GROUP (CONT'D)

For the Financial Years under Review and up to the LPD, we have completed a total of 98 EPCC of solar PV rooftop projects with an aggregated installed capacity of 23.08 MWp.

In 2021, we expanded into the EPCC of LSS PV facility project where we secured 6 LSS PV facility projects under the LSS 1, LSS 2 and LSS 4 programme with an aggregated installed capacity of 170.00 MWac. In 2022, we secured an additional EPCC of a utility scale solar PV facility under the NEDA programme with an installed capacity of 8.00 MWac. As at the LPD, the aggregated contract value of these projects is RM658.04 million. Please refer to Section 6.3.3.1 (iv) (c) of this Prospectus for further details.

- Construction and installation of solar PV facilities:** We also provide construction and installation for solar PV facilities including LSS PV facilities projects, operating as a subcontractor to EPCC contractors. We are involved in site clearance and management, M&E, piling, assembly and installation of mounting systems, and installation of solar PV modules and related electrical and communications equipment and systems.

Revenue contribution from construction and installation works accounted for 10.46% (RM0.59 million), 41.68% (RM10.99 million), 40.37% (RM17.49 million) and 8.85% RM8.79 million of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. For the Financial Years Under Review and up to the LPD, we were involved in construction and installation works for 6 LSS PV facilities with installed capacity ranging between 29.92 MWac and 100.00 MWac as a subcontractor and these projects have been completed as at the LPD. Please refer to Section 6.3.3.2 (iii) (a) of this Prospectus for further details.

- Associated services and products:** We also provide associated services and products to complement our core services in EPCC, and construction and installation services. This includes provision of solar PV consulting and engineering services, O&M services, as well as supply of related equipment and ancillary construction materials such as PV module mounting systems and gutters. Solar PV consulting and engineering services include the preparation and submission of documentations to authorities, facility audit and site surveys, and providing seminars and training services.

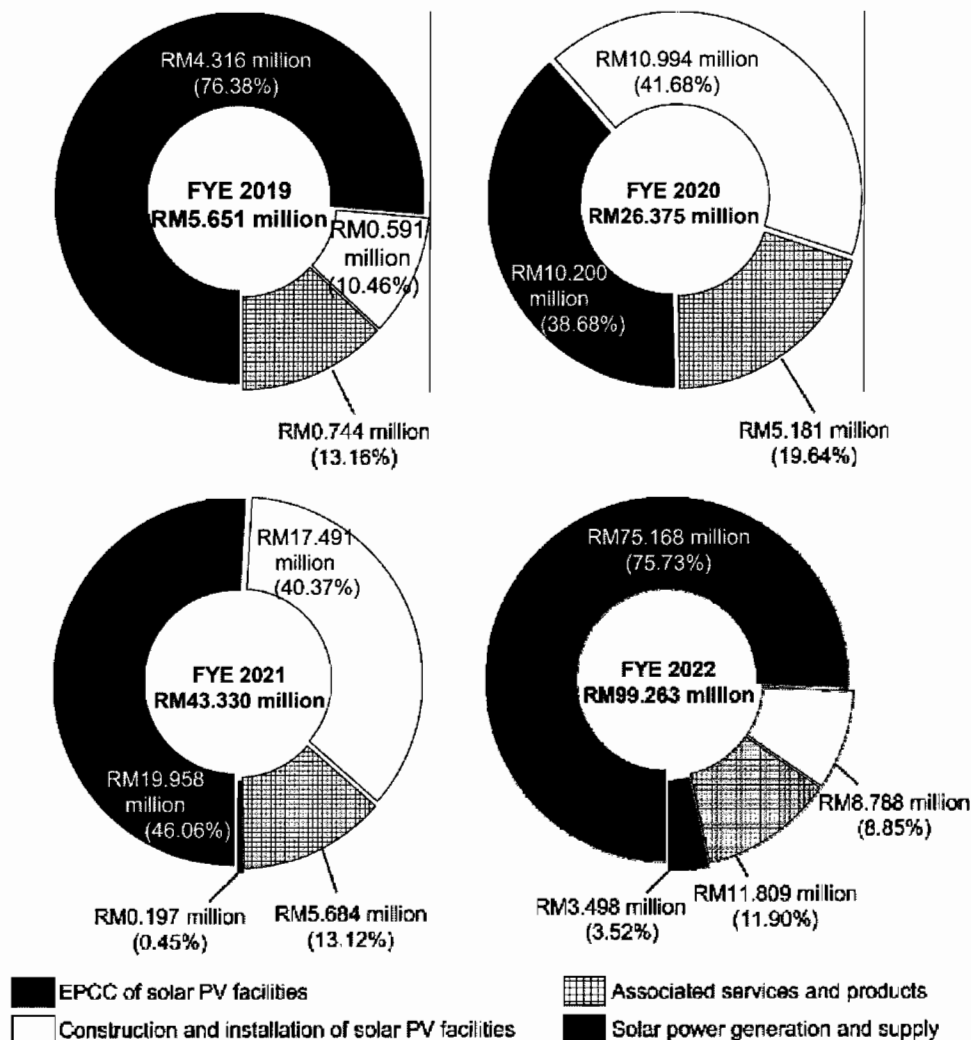
Revenue contribution from associated services and products accounted for 13.16% (RM0.74 million), 19.64% (RM5.18 million), 13.12% (RM5.68 million) and 11.90% RM11.81 million of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

- Solar power generation and supply:** In 2019, we embarked on being an asset owner of solar PV facilities to generate and supply solar power through Solarcity REIT. Owning solar PV facilities enables us to generate recurrent revenue to supplement our project based revenue streams. As at the LPD, we own 18 solar PV facilities of which 15 were through AOO while remaining 3 were either BOO or BOOT and we plan to construct 2 new solar PV facilities by 2023. Please refer to Section 6.3.3.4 (iii) of this Prospectus for further details.

6. INFORMATION ON OUR GROUP (CONT'D)

The generated solar power are for sale to individual consumers as well as TNB. Revenue contribution from the sales of solar power accounted for less than 1% of our total revenue for the FYE 2021. In FYE 2022, revenue contribution from solar power generation and supply accounted for 3.52% (RM3.50 million) of our total revenue for FYE 2022.

Our revenue segmented by business activities for the Financial Years Under Review are as follows:



For the Financial Years under Review, our business grew from RM5.65 million for the FYE 2019 to RM99.26 million for the FYE 2022, mainly driven by the EPCC of solar PV facilities services as well as the construction and installation of solar PV facilities services.

For the FYE 2020, the growth in our revenue was mainly driven by the provision of subcontracted construction and installation works for an LSS PV plant in the east coast and northern region of Peninsular Malaysia. In addition, the growth in revenue was partly contributed by EPCC projects for solar PV facilities in the northern and central regions of Peninsular Malaysia. These were mainly for projects relating to solar PV facilities that were installed on rooftop of industrial buildings.

6. INFORMATION ON OUR GROUP (CONT'D)

The growth in revenue for FYE 2021 was mainly driven by EPCC projects for solar PV facilities located in the southern and central regions of Peninsular Malaysia, and also partly from the provision of subcontracted construction and installation services for an LSS PV project in the east coast region of Peninsular Malaysia.

The growth in revenue for FYE 2022 was mainly driven by EPCC projects for solar PV facilities located in the East Malaysia, northern and central region of Peninsular Malaysia, and also partly from associated services and products as well as solar power generation and supply.

(b) Principal Market

Our principal market is Malaysia where we derived all our revenue for the Financial Years Under Review and up to the LPD.

(c) Distribution Channel and Customers

We utilise both direct and indirect distribution channels as follows:

- We mainly adopt direct distribution channel where we secure work directly from building owners as well as owners and investors of solar PV facilities. In addition, we generate and supply solar power directly to commercial and industrial customers. For the FYE 2019, FYE 2020, FYE 2021 and FYE 2022, revenue generated from direct distribution channel accounted for 68.44% (RM3.87 million), 39.92% (RM10.53 million), 51.87% (RM22.48 million) and 63.42% (RM62.95 million) of our total revenue respectively.
- Our indirect distribution channel is where we work with intermediaries such as other renewable energy service providers or EPCC contractors where we are engaged as a subcontractor to provide solar PV construction and installation works. For the FYE 2019, FYE 2020, FYE 2021 and FYE 2022, our revenue generated from indirect distribution channel accounted for 31.56% (RM1.78 million), 60.08% (RM15.85 million), 48.13% (RM20.85 million) and 36.58% (RM36.31 million).

6.3.2 Our Mode of Operations

6.3.2.1 Provision of solar PV services segment

For our provision of solar PV services segment comprising EPCC, and construction and installation of solar PV facilities, we mainly secure our projects through competitive bidding or tendering. Our mode of operations for solar PV projects are as follows:

(i) Fixed lump sum contract

We operate based on a fixed lump sum contract which specifies the scope of work and deliverables, timeline for delivery and schedule of payment, as well as a fixed price for the contract. Our customer will pay us the fixed price of the contract subject to any variation in orders or claims against LAD. The typical contract period for our EPCC of rooftop solar PV facilities is within 12 months and EPCC of LSS PV plant projects will take up to 18 months, while the provision of subcontracting construction and installation services is completed within a period of up to 7 months.

6. INFORMATION ON OUR GROUP (CONT'D)

We will issue the invoice to the customers based on the progress milestones along the project timeline. Upon the acceptance of handover by the customer and the issuance of the completion of testing and commissioning form or certificate of practical completion or certificate of practical acceptance or project completion letter, we will issue the invoice for the final portion of the contract value. Thereafter, we will not derive any more revenue for that contract. Fixed lump sum contracts are our most common mode of operation for the EPCC of solar PV facilities, and subcontracting construction and installation of solar PV projects.

Depending on the contract, some of our commitments typically stipulated in the fixed lump sum contract for an EPCC project may include 1 or more of the terms below:

- defect liability period ranging between 12 months and 36 months;
- vendor/supplier warranty that we offer include 1 or more of the following:
 - free maintenance for a period ranging from 3 months and up to 36 months; and/or
 - workmanship warranty for a period ranging between 1 year and 5 years where we warrant the design, components, and assembly of the facilities as well as other services such as solar panel washing and yearly maintenance services as stipulated.
- The common equipment warranty offered by the equipment manufacturer typically include:
 - solar PV module warranty free from defects in material and workmanship for 10 to 12 years:
 - 90% of the specified minimum output for 10 years;
 - 80% of the specified minimum output for 25 years.
 - inverter warranty free from defects for 5 years;
 - warranty in material and workmanship for a period ranging between 2 years and 10 years; and
 - others include support structure warranty for 10 years, and electrical board and protection warranty for 2 years.

We have back-to-back warranty arrangements with equipment manufacturers to replace faulty equipment. We would be required to bear the costs of physically replacing the affected equipment.

- Retention sum is commonly applicable to solar PV facility projects for commercial and industrial applications as well as LSS PV facility projects as stipulated in the contract. The retention sum ranges from 5% to 10% of the contract value. Depending on the contract, the retention sum is commonly released in either of the following ways:
 - the entire retention sum will be released upon expiry of the defect liability period; or
 - the retention sum will be released in 2 portions where the first portion is released upon issuance of the certificate of practical completion (“CPC”) or handover document, while the second portion will be made upon the issuance of a certificate of making good defects (“CMGD”) or upon the expiration of the defect liability period.

Typically, there is no retention sum required for EPCC of solar PV facilities for residential buildings.

6. INFORMATION ON OUR GROUP (CONT'D)

- As an EPCC contractor, we are typically required to provide performance security to the project owner for commercial and industrial application projects as well as LSS PV projects as follows:
 - Performance bond or bank guarantee is required to be prepared and provided by us to the project owner. A performance bond or bank guarantee value ranges between 2.5% and 15% of the contract value. The validity of the performance bond is typically valid from the date of NTP until 1 to 3 months after the scheduled commercial operation date (“COD”).
 - Defect liability bond is prepared and will be provided to the project owner upon the issuance of a certificate of taking over or acceptance, and the value is between 5% and 6.5% of the contract value. This defect liability bond is valid up to 3 months after the expiration of the defect liability period.

In addition, a number of our EPCC contracts require us to provide an advance payment bond of 10% of the contract value to the project owner of LSS PV projects. The purpose of the advance payment bond is to provide assurance that the EPCC contractor will kick-start the project as well as a form of security for the down payment made by the customer.

There is no requirement to provide performance security for EPCC of solar PV facilities for residential buildings.

In addition to the above, we are subjected to various liquidated damages for LSS solar PV projects as follows:

- **Delay liquidated damages** are designed to compensate the project owner for loss or damage suffered as a result of late completion based on the agreed schedule. The project owner will claim delay liquidated damages based on the predetermined or agreed daily rate for each day of the delay, and up to a maximum value ranges between 10% and 15% of the contract value depending on the contract.

Certain rooftop solar PV projects are also subjected to similar delay liquidated damages as mentioned above.

- **Performance liquidated damages** are designed to compensate the project owner if the facility fails to achieve the performance levels as stipulated in the contract including guaranteed peak capacity and guaranteed established capacity upon the provisional acceptance date, and guaranteed performance ratio⁽¹⁾ and guaranteed plant availability for the guaranteed period. The compensation to the owner shall be as follows:
 - the shortfall between the actual peak capacity and the guaranteed peak capacity multiplied by a predetermined rate per MWp or part thereof;
 - the shortfall between the actual capacity and the guaranteed established capacity multiplied by a predetermined rate per MWp or part thereof; and
 - the shortfall between the actual performance ratio and the guaranteed performance ratio multiplied by a predetermined amount for each percentage.

6. INFORMATION ON OUR GROUP (CONT'D)

Certain rooftop solar PV projects are also subject to similar performance liquidated damages focusing on shortfall against the guaranteed performance ratio discussed above.

Note:

(1) *The performance ratio ("PR") is a measure of the quality of the PV facility which is dependent on the location where the facility is installed. The PR is stated as percent and describes the relationship between the actual and theoretical energy output of the PV facility as follows:*

$$\text{Performance Ratio} = \frac{\text{Actual energy output}}{A * r * H}$$

A = total solar PV module area; r = solar PV module yield; and H = solar insolation on tilted solar PV module (shadings not included)

Generally, the common factors that may affect the PR value include:

- *environmental factors;*
 - *temperature of the solar PV modules;*
 - *solar irradiation and power dissipation; and*
 - *the condition of the solar PV module whether the solar PV module is in the shade.*
- **Abandonment liquidated damages** are designed to compensate the project owner if the PPA is abandoned prior to the COD and during the first year of the O&M period, that is attributable to us as the EPCC contractor or we abandon the project after the commencement of project, in which case we shall pay the owner a predetermined fixed amount or a predetermined fixed amount plus the total contract value. This is in reference to one of our subsisting contracts where the predetermined amount for the abandonment liquidated damages is RM45.00 million and the total contract value is RM169.18 million.

Similarly, certain rooftop solar PV projects are also subject to the abandonment liquidated damages where the compensation is up to 10% of the total contract value.

6.3.2.2 Asset owner segment

Our asset owner segment is based on various models including BOOT, BOO as well as AOO of solar PV facilities. Our mode of operation is as follows:

- For the BOOT and BOO model, we will carry out the EPCC of the rooftop solar PV facility as well as operate and maintain the rooftop solar PV facility at our expense. While for the AOO model, we acquire the facility and will also operate and maintain the rooftop solar PV facility at our expense.
- Our revenue from the solar power generation and supply will be through a PPA including the following types:
 - REPPA with the distribution licensee;
 - private PPA (including solar contract) with the user; and
 - SARE with the user and the distribution licensee.

6. INFORMATION ON OUR GROUP (CONT'D)

Tenure of PPA typically ranges between 15 and 25 years from the COD, where we will charge for electricity generated, multiplied by an agreed fixed tariff on a kilowatt-hour (kWh) basis. The agreed fixed tariff of our 18 solar PV facilities varies and is dependent on a mutually agreed rate between our Group and the customer which are stipulated in the agreement. Please refer to Section 6.3.3.4(iii) of this Prospectus for further details on the solar PV facilities that we currently own.

Our customer who is the power user will be invoiced monthly in arrears for the power generated. An example of our charge-out is as follows:

Power generated in month-1 (kWh)	Agreed fixed tariff (RM/kWh)	Amount payable by user for month-1 (RM)
50,000	0.33	16,500.00

For private PPA, we provide a power production guarantee based on the guaranteed performance ratio during the term of the private PPA as stipulated in the contract. The guaranteed performance ratio typically reduces gradually every year up to the end of the PPA.

In the event we are unable to achieve the performance levels as stipulated in the contract, we will need to compensate the user for the difference between the guaranteed performance ratio on the electricity generation and the actual electricity generation. For illustration purposes, an example for the calculation of the liquidated damages is on a yearly basis using the following formula:

Liquidated damages

$$= \text{shortfall of the guaranteed electricity generation} \times (\text{TNB tariff rate} - \text{Contracted solar tariff rate})$$

An example for calculating liquidated damages is as follows:

Guaranteed performance ratio (GPR) (%)	A	73.26	
Equivalent GPR (MWh)	B	1,044.10	
Equivalent of 1% of performance ratio (MWh)	C	14.25	B / A
Actual performance ratio (APR) (%)	D	60.00	
Shortfall in performance ratio (%)	E	13.26	A - D
Shortfall in performance ratio (MWh)	F	188.96	E x C
Contracted solar tariff rate (RM/kWh)	G	0.30	
TNB tariff rate (RM/kWh)	H	0.40	
Difference in tariff rate (RM/kWh)	I	0.10	H - G
Liquidated damages (RM)	J	18.90	F x I

In the event of a default in payment by our customer, our customer will have to pay us the buyback value of the rooftop solar PV facility which is fixed for each year of the duration of the private PPA commencing on the first year of the COD. The buyback value refers to the residual value of the facility as stipulated in the agreement.

6. INFORMATION ON OUR GROUP (CONT'D)

Upon the expiration of the private PPA, the rooftop solar PV facility will automatically be transferred to the customer free of charge or removed from the premises at our cost if requested by the customer. In the event that the customer decides not to keep the equipment, we will reuse the said solar PV facilities and the related equipment for other purposes if they are still economically functional.

6.3.3 Our Products and Services

Overview of Solar PV Facilities

Solar PV facilities are power generating facilities that operate by using solar cells to convert sunlight directly into electricity. At the core of a solar PV facility are several connected solar PV modules, where each module comprises multiple connected solar cells that are responsible for the generation of electricity. These solar PV modules are then connected into large arrays to provide the required power generating capacity of the facility.

In addition to the core solar PV modules, there are other equipment and structures required to complete the whole facility, which are referred to as balance of system.

For solar PV facilities with lower installed capacity such as rooftop solar PV facilities, the balance of system includes the following, among others:

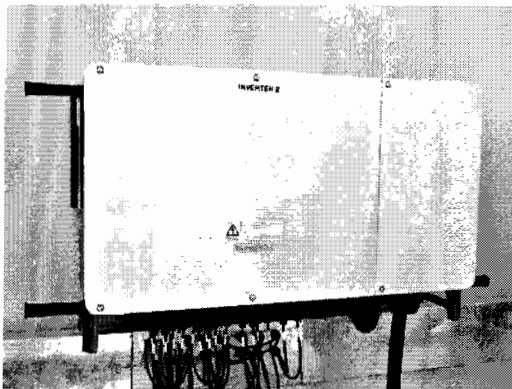
- mounting systems;
- cabling and wiring;
- junction/combiner boxes with switches, fuses and circuit breaker;
- distribution boards;
- inverters;
- solar logger;
- electricity metering devices;
- electrical and lightning protection devices;
- battery banks and chargers (optional); and
- monitoring system.

For solar PV facilities with higher installed capacity such as ground mounted utility scale solar PV facilities, the balance of system includes the above and the following, among others:

- transformers;
- switchgears/switchboards;
- AC and DC isolators;
- sensors including irradiance and wind speed;
- SCADA systems;
- monitoring and control centre; and
- interconnection to the nearest substation.

6. INFORMATION ON OUR GROUP (CONT'D)

Inverter



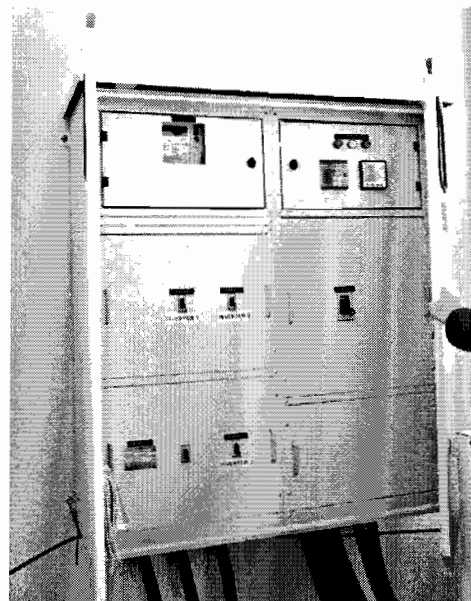
Solar logger



Metering device



AC Switchboard



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6. INFORMATION ON OUR GROUP (CONT'D)

Generally, grid-connected solar PV facilities are implemented under the solar PV programmes initiated by the Government. For the Financial Years Under Review, our projects are implemented under the following programmes:

(i) FIT

FIT programme obliges the distribution licensees, including TNB and Sabah Electricity Sdn Bhd, to buy electricity generated from renewable resources produced by Feed-in approval holders (FIAH) at a pre-determined rate for a specific duration which are typically for 21 years. Renewable resources eligible for FIT programme are solar PV, biogas, biomass and small hydropower. Under this programme, no new quota has been allocated for solar PV since 2017 except 5.00 MW under the community category including schools, care centres and places of worship. In 2017, the quota that was allocated by SEDA under the community category was the last quota offered. There was no additional quota offered under the FIT programme for solar PV facilities since 2017. For the Financial Years Under Review and up to the LPD, our Group has 1 on-going EPCC solar PV projects under the FIT programme for the re-installation of a rooftop solar PV facility as requested by the customer who is an existing Feed-in approval holder.

(ii) NEM

- **NEM:** NEM programme allows consumers to generate solar PV electricity for self-consumption, and export any excess electricity to the power grid at prevailing displaced cost.
- **NEM 2.0:** In January 2019, the NEM programme was enhanced to NEM 2.0. The NEM 2.0 allows excess solar PV electricity to be exported to the power grid on a one-on-one (1-on-1) offset basis by off-setting every 1.00 kWh exported with 1.00 kWh consumed from the grid.
- **NEM 3.0:** In December 2020, the NEM 3.0 was introduced which allow excess solar PV electricity to be exported and used to offset the subsequent bill payment. The offset of the electricity bill is applicable for the first 10 years. Subsequent to the 10 years electricity offset period, the solar PV electricity generated will be for self-consumption only and off-setting of the electricity bill or export of excess electricity will not be permitted. As at the LPD, the solar PV quota available for allocation under the NEM 3.0 programme is approximately 315 MWac up to 2023. The NEM 3.0 programme is categorised into the following:

NEM 3.0		
Programmes	Consumer category	Programme benefits for Peninsular Malaysia
NEM Rakyat	Residential	Any excess solar PV electricity generated in any 1 month may be exported and used to offset, on a 1-to-1 basis, subsequent bill payments up to a maximum of 12 months.
NEM GoMEn	Government agencies	
Net Offset Virtual Aggregates (NOVA)	Commercial, industrial, mining and agriculture	Any excess solar PV electricity generated may be exported to a distribution licensee or for use by a maximum of 3 designated premises to offset the bill payments for their next billing periods.

Source: Industry Overview

For the Financial Years Under Review and up to the LPD, our Group has 112 EPCC of solar PV facility projects under the NEM programme including NEM NOVA, NEM GoMEn and NEM Rakyat, of which 88 projects have been completed while 24 projects are still on-going. Please refer to Section 6.3.3.1 (ii) of this Prospectus for further details.

6. INFORMATION ON OUR GROUP (CONT'D)

(iii) SELCO

SELCO programme involves the installation of solar PV facilities for consumer's own use. Any excess electricity generated under SELCO is not allowed to be exported to the power grid. Quota is not applicable under the SELCO programme, however solar PV installations of 72kW or more are required to apply for a licence from the Energy Commission Malaysia. For the Financial Years Under Review and up to the LPD, our Group has 10 completed and 3 on-going EPCC of solar PV facility projects under the SELCO programme.

(iv) LSS

The LSS programme in Malaysia is a programme initiated by the Energy Commission for utility grid connected solar PV plants with a generation capacity of 1.00 MWac or more. The contract for the development of the LSS PV plant project was based on competitive bidding and the awarded bidder will be responsible to build, own, operate and generate electricity for sale to the distribution licensee namely TNB or Sabah Electricity Sdn Bhd for 21 years under a PPA arrangement. For the Financial Years Under Review and up to the LPD, we have 6 on-going EPCC of solar PV facility projects under the LSS programme.

(v) NEDA

NEDA is a programme which allows an entity involved in power generation to sell power to a single buyer such as TNB. Under the NEDA programme, power generators are allowed to submit bids for their variable costs such as fuel, operations and maintenance costs on a daily basis to compete for more power generation supply. For the Financial Years Under Review and up to the LPD, we have 1 on-going EPCC of solar PV facility projects under the NEDA programme.

6.3.3.1 EPCC of Solar PV Facilities

(i) Overview

We carry out EPCC of solar PV facilities where we are the main contractor responsible for the entire project from planning up to commercial operation where we provide end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning. As an EPCC contractor, we engage subcontractors to carry out the construction and installation works for the solar PV facilities under our supervision.

Our revenue generated from EPCC projects were mainly driven by rooftop solar PV facilities with an installed capacity of less than 1.00 MW, which accounted for 76.38% (RM4.32 million), 38.53% (RM10.16 million), 30.79% (RM13.34 million) and 16.79% (RM16.67 million) of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. Meanwhile, our EPCC of rooftop solar PV facilities with an installed capacity of 1.00 MW and above accounted for 0.15% (RM0.04 million), 15.27% (RM6.62 million) and 14.34% (RM14.24 million) of our total revenue for FYE 2020, FYE 2021 and FYE 2022, respectively. For the Financial Years Under Review, all of the solar PV facilities under our EPCC projects were installed on rooftops with connection to the power grid.

For the Financial Years Under Review and up to the LPD, we carried out EPCC of solar PV facilities on the rooftops of the following types of buildings:

- industrial such as factories;
- commercial such as office buildings, retail and shopping complexes, and private school; and
- residential, mainly landed houses.

In addition, for the Financial Years Under Review and up to the LPD, we carried out EPCC of ground-mounted LSS PV plants under the LSS 1, LSS 2, LSS 4 and NEDA programme.

6. INFORMATION ON OUR GROUP (CONT'D)

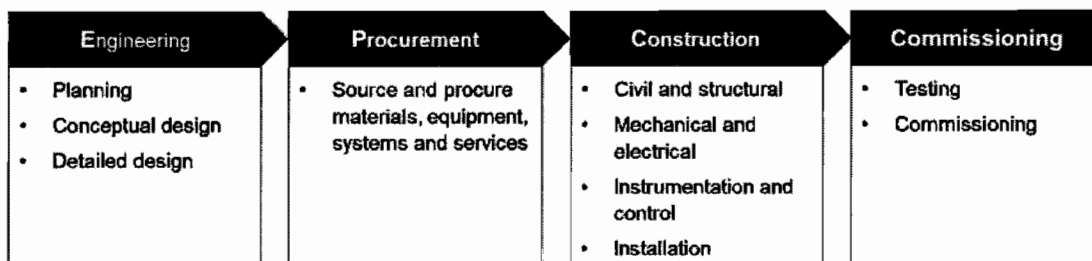
Types of building	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%*	RM'000	%*	RM'000	%*	RM'000	%*
Rooftop Solar PV Facilities								
Industrial	3,487	61.70	8,548	32.41	17,399	40.15	20,146	20.30
Commercial	^745	13.18	1,652	6.27	2,423	5.60	10,520	10.60
Residential	84	1.50	-	-	136	0.31	244	0.25
Ground-mounted Solar PV Facilities								
LSS PV plants	-	-	-	-	-	-	44,258	44.59
Sub-total	4,316	76.38	10,200	38.68	19,958	46.06	75,168	75.73

Notes:

* Percentage of total revenue; ^ include 1 private school

Our EPCC scope of work

Our EPCC of solar PV facilities cover the end-to-end works of the project which includes the following:



Engineering

Engineering refers to the planning and design of the entire solar PV facility. Planning includes establishing all the steps necessary to commence and complete the entire project including timeline for each activity, liaison with authorities to obtain the necessary permits and approvals, human resources planning, logistics as well as project costing and budgeting. Design covers initial conceptualisation up to detailed design of the solar PV arrays and balance of system including system configuration, specifications and layout, and construction related works such as civil, structural, mechanical and electrical.

Procurement

Procurement refers to the sourcing of all construction materials and equipment including solar modules and balance of systems, and services. Procurement of services include subcontractors and contract workers for the construction, installation and integration of the solar PV facility, consultants to carry out assessment on the project site, logistics service providers for the delivery of materials and equipment to the project site and rental of equipment. We will identify potential suppliers and subcontractors and request for quotation. Once we receive the quotation from the suppliers and subcontractors, we will review the proposed quotation before engaging them as our supplier or subcontractor.

Construction

Construction covers structural construction as well as mechanical and electrical installation. This includes reinforcement of roof structure, erection of mounting system, installation of solar modules, cabling works, installation and integration of equipment. For ground mounted solar PV plants,

6. INFORMATION ON OUR GROUP (CONT'D)

construction would also include civil works as well as interconnection to the power grid or the nearest substation, where required.

Our principal roles during the construction phase include:

- project management and site supervision;
- quality and safety assurance;
- monitoring the construction, installation and integration process;
- ensuring all works follow project specification and design, and that they meet regulatory compliances; and
- liaising with authorities and other external parties.

We engage external parties who are mainly subcontractors to carry out all the construction and installation works using equipment and material procured by our in-house personnel. All the construction and installation works are carried out under our supervision.

Commissioning

Commissioning includes the testing of individual equipment, subsystems and the total installed solar PV facility to ensure that:

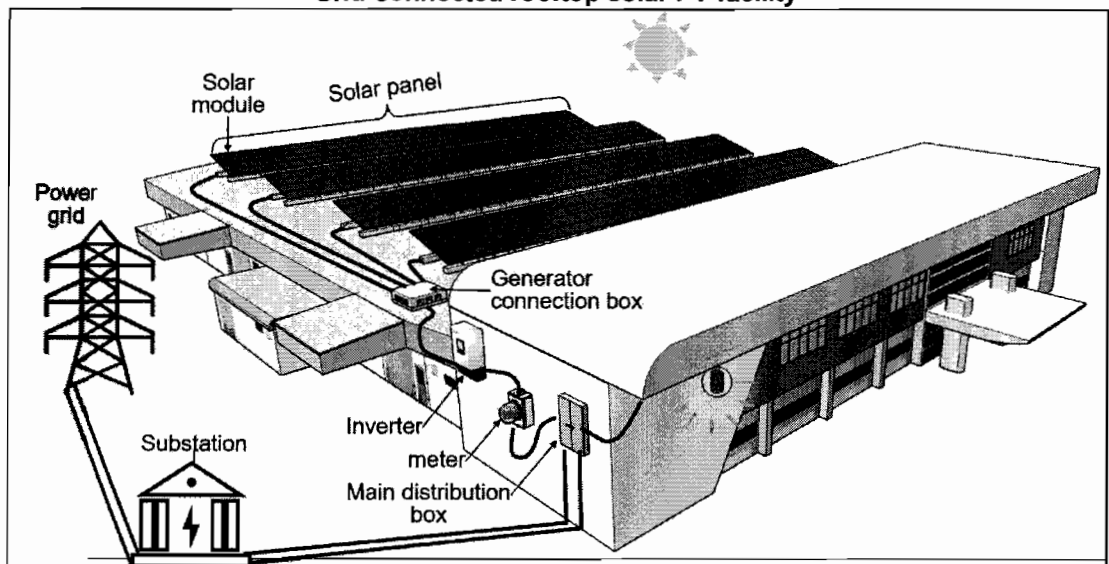
- the equipment and materials are functioning according to specifications;
- the solar PV facility is performing as a complete system and is according to specifications and meets the parameters based on the detailed engineering design; and
- the solar PV facility meets regulatory requirements such as the power grid technical requirements of TNB.

Any identified problems and defects will be rectified before the commissioning of the solar PV facility.

(ii) EPCC of Rooftop Solar PV Facilities

As at the LPD, all our EPCC projects for rooftop solar PV facilities are mounted on rooftops of buildings with connection to the power grid. Solar PV panels mounted on the rooftop are connected to inverters and switchboards that channel electricity to the premises and the power grid.

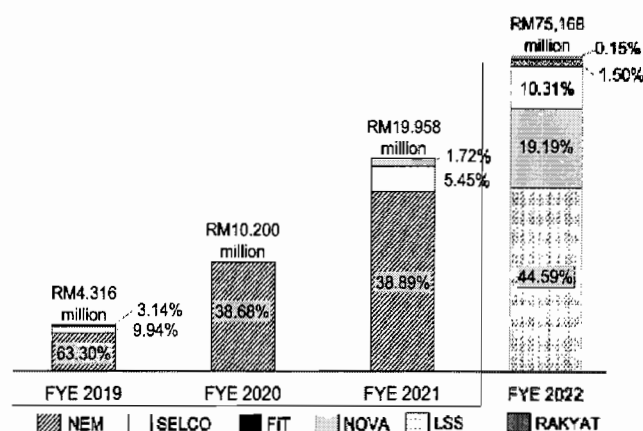
Grid-connected rooftop solar PV facility



6. INFORMATION ON OUR GROUP (CONT'D)

Grid-connected rooftop solar PV facilities allow users to import electricity from the power grid during periods of low or no power generated from the facilities. Depending on the type of rooftop solar PV programmes, some solar PV facilities are allowed to export excess power to the power grid.

For the FYE 2019, FYE 2020 and FYE 2021, our EPCC of solar PV facilities is mainly driven by projects implemented under NEM programmes which accounted for 63.30% (RM3.58 million), 38.68% (RM10.20 million) and 38.89% (RM16.85 million) of our total Group revenue for FYE 2019, FYE 2020 and FYE 2021. In FYE 2022, EPCC of solar PV facilities is mainly driven by projects implemented under LSS, NOVA and SELCO programmes which collectively accounted for 74.09% (RM73.53 million) of our total Group revenue for FYE 2022.

Revenue of EPCC services by programme


Note: Percentages are in proportion to total Group revenue.

For the Financial Years under Review and up to the LPD, our completed and on-going EPCC solar PV facilities projects by programmes are summarised as follows:

Programmes	Number of projects	Aggregated installation capacity	Aggregated contract value (RM '000)
Completed Projects	98		63,695
NEM	50	10.80 MWp	31,691
NOVA / RAKYAT	38	8.14 MWp	20,891
SELCO	10	4.15 MWp	11,113
On-going Projects	35		685,289
NOVA / RAKYAT / GOMEN	24	8.85 MWp	21,788
SELCO	3	1.13 MWp	2,930
FIT ⁽¹⁾	1	1.00 MWp	2,530
LSS	6	170.00 MWac	629,041
NEDA	1	8.00 MWac	29,000

Note:

- (1) There has been no additional quota offered under the FIT programme for solar PV facilities since 2017. The project is for the re-installation of a rooftop solar PV facility as requested by the customer who is an existing Feed-in approval holder.

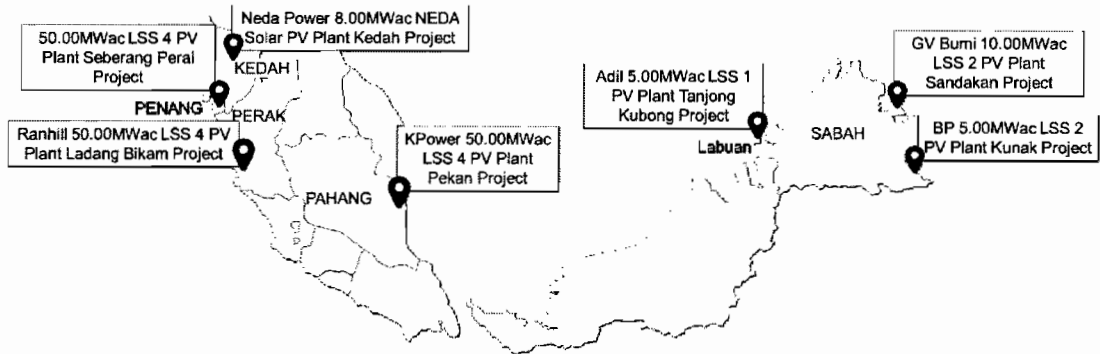
(iii) EPCC of Ground Mounted LSS PV Plant

Since the commencement of our business in 2013, our EPCC services have been mainly focusing on rooftop solar PV facilities on residential, commercial and industrial buildings. For the FYE 2019 to FYE 2021, all of our EPCC revenue was derived from rooftop solar PV facility projects. In FYE 2022, 31.14% (RM30.91 million) of our EPCC revenue was derived from rooftop solar PV facilities projects whilst 44.59% (RM44.26 million) was derived from ground mounted LSS PV plants projects.

6. INFORMATION ON OUR GROUP (CONT'D)

We leveraged on our EPCC expertise and expand into EPCC for LSS PV facilities which are primarily ground mounted solar PV plants. This type of LSS PV plant project has a minimum installed capacity of 1.00 MWac and up to 100.00 MWac based on the 4 LSS programmes that were implemented by the Government since 2017.

Our EPCC of LSS PV Plant and NEDA Projects



In February 2021, we expanded our EPCC capabilities and secured our first EPCC contract for the ground mounted GV Bumi 10.00MWac LSS 2 PV Plant Sandakan Project located in Sandakan, Sabah.

Subsequently, we further secured an additional 5 EPCC contracts for the LSS PV plant under LSS 1, LSS 2 and LSS 4 programme. In 2022, we secured an additional EPCC of a utility scale solar PV facility with an installed capacity of 8.00 MWac under the NEDA programme. In this respect, we secured a total of 6 utility scale of EPCC projects under LSS 1, LSS 2 and LSS 4 programmes with an aggregated installed capacity of 170.00 MWac with an aggregated contract value of RM629.04 million as well as 1 utility scale EPCC project under NEDA programme with a total contract value of RM29.00 million as at the LPD. The EPCC works of these new projects have commenced progressively in 2022. Please refer to section 6.3.3.1 (iv)(c) for the details of the new projects pertaining to the EPCC of LSS PV Plants.

The LSS PV plants are ground mounted and are significantly larger in scale as compared to the rooftop solar PV facilities. The scope of work involved in the EPCC of LSS PV plants is also typically larger than rooftop solar PV facilities as it also involves civil works such as earthworks and piling as well as structural construction including the construction of control room, substations and interconnection facilities which we will engage external subcontractors to carry out the works under our management and supervision.

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6. INFORMATION ON OUR GROUP (CONT'D)

(iv) Our EPCC Projects

(a) Completed Projects

For the Financial Years Under Review and up to the LPD, our completed EPCC projects for rooftop solar PV facilities with capacity above 0.30 MWp are as follows:

	Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Start date ⁽²⁾ / Completion date ⁽³⁾
1.	Gsparx Fuspim 0.30 MWp Rooftop Solar PV Facility Sungai Besar Project	Investor	Industrial	Sungai Besar, Selangor	NEM	0.30	0.78	July 2020 / February 2021
2.	Gsparx Jlesin 0.30 MWp Rooftop Solar PV Facility Johor Bahru Project ⁽⁵⁾	Investor	Industrial	Johor Bahru, Johor	NEM	0.30	0.84	June 2020 / March 2021
3.	Yong 0.30 MWp Rooftop Solar PV Facility Batu Pahat Project	Building owner	Commercial	Batu Pahat, Johor	NEM	0.30	0.85	December 2019 / August 2020
4.	Gsparx Fairy Food 0.30 MWp Solar PV Facility Sungai Petani Project	Investor	Industrial	Sungai Petani, Kedah	NEM	0.30	0.98	November 2019 / March 2020
5.	Gsparx Yithai 0.30 MWp Rooftop Solar PV Facility Alor Gajah Project ⁽⁶⁾	Investor	Industrial	Alor Gajah, Melaka	NEM	0.30	0.99	March 2020 / March 2021
6.	Gsparx Kenko Food 0.31 MWp Rooftop Solar PV Facility Johor Bahru Project ⁽⁶⁾	Investor	Industrial	Johor Bahru, Johor	NEM	0.31	0.87	October 2019 / July 2020
7.	Binasat 0.31 MWp Rooftop Solar PV Facility Kuala Lumpur Project	Building owner	Commercial	Bukit Jalil, Kuala Lumpur	NOVA	0.31	0.82	April 2021 / March 2022
8.	Platinum Phase 0.33 MWp Rooftop Solar PV Facility Sungai Petani Project	Building owner	Industrial	Sungai Petani, Kedah	NEM	0.33	1.04	June 2019 / September 2019

6. INFORMATION ON OUR GROUP (CONT'D)

	Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Start date ⁽²⁾ / Completion date ⁽³⁾
9.	Techbond 0.34 MWp Rooftop Solar PV Facility Shah Alam Project	Building owner	Industrial	Shah Alam, Selangor	NOVA	0.34	0.70	April 2021 / May 2022
10.	Gsparx Cyberview 0.35 MWp Rooftop Solar PV Facility Cyberjaya Project ⁽⁴⁾	Investor	Commercial	Cyberjaya, Selangor	NEM	0.35 ⁽⁴⁾	0.93	October 2019 / April 2020
11.	SCT Industries 0.35 MWp Rooftop Solar PV Facility Nilai Project	Building owner	Industrial	Nilai, Negeri Sembilan	NEM	0.35	1.26	September 2018 / July 2019
12.	Gsparx Low Peng 0.41 MWp Rooftop Solar PV Facility Kluang Project ⁽⁵⁾	Investor	Industrial	Kluang, Johor	NEM	0.41	1.19	October 2019 / July 2020
13.	Watertec 0.41 MWp Rooftop Solar PV Facility Shah Alam Project	Building owner	Industrial	Shah Alam, Selangor	NEM	0.41	1.49	November 2018 / March 2019
14.	Suntech A&O Food 0.42 MWp Rooftop Solar PV Facility Masai Project ⁽⁵⁾	RE service provider / Main contractor	Commercial	Masai, Johor	NEM	0.42	1.17	May 2020 / August 2020
15.	Mattan 0.42 MWp Rooftop Solar PV Facility Cheras Project	Main contractor	Industrial	Cheras, Selangor	NOVA	0.42	1.04	October 2021 / February 2022
16.	Cenergi Rompin 0.49 MWp Rooftop Solar PV Facility Muadzam Shah Project	Investor	Industrial	Rompin, Pahang	NEM	0.49	1.20	September 2020 / November 2020
17.	Gsparx Wipro Unza 0.49 MWp Rooftop Solar PV Facility Subang Project	Investor	Industrial	Subang Jaya, Selangor	NEM and SELCO	0.49	1.25	March 2021 / February 2022 ⁽⁷⁾⁽⁸⁾
18.	PE Plus 0.53 MWp Rooftop Solar PV Facility Klang Project	Building owner	Industrial	Klang, Selangor	NOVA	0.53	1.09	October 2021 / July 2022

6. INFORMATION ON OUR GROUP (CONT'D)

	Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Start date ⁽²⁾ / Completion date ⁽³⁾
19.	Young Oon 0.54 MWp Rooftop Solar PV Facility Nilai Project	Building owner	Industrial	Nilai, Negeri Sembilan	NOVA	0.54	1.08	April 2021 / August 2022
20.	Teong Chuan 0.55 MWp Rooftop Solar PV Facility Pelabuhan Klang Project	Building owner	Industrial	Pelabuhan Klang, Selangor	NOVA	0.55	1.60	April 2021 / February 2022
21.	Industrial 0.56 MWp Rooftop Solar PV Facility Shah Alam Project	Building owner	Industrial	Shah Alam, Selangor	NEM	0.56	1.41	May 2020 / November 2020
22.	Gsparx FEC Cable 0.61 MWp Rooftop Solar PV Facility Shah Alam Project	Investor	Industrial	Shah Alam, Selangor	NEM	0.61	1.84	July 2019 / February 2021
23.	Greencells White Café 0.73 MWp Rooftop Solar PV Facility Ipoh Project	Main contractor	Industrial	Ipoh, Perak	NOVA	0.73	1.97	November 2021 / March 2022
24.	Kong Lee Eng 0.79 MWp Rooftop Solar PV Facility Shah Alam Project	Building owner	Industrial	Shah Alam, Selangor	NOVA	0.79	1.96	August 2021 / June 2022
25.	Harumi Brands 0.80 MWp Rooftop Solar PV Facility Sitiawan Project	Building Owner	Industrial	Sitiawan, Perak	NOVA	0.80	2.20	September 2021 / February 2022
26.	Edmark Industries 0.85 MWp Rooftop Solar PV Facility Puchong Project	Building owner	Industrial	Puchong, Selangor	NEM	0.85	2.30	February 2020 / August 2020
27.	Evergreen Farm's Best 1.00 MWp Rooftop Solar PV Facility Masjid Tanah Project	Investor	Industrial	Masjid Tanah, Melaka	SELCO	1.00	2.50	October 2020 / November 2021
28.	Cenergi Inokom 1.21 MWp Rooftop Solar PV Facility Padang Serai Project ⁽⁶⁾	Investor	Industrial	Padang Serai, Kedah	NOVA	1.21	2.97	April 2020 / March 2022 ⁽⁷⁾⁽⁸⁾

6. INFORMATION ON OUR GROUP (CONT'D)

Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Start date ⁽²⁾ / Completion date ⁽³⁾
29. Munchy 1.74 MWp Rooftop Solar PV Facility Batu Pahat Project	Building owner	Industrial	Batu Pahat / Johor	NEM	1.74	4.59	February 2020 / September 2020
30. Malakoff Aeon 2.11 MWp Rooftop Solar PV Facility Cheras Project	Investor	Commercial	Cheras, Kuala Lumpur	SELCO	2.11	5.58	June 2021 / January 2022 ⁽⁷⁾⁽⁸⁾

Notes:

- (1) Total contract value includes variation orders.
- (2) Start date is based on the date of letter of award and/or purchase order and/or document of acceptance and/or documentation based on mutual agreement with customer.
- (3) Completion date is based on testing and commissioning document and/or acceptance document for facility handover.
- (4) This was for EPCC for 4 solar PV facilities in Cyberjaya, Selangor as below:

	Installed Capacity (MWp)
SME Technopreneur Centre 3	0.15
Persiaran APEC Learning Centre	0.07
Pejabat Kru Studio	0.07
Garden Residence	0.06
Total installed capacity	0.35

- (5) For information purposes, these projects were referred by Suntech Energy.

6. INFORMATION ON OUR GROUP (CONT'D)

(6) The contract is for the EPCC works for the following 4 solar PV facilities:

	Installed Capacity (MWp)
Carpark	0.10
Hyundai assembly	0.74
Jinbei assembly facility	0.32
Visitor carpark	0.04
Total installed capacity	1.21

(7) These on-going projects were affected by the COVID-19 pandemic conditions and containment measures in 2021 and we have sought the approval from the relevant customers for EOT.

(i) The projects that have received approval for the EOT from customers are as follows:

- Gsparx Wipro Unza 0.49 MWp Rooftop Solar PV Facility Subang Project; and
- Cenergi Inokom 1.21 MWp Rooftop Solar PV Facility Padang Serai Project.

(ii) As at the LPD, there was no response to our EOT request for the Malakoff Aeon 2.11 MWp Rooftop Solar PV Facility Cheras Project. The project was completed in January 2022 and as at the LPD we have not received any LAD claims from the customer.

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6. INFORMATION ON OUR GROUP (CONT'D)

(b) On-going Projects

For the Financial Years Under Review and up to the LPD, our on-going EPCC projects for rooftop solar PV facilities with capacity above 0.30 MWp are as follows:

	Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Percentage of completion (%)	Start date ⁽²⁾ / Expected completion date ⁽³⁾
1.	Melewar 0.32 MWp Rooftop Solar PV Facility Shah Alam Project	Building Owner	Industrial	Shah Alam, Selangor	NOVA	0.32	0.71	82.59	February 2022 / September 2022
2.	Shantawood 0.42 MWp Rooftop Solar PV Facility Melacca Project	Building Owner	Commercial	Bukit Rambai, Melacca	NOVA	0.42	1.08	0.54	February 2022 / February 2023
3.	Austin 0.43 MWp Rooftop Solar PV Facility Johor Bahru Project	Building Owner	Commercial	Johor Bahru, Johor	NOVA	0.43	0.99	81.04	February 2022 / February 2023
4.	CJ 0.42 MWp Rooftop Solar PV Facility Klang Project	Building Owner	Commercial	Klang, Selangor	NOVA	0.42	0.98	0.33	June 2022 / May 2023
5.	CJ 0.48 MWp Rooftop Solar PV Facility Klang Project	Building Owner	Commercial	Klang, Selangor	NOVA	0.48	1.36	0.27	June 2022 / May 2023
6.	Gsparx Setiausaha 0.52 MWp Rooftop Solar PV Facility Shah Alam Project	Investor	Commercial	Shah Alam, Selangor	GOMEN	0.52	1.50	*	August 2022 / February 2023
7.	CHRS 0.55 MWp Rooftop Solar PV Facility Nilai Project	Building Owner	Commercial	Nilai, Negeri Sembilan	NOVA	0.55	1.23	*	July 2022 / June 2023

6. INFORMATION ON OUR GROUP (CONT'D)

	Project Name	Customer type	Type of buildings	Project location	Type of programme	Capacity (MWp)	Contract value ⁽¹⁾ (RM million)	Percentage of completion (%)	Start date ⁽²⁾ / Expected completion date ⁽³⁾
8.	E&W 1.00 MWp Rooftop Solar PV Facility Shah Alam Project	Building Owner	Industrial	Shah Alam, Selangor	FIT ⁽⁵⁾	1.00	2.53	0.14	July 2022 / November 2022
9.	Industrial 1.01 MWp Rooftop Solar PV Facility Klang Project	Main contractor	Industrial	Klang, Selangor	SELCO	1.01	2.23	91.05	December 2020 / September 2022 ⁽⁴⁾⁽ⁱ⁾
10.	Cenengi Sunseap 1.15 MWp Rooftop Solar PV Facility Seremban Project	Investor	Industrial	Seremban, Negeri Sembilan	NOVA	1.15	2.90	73.91	March 2022 / December 2022
11.	GV Bumisinar 3.22 MWp Rooftop Solar PV Facility Project ⁽⁶⁾	Main contractor	Commercial	Johor, Seremban, Ipoh	NOVA / SELCO ⁽⁶⁾	3.22	6.15	61.14	July 2021 / August 2023 ⁽⁴⁾⁽ⁱ⁾ ⁽⁶⁾

Notes:

- * Projects have not commenced as at the LPD.
- (1) Total contract value includes variation orders.
- (2) The start date is based on the date of the letter of award and/or purchase order and/or document of acceptance and/or documentation based on mutual agreement with the customer.
- (3) The expected completion date is based on the letter of award/ documentation based on mutual agreement with the customer. In some situations, the completion date is not stipulated in the contract as these types of contracts typically will be completed within 12 months.
- (4) These on-going projects were affected by the COVID-19 pandemic conditions and containment measures in 2021 and we have sought the approval from the relevant customers for EOT.
 - (i) Subsequently, the project that has received approval on the EOT from customer is as follows:
 - GV Bumisinar 3.22 MWp Rooftop Solar PV Facility Project.

6. INFORMATION ON OUR GROUP (CONT'D)

- (ii) The project that is pending approval on the EOT from the customer is as follows:
- Industrial 1.01 MWp Rooftop Solar PV Facility Klang Project.
- (5) There has been no additional quota offered under the FIT programme for solar PV facilities since 2017. The project is for the re-installation of a rooftop solar PV facility as requested by the customer who is an existing Feed-in approval holder.
- (6) The contract is for the EPCC works for 3 solar PV facilities as the table below:

	Installed Capacity (MWp)
Angsana Johor Bahru Mall	1.50
Angsana Ipoh Mall	1.40
Angsana Seremban	0.32
Total installed capacity	3.22

The Angsana Seremban rooftop solar PV facility will be implemented under the NOVA programme while the Angsana Johor Bahru Mall and Angsana Ipoh Mall are in the midst of preparing quota application under the NOVA or SELCO programme. An approval has been obtained from customer for the EOT of up to 18 July 2022. As at the LPD, the EPCC works for Angsana Ipoh Mall and Angsana Seremban rooftop solar PV facility has been completed, while Angsana Johor Bahru Mall is still on-going.

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6. INFORMATION ON OUR GROUP (CONT'D)

(c) New LSS Projects

As at the LPD, we secured a total of 7 LSS PV plant projects based on the EPCC contract secured and/or letter of award, and details of the projects are as below:

Project Name	Customer type	Type of solar PV facilities	Project location	Type of programme	Capacity (Mwac)	Contract value ⁽¹⁾ (RM million)	Start date ⁽²⁾ / Expected completion date ⁽³⁾	Status as at LPD
Solar PV Plants								
1. BP 5.00 MWac LSS 2 PV Plant Kunak Project	Facility owner	Ground mounted	Kunak, Sabah	LSS 2	5.00	26.00	May 2021 ⁽⁴⁾ / June 2023	Pending NTP ⁽⁴⁾
2. Adil 5.00 MWac LSS 1 PV Plant Tanjung Kubong Project	Main contractor	Ground mounted	Tanjung Kubong, Labuan	LSS 1	5.00	20.60	March 2021 ⁽⁵⁾ / June 2023	Commenced EPCC works ⁽⁵⁾
3. GV Bumi 10.00 MWac LSS 2 PV Plant Sandakan Project ⁽¹⁰⁾	Facility owner	Ground mounted	Sandakan, Sabah	LSS 2	10.00	57.00	February 2021 ⁽⁶⁾ / June 2023	Pending NTP ⁽⁶⁾
4. KPower 50.00 MWac LSS 4 PV Plant Pekan Project	Main contractor	Ground mounted	Pekan, Pahang	LSS 4	50.00	179.50	November 2021 ⁽⁷⁾ / June 2023	Pending NTP ⁽⁷⁾
5. 50.00 MWac LSS 4 PV Plant Pulau Pinang Project ⁽¹¹⁾	Facility owner	Ground mounted	Pulau Pinang	LSS 4	50.00	188.39	October 2021 ⁽⁸⁾ / February 2023	Commenced EPCC works ⁽⁸⁾
6. Ranhill 50.00 MWac LSS 4 PV Plant Ladang Bikam Project	Main contractor	Ground mounted	Bidor, Perak	LSS 4	50.00	157.55	December 2021 ⁽⁹⁾ / June 2023	Commenced EPCC works ⁽⁹⁾
7. Neda Power 8.00 MWac NEDA Solar PV Plant Kedah Project	Facility owner	Ground mounted	Pendang, Kedah	NEDA	8.00	29.00 ⁽¹²⁾	July 2022 / February 2023	Pending NTP ⁽¹²⁾

6. INFORMATION ON OUR GROUP (CONT'D)

Notes:

- (1) Contract value as stipulated in the EPCC contract or letter of award.
- (2) Start date is based on the date of EPCC contract or letter of award.
- (3) Expected completion date is based on the scheduled completion date stipulated in the EPCC contract or letter of award.
- (4) Pursuant to the letter of award dated 10 May 2021, we commenced the preparation works for the project. The limited NTP was issued by the customer to Fabulous Sunview on 2 August 2021 for the commencement of preliminary construction works including, among others, construction of hoarding and temporary access road, land clearing, site feasibility study, site survey works and design engineering works for authority submission. Fabulous Sunview and the customer entered in to an EPCC contract on 25 April 2022. The remaining construction works of the project is yet to commence and is pending the issuance of NTP from our customer.
- (5) Pursuant to the letter of award dated 31 March 2021, we commenced the preparation works for the project. The limited NTP was issued by the customer to Fabulous Sunview on 23 September 2021 for the commencement of preliminary construction works including, among others, construction of hoarding and temporary access road, land clearing, site feasibility study, site survey works and design engineering works for authority submission. Fabulous Sunview and the customer entered in to an EPCC contract on 21 April 2022 and the remaining construction works has commenced pursuant to the issuance of NTP from our customer on 31 December 2021.
- (6) Pursuant to the EPCC contract dated 10 February 2021, we commenced the preparation and preliminary works for the project. The construction works of the project is yet to commence pending the issuance of NTP from our customer.
- (7) The letter of award was issued by the customer to Fabulous Sunview on 19 November 2021 and we commenced the preparation works for the project. The limited NTP was issued by the customer on 25 November 2021 for the commencement of preliminary works including, among others, construction of hoarding and temporary access road, land clearing, site feasibility study, site survey works and design engineering works for authority submission. Fabulous Sunview and the customer entered into an EPCC contract on the 13 June 2022. The remaining construction works of the project is yet to commence and is pending the issuance of NTP from our customer.
- (8) Pursuant to the letter of engagement dated 10 June 2020 with the customers and Fabulous Sunview entered into a term sheet for the EPCC on 4 August 2021 for the said project. The EPCC contract was signed on October 2021 and we commenced the preparation and preliminary works for the project. The construction works of the project has commenced pursuant the issuance of NTP from our customer on 15 March 2022.
- (9) Pursuant to the letter of award dated 3 September 2021, we commenced preparation works for the project. The limited NTP was issued by the customer to Fabulous Sunview on 1 November 2021 for the commencement of preliminary construction works including among others, construction of perimeter fencing and access road, land clearing, survey works, setting up site facilities and obtaining approval from the related local authorities. Fabulous Sunview and the customer entered into an EPCC sub-contract on 13 December 2021 and the construction works of the project has commenced pursuant to the issuance of NTP from our customer on 14 June 2022.
- (10) For information purposes, this project was referred by Vafe System.

6. INFORMATION ON OUR GROUP (CONT'D)

- (11) For information purposes, this project was referred by Suntech Energy.
- (12) In addition to the contract value, we are eligible for revenue sharing incentive offered by the facility owner where we are entitled to 50% of the daily sales revenue derived from the sales of electrical to TNB for the period between 1 January 2023 to 31 March 2023 subject to the completion of the project on or before 31 December 2022. Moreover, we will also be entitled to a bonus sum of RM500,000 on the condition that the total construction cost does not exceed the contract value. The construction works of the project is yet to commence and is pending the issuance of NTP from our customer.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.3.3.2 Construction and Installation of Solar PV Facilities

(i) Overview

We provide construction and installation of solar PV facilities as a subcontractor to EPCC main contractors. For the Financial Years Under Review and up to the LPD, they include the following types of solar PV facilities:

- solar PV plants under the LSS programme; and
- solar PV facility for residential, commercial and industrial properties;

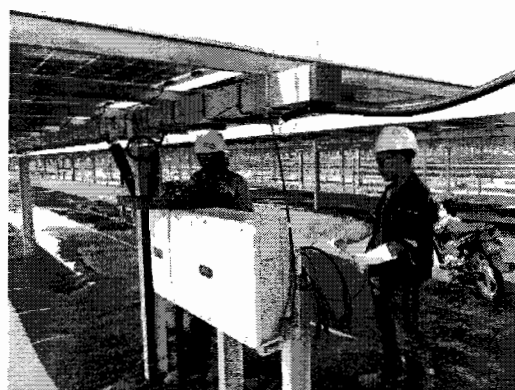
For FYE 2019, FYE 2020, FYE 2021 and FYE 2022, our revenue from subcontracting services for solar PV projects accounted for RM0.59 million (10.46%), RM10.99 million (41.68%), RM17.49 million (40.37%) and RM8.79 million (8.85%) of which RM9.37 million (35.51%), RM15.34 (35.40%) and RM8.54 million (8.60%) were for LSS PV plants for FYE 2020, FYE 2021 and FYE 2022 respectively, while the remaining were for solar PV facility below 1.00 MW.

(ii) Our Scope of Work

We are responsible for carrying out work based on our customers' designs and specifications. We engage external parties to carry out the construction and installation works under our supervision. We may procure some of the minor equipment and materials such as cables and wires, while the main equipment and components of the solar PV facilities such as the solar PV module, inverters and transformers are procured by the owner of the solar PV facility or the main contractor. Our construction and installation works include the following:

- **Civil works**, which involve preparation of the site for installation of solar PV facilities. Depending on project site conditions, this may include site clearance, excavation and backfilling, levelling and compacting the earth, piling, construction of access roads and pathways, water supply and drainage system, cable ducts and trenches as well as perimeter fencing. Civil works are only applicable for ground mounted solar PV facilities.
- **Structural works**, which involve the construction of buildings and structures including control rooms, substations and other structures to house or support the inverters and transformers. For rooftop solar PV facilities, structural works may include reinforcement of roof structure to support the weight of solar PV panels and equipment.
- **Mechanical works**, which involve the installation of mounting system to hold the solar PV panels, as well as assembly of metal-based support structures for some of the balance of system.

Installation of balance of system



Installation of mounting system for LSS PV plant



6. INFORMATION ON OUR GROUP (CONT'D)

- **Electrical works**, which involves the installation and wiring connections of the solar PV panels, which is then connected to various electrical equipment such as inverters and subsequently to the control room. It may also include installation of various safety, telecommunications and monitoring sensors and equipment such as SCADA system, earthing and lighting systems, security system, system control and monitoring and meteorological measuring facilities.

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6. INFORMATION ON OUR GROUP (CONT'D)

(iii) Our construction and installation projects

(a) Completed Projects

For the Financial Years Under Review and up to the LPD, our completed installation and construction for solar PV projects with an installed capacity of 0.30 MW and above were as follows:

Project Name	Customer Type	Project Location	Work Scope	Capacity	Total Contract Value ⁽¹⁾ (RM million)	Start Date ⁽²⁾ / Completion Date ⁽³⁾
1. Cine Art 1.00 MWp Rooftop Solar PV Facility Ipoh Project	Building owner	Ipoh, Perak	Retrofitting works including replacement of solar PV modules and related works	1.00 MWp	2.10	December 2020 / February 2021
2. 1.37 MWp Solar PV Facility Johor Bahru Project	Main contractor	Johor Bahru, Johor	Mechanical and electrical, installation and testing and commissioning	1.37 MWp	0.25	May 2021 / December 2021 ⁽⁴⁾
3. MSR 29.92 MWac LSS 2 PV Plant Gebeng Project	Main contractor	Gebeng, Pahang	Mechanical and electrical installation	29.92 MWac	3.60	January 2019 / December 2019
4. MSR 29.99 MWac LSS 2 PV Plant Paka Project	Main contractor	Paka, Terengganu	Mechanical and electrical installation, supply of material and labour	29.99 MWac	3.90	July 2019 / November 2020
5. Scatec 30.00 MWac LSS 2 PV Plant Kerian Project	Main contractor	Kerian, Perak	Electrical installation	30.00 MWac	5.13	August 2019 / November 2020
6. Solar Greencells 30.00 MWac LSS 2 PV Plant Pekan Project	Main contractor	Pekan, Pahang	Site management, mechanical and electrical installation	30.00 MWac	12.06	March 2020 / July 2021
7. Sinohydro 100.00 MWac LSS 3 PV Plant Marang Project	Main contractor	Marang, Terengganu	Electrical works include installation, testing and commissioning of electrical equipment and related parts	100.00 MWac	4.63	August 2021 / May 2022 ⁽⁵⁾
8. Sinohydro 100.00 MWac LSS 3 PV Plant Marang Project	Main contractor	Marang, Terengganu	Mechanical works include the supply of earthing materials, installation and testing of PV modules and related parts	100.00 MWac	4.52	June 2021 / May 2022 ⁽⁶⁾

6. INFORMATION ON OUR GROUP (CONT'D)

Notes:

- (1) Total contract value includes variation orders.
- (2) Start date is based on the date on letter of award and/or work order and/or document of acceptance and/or documentation based on mutual agreement with customer.
- (3) Completion date is based on certificate of completion and/or acceptance document for facility handover and/or final billing documents and/or warranty letter.
- (4) The completion of the project was affected by the COVID-19 lockdown condition during the Phase 1 of NRP lockdown period. As such we have sought extension of time from our customer and obtained approval from customer on 8 December 2021 to extend the initial completion date of July 2021 to December 2021.
- (5) The completion of the 2 projects were affected by the COVID-19 lockdown condition during the Phase 1 of NRP lockdown period. As such we have sought extension of time from our customer on 25 October 2021 to seek for extension of the completion date. As at the LPD, there was no feedback on our extension of time, while the 2 projects have been completed and we did not experience any LAD claims from the customer.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.3.3.3 Associated Services and Products

We also offer associated services and products to complement our core business in provision of EPCC, and construction and installation services. This includes the provision of solar PV consulting and engineering, and O&M services, as well as supply of solar PV equipment and ancillary systems such as gutter and mounting systems. Some of the solar PV consulting and engineering related services include preparation and submission of solar PV documentation to authorities, facility audit and site surveys, as well as conducting solar PV related seminars and training services. Depending on the project, we may provide free maintenance for a period ranging from 3 months and up to 36 months as warranty to the customer. In some situations, we may also be engaged by the customer to provide operation and maintenance services as an additional chargeable service. For the Financial Years Under Review and up to the LPD, our O&M services were mainly based on purchase orders save for 1 letter of award for 2 years commencing from 1 July 2021 for a 30MWac LSS PV plant in Pekan, Pahang.

Revenue contribution from associated services and products accounted for 13.16% (RM0.74 million), 19.64% (RM5.18 million), 13.12% (RM5.68 million) and 11.90% (RM11.81 million) of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

6.3.3.4 Solar Power Generation and Supply

Our solar power generation and supply business is based on asset ownership including:

- solar PV facility that we BOOT and BOO; and
- solar PV facility we AOO.

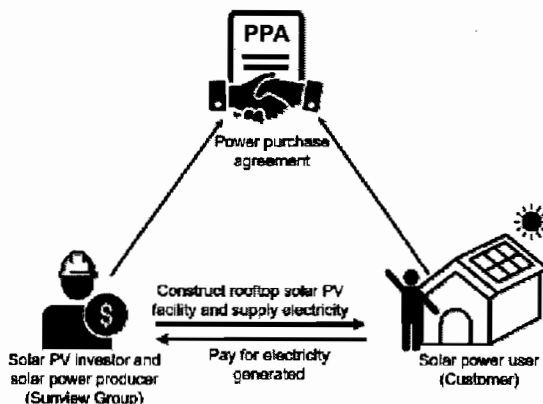
For solar PV facility under the BOOT and BOO, our Group is responsible for the construction, installation and maintenance of the solar PV facility. Meanwhile, the solar PV facilities that are acquired under the AOO model are existing, our Group is responsible for maintaining the solar PV facility. For the Financial Years Under Review and up to the LPD, we own a total of 18 solar PV facilities, of which 15 were through AOO while remaining 3 were either BOO or BOOT. In addition, we plan to construct 2 new solar PV facilities by 2023. Please refer to Section 6.3.3.4 (iii) for further details on our rooftop solar PV facilities. For the Financial Years under Review, revenue contribution from solar power generation and supply accounted for less than 1% of our total revenue.

Typically for solar PV facilities that we own, the cost of the project may be higher as compared to external projects where we only undertake the construction and installation works. This is due to the responsibility to make good or strengthening of existing roof structure or replacing of existing old or damaged metal roofing falls on us as the investor. On the other hand, for external projects which we do not own the solar PV facilities, such additional repairs may be borne by the customer.

(i) Solar PV facility under the BOOT and BOO

We have an agreement with the consumer of electricity who is mainly the building owner for the generation and supply of solar power from our solar PV facility which is installed on the rooftop of the building. Typically, the agreement is 21 years private PPA. In this respect, we are a solar power producer.

For rooftop solar PV facilities under the BOOT, the ownership of solar PV facilities will be transferred to the building owner without any charge or we will remove the facilities upon the expiration of the agreement as stipulated in the agreement.



6. INFORMATION ON OUR GROUP (CONT'D)

Under the BOOT and BOO arrangement, we will be fully responsible for the capital cost of construction and the expenses of operations and maintenance of the rooftop solar PV facility. Our revenue will be from the generation and supply of power from our rooftop solar PV facility at rates stipulated in the PPA. Our customers are obliged to purchase all the electricity generated from our rooftop solar PV facility. Please refer to Section 6.3.3.4 (iii) for further details of our solar PV facilities.

For the Financial Years Under review and up to the LPD, our completed rooftop solar PV facilities are under the NEM, FiT and SELCO. Under the NEM scheme we are allowed to export any excess electricity to the power grid on a one-to-one (1-to-1) offset basis. Any excess power exported may be used to offset any power imported from the power grid on a one-to-one (1-to-1) basis. As for the FiT scheme, all the electricity generated will be sold to the distribution licensee at a pre-determined tariff rate.

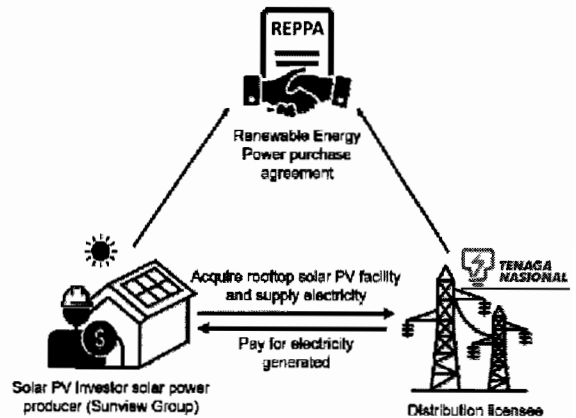
Under the BOOT and BOO arrangement, our responsibilities cover the following:

- Fully fund the entire cost of the rooftop solar PV facility;
- Obtain regulatory approvals for installation and operation of the rooftop solar PV facility, and the sale of electricity;
- Carry out EPCC of the rooftop solar PV facility at the customer's building or facility;
- Operate and maintain the rooftop solar PV facility, and to ensure optimum and safe supply of power. Responsible for scheduled and unscheduled maintenance of the facility throughout the contractual term;
- Ensure the guaranteed supply of electricity throughout the contractual term;
- Meter reading monthly for billing purposes; and
- For BOOT arrangement, the handover the rooftop solar PV facility including all the relevant documents such as regulatory approvals, valid warranties and engineer drawings of the facility to the customer or remove the solar PV facility upon the expiry of the contractual term for solar PV facilities under the PPA.

(ii) Solar PV Facility Acquired from third party

We also owned assets through an acquisition model for our solar power generation and supply operations.

The acquired solar PV facilities also have solar power supply agreement through PPA including REPPA, private PPA and SARE for a period ranging between 15 and 25 years. The acquired solar PV facilities are installed on the third-party rooftops based on long term lease arrangements. Please refer to Appendix A of this Prospectus for further details on the long term lease arrangements and Section 6.3.3.4 (iii) for further details of our solar PV facilities. As at the LPD, we have 3 long term lease arrangements.

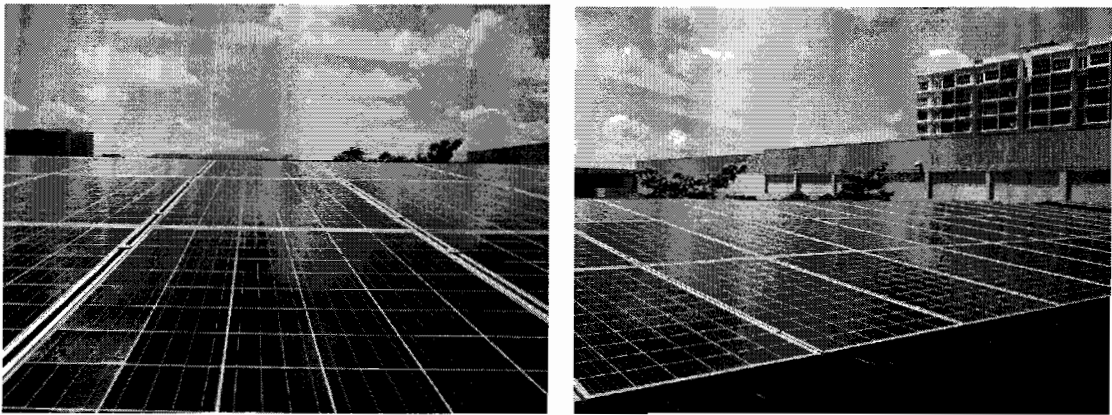


6. INFORMATION ON OUR GROUP (CONT'D)

We are responsible for the operation and maintenance of these acquired solar PV facilities. Our revenue will be from the generation and supply of solar power from our solar PV facilities at a rate stipulated in the REPPA, private PPA and SARE. The parties involved in the REPPA, private PPA and SARE are as follows:

	Sunview Group	Customer	TNB
REPPA	√	-	√
Private PPA	√	√	-
SARE	√	√	√

Our Citta Mall 0.35 MWp rooftop solar PV facility



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6. INFORMATION ON OUR GROUP (CONT'D)

(iii) Our solar PV facilities

As at the LPD, the solar PV facilities that we owned are as follows:

Project Name	Location	Building Type	Capacity (MWp)	Programme	Start ⁽¹⁾ Date	Duration of PPA (number of years)	Owner of solar PV facility	BOOT/BOO/ AOO Model
Owned Solar PV Facilities								
Facilities completed and energised								
1. Zenxin1 0.53 MWp Rooftop Solar PV Facility	Kluang, Johor	Industrial	0.53	NEM	July 2021	25	Solarcity REIT	AOO
2. Zenxin2 0.53 MWp Rooftop Solar PV Facility	Kluang, Johor	Industrial	0.53	NEM	July 2021	25	Solarcity REIT	AOO
3. Zenxin3 0.21 MWp Rooftop Solar PV Facility	Kluang, Johor	Industrial	0.21	NEM	July 2021	25	Solarcity REIT	AOO
4. Kinta 1.00 MWp Rooftop Solar PV Facility	Kinta, Perak	Industrial	1.00	FIT	December 2016	21	Vafe System	AOO
5. Alma 1.00 Mwp Rooftop Solar PV Facility	Bukit Mertajam, Pulau Pinang	Industrial	1.00	FIT	November 2016	21	Suntech Energy	AOO
6. Nilai 1.00 Mwp Rooftop Solar PV Facility	Nilai, Negeri Sembilan	Industrial	1.00	FIT	January 2015	21	Suntech Energy	AOO
7. Kluang School 1 0.22 MWp Rooftop Solar PV Facility	Kluang, Johor	Institution	0.22	NEM	November 2021	25	Solarcity REIT	AOO
8. Kluang School 2 0.22 MWp Rooftop Solar PV Facility	Kluang, Johor	Institution	0.22	NEM	November 2021	25	Solarcity REIT	AOO
9. Ipoh Parade 0.55 MWp Rooftop Solar PV Facility	Ipoh, Perak	Commercial	0.55	NEM	November 2021	25	Solarcity REIT	AOO
10. Ipoh Parade 0.43 MWp Rooftop Solar PV Facility	Ipoh, Perak	Commercial	0.43	NEM	November 2021	25	Solarcity REIT	AOO
11. Rhong Khen 0.48 MWp Rooftop Solar PV Facility	Ajil, Terengganu	Industrial	0.48	SELCO	October 2021	15	Solarcity REIT	AOO
12. Rhong Khen 0.52 MWp Rooftop Solar PV Facility	Ajil, Terengganu	Industrial	0.52	SELCO	October 2021	15	Solarcity REIT	AOO

6. INFORMATION ON OUR GROUP (CONT'D)

	Project Name	Location	Building Type	Capacity (MWp)	Programme	Start ⁽¹⁾ Date	Duration of PPA (number of years)	Owner of solar PV facility	BOOT/BOO/ AOO Model
13.	KHTP 0.53 MWp Rooftop Solar PV Facility	Kulim, Kedah	Industrial	0.53	SELCO	June 2022	20	Fabulous Sunview	BOOT/BOO
14.	Rhong Khen 0.03 MWp Rooftop Solar PV Facility	Ajil, Terengganu	Industrial	0.03	SELCO	March 2022	15	Solarcity REIT	AOO
15.	Rhong Khen 0.08 MWp Rooftop Solar PV Facility	Ajil, Terengganu	Industrial	0.08	SELCO	March 2022	15	Solarcity REIT	AOO
16.	Fairy Café 0.04 MWp Rooftop Solar PV Facility	Sungai Petani, Kedah	Commercial	0.04 ⁽³⁾	NEM	March 2022	21 ⁽²⁾	Fabulous Sunview	BOOT/BOO
17.	Citta Mall 0.35 MWp Rooftop Solar PV Facility	Petaling Jaya, Selangor	Commercial	0.35	NOVA ⁽⁴⁾	June 2022	25	Solarcity REIT	AOO
18.	Myskills 0.02 MWp Rooftop Solar PV Facility	Kerling, Selangor	Commercial	0.02	NOVA	January 2022	5	Solarcity REIT	BOOT/BOO

Notes:

- (1) Mainly based on date of the licence issued by the Energy Commission/date on the first billing document.
- (2) There was a novation agreement between Gsparx Sdn Bhd and Fabulous Sunview, TNB and Fairy Hot Bread & Cake House (Penang) Sdn Bhd. The novation agreement was finalised on 7 December 2021.
- (3) On 30 December 2021 we have submitted our application to TNB and SEDA to reduce the installed capacity from 0.06 MWp to 0.04 MWp due to insufficient roof space.
- (4) The application of NOVA quota has been submitted to SEDA on 16 November 2021 and we have obtained approval from the SEDA on 21 February 2022.

6. INFORMATION ON OUR GROUP (CONT'D)

In addition, we plan to construct 2 new solar PV facilities in Klang by 2022 and the details are as follows:

	Project Name	Location	Building Type	Capacity (MWp)	Programme	Expected Start Date	Duration of PPA (number of years)	Owner of solar PV facility	BOO/BOOT/AOO Model
New facilities to be constructed									
1.	PKFZ 0.21 MWp rooftop solar PV facility	Klang, Selangor	Commercial	0.21	NEM	Q1 2023 ⁽¹⁾	21	Fabulous Sunview	BOO/BOOT
2.	PKFZ 0.17 MWp rooftop solar PV facility	Klang, Selangor	Commercial	0.17	NEM	Q1 2023 ⁽¹⁾	21	Fabulous Sunview	BOO/BOOT

Note:

(1) The installation works for the new solar PV facility is expected to commenced in Q3 2022, while the electricity generation is expected to commenced in Q1 2023.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.3.4 Key types, sources and availability of supplies

The major types of input materials and services that we purchased for our business operations for the FYE 2019, FYE 2020, FYE 2021 and FYE 2022 are set out below:

	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Equipment and Materials	2,910	74.31	11,983	61.65	12,778	43.72	32,624	44.38
Solar PV modules	1,767	45.12	4,860	25.01	7,886	26.98	25,853	35.17
Inverters	462	11.80	1,260	6.48	1,661	5.69	2,340	3.18
Mounting systems	335	8.55	780	4.01	1,140	3.90	1,506	2.05
Other equipment and components ⁽¹⁾	346	8.84	5,083	26.15	2,091	7.15	2,925	3.98
Services	1,006	25.69	7,453	38.35	16,450	56.28	40,886	55.62
Subcontracted services ⁽²⁾	468	11.95	6,412	33.00	13,264	45.38	14,137	19.23
<i>Mechanical installation works</i>	292	7.46	2,058	10.59	2,308	7.90	629	0.86
<i>Electrical installation works</i>	90	2.29	4,176	21.49	3,698	12.65	3,111	4.23
<i>Mechanical and electrical installation works</i>	86	2.20	178	0.92	7,258	24.83	10,397	14.14
Rental of equipment	93	2.37	65	0.33	150	0.51	181	0.25
Professional / Consulting services	94	2.39	222	1.14	1,010	3.45	5,608	7.63
Others ⁽³⁾	351	8.98	754	3.88	2,026	6.93	20,960	28.51
Total purchases	3,916	100.00	19,436	100.00	29,228	100.00	73,510	100.00

Notes:

- (1) Includes, among others, transformers, switchgears, cables and other materials.
- (2) Includes civil, electrical and mechanical works.
- (3) Includes regulatory application fees, tax and duty fee.

Our purchases of input materials and services are mainly to cater to our EPCC projects as well as subcontracted services for construction and installation of solar PV facilities.

Purchases of equipment and materials accounted for 74.31%, 61.65%, 43.72% and 44.38% of our total purchases for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. The equipment and materials used in our EPCC and subcontracted works include the following:

- solar PV modules, which are the main components of a solar PV facility, to facilitate the conversion of sunlight into electricity;
- inverters to convert DC into AC;
- mounting systems to provide structural support to the solar PV modules; and
- other equipment and components such as balance of system including transformers, switchgears and cables.

6. INFORMATION ON OUR GROUP (CONT'D)

Purchases of services accounted for 25.69%, 38.35%, 56.28% and 55.62% of our total purchases for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. Within services, the engagement of external parties to carry out the construction and installation works accounted for 11.95%, 33.00%, 45.38% and 19.23% in the FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. Subcontracted services for the construction and installation works include the following:

- civil works including piling and foundations;
- construction of mounting structures;
- physical installation of solar PV modules and balance of systems; and
- electrical, communications and integration work to connect all equipment and components.

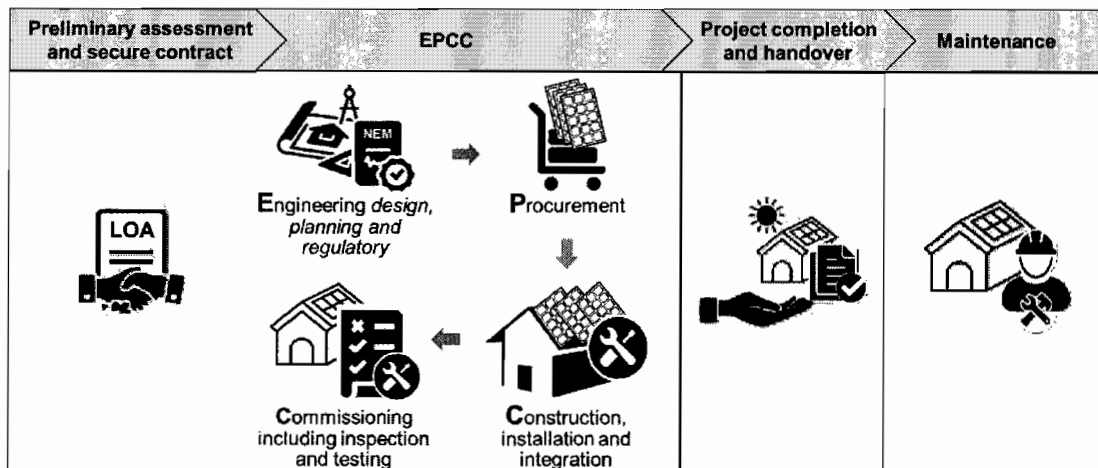
Materials and services that are sourced locally mainly includes mounting systems, other equipment and components, subcontracted services, equipment rental as well as professional and consulting services which collectively accounted for 43.07%, 42.30%, 60.18% and 60.50% of our total purchased of materials and services for the FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. Meanwhile, imported materials include materials imported directly from foreign suppliers as well as imported materials purchased through local stockists. These imported materials mainly include solar PV modules and inverters which collectively accounted for 56.93%, 31.49%, 32.66% and 39.50% of our total purchases of materials and services for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

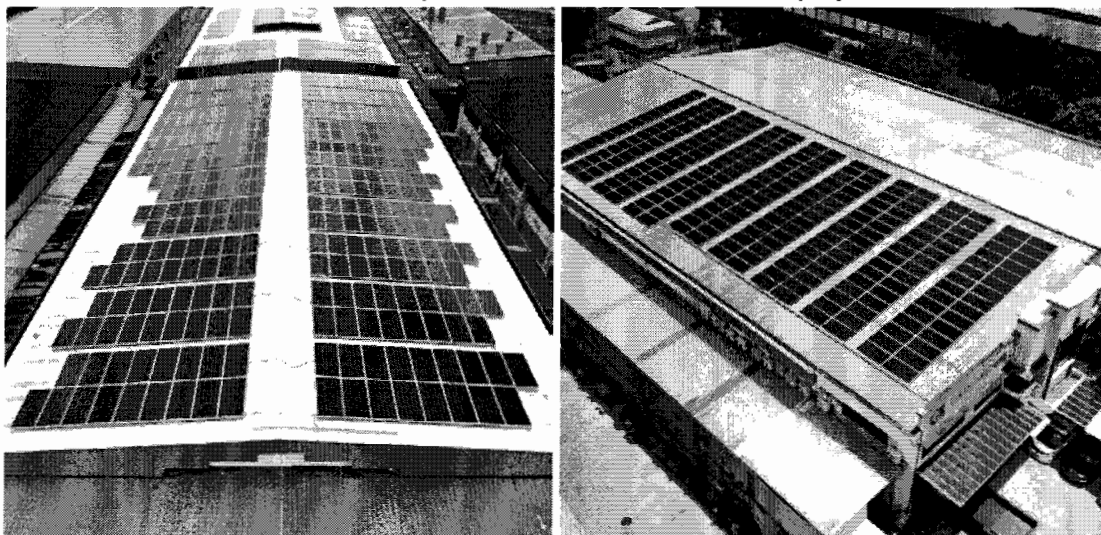
6.3.5 Process Flow

6.3.5.1 Process Flow of EPCC Solar PV Facilities

For EPCC jobs, we are the main contractor responsible for the entire project from design and planning to the commissioning of the completed facility. For the Financial Years Under Review and up to the LPD, all our completed and on-going EPCC of solar PV facilities were for rooftops of commercial, industrial and residential buildings as well as 7 on-going ground mounted LSS projects.

Our general process flow for the EPCC of solar PV facility is depicted in the diagram below:



6. INFORMATION ON OUR GROUP (CONT'D)**Our EPCC of rooftop solar PV facilities for industrial properties****(i) Preliminary assessment and secure contract**

Upon receiving the request for quotation from the prospective customer, we will carry out a preliminary assessment of the customer's requirements, systems design specifications as well as the required installed capacity.

The preliminary assessment will provide us with pertinent data and information to assess costing and prepare the proposal for submission to the prospective customer. Some of the main information stipulated in the proposal include the conceptual layout and specifications of the solar panels and balance of system, warranty, project timeline and project price. We mainly secure our contract for EPCC of solar PV facilities through direct negotiation and tendering process with our customers.

(ii) EPCC**(a) Engineering****Design and project planning**

Once we sign the letter of award with the customer, we will carry out a survey at the project site to determine the precise area, access to the project site, site conditions, areas and locations available for the installation of solar PV panels and balance of system, the optimal orientation of the solar PV panels, as well as identifying obstacles and potential complications.

For rooftop projects, inspection on the building and rooftop will need to be carried out to ensure that conditions are suitable for the installation of the solar PV panels and balance of system. For ground mounted projects such as LSS projects, a site survey will include ground topology, soil condition, surface vegetation, obstructions such as tree stumps and root systems, and other protruding objects, right-of-way for interconnection to the most practical substation, and surrounding structures and habitations.

6. INFORMATION ON OUR GROUP (CONT'D)

Subsequently, we will proceed with the design and planning phase to carry out the detailed engineering design together with technical drawings and specifications of the entire solar PV facility according to the customer's requirement including data obtained from the preliminary assessment and site survey. The engineering design of solar PV facilities mainly involves the following:

- Schematic drawings taking into consideration, among others, the required installed capacity, orientation and inclination of rooftops, meteorological variation to ensure sustainable solar power supply throughout the year, aesthetics of the building as well as flexibility for future expansion. This includes determining the detailed layout of the solar PV panels, the number of modules required to achieve the installed peak or generating capacity, connections and cabling, orientation and angle of inclination of the solar PV modules to achieve optimum efficiency, row spacing, sizing of nominal power ratio, as well as placing of inverters and grid interconnection design.
- DC system design which takes into consideration the selection and sizing of equipment such as connectors, combiner boxes, distribution boards as well as the lengths and sizes of cables.
- AC system design which takes into consideration the inverter output to the interconnection and meeting point. This also includes selection of transformers, interconnection schematic designs, and lengths and sizes of cables.

The project planning will include, among others human resources, logistics, the timing of equipment to be onsite, timeline for all activities, and detailed budgeting.

Engineering design and project planning are carried out by our in-house personnel. We also engage structural engineers to provide input into the structure of the building and rooftop to ensure that they have sufficient strengths to support the mounting systems and solar PV panels.

Regulatory applications

Our scope of work includes preparation of all the necessary documentation and submissions to obtain regulatory approvals and permits including the following:

- Submission of structural and electrical drawings, and supporting documents to the relevant local authorities;
- Submission of a NEM assessment study, power system study, connection confirmation checks to TNB and SEDA Malaysia (where applicable);
- Submission of an application to the Energy Commission for public or private installation license, a requirement under NEM, SELCO and LSS programmes;
- Submission of application for Green Investment Tax Allowance (GITA) to MIDA and the Malaysia Greentech Centre (where applicable), which is available under NEM, SELCO and LSS programmes; and
- Submission of applications for approvals from the relevant local councils.

6. INFORMATION ON OUR GROUP (CONT'D)

Some of the regulatory requirements and incentives applicable for solar PV facilities are listed below:

Regulatory requirements and incentives	Applicability
NEM assessment study	Required for solar PV facilities installed under the NEM programme with a capacity exceeding 72.0 kW and below 1,000 kW.
Power system study	Required for renewable energy power generators (including solar PV facilities) installed under the NEM programme with a capacity exceeding 425.0 kW that are interconnected to the power grid.
Public installation licence	Required for power generating installations for capacity exceeding 72 kWac (including solar PV facilities) which supply power to any parties other than the licensee.
Private installation licence	Required for power generating installations (including solar PV facilities) for self-consumption only.
Green investment tax allowance assets	Applicable for companies that have incurred qualifying capital expenditure in green technology investment (including solar PV facilities) which has been verified by GreenTech Malaysia. In addition, the product used must be listed under the MyHIJAU Directory to benefit from MIDA's Green Technology Tax Incentive.
Green investment tax allowance projects	Applicable for companies that have incurred qualifying capital expenditure on green technology projects (including solar PV facilities) as a business or for their power consumption. In addition, the product used must be listed under the MyHIJAU Directory to benefit from MIDA's Green Technology Tax Incentive.
Green income tax exemption services	Applicable for companies that provide green technology services (including solar PV facilities) which have been verified by GreenTech Malaysia to benefit from MIDA's Green Income Tax Exemption.

(b) Procurement

We commence procurement of the required equipment and construction materials once the detailed engineering design and specifications are determined. We are responsible for the procurement of the solar PV modules and balance of system.

We will arrange for the delivery of the equipment and materials to the project site and inspect them to ensure they are in good order and comply with specifications and standards required by the authority. In the event that the equipment and materials do not meet the required specifications and standards, we will liaise with the supplier to arrange for the replacement of the said equipment and materials. In addition, we will also engage external parties to undertake the civil, structural, mechanical and electrical works.

6. INFORMATION ON OUR GROUP (CONT'D)

(c) Construction

We will manage and supervise the physical construction, installation and integration work in compliance to project design, technical specifications and timeline. The construction, installation and integration work include the following:

For rooftop solar PV facilities, our main construction works are as follows:

- reinforcement of roof structure, if required. This is to ensure the integrity of the roof to support the weight of the mounting system and solar PV panels;
- mechanical works including erection of mounting system and installation of solar PV modules and balance of system;
- create an enclosure to house the balance of systems, if required; and
- electrical works including cabling and wiring to connect all the solar PV modules, balance of system including connection to the premises power distribution board.

For ground mounted LSS PV plants, our main construction works include the above plus the following:

- civil works including site clearance, earthworks and preparation including piling and foundation work if required;
- construction of structures to hold equipment such as inverters and transformers, as well as buildings to house the control and management centre;
- installation of earthing and lightning protection systems;
- communications system for SCADA as well as other wired and wireless monitoring and control systems; and
- interconnections of the solar PV plant to the most practical power grid transmission or distribution substation.

The abovementioned physical works are carried out by external parties and we are mainly involved in the project management, site supervision, quality and safety assurance and monitoring of the construction, installation and integration process for the solar PV facility. In the event that the works of the external parties which are the subcontractors do not meet the quality and safety standards, we will request that these works are to be rectified by the respective subcontractors.

(d) Commissioning

Once the solar PV facility has been completed and integrated, we will carry out subsystem and full system inspection and testing to ensure that the facility operates effectively, efficiently and safely. This is also to ensure that the expected performance standards are met by the authorities including TNB and SEDA.

We carry out visual inspection which includes the following:

- all equipment and parts are properly installed and integrated according to detailed engineer drawing and specifications;
- all equipment and parts are mechanically secured and are provided with adequate ventilation or cooling, where required;
- all electrical installations including terminations and connection of cables are made using approved products and installation methods;
- all electrical equipment shall be labelled with the applicable specifications and ratings; and
- sufficient working spaces for maintenance or repair purposes.

6. INFORMATION ON OUR GROUP (CONT'D)

We carry out tests on the solar PV facilities which include the following:

- functional test for inverters and solar PV modules to evaluate their function and performance against its designed specifications;
- acceptance test of the entire solar PV facility to evaluate the overall installation of the solar PV facility and the performance of the inverter taking into consideration the tolerance due to module mismatch, soiling index, ageing factors, cable loss, maximum inverter efficiency and shading factors;
- circuit breaker test to ensure the facility is protected from short circuits, power surges and lightning strikes; and
- performance ratio test to evaluate the efficiency of the facility taking into consideration its solar irradiance, ambient temperature, module temperature, AC and DC and voltage of each central inverter or group string inverters.

Upon successful inspection and testing, we will commission the facility. The testing and commissioning checklist is a prerequisite to be submitted to TNB and SEDA for testing and commissioning of the grid interconnection. The commissioning phase is complete once all the identified problems are rectified.

(iii) Project completion and handover

Upon the completion of the commissioning of the solar PV facility, we will officially handover the facility to the customer together with all the relevant documents including the test and commissioning report, performance ratio test report, as-built documents, operational manuals and other relevant documents.

Warranties and defect liabilities

For our EPCC of solar PV facilities, we provide several warranties including equipment warranty for solar PV module, inverter, support structure, electrical board as well as workmanship warranty. Please refer to Section 6.3.2.1 of this Prospectus for further details on warranties and defect liabilities.

All costs in replacing faulty products or making good defects are carried out at our own cost. While we have back-to-back arrangements with equipment manufacturers to replace faulty equipment at no cost to us, we would be required to bear the costs of physically replacing the affected equipment.

(iv) Operation and maintenance

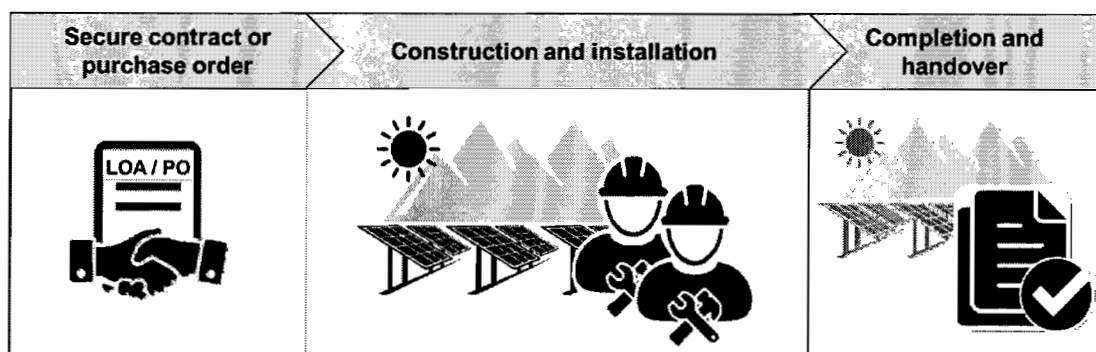
We provide maintenance services for some of the solar PV facilities where we carried out the EPCC work. The maintenance services that we provide include routine and scheduled maintenance, and corrective maintenance (repairs). Depending on the project, we may provide free maintenance for a period ranging between 3 months up to 36 months as warranty to the customer. In some situations, we may also be engaged by the customer to provide operation and maintenance services as an additional chargeable service.

6. INFORMATION ON OUR GROUP (CONT'D)

6.3.5.2 Process Flow for Construction and Installation of Solar PV Facilities

For construction and installation of solar PV facilities, we are a subcontractor to the EPCC main contractor. For the Financial Years Under Review and up to the LPD, 6 out of 8 of our completed construction and installation of solar PV facilities were for ground mounted LSS projects. Please refer to Section 6.3.3.2(iii) of this Prospectus for further details on construction and installation projects.

Our general process flow for construction and installation of solar PV facilities is depicted in the diagram below:



(i) **Secure contract or purchase order**

We secure our contract or purchase order for the construction and installation of solar PV facilities through tender or direct negotiation. Our tender document or quotation is prepared based on the site assessment that we perform as well as the facility design and specification provided by our customer. For the Financial Years Under Review, our contracts or purchase orders included construction and installation, site clearance only, or installation only.

(ii) **Construction and installation**

We carry out our construction and/or installation work based on design and specifications provided by the EPCC main contractor. Our work includes the following:

Construction

- civil works including site clearance, earthworks and preparation including piling and foundation work if required; and
- construction of structures to hold equipment such as inverters and transformers, as well as building to house the control and management centre.

Installation

- mechanical works including erection of mounting system and installation of solar PV panels and balance of system;
- electrical works including cabling and wiring to connect all the solar PV modules and panels, balance of system including connection to the control and monitoring centre;
- installation of earthing and lightning protection systems; and
- communications system for SCADA as well as other wired and wireless monitoring and control systems.

6. INFORMATION ON OUR GROUP (CONT'D)

Our role as a subcontractor for the construction and installation of solar PV facility project is mainly in management and supervision of the physical construction and installation works to ensure that the works are in compliance with project design, technical specifications and timeline. We engage external parties to perform the abovementioned construction and installation works under our management and supervision.

(iii) Completion and handover

Once the construction and/or installation works are completed, we will carry out inspection together with the customer or the project owner. Any defects or unsatisfactory works identified during the inspection will need to be rectified promptly before the project is deemed to be completed.

As a subcontractor, we do not provide any warranties or defect liabilities which is commonly covered by the EPCC main contractor. In addition, commonly all materials and equipment are provided by the EPCC main contractor and/or the project owner.

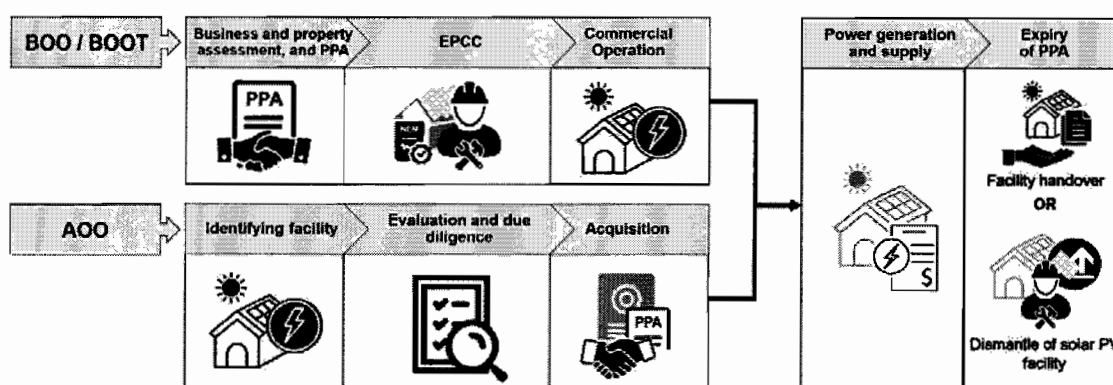
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6. INFORMATION ON OUR GROUP (CONT'D)

6.3.5.3 Solar Power Generation and Supply

For solar power generation and supply, our solar PV facility may be under the BOO, BOOT or AOO model. For solar PV facilities under the BOO and BOOT, we are fully responsible for the EPCC of the solar PV facility, and to operate and maintain the facility throughout the contractual period which is typically 21 years from COD of the facility. For solar PV facilities under AOO, we will acquire the identified solar PV facility from an external party. For the Financial Years Under Review and up to the LPD all our commercially operational solar PV facilities are placed on rooftops of commercial and industrial buildings.

Our general process flow for solar power generation and supply is depicted in the diagram below:



(a) BOO / BOOT model

(i) Business and property assessment, and Power Purchase Agreement

Upon receiving the request for proposal from the prospective customer, we would carry out a business sustainability assessment of the owner-occupier of the property as we will be responsible for the capital and operational expenses of the solar PV facility for a typical period of 15 to 25 years.

Once we are satisfied that our customer's business is sustainable, we will then carry out property assessment where a physical inspection of the property will be conducted to confirm that the property is suitable for the construction, installation, operation and maintenance of the solar PV facility.

We will prepare a proposed PPA which will specify the solar PV facility including its capacity as well as legal obligations and our compensation plan.

(ii) EPCC

Upon the mutual agreement and acceptance of the PPA, we will commence the EPCC of the solar PV facility. In some situation, we may engage external parties to carry out the construction and installation works of the solar PV facility.

(iii) Commercial operation

Upon completion of the EPCC of the solar PV facility and having received all the required regulatory approvals, permits and licences, we will inform our customer on the COD which will officially mark the date of power generation and supply to our customer.

6. INFORMATION ON OUR GROUP (CONT'D)**(b) AOO model****(i) Identifying facility**

We will determine the key criteria for identifying the potential solar PV facility which include, among others, availability of relevant approvals, permits and licenses of the facility, condition of the facility, installed capacity, contractual tariff rate provided as well as the remaining years of the term of the private PPA, REPPA or SARE taking into consideration the breakeven period of the solar PV facility. Typically, the breakeven period for our solar PV facility under the AOO model is between 5 and 12 years. Subsequently, we will search for solar PV facilities that are available for sale in the market to identify potential facilities. We may identify potential solar PV facilities through referrals or we may make offers to owners of identified solar PV facilities.

(ii) Evaluation and due diligence

Upon the identification of the potential solar PV facility for acquisition, we will conduct a series of evaluations such as feasibility and financial attractiveness study of the acquisition which include financial assessments including assets and liabilities, cashflow, payback period, return on investments and net present value of cashflow. We will also perform a due diligence on the target company, the power user as well as technical aspects of the target solar PV facility.

(iii) Acquisition

Once the target solar PV facility fulfil our acquisition criteria, we will commence negotiation with the owner on the terms of the acquisition and complete the acquisition by the signing of sale and purchase agreement based on the agreed terms.

(c) Electricity supply

Commencing from the COD, all the electricity generated from the facility will be supplied to the customer at an agreed rate for the duration of the contractual period of the PPA. We will obtain the meter reading remotely by using the solar PV facility data logger and will generate invoices for the customer based on the power generated as monitored by the meter.

We are also responsible for the operations and maintenance of the solar PV facility. Operationally, we are obligated to ensure that the solar PV facility supplies the agreed power in a safe manner. All our solar PV facilities within our solar power generation and supply segment will be monitored remotely at our head office. Among others, it will measure and monitor in real time the performance of the facilities as well as some critical equipment and systems within each facility. Our monitoring system will provide reports or alerts of any performance degradation or faults where we are then able to rectify the problems.

Every year throughout the term of the PPA, we will plan and provide a schedule for routine maintenance. Routine maintenance is integral for the efficient and safe operation of the facility as well as to ensure the facility meets the guaranteed electricity generation. We are liable for compensation claim if we fail to meet guaranteed electricity generation.

We also provide corrective maintenance on an ad-hoc basis when required.

6. INFORMATION ON OUR GROUP (CONT'D)

(d) Expiry of PPA

Upon the expiry of the PPA, we will proceed with either of the following in accordance to the customer's preference.

(i) Facility transfer

The customer may claim ownership of the solar PV facility where we will transfer the entire solar PV facility to the customer. We will transfer all the relevant documents including any valid warranty of the PV modules provided by the PV module manufacturer to the customer. This applies to the BOOT model; or

(ii) Dismantle solar PV facility

The customer may request for the removal of the solar PV facility where we will uninstall and remove the entire solar PV facility from the customer's property within 30 days from the expiry of the PPA. This applies to the BOO and AOO models.

For the Financial Years Under Review, all of our PPAs have an agreement term of 15 to 25 years.

6.3.6 R&D

Due to the nature of our Group's business, we are not involved in any research and development activities and we have not recognised any research and development expenditure for the Financial Years Under Review.

6.3.7 Technology

We do not employ any special technology in our business operations. However, we rely on the technologies embedded in the solar PV modules and balance of system as well as software tools in our day-to-day operations.

6.3.8 Sales and Marketing

Generally, we secure our projects using a combination of direct negotiation with the prospective customer or through tenders as follows:

- (i) Direct negotiation
 - EPCC projects for solar PV facilities;
 - Construction and installation of solar PV facilities; and
 - Solar power generation and supply;
- (ii) Tenders
 - EPCC projects for LSS PV plants; and
 - Construction and installation of solar PV facilities.

We approach new customers through our sales and marketing activities as well as referrals from our existing and previous customers. Our capabilities in providing solar PV services are backed by our track record of approximately 9 years since the commencement of operations in 2013.

6. INFORMATION ON OUR GROUP (CONT'D)


Generally, our sales and marketing strategies are focused on building our credibility and raising awareness of our capabilities. As at the LPD, we have a total of 5 sales and business development personnel. We adopt the following marketing strategies to reach a wider network of potential customers:

- (i) Hosting webinars as well as participate in webinars where we partner with external organisations to create awareness and promote our solar PV services. The subjects for the webinars mainly focus on the advantages of solar PV facilities as well as incentives offered by the Government. For the Financial Years Under Review and up to the LPD, we participated in various webinars including collaborating with third parties such as Malaysian Industrial Development Finance Berhad (MIDF), Shenzhen Growatt New Energy Co., Ltd. and Malaysian Investment Development Authority (MIDA), Federation of Malaysian Manufacturers and Universiti Tunku Abdul Rahman.
- (ii) Appointment of agents to promote our EPCC services as well as solar power generation and supply packages. As at the LPD, we have appointed 6 agents in Malaysia where the commission for the agents are based on the installed capacity of projects secured.
- (iii) Participate in tender invitation from prospective customers;
- (iv) Maintaining our corporate website and social media platform to showcase and highlight our strength and capabilities in the provision of solar PV services.
- (v) To promote the adoption of renewable energy where we work with solar PV investors that enable prospective solar energy users to opt for zero capital expenditure for the installation of solar PV facilities. This is demonstrated by the fact that we carry out EPCC of solar PV facility projects for customers who are solar PV investors including GSPARX Sdn Bhd, HIS Cenergi Sdn Bhd and Evergreen Fintech Sdn Bhd. We are on the solar PV investors' panel of contractors in the area of EPCC services for their rooftop solar PV facility investment projects. The solar PV investor will fund the cost of the EPCC for the rooftop solar PV facility which will generate solar power to the solar energy user. The solar power tariff is agreed between the user and the solar PV investor.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.3.9 Intellectual property rights, patents, trademarks and registrations**

Our Group currently holds the following trademarks, all of which are registered under Fabulous Sunview:

Trademark	Issuing authority / Trademark no.	Class / Description	Validity period	Condition
	Intellectual Property Corporation of Malaysia / 2016050859	Trademark - Class 37 Installation, repair and maintenance of solar thermal installations, installation, repair and maintenance of solar energy systems; all included in Class 37	19 January 2016 to 19 January 2026	Registered

6.3.10 Contract / arrangements on which our Group is materially dependent

There is no contract or arrangement on which our Group is materially dependent.

6.3.11 Interruptions to business and operations

Save as disclosed below, there has not been any material disruption to our business activities during the past 12 months prior to the LPD.

COVID-19 pandemic

The World Health Organisation declared COVID-19 a pandemic on 11 March 2020. The Government implemented several measures to reduce and control the spread of COVID-19 commencing from 18 March 2020. These measures include restrictions on the movement of people within Malaysia and internationally, and restrictions on business, economic, cultural and recreational activities. As a result, we have experienced interruptions to our business due to the various imposition of Movement Control Order (MCO) by the Government which restricted the movement of people within Malaysia and internationally as well as the restriction on business, economic, cultural and recreational activities to contain the COVID-19 pandemic.

6. INFORMATION ON OUR GROUP (CONT'D)

Please refer to Section 8.1.7 of this Prospectus for the risk factor in relation to the prolonged COVID-19 pandemic.

(i) Various MCO Measures in 2020

MCO

On 16 March 2020, the Government had announced the MCO to curb the spread of COVID-19 in Malaysia. The MCO was implemented from 18 March 2021 and was extended into several phases as below:

- The first phase of MCO took place from 18 March 2020 to 31 March 2020.
- The MCO was extended with the implementation of the second phase of MCO which took place from 1 to 14 April 2020.
- The third phase of MCO was implemented which took place from 16 to 28 April 2020.
- The fourth phase of MCO was implemented which took place from 29 April to 3 May 2020.

Measures under the MCO included, among others, the closure of all businesses except those classified under “essential services” or business that have received written approval to operate from MITI, restrictions on the movement of people within Malaysia and restrictions on international travel to and from Malaysia.

During the MCO periods, our business operations had been temporarily suspended for 55 days from 18 March 2020 to 11 May 2020 and resumed partial operations from 12 May 2020 after receiving MITI approval on 4 May 2020. Our management and administrative staff had to work from home. We also notified our customers on the suspension of fieldworks due to MCO restrictions. During this period, 12 of our EPCC of solar PV facility projects and construction and installation projects were temporarily suspended. As at the LPD, all of the said projects have been completed. We have applied for EOT from our customers for projects that requires an EOT. For the Financial Years Under Review and up to the LPD, we have not experienced any claims for LAD, or penalties on delays and project cancellations. Our Directors noted that this was a temporary situation and we took steps to submit our applications to MITI for the resumption of our on-site installation activities.

CMCO period

The Government implemented the CMCO from 4 May 2020 to 9 June 2020. The CMCO relaxed some of the measures implemented during the MCO, including allowing many economic sectors to resume business provided that specified guidelines and SOP were followed. Restrictions on the movement of people within Malaysia were also relaxed, while restrictions on international travel were modified slightly.

On 12 May 2020, we resumed our business operations at a workforce capacity of 70.00% and our management commenced preparation of works for the resumption of on-site operations including but not limited to, the implementation of the standard operating procedures (SOP) following the guidelines from the Government. Our on-site operations resumed operations at a workforce capacity of 30.00% on 12 May 2020.

6. INFORMATION ON OUR GROUP (CONT'D)

RMCO period

The CMCO was followed by the RMCO from 10 June 2020 to 31 December 2020. Starting from 10 June 2020, almost all economic sectors were allowed to resume provided they follow specified guidelines and SOP. The movement of people within Malaysia was further relaxed with subsisting restrictions on international travel during the CMCO period. Our business operations and on-site installation continued to operate at a workforce capacity of 71.43% and 28.57% respectively, according to guidelines and SOP.

Reimposition of the CMCO

Subsequent to the RMCO, there were targeted enhanced MCO (TEMCO) imposed in specific locations resulting from a resurgence in COVID-19 infections. On 12 October 2020, the Government announced an imposition of the CMCO in Selangor, Kuala Lumpur and Putrajaya from 14 October 2020 which was further extended to 20 December 2020. The measures imposed under the CMCO included among others, restrictions on the movement of people within affected areas including a prohibition of inter-district movements, limiting the operational hours of certain services such as restaurants and supermarkets, and closure of schools. During this period, we continued to operate at a workforce capacity of 9.52% in our office and 30.95% at our on-site operations according to guidelines and SOP.

(ii) Various MCO Measures in 2021

Reimposition of the MCO (MCO 2.0 and MCO 3.0), CMCO and RMCO

The CMCO was uplifted and a second MCO (MCO 2.0) was imposed immediately from 13 January 2021, and subsequently transitioned to CMCO or RMCO depending on state. Subsequently, following increases in the number of new COVID-19 cases, the third MCO (MCO 3.0) was reimposed in Kelantan from 16 April 2021, followed by 6 districts in Selangor which started from 6 May 2021 as well as Kuala Lumpur and several districts and mukims in Terengganu, Johor and Perak from 7 May 2021. On 10 May 2021, the Government announced the nationwide reimposition of MCO starting from 12 May 2021 to 7 June 2021. The measures imposed under the MCO included among others, restrictions on the movement of people within Malaysia and restrictions on international travel to and from Malaysia, the closure of all businesses except those classified under "essential economic sector" or have received written approval to operate from the MITI and only 30% of employees in the top management group are allowed to be in the office. We received MITI approvals on 12 January 2021 and 26 May 2021 which allowed us to operate at various phases of the MCO. During this period, we continued to operate at a workforce capacity of approximately 30.00% for both our office as well as on-site operations according to guidelines and SOP.

MCO measures under the National Recovery Plan in 2021

On 28 May 2021, the Government announced the imposition of a nationwide FMCO. Under the FMCO period, all sectors were not allowed to operate during this period except for those in the essential economic and service sectors.

Other control measures implemented included restrictions on the movement of people within Malaysia and internationally, and restrictions of business, economic, cultural and recreational activities.

Subsequently, on 15 June 2021, the Government announced the NRP, a phased exit strategy from the COVID-19 crisis and the MCO which will be from June to December 2021. The NRP consists of 4 phases including FMCO and Phase 1 of NRP which commenced from 1 June 2021 and subsequently transitioned to phase 2 FMCO for states with lower number of new COVID-19 cases or higher vaccination rates.

6. INFORMATION ON OUR GROUP (CONT'D)

The second phase allow the reopening of some economic sectors in stages. Social activities and movements will continue to be tightly controlled with interstate travel prohibited. This will be followed by the third phase where nearly all economic sectors will be allowed to operate subject to strict SOP and restrictions on the number of people allowed to be physically present at workplaces. Lastly, the fourth phase of the NRP will see a full reopening of the economy, where interstate travel and domestic tourism will also be allowed.

Our business operations were suspended from 1 June 2021 following the implementation of NRP. All our management and administrative staff had to work from home within various constraints placed by the Phase 1 of NRP including the FMCO. We also notified our customers about the suspension of fieldworks due to the constraints we encountered during the said NRP period. Our on-site operations were temporary suspended from 1 June 2021 up to mid-July 2021. During this period, 16 of our EPCC of solar PV facility projects and construction and installation projects were temporarily suspended. As at the LPD, 11 of these projects have been completed while the remaining 5 projects are still on-going. We have applied for EOT from our customers for projects that requires an EOT. For the Financial Years Under Review and up to the LPD, we have not experienced any claims for LAD, or penalties on delays and project cancellations. Subsequently we resumed our onsite operations from 12 July 2021 onwards. Please refer to Section 6.3.11 (iv) of this Prospectus for further details on the impact on our business and financial performance.

We took steps to submit our applications to MITI for the resumption of our business operations and we received approvals from the MITI on 12 July 2021, 17 August 2021 and 17 September 2021 which allowed us to operate during the various phases of NRP. On 12 July 2021, we resumed business operations at a 60% of workforce capacity for our office operations and 35.71% for our on-site operations as Klang Valley are under the Phase 1 of NRP. On 10 September 2021, the Klang Valley transitioned into Phase 2 of NRP and we are permitted to increase our workforce capacity from 60% to 80% for our business operations while our on-site operations were operating at a workforce capacity of 36.21%. On 1 October 2021, the Klang Valley transitioned into Phase 3 of NRP and we are permitted to increase our workforce capacity from 80% to 100% for our business operations while our on-site operations were operating at a workforce capacity of 36.67%. On 18 October 2021, the Klang Valley transitioned into Phase 4 of NRP and we are permitted to increase our workforce capacity to 100% while our on-site operations were operating at a workforce capacity of 41.27%. As at the LPD, 100% of our employees are fully vaccinated.

(iii) Transition into endemic phase in 2022

On 1 April 2022, Malaysia began its transition into endemic phase, and we continued to operate at full workforce capacity according to Government SOP and guidelines.

(iv) Measures and steps taken in our business operations in response to COVID-19 pandemic

Since the resumption of our business after the temporary suspensions during the MCO in 2020, FMCO and Phase 1 of NRP period in 2021, we took precautionary measures and implemented the following SOP for our business operations:

- (i) compulsory Health declaration by all employees and visitors to declare their travel history and current health status before entering the company's premises or project sites;
- (ii) compulsory scanning on MySejahtera apps for contact tracing purposes;
- (iii) temperature reading as well as contact details of visitors, subcontractors and employees must be recorded before they enter into the office and project sites. Visitors, subcontractors and employees with body temperature above 37.5°C are not allowed to enter into the office and project sites;

6. INFORMATION ON OUR GROUP (CONT'D)

- (iv) practising social distancing in the office and project sites;
- (v) requiring all visitors, subcontractors and employees to wear face masks at all times in the company's premises or project sites;
- (vi) minimising physical meetings and avoiding unnecessary business-related travelling;
- (vii) providing hand sanitisers at the main entrance of company's premises and all common areas;
- (viii) implementation of preventive response procedure in managing and ensuring shortest possible time in resuming business when infection in the workplace is reported;
- (ix) sanitising all common areas in our operational offices at least once daily;
- (x) staggering hours of lunch break for employees to avoid crowding at pantry area;
- (xi) requiring employees who developed any symptom of COVID-19 to immediately go for diagnosis and treatment;
- (xii) self-quarantine for 14 days for confirmed COVID-19 cases among our employees;
- (xiii) requiring employees that has been recognised as a close contact to a COVID-19 patient to undergo COVID-19 test. The close contact employee is only allowed to return to work if their test result is negative; and
- (xiv) requiring employees to a make health declaration (which include their recent travel history and current health status) on a daily basis.

If any of our employees are infected with COVID-19, we may be required to temporarily shut down our operations for a period of time or as advised by the Ministry of Health, Malaysia to contain the spread of COVID-19. Furthermore, in the event of an infection, all of our employees and/or our subcontractors' workers will have to undergo COVID-19 testing and we may be required to temporarily shut down the affected office and on-site installation sites for the time required to conduct cleaning and disinfection as may be advised by the Ministry of Health, Malaysia. In the event of an infected case at the project site, as the employer, we will bear the swab test and quarantine cost of our employees, as well as cost of sanitisation and disinfection, works at the affected project site.

Between MCO and up to the LPD, a total of 31 of our employees were tested positive for COVID-19. As at the LPD, all of the 31 employees have recovered. The steps that we have taken in response to an employee receiving a positive diagnosis for COVID-19 include the following:

- The employee who has received the positive diagnosis for COVID-19 (Category A staff) is required to self-quarantine and is not allowed to return to their workplace for 4 to 7 days.
- We conduct contact tracing to identify all close contacts of the Category A staff. Close contacts are classified as Category B, and they are immediately tested for COVID-19. If the result is positive, the person is classified as Category A staff. If the result is negative, the person is still required to self-quarantine for 4 to 7 days. They are required to repeat the COVID-19 test at the end of the self-quarantine period and obtain a negative result before they are allowed to return to work.
- Employees who had close contact with Category B staff (Category C staff) are required to self-quarantine until their Category B contact completes their self-quarantine period or receives their COVID-19 test result.

6. INFORMATION ON OUR GROUP (CONT'D)

If the test result is negative, the Category C staff is permitted to return to the workplace. If the test result is positive, the person's classification will be changed to Category B.

We conducted full sanitisation of the workplace and department of employees who received positive diagnoses for COVID-19.

Between MCO period and up to the LPD, our additional medical and related cost incurred to implement precautionary measures and to comply with SOP amounted to RM0.06 million.

(v) Impact on our business and financial performance**(a) FYE 2021**

As a result of the implementation of MCO by the Government, our business operations were temporarily suspended from 18 March 2020 to 11 May 2020. Our financial performance was impacted due to the delay in billings as we experienced a slowdown in our operations as well as temporary suspension of our on-going projects. We were only able to bill our customers based on work done for our solar PV facility projects before the MCO as well as recurrent billings from the solar power generation and supply.

The financial impact resulting from the MCO was reflected in the first quarter of FYE 31 March 2021 as summarised in the table below:

	Quarter 1 FYE 2021 <i>(Apr 2020 – Jun 2020)</i>	Quarter 2 FYE 2021 <i>(July 2020 – Sept 2020)</i>	Quarter 3 FYE 2021 <i>(Oct 2020 – Dec 2020)</i>	Quarter 4 FYE 2021 <i>(Jan 2021 – Mar 2021)</i>
Revenue (RM'000)	5,788	11,230	9,760	16,551
Quarter-on-quarter change (%)	-54.09	94.02	-13.09	69.58

Our Group's revenue declined by 54.09% in the first quarter of FYE 31 March 2021 compared to the fourth quarter of the previous financial year mainly due to the temporary suspension of our on-site operations for our EPCC projects as well as solar PV related construction and installation works. During the first quarter of FYE 31 March 2021, we experienced a temporary suspension on our on-site operations from 18 March 2020. We resumed business operations partially since 12 May 2020.

Upon resumption of business operations since 12 May 2020, our project onsite activities increased from the second quarter of FYE 2021 to make up for the lost time from the lower onsite activities in the first quarter of FYE 2021 as reflected in the improvement in revenue by 94.02% in the second quarter of FYE 2021 compared to the first quarter of FYE 2021. Despite the business interruptions during the MCO period in 2020, our overall financial performance for FYE 2021 was not materially affected as our revenue increased by 64.28% to RM43.33 million for FYE 2021 (FYE 2020: RM26.38 million), whereas our total GP increased by RM6.73 million or 109.82% to RM12.87 million for FYE 2021 (FYE 2020: RM6.13 million).

Our net cash used in operating activities was RM1.20 million. This was mainly due to the decrease in contract liabilities mainly due to work completed and have been recognised as revenue, and increase in trade and other receivables mainly due to increase in trade receivable which was in line with the higher progress billing as a result of more projects executed during the FYE 2021.

6. INFORMATION ON OUR GROUP (CONT'D)

Nonetheless, there was no material impact on the collectability of our trade receivables. For the FYE 2021, our trade receivables turnover period decreased to 100 days (FYE 2020: 124 days) mainly due to partial settlement made from 2 major customers and consistent follow up by our Group with customers for payment.

During the MCO1.0 period, we continued to incur costs including staff cost, depreciation expenses, finance cost and other administrative expenses. In the FYE 2021, we also incurred additional medical and related costs for the implementation of precautionary measures and complying with SOP. Between MCO period and up to the LPD, the total medical and related cost incurred was RM0.06 million.

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6. INFORMATION ON OUR GROUP (CONT'D)**(b) FYE 2022**

Under the Phase 1 of NRP with a full lockdown and FMCO which started on 1 June 2021, our business operations were affected when our management and administrative staff had to work from home during Phase 1 of NRP period, while our on-site operations were temporary suspended from 1 June 2021 up to mid-July 2021. Subsequently we resumed our onsite operations from 12 July 2021 onwards.

In addition, we have notified our customers about disruptions and constraints resulting from the FMCO and Phase 1 of NRP period and we have sought EOT for our projects. As at the LPD, we have sought extension of time from our customers for those projects that have been delayed by the work stoppages and slowdown during the FMCO and Phase 1 of NRP period. Pursuant to the said business disruptions, as at the LPD, we have sought extension of time from our customers for the following projects:

EPC Solar PV facility Projects

Project Name	Contractual completion date	Extended completion date (approved/pending EOT)	Approximate % of Completion as at LPD	Remaining Contract Value as at LPD (RM '000)
GV Bumisinar 3.22 MWp Rooftop Solar PV Facility Project	January 2022	August 2023 / (approved)	61.14	2,772
Gsparx Wipro Unza 0.49 MWp Rooftop Solar PV Facility Subang Project	November 2021	May 2022 / (approved)	100.00	-
Industrial 1.01 MWp Rooftop Solar PV Facility Klang Project	May 2021	September 2022 / (pending)	91.05	200
Malakoff Aeon 2.11 MWp Rooftop Solar PV Facility Cheras Project	October 2021	January 2022 / (pending)	100.00	-
Cenergi Inokom 1.21 MWp Rooftop Solar PV Facility Padang Serai Project	November 2021	March 2022 / (approved)	100.00	-

Solar PV Facilities Related Construction and Installation Works Projects

Project Name	Contractual completion date	Extended completion date (approved/pending EOT)	Approximate % of Completion as at LPD	Remaining Contract Value as at LPD (RM '000)
1.37 MWp Rooftop Solar PV Facility Johor Bahru Project	July 2021	December 2021 (approved)	100.00	-
Sinohydro 100.00 MWac LSS 3 PV Plant Marang Project – Electrical work package	October 2021	May 2022 (pending)	100.00	-
Sinohydro 100.00 MWac LSS 3 PV Plant Marang Project – Mechanical work package	October 2021	May 2022 (pending)	100.00	-

Please refer to Section 6.3.3.1 (iv) (b) and Section 6.3.3.2 (iii) (b) of this Prospectus for further details on our on-going projects.

6. INFORMATION ON OUR GROUP (CONT'D)

In the event of failure to obtain the EOT from customers, we may be subject to potential LAD claims including delay LAD and abandonment LAD based on the terms of the contract. As at LPD, we have received approval for EOT for 4 out of 8 of our projects which requires an EOT while the remaining 4 are still pending approval from the customers. In the event the request for EOT is rejected by our customers, we may be subject to potential LAD claims based on the terms stipulated in the contracts. As at the LPD, our maximum exposure with regards to the LAD is RM1.99 million.

The on-site operations for our on-going projects were affected during the said period and we notified our customers of the suspension of onsite works due to the constraints we encountered during the said NRP period. Please refer to the table above for further details on our on-going projects that were affected due to the full lockdown period during Phase 1 of NRP.

We were only able to bill our customers based on work done for our solar PV facilities projects before Phase 1 of NRP as well as recurrent billings from solar power generation and supply. Due to the suspension of onsite projects during the NRP period including FMCO, this has affected our monthly revenue between June and July 2021 for the FYE 31 March 2022. Subsequently, our revenue performance improved progressively from the month of August 2021 onwards since the resumption of our operations in mid-July 2021.

The financial impact resulting from the MCO was reflected in the first quarter of FYE 31 March 2022 as summarised in the table below:

	Quarter 1 FYE 2022 <i>(Apr 2021 – Jun 2021)</i>	Quarter 2 FYE 2022 <i>(July 2021 – Sept 2021)</i>	Quarter 3 FYE 2022 <i>(Oct 2021 – Dec 2021)</i>	Quarter 4 FYE 2022 <i>(Jan 2022 – Mar 2022)</i>
Revenue (RM'000)	8,343	18,325	32,074	40,521
Quarter-on-quarter change (%)	-49.59	119.63	75.03	26.33

Our net cash used in operating activities was RM27.71 million for the FYE 2022. This was mainly due to the increase in contract assets which was contributed by services performed but pending billing to customers and increase in contract liabilities mainly due to advance payment received from customers.

Nonetheless, there was no material impact on the collectability of our trade receivables. Our total net receivables stood at RM9.10 million as at 31 March 2022. As at the LPD, RM4.28 million or 47.03% of our total trade receivables outstanding have been collected.

The remaining RM4.82 million or 52.97% of the total trade receivables were still outstanding as at the LPD, out of which RM3.67 million or 76.06% of the outstanding amount exceeded the credit period mainly attributed to, among others, some customers which require longer internal processing time to verify the claim before making the payment to us.

As at the LPD, our Group has a combined limit for trade facilities of RM123.55 million, of which RM28.06 million was unutilised. In addition, our cash and bank balances as at the LPD is RM43.13 million.

6. INFORMATION ON OUR GROUP (CONT'D)

For the Financial Years Under Review and up to the LPD, we have not experienced any claims for LAD or penalties on delays in project completion. As at the LPD, we have not received any claw-back or reduction in banking facility limits granted to us by the financial institutions. We do not expect any difficulties in meeting our debt repayment obligations during the next 12 months.

(vi) Impact on our supply chain

While our supply chain was impacted by the COVID-19 pandemic that affected Malaysia and many countries globally, nevertheless the impact was not material.

During the MCO period in 2020, shipments of solar PV modules from our suppliers in China took a longer time to be delivered due to containment measures taken by the government of China in January 2020 and February 2020 as well as the imposition of MCO in Malaysia in March 2020 and April 2020. However, we have the required level of stocks of these equipment and materials during this period for our on-going projects which enabled us to carry out onsite activities upon the resumption of works.

Similarly, during the FMCO and Phase 1 of NRP period in 2021, we have the required level of stocks of these equipment and materials for our on-going projects which enabled us to carry out the onsite activities upon the resumption of works.

Components of solar PV facilities such as solar PV modules are mainly manufactured and imported from foreign countries in bulk and are subjected to fluctuation in sea freight rate. Sea freight rates have been on an increasing trend since the second half of 2020 from US\$2,032/forty-foot equivalent unit (FEU) on 2 July 2020 to US\$10,377/FEU on 23 September 2021, and subsequently decreased to US\$6,224/FEU on 18 August 2022. The increase in sea freight rates was mainly due to the imbalance between demand and supply of containers resulting from the COVID-19 conditions in different economies as well as the imbalanced trade between China and the US where China exports more than it imports, thereby creating an insufficient supply of empty containers for China's export requirements. The increase in sea freight is likely to be reflected in the cost of solar PV modules. *(Source: Industry Overview)*

In our project budgeting process, our cost estimation will take into consideration potential increases in prices of major equipment such as solar PV modules and inverters as well as construction materials. In the event of any significant increases in cost of materials where we have not budgeted for and are unable to pass the increases in costs to our customers, this could affect our project profitability and financial performance. We have experienced increases in prices of solar PV modules where our average purchase price for solar PV modules has been increasing between mid-2020 and up to the LPD. We also experienced increases in sea freight rates for our imports of solar PV modules from China since mid-2020 and up to the LPD.

Notwithstanding the continuing COVID-19 pandemic, we have not encountered any material supply disruptions for any new orders of any solar PV equipment and materials for our business operations as at the LPD.

(vii) Impact on our earnings prospects

Our business was affected due to the impact of the COVID-19 pandemic which resulted in a temporary suspension of our business operations during the MCO period in 2020, FMCO and Phase 1 of NRP periods in 2021.

In 2020, the overall power industry was impacted by the COVID-19 pandemic in terms of electricity generation and consumption, which declined by 3.5% and 4.7% respectively. This was mainly due to the adverse impact on Malaysia's economy attributed to measures taken by the Government to contain the spread of COVID-19. In 2021, the electricity generation and consumption increased by 1.2% and 1.7% respectively. *(Source: Industry Overview)*

6. INFORMATION ON OUR GROUP (CONT'D)

In 2021, Malaysia's economy recovered to grow by 3.1% compared to 2020, mainly attributed to the gradual reopening of economic sectors as well as strong exports and continued policy aid from the Government from households and businesses. In first half of 2022, the real GDP of Malaysia's economy grew by 6.9% compared to first half of 2021. Overall, the economy in Malaysia is estimated to grow within the range of 5.3% to 6.3% in 2022. *(Source: Industry Overview)*

Nevertheless, we are of the view that the COVID-19 pandemic will not have a material adverse impact on our prospects in the long run. This view takes into consideration the gradual recovery of Malaysia's economy supported by the various economic stimulus packages provided by the Government.

As at the LPD, our order book was RM558.34 million based on total unbilled contract value of our on-going and new projects including 7 EPCC of LSS PV plant projects which are expected to be completed progressively between FYE 2023 and FYE 2024.

(viii) Impact on our future plan and strategies

Part of our future plans include the follows:

- (a) Expansion of solar PV business which includes expansion into EPCC of LSS PV plants which are primarily ground mounted solar PV plants. As at the LPD, we have 35 on-going and new solar PV facilities projects, including 28 rooftop solar PV facility projects and 7 LSS solar PV plant projects;
- (b) Complementary RE facilities and products which include EPCC of other RE facilities, and expand into complementary products for the integration into solar PV facilities include IoT solar energy system and current limiting reactor;
- (c) Set-up new offices for business expansion include a new office in Johor, Malaysia; and
- (d) Purchase operational equipment for our solar PV services business include the purchase of electrical testing instruments and equipment, mechanical and construction equipment as well as IT related system for solar PV applications.

In the event of a prolonged COVID-19 pandemic and/or any re-implementation of FMCO measures and/or increase in restrictions on MCO, this could adversely affect our ability in implementing our future plans and strategies as per the timeline set out in Section 6.10 of this Prospectus. Failure to implement our business strategies in a timely manner may adversely affect our future business and financial performance.

6.3.12 Seasonality

We do not experience any material seasonality in our business as the nature of our business operations is project based and are not subject to seasonal fluctuations.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.4 EMPLOYEES**

All of the employees in our Group are based in Malaysia. A summary of our Group's employees as at the LPD is as follows:

Department	Number of employees as at the LPD
Management	4
CEO Office	2
Business Development (<i>including Marketing</i>)	6
Finance and Accounting	6
HR, Administration and IT	5
O&M	3
Quality Management	1
Project (<i>including Project, LSS Project Development, Project Support and Tender</i>)	30
Technical	12
Total	69

As at the LPD, our Group had no foreign employees and 24 contractual employees for LSS projects.

None of our employees are members of any union nor have there been any major industrial disputes in the past.

6.4.1 Operational Facilities

We operate from the following facilities:

Company	Main Functions	Approximate Built-up Area (sq. ft.)	Location of Facilities
Fabulous Sunview Sdn Bhd	Storage facility	5,899	7, Jalan 22/6, Off Jalan Bukit Belimbing, Section 22, 40300 Shah Alam, Selangor
Fabulous Sunview Sdn Bhd, Suntech Energy Sdn Bhd, Solarcity REIT Sdn Bhd, Solare Truss Sdn Bhd, Vafe System Sdn Bhd	Head office and sales office	7,792	01-9, 9 th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor

6. INFORMATION ON OUR GROUP (CONT'D)

6.5 MAJOR CUSTOMERS

Our top 5 major customers for the FYE 2019, FYE 2020, FYE 2021 and FYE 2022 are as follows:

FYE 2019

Major customers	Customer type	Main type of services provided	RM'000	% of total revenue ⁽¹⁾	Length of business relationship (years) ⁽²⁾
Watertec (Malaysia) Sdn Bhd	Building owner	EPCC of solar PV facilities	1,340	23.70	less than 1 year
Yuen Fee (Wan Soon) Engineering Sdn Bhd	Building owner	EPCC of solar PV facilities	980	17.34	less than 1 year
SCT Industries (M) Sdn Bhd	Building owner	EPCC of solar PV facilities	926	16.39	less than 1 year
Kerjaya Prospek (M) Sdn Bhd	Main contractor	EPCC of solar PV facilities	417	7.39	1
E&A Letrik (M) Sdn Bhd	Main contractor	Subcontracted works	255	4.50	1
Total top 5 major customers			3,918	69.32	

FYE 2020

Major customers	Customer type	Main type of services provided	RM'000	% of total revenue ⁽¹⁾	Length of business relationship (years) ⁽²⁾
MSR Projects Sdn Bhd	Main contractor	Subcontracted works	8,478	32.14	1
Gsparx Sdn Bhd	Investor	EPCC of solar PV facilities	5,413	20.52	1
Scatec Solar Solutions Malaysia Sdn Bhd	Main contractor	Subcontracted works	4,628	17.55	less than 1 year
Edmark Industries Sdn Bhd	Building owner	EPCC of solar PV facilities	1,845	7.00	less than 1 year
Platinum Phase Sdn Bhd	Building owner	EPCC of solar PV facilities	1,107	4.20	less than 1 year
Total top 5 major customers			21,471	81.41	

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6. INFORMATION ON OUR GROUP (CONT'D)**FYE 2021**

Major customers	Customer type	Main type of services provided	RM'000	% of total revenue ⁽¹⁾	Length of business relationship (years) ⁽²⁾
Solar Greencells Sdn Bhd	Main contractor	Subcontracted works	12,064	27.84	1
Gsparx Sdn Bhd	Investor	EPCC of solar PV facilities	5,900	13.62	2
Munchy Food Industries Sdn Bhd	Main contractor	EPCC of solar PV facilities	4,557	10.52	1
LPE Engineering Sdn Bhd	Main contractor	Supply of materials and site survey services	4,195	9.68	less than 1 year
MSR Projects Sdn Bhd	Main contractor	Subcontracted works	2,837	6.55	2
Total top 5 major customers			29,553	68.21	

FYE 2022

Major customers	Customer type	Main type of services provided	RM'000	% of total revenue ⁽¹⁾	Length of business relationship (years) ⁽²⁾
Customer A ⁽³⁾	Facility owner	EPCC of solar PV facilities	13,905	14.01	1
Adil Bestari Sdn Bhd	Main contractor	EPCC of solar PV facilities	12,879	12.97	1
GV Bumi Sandakan Sdn Bhd	Facility owner	EPCC of solar PV facilities	10,750	10.83	1
Sinohydro Corporation (M) Sdn Bhd	Main contractor	Subcontracted works	8,541	8.60	less than 1 year
Malakoff Radiance Sdn Bhd	Investor	EPCC of solar PV facilities	5,550	5.59	less than 1 year
Total top 5 major customers			51,625	52.00	

Notes:

- (1) Total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022 was RM5.65 million, RM26.37 million, RM43.33 million and RM99.26 million, respectively.
- (2) Length of business relationship is determined as at the respective FYEs.
- (3) Customer A is principally involved in investment, implementation and operation of renewable energy projects. Customer A is a subsidiary of a company listed on Bursa Securities which is principally involved in the manufacture of pipes, construction activities, property development and investment, as well as trading of steel related materials and building materials for the water supply industry. There is a confidentiality clause in the agreement entered into between Fabulous Sunview and Customer A which restricts Fabulous Sunview from disclosing any information pertaining to the company and the works performed under the agreement. We have written to Customer A to seek consent for disclosure of their identity and financial information pursuant to the IPO but the consent was not granted.

6. INFORMATION ON OUR GROUP (CONT'D)

For the Financial Years Under Review, we are not dependent on any of our above customers as the nature of our business is project based.

Please refer to Section 8.1 of this Prospectus for further details on risks relating to the nature of our business which is project based.

6.6 MAJOR SUPPLIERS

Our top 5 major suppliers for the FYE 2019, FYE 2020, FYE 2021 and FYE 2022 are as follows:

FYE 2019

Major suppliers	Main types of products / services provided	RM'000	% of total purchases⁽¹⁾	Length of business relationship (years)⁽²⁾
Hefei JA Solar Technology Co. Ltd, China	Solar PV modules	835	21.33	3
Hanwha Q Cells Malaysia Sdn Bhd	Solar PV modules	404	10.31	2
Shanghai JA Solar Technology Co. Ltd, China	Solar PV modules	313	8.00	less than 1 year
Inverpower Sdn Bhd	Inverters	300	7.66	3
SW Electric Sdn Bhd	Solar logger	187	4.78	less than 1 year
Total top 5 major suppliers		2,039	52.08	

FYE 2020

Major suppliers	Main types of products / services provided	RM'000	% of total purchases⁽¹⁾	Length of business relationship (years)⁽²⁾
Southern Cable Sdn Bhd	Cables	3,353	17.25	less than 1 year
LPE Enterprise	Installation works	2,052	10.56	2
Hanwha Q Cells Malaysia Sdn Bhd	Solar PV modules	1,810	9.31	3
Jinko Solar Co. Ltd, China	Solar PV modules	1,761	9.06	less than 1 year
ECE Electric Current Engineering (M) Sdn Bhd	Installation works	1,193	6.14	less than 1 year
Total top 5 major suppliers		10,169	52.32	

6. INFORMATION ON OUR GROUP (CONT'D)**FYE 2021**

Major suppliers	Main types of products / services provided	RM'000	% of total purchases⁽¹⁾	Length of business relationship (years)⁽²⁾
JA Solar International Ltd, Hong Kong	Solar PV modules	4,805	16.44	1
LPE Enterprise	Installation works	3,504	11.99	3
ECE Electric Current Engineering (M) Sdn Bhd	Installation works	2,515	8.61	1
Jinko Solar Co. Ltd, China	Solar PV modules	1,256	4.30	1
Inverpower Sdn Bhd	Inverters	1,023	3.50	5
Total top 5 major suppliers		13,103	44.84	

FYE 2022

Major suppliers	Main types of products / services provided	RM'000	% of total purchases⁽¹⁾	Length of business relationship (years)⁽²⁾
JA Solar International Limited, Hong Kong	Solar PV modules	11,763	16.00	2
Sol Power Engineering Sdn Bhd	Installation works	7,675	10.44	less than 1 year
Marudu Network Sdn Bhd	Solar PV modules	7,273	9.89	less than 1 year
Aquanaz Solution Sdn Bhd	Installation works	7,100	9.66	less than 1 year
Trina Solar Energy Development Pte, Ltd, Singapore	Solar PV modules	6,056	8.24	less than 1 year
Total top 5 major suppliers		39,867	54.23	

Notes:

- (1) Total purchases for FYE 2019, FYE 2020, FYE 2021 and FYE 2022 was RM3.92 million, RM19.44 million, RM29.23 million and RM73.51 million, respectively.
- (2) Length of business relationship is determined at each of the respective FYE.

Our purchases from JA Solar Group, including those made through its subsidiaries (including Hefei JA Solar Technology Co. Limited, Shanghai JA Solar Technology Co. Limited and JA Solar International Limited) collectively represented 29.33%, 11.85%, 20.37% and 16.00% of our total purchases of equipment, materials and services for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively. We are not dependent on JA Solar Group as we can source solar PV modules from other suppliers.

In addition, we are not dependent on any single supplier of products or services as similar purchases can be sourced from other suppliers. As we do not have any long term or exclusive contracts with our suppliers and our purchases are based on issuance of purchase order as and when needed, there will not be any switching cost involved if we were to purchase our solar PV modules or other equipment and materials from other suppliers.

6. INFORMATION ON OUR GROUP (CONT'D)

6.7 EXCHANGE CONTROL

All corporations in Malaysia are required to adopt the single-tier dividend system. All dividends distributed by Malaysian resident companies under the single-tier dividend system are not taxable. Further, the Government does not levy withholding tax on dividend payments. Therefore, there is no withholding tax imposed on dividends paid to non-residents by Malaysian companies. There is also no Malaysian capital gains tax arising from the disposal of listed shares.

We do not have any foreign subsidiaries presently. As such, as at the LPD, there are no governmental law, decree, regulation or other requirement which may affect the repatriation of capital and remittance of profit by or to our Group.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.8 KEY MACHINERY AND EQUIPMENT**

Our main machinery and equipment for our Group's business operations are as follows:

Main equipment and tools	Number of units	Net book value as at 31 March 2022
		RM'000
Solar PV facilities ⁽¹⁾	17	25,344
Testing tool	16	67
Data logger	3	17
Pile driver	1	31
Drone	5	19
Hand drills and driver	3	20
Others ⁽²⁾	48	72
TOTAL		25,570

Notes:

- (1) We are an asset owner of solar PV facilities for our solar power generation and supply operations. As at 31 March 2022, the total investment cost of our solar PV facilities was RM41.00 million for our solar power generation and supply segment.
- (2) Others include measurement tools, portable generator, crimping tools, weighing scale, current measurement meter, pallet truck and cutting equipment.

6.9 CAPACITY AND UTILISATION

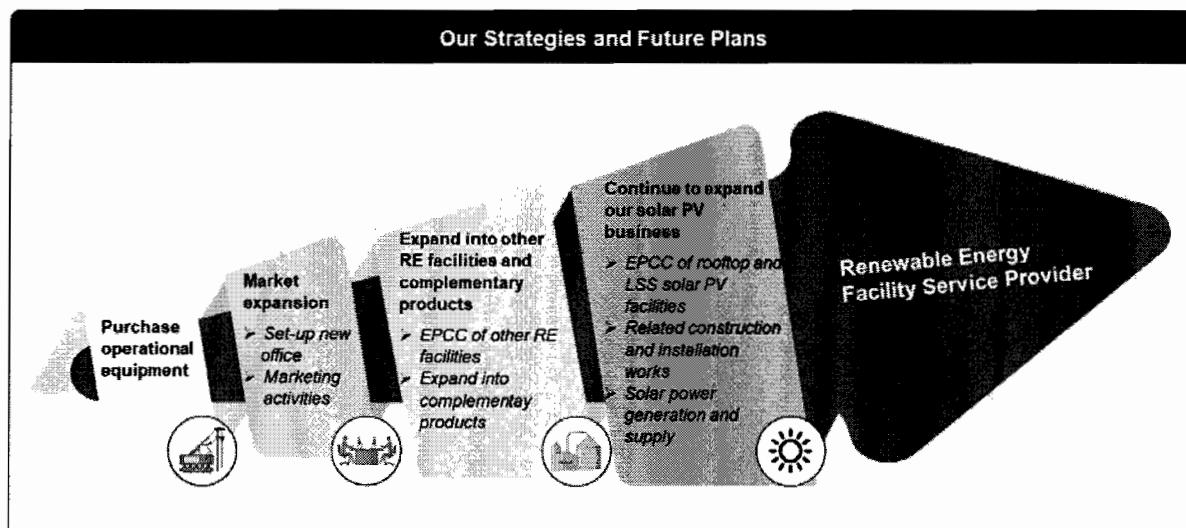
Measurements of capacity and utilisation do not apply to our business operations as our business activities are service based and we carry out most of our work at project sites.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.10 BUSINESS STRATEGIES

Moving forward, we will continue to focus our expansion in the renewable energy sector in Malaysia backed by our track record in providing solar PV services as well as being an asset owner to provide solar power to consumers. This is in addition to our subcontracting works for LSS PV projects. Our track record and experience will continue to provide us with the platform to expand into other renewable energy segments. Our strategies and plans to sustain and grow our business are as follows:



6.10.1 Continue to expand our solar PV business

Our overall strategy is to continue to focus on our core competency in solar PV business as well as solar power generation and supply. This is supported by our track record since the commencement of solar PV services in 2013.

In line with our strategy, we will continue to expand our solar PV business based on our track record and competitive strength as indicated below:

- Our track record from past projects in EPCC and construction and installation services will serve as reference sites for us to secure new customers and projects. This will be further supported by our plans in setting up a new branch office in Johor to address potential opportunities. We believe that our continuous sales and marketing efforts to secure new projects will contribute to our order book; and
 - To expand our solar power generation and supply business segment for recurrent revenue that will provide us with a certain amount of predictable cash flow to complement our project based revenue.
- (a) EPCC and construction and installation of solar PV facilities**

As at the LPD, we have a total unbilled order book of RM558.34 million including 7 EPCC for LSS PV plant projects which are expected to be completed progressively between FYE 2023 and FYE 2024.

6. INFORMATION ON OUR GROUP (CONT'D)

Unbilled order book		
EPCC of LSS solar PV projects <i>RM'000</i>	EPCC of rooftop solar PV projects <i>RM'000</i>	Total <i>RM'000</i>
542,302	16,041	558,343

Please refer to Section 11.3.13 of this Prospectus for further details on the unbilled order book and Section 6.3.3.1 (iv) and Section 6.3.3.2 (iii) of this Prospectus for further details on our on-going and new projects.

Our order book is project based and typically non-recurring. In this respect, our business sustainability and growth are dependent on our ability to leverage from our core competency to secure new contracts to expand our order book.

(b) Solar power generation and supply segment

Part of our strategy is to leverage on our technical knowledge and experience in the EPCC of solar PV facilities to expand into asset ownership where we commence this business operation in 2019 through Solarcity REIT. As at the LPD, we own 18 solar PV facilities with a collective installed capacity of approximately 7.74 MWp.

As an owner of solar PV power generation and supply facilities, these assets provide us with recurrent revenue to complement our project-based revenue from our EPCC and construction and installation of solar PV facilities business.

Revenue contribution from the solar power generation and supply segment started in 2021 which accounted for 0.45% (RM0.20 million) of our total revenue for the FYE 2021. In FYE 2022, revenue contribution from the solar power generation and supply segment accounted for 3.52% (RM3.50 million) of our total revenue for the FYE 2022. In the near term, we expect revenue contribution from this segment to be proportionately much lower compared to our EPCC and subcontracted works for solar PV facilities.

As part of our expansion plans, we intend to construct 2 new solar PV facilities in Klang, Selangor with a total planned installed capacity of 0.38 MWp by 2022 which is expected to commence operations by first quarter of 2023. We have a 21-year SARE agreement for each of the 2 new solar PV facilities. The cost of the construction for the 2 new solar PV facilities is estimated at RM1.43 million which will be funded through bank borrowings.

Moving forward, we will continue to expand this business segment when opportunities arise through the BOOT, BOO and/or AOO arrangements to enlarge our recurrent revenue stream.

6. INFORMATION ON OUR GROUP (CONT'D)

6.10.2 Expand into other RE facilities and complementary products

(a) Expand into EPCC of biogas plants

Part of our strategy is to leverage on our experience and track record in EPCC of solar PV facilities to address potential opportunities in the EPCC of other RE facilities namely biogas plants. In line with the national initiatives to promote RE, we plan to expand into the EPCC of biogas plants which is designed to generate electricity by using waste materials, such as agricultural waste. Depending on the requirements, the biogas plant can be used to generate electricity for either the self-consumption model or to connect to the power grid.

In line with our expansion plans, we intend to expand our technical team to hire relevant skilled and technical personnel including M&E engineers with the relevant biogas experience to be responsible for project planning, implementation and execution. We believe the experience and expertise that we have gained from our past RE projects including EPCC and subcontracting work will provide us with the platform to bid and tender for EPCC of biogas plants. In this respect, we have received enquiries and conducted preliminary discussion with a prospective customer for the EPCC of biogas plant and this could potentially contribute to our future order book and increase our market presence in non-solar RE facilities.

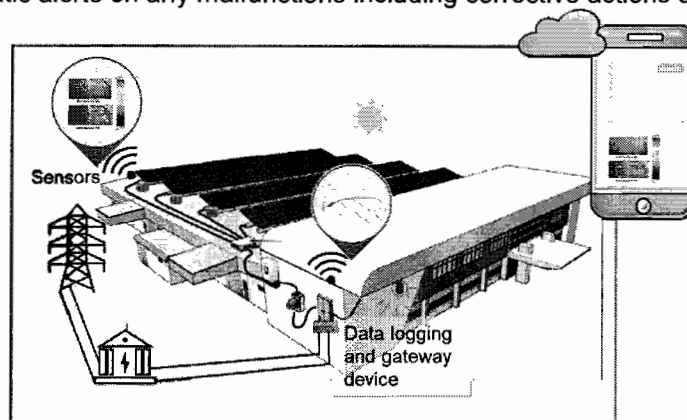
As at the LPD, we have not obtained any awards or submitted any proposals or tenders for the EPCC of biogas plants.

We intend to set aside RM0.65 million to expand our technical team for the EPCC of biogas plant which will be funded through internally generated funds within 24 months from the listing date.

(b) Expand into the provision of complementary products for solar PV power applications

Part of the Group's strategies is to expand into the provision of complementary products for our solar PV business where we plan to provide complementary products including IoT solar energy system and current limiting reactor system for solar PV power applications.

- IoT solar energy system consists of components including a data logger and sensors which are designed to capture the generation and consumption of electricity. The system will provide real time data analytics, performance ratio analysis and monitoring, automatic alerts on any malfunctions including corrective actions and reporting.



Conceptual IoT solar energy system

6. INFORMATION ON OUR GROUP (CONT'D)

- Current limiting reactor is a system that is designed to limit or dampen current caused by electrical faults or short circuits. The current resulting from a short circuit causes spikes in the normal flow of current which, if the level of current exceeds the threshold, it may damage equipment or cause fire. Current limiting reactor system may be integrated into the interconnection between the solar PV facility and the power grid. This will prevent or dampen current spikes caused by short-circuits from the consumer end before reaching the power grid.

We will offer the above complementary products as an add-on option for future bidding of new EPCC projects.

We plan to source these products from third party manufacturers as part of our complementary range of products for our solar PV business and will be focusing on the basic function products as mentioned above. In the event of a demand for any new features or functions other than those above-mentioned, we will explore further with the third party manufacturers, if the need arises. We intend to allocate approximately RM0.46 million to fund the expansion into the provision of complementary products from IPO proceeds, within 24 months from the listing date. Please refer to Section 4.4 of this Prospectus for further details on the use of proceeds.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.10.3 Market Expansion**

We intend to set-up new office for our market expansion:

(i) Market expansion to set up new office in Johor

We currently operate from our head office with storage facility in Selangor. We plan to set-up a new branch office in Johor to address potential opportunities in the EPCC of rooftop solar PV facilities and providing associated services such as solar PV consulting, engineering and maintenance services. We have been serving customers in Johor where our revenue contribution from Johor increased from 0.77% (RM0.04 million) in FYE 2019 to 21.90% (RM9.49 million) in FYE 2021. From this perspective, the intention is to set up a branch office in Johor to target the commercial and industrial applications in the market in the Southern region.

The estimated build-up area of the new office is approximately 1,500 sq. ft and will be used as a branch office to house our technical and support personnel. Our new office in Johor will address opportunities in the southern region of Peninsular Malaysia. Consequently, our engineers in Johor will cover the southern region of Peninsular Malaysia, while engineers from our head office will cover all other regions in Malaysia.

As part of our expansion strategy, we intend to rent an office and employ technical sales and support personnel to cover the market in the Southern region of Peninsular Malaysia.

In this respect, we intend to allocate RM0.71 million to fund the set-up of a new office and hiring of 9 personnel including project engineers, administrative and business development personnel. This will be funded through the IPO proceeds within 24 months from the listing date. Please refer to Section 4.4 of this Prospectus for further details on the use of proceeds.

(ii) Marketing activities

Moving forward, we plan to carry out marketing activities to promote our services while at the same time, increase the market awareness of our company and generate sales leads for our business. As part of our marketing plans, we intend to carry out a two-prong strategy as indicated below:

- digital marketing activities including creating and developing video content to educate prospective customers about RE. This content will be distributed through social media and paid media channels such as pay per click and display advertisements, online event sponsoring as well as virtual event participation such as webinars and online exhibitions.
- conventional marketing activities including print media such as press releases, interviews with magazines and releasing promotional content of our services.

In view of this, we intend to allocate RM0.50 million for our marketing activities, which will be funded through the IPO proceeds within 24 months from the listing date. Please refer to Section 4.4 of this Prospectus for further details on the use of proceeds.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.10.4 Purchase operational equipment for our solar PV business operations**

Our existing equipment mainly consist of electrical testing instruments, equipment and tools for our EPCC, and construction and installation services. We also have a pile driver used for piling and foundation works for ground mounted LSS PV plant projects.

In the past, we mainly utilised mechanical and construction equipment provided by subcontractors and we also rented equipment including piling machines, and data loggers for construction and installation works. In this respect, we plan to purchase new operational equipment to cater to the expansion of our solar PV business.

To support the continuing expansion of our solar PV business, we intend to purchase the following equipment for our operations:

- Electrical testing instruments, equipment and tools including thermal imaging cameras, power quality measurement instruments and solar PV testers;
- Mechanical and construction equipment including piling equipment, panel cleaning equipment and construction lifts such as boom lifts and scissor lifts; and
- IT related system including hardware and software for solar PV applications.

The estimated cost of purchasing the following operational equipment is RM1.86 million which will be funded through the IPO proceeds within 18 months from the listing date.

	No. of units	Total estimated cost RM'000
Mechanical and construction equipment		1,130
- Piling equipment	3	345
- Construction lifts	2	285
- Vehicles for project sites	2	260
- Panel cleaning equipment	2	240
IT related system for solar PV applications		554
- Hardware including servers and cloud storage	1	400
- Solar PV related software ⁽¹⁾	11	154
Electrical testing instruments and equipment and tools		171
- Thermal imaging cameras	2	78
- Power quality measurement instruments	2	79
- Solar PV testers	2	14
Total		1,855

Note:

- (1) Include solar data subscriptions, solar system design and simulation software, AutoCAD software for mechanical and electrical drawing, and project management software subscriptions.

Please refer to Section 4.4 of this Prospectus for further details on the use of proceeds.

7. INDUSTRY OVERVIEW



VITAL FACTOR CONSULTING
Creating Winning Business Solutions

1 September 2022

The Board of Directors
Sunview Group Berhad
Lot 01-9, 9th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
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Petaling Jaya, Selangor

Vital Factor Consulting Sdn Bhd
(Company No.: 266797-T)

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46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

Tel: (603) 7931-3188
Fax: (603) 7931-2188
Email: enquiries@vitalfactor.com
Website: www.vitalfactor.com

Dear Sirs and Madam

Independent Assessment of the Solar Photovoltaic Industry in Malaysia

We are an independent business consulting and market research company in Malaysia. We commenced our business in 1993 and, among others, our services include the development of business plans incorporating financial assessments, information memorandums, commercial due diligence, feasibility and financial viability studies, and market and industry studies. We have been involved in corporate exercises since 1996, including initial public offerings and reverse takeovers for public listed companies on Bursa Malaysia Securities Berhad (Bursa Securities), acting as the independent business and market research consultants.

We have been engaged to provide an independent industry assessment on the above for inclusion into the prospectus of Sunview Group Berhad concerning its proposed listing on the ACE Market of Bursa Securities. We have prepared this report independently and objectively and had taken all reasonable consideration and care to ensure the accuracy and completeness of the report. It is our opinion that the report represents a true and fair assessment of the industry within the limitations of, among others, availability of up-to-date information, secondary information and primary market research. Our assessment is for the overall industry and may not necessarily reflect the individual performance of any company. We do not take any responsibility for the decisions or actions of readers of this document. This report should not be taken as a recommendation to buy or not to buy the securities of any company.

Our report may include assessments, opinions and forward-looking statements, which are subject to uncertainties and contingencies. Note that such statements are made based on, among others, secondary information and primary market research, and after careful analysis of data and information, the industry is subject to various known and unforeseen forces, actions and inactions that may render some of these statements to differ materially from actual events and future results.

Yours sincerely

Wooi Tan
Managing Director

Wooi Tan has a degree in Bachelor of Science from The University of New South Wales, Australia and a degree in Master of Business Administration from The New South Wales Institute of Technology (now known as University of Technology, Sydney), Australia. He is a Fellow of the Australian Marketing Institute and Institute of Managers and Leaders (formerly known as Australian Institute of Management). He has more than 20 years of experience in business consulting and market research, as well as corporate finance for initial public offering exercises for companies seeking listing on Bursa Securities.

7. INDUSTRY OVERVIEW (CONT'D)



VITAL FACTOR CONSULTING
 Creating Winning Business Solutions

INDEPENDENT ASSESSMENT OF THE SOLAR PHOTOVOLTAIC INDUSTRY IN MALAYSIA

1. INTRODUCTION

- Sunview Group Berhad and its subsidiaries (Sunview Group) are mainly involved in the engineering, procurement, construction and commissioning (EPCC) and construction and installation of solar photovoltaic (PV) facilities in Malaysia, which will form the focus of this report. Sunview Group is also an asset owner of solar PV facilities in the generation and supply of power although revenue contribution from this segment of its business is still relatively small.
- In this report, the terms power and electricity are used interchangeably. For ease of discussion, solar PV facilities in this report refer to all sizes of solar PV generating capacity, which includes solar PV systems and plants, unless specified otherwise. All data and information in the report refer to Malaysia unless stated otherwise.

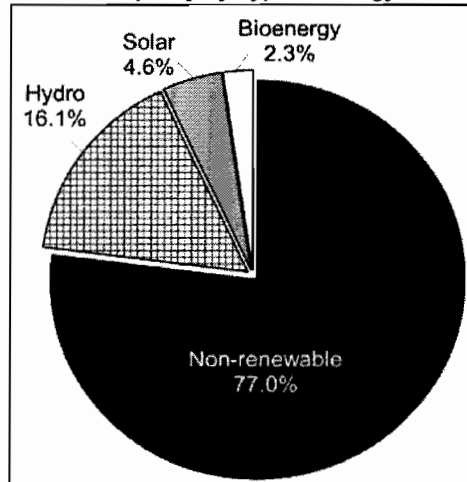
2. DESCRIPTION OF THE INDUSTRY

2.1 Energy sources for power generation

- Power generation requires a primary energy source which includes the following:
 - renewable sources such as solar (PV and thermal), geothermal, hydro, wind, biomass, biogas, current and wave; and
 - non-renewable sources such as fossil fuels (including oil, gas and coal), as well as nuclear fuels (such as uranium and plutonium).
- Solar PV power competes against other methods of power generation mainly from the perspective of cost and impact on the environment.

- The Ministry of Energy and Natural Resources is committed to the use of renewable resources for power generation with a target of 31% of the total installed capacity in Malaysia coming from renewable resources in 2025 and 40% in 2035 under Malaysia's Energy Transition Plan. As Peninsular Malaysia accounts for 80% of Malaysia's total electricity demand, the plan will focus on Peninsular Malaysia where it is projected that renewable energy will account for 26% of the 31% target capacity mix in 2025, and 32% of the 40% target capacity mix in 2035.

Installed Capacity by Type of Energy in 2021



Source: Vital Factor analysis

- Electricity in Malaysia was and continues to be mainly generated from non-renewable energy such as coal and natural gas. In 2021, the installed capacity of non-renewable energy accounted for 77.0% (29,789 MW) while the installed capacity of renewable energy including hydro, solar and bioenergy collectively accounted for 23.0% (8,898 MW) of the total installed capacity in Malaysia.

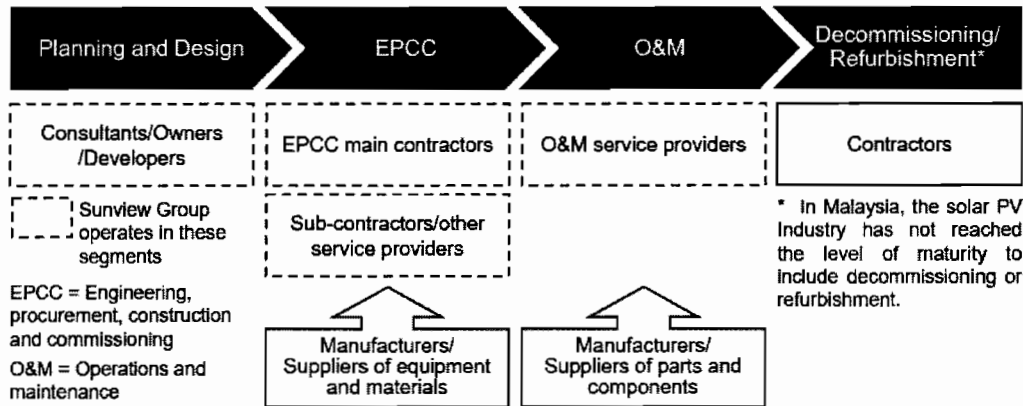
- Globally, solar PV power has been growing as a source of renewable energy driven by its rapid deployment in Asia particularly in China, Japan and India. The global cumulative solar PV installed capacity recorded a compound annual growth rate (CAGR) of 21.3%, from 395 Gigawatts (GW) in 2017 to 855 GW in 2021. (Source: Vital Factor analysis)

7. INDUSTRY OVERVIEW (CONT'D)



2.2 Value chain and lifecycle of solar PV facilities

- The value chain and lifecycle of the solar PV industry are depicted in the diagram below:



2.3 Solar PV facilities

- A solar cell is a semiconductor device that converts sunlight directly to electricity and is the basic building block of a solar PV module. When several solar cells are connected, they form a solar PV module. Several solar PV modules connected will become solar PV panels. A solar PV array comprises multiple connected solar PV panels.
- A solar PV facility comprises solar PV modules and balance of system which mainly includes inverters, controllers, meters, junction boxes, mounting structures and electrical wiring and cabling. For larger systems such as solar PV plants, the balance of system may also include, transformers, switchgears, sensors and monitoring devices, batteries, auxiliary power, interconnections to substations, and supervisory control and data acquisition (SCADA) system.
- Generally, solar PV facilities can be categorised into **on-grid** (or grid-connected) system which refers to a solar PV facility connected to the power grid, **off-grid** which system refers to a solar PV facility that is not connected to the power grid, and **hybrid** system which combines electricity generated from a solar PV facility with an auxiliary energy source, such as a diesel power generator set. Some systems may also include a battery storage system to provide power during low or no solar irradiance.

3. SOLAR PV PROGRAMMES

Government initiated programmes are one of the main drivers of growth in the solar PV industry in Malaysia, which include the following:

(a) Residential/Commercial/Industrial/Agricultural

Solar PV programmes initiated by the Sustainable Energy Development Authority (SEDA) and the Energy Commission of Malaysia include the following:

Solar Energy Programmes		
Residential/Commercial/Industrial/Agricultural	Developer/Investor/Owner	Government
<ul style="list-style-type: none"> FIT NEM SELCO 	<ul style="list-style-type: none"> LSS PV Plants NEDA 	<ul style="list-style-type: none"> MySuria BELB SARES

FIT and NEM by SEDA; LSS, NEDA, MySuria and SELCO by Energy Commission
 BELB by Ministry of Rural Development; SARES by Sarawak State Government

7. INDUSTRY OVERVIEW (CONT'D)

VITAL FACTOR CONSULTING
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- (i) **Feed-in-Tariff (FiT)** programme obliges the distribution licensees, including Tenaga Nasional Berhad (TNB) and Sabah Electricity Sdn Bhd, to buy electricity generated from renewable resources produced by Feed-in approval holders (FiAH) at a pre-determined rate for a specific duration. Under this programme, there was no new quota allocated for solar PV since 2017. (Source: SEDA)
- (ii) **Net Energy Metering (NEM)** programme was introduced in November 2016 to replace FiT programme for solar PV facilities. NEM programme allows consumers to generate solar PV power for self-consumption, and export any excess electricity to the power grid. In 2019, the NEM programme was enhanced to NEM 2.0 which offers a one-to-one offset basis by off-setting every 1 kWh exported with 1 kWh consumed from the grid. The enhanced NEM scheme resulted in an improved take-up rate as the number of applications surged between 2019 and 2020. Under the NEM 1.0 and NEM 2.0 programme, 500 MW of solar quota was offered and the quota was fully taken up in December 2020. As of August 2022, under the NEM 3.0 programme, 800 MW of solar quota was offered, which comprises three categories as follows:

- **NEM Rakyat** allows domestic consumers with solar PV installations on the roof-top of their premises to firstly consume the power produced and export any excess power to the grid. Credit will be given for excess power exported which can offset part of the electricity bill on a one-to-one basis for ten years of operation. The quota allocation for NEM Rakyat is 100 MW for 2021 up to 2023.
- **NEM GoMen** is similar to NEM Rakyat except that it applies to government premises. The quota allocation for NEM GoMen is 100 MW for 2021 up to 2023.
- **Net Offset Virtual Aggregation (NOVA)** allows commercial and industrial users to export excess energy to either the distribution licensee or to a maximum of three designated premises. This programme will operate for 10 years from the commencement date of the solar PV installation. The quota allocation for NOVA is 600 MW for 2021 up to 2023.

With the NEM programme, solar power consumers may purchase power on a pay-per-use basis from solar PV facility owners via power purchase agreements (PPA), or lease solar PV facilities from owners based on solar leasing agreements (SLA) based on two payment arrangements:

- **Supply Agreement for Renewable Energy (SARE)** is a tripartite agreement between the consumer, investor and TNB where payment is through TNB electricity bills. This is only available to consumers that are registered with TNB in Peninsular Malaysia.
 - **Direct Contract** is an arrangement involving the power consumer and investor.
- (iii) **Self-consumption (SELCO)** allows power consumers to install solar PV facilities for their use. Any excess electricity generated under SELCO is not allowed to be exported to the power grid. Solar PV facilities installed under the SELCO programme is not subjected to quota allocation. Nevertheless, the capacity of a grid-connected solar PV facility under the SELCO programme is limited to 75% of the maximum demand of the consumer's existing installation. (Source: SEDA)

As of 2021, the cumulative installed capacity of grid-connected solar PV facilities under the on-grid and off-grid SELCO programme was 137MW. (Source: Vital Factor analysis)

7. INDUSTRY OVERVIEW (CONT'D)



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(b) Developer/Investor/Owner

(i) Large Scale Solar

- The LSS PV plant programme, initiated by the Energy Commission of Malaysia, are targeted at private developers, investors and owners, and is for the grid-connected system with a power generation capacity of 1 MWac or more. The LSS programme is based on competitive bidding. Companies awarded are responsible for the full development including, among others, acquisition of land, construction of the solar PV plant and on completion, operating and maintaining the plant. The entity awarded with LSS projects will sign a 21-year PPA with TNB or Sabah Electricity Sdn Bhd.

The LSS programme was first launched in 2016 through approvals of fast-track contracts and subsequently had completed four rounds of competitive biddings as follows:

LSS Programme	LSS Fast Track ^A	LSS 1	LSS 2	LSS 3	LSS@ MEnTARI	Total
Export Capacity Awarded (MWac)	250	371	522	491	823	2,457

^ALSS fast track projects refer to pioneer projects awarded without competitive bidding.

- In May 2020, the fourth cycle of the LSS programme (LSS@MEnTARI) was open for bidding to 100% local entities or entities listed on Bursa Malaysia Securities Berhad with at least 75% local shareholding. The quota offered was the largest among all previous bidding cycles, totalling 1,000 MWac worth RM4 billion for Peninsular Malaysia. There were 138 bidders, where the lowest bid price was RM0.1475 per kWh for a plant with a capacity of 50 MWac. In March 2021, 30 entities with a total capacity of 823.06 MWac were awarded, are expected to achieve commercial operation by 2023.
 - In 2020, there were 173.4 MWac of additional solar PV power installed under the LSS programme, of which 119.9 MWac were connected to transmission lines while the remaining were being connected to distribution lines. In 2020, all the new operational solar PV power plants were in Peninsular Malaysia and are ground mounted, with an exception for one 10.0 MWac solar PV plant being a floating solar PV plant. In 2021, there were 52.8 MWac of additional solar PV installed under the LSS programme. The lower installed capacity compared to 2020 was mainly due to the containment measures imposed by the government in June 2021 amid the COVID-19 pandemic. (Source: Vital Factor analysis)
- (ii) New Enhanced Dispatch Arrangement (NEDA)** is a programme which allows an entity involved in power generation to sell power to a single buyer such as TNB. Under the NEDA programme, power generators are allowed to submit bids for their variable costs such as fuel, operations and maintenance costs on a daily basis to compete for more power generation supply.

(c) Government

The federal and state governments including government-link entities have also initiated several solar PV programmes such as MySuria, BELB and SARES where they are the owners of the solar PV facilities. These solar PV programmes are mainly to provide power to remote areas as well as locations that are not feasible to be connected to the power grid. Some of the programmes are also to help qualified low-income households to generate additional income by exporting solar PC power generated on their premises to the power grid.

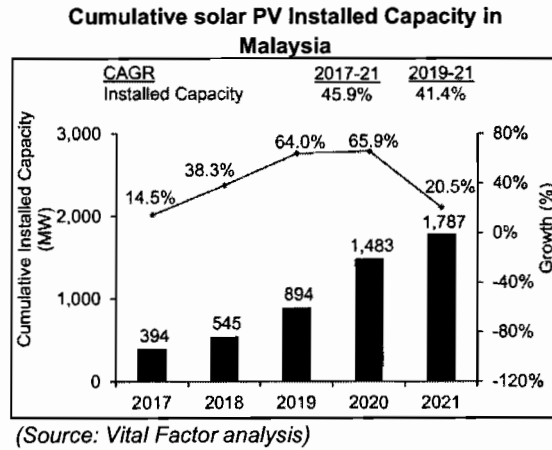
7. INDUSTRY OVERVIEW (CONT'D)



- Sunview Group is involved in FIT, NEM, SELCO, LSS and NEDA programmes.

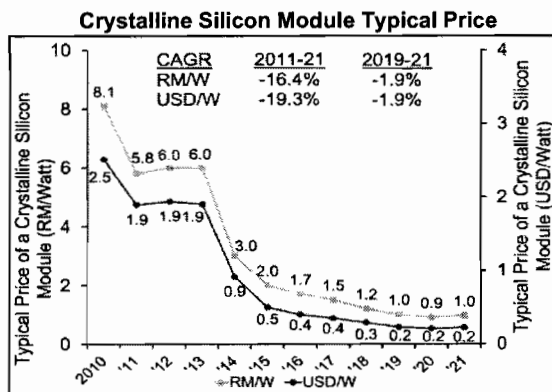
4. SOLAR PV INSTALLED CAPACITY

- In 2018 and 2019, the solar PV installed capacity grew by 38.3% and 64.0% respectively. The growth was mainly driven by the implementation of the LSS programme as well as the introduction of NEM 2.0 programme. Between 2019 and 2021, the cumulative solar PV installed capacity in Malaysia grew at a CAGR of 41.4%.
- The global cumulative solar PV installed capacity grew by CAGR of 21.3% between 2019 and 2021, indicating Malaysia grew at a relatively higher pace. However, Malaysia's solar PV cumulative installed capacity at 0.05 MW per thousand people is relatively low compared to leading countries such as Japan, USA and China with an estimated 0.59 MW per thousand people, 0.29 MW per thousand people and 0.22 MW per thousand people respectively in 2021. (Source: Vital Factor analysis)



5. SOLAR PV MODULE PRICES

- PV modules are the main component of solar PV facilities. There are two main types of PV modules, crystalline silicon (monocrystalline and polycrystalline) and thin-film. In 2020, the production of crystalline silicon modules accounted for 95% of the total global production of PV modules, while the remaining 5% were thin-film PV modules (Source: Vital Factor analysis).
- The average prices of crystalline silicon PV modules in Malaysia have declined significantly whereas the 2021 price was only 16.6% of the 2011 price for the same type of PV module. Between 2019 and 2021, the yearly average crystalline silicon module price declined by 1.9% in terms of RM/W. However, in 2021, the module prices increased by an estimated 7% compared to the previous year. The increase in module prices was mainly due to the increasing crystalline silicon and glass prices and other supply and demand challenges in the upstream market. (Source: Vital Factor analysis)

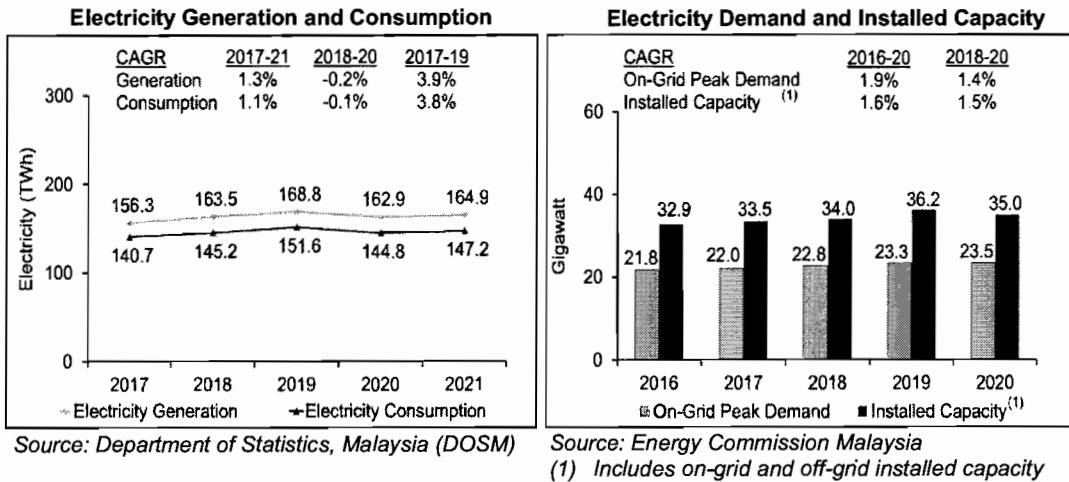


- While solar PV module prices may fall, electricity tariffs may not track the fall in prices of solar PV modules. This is because other costs such as the balance of system and land and construction cost may not fall in tandem with the price of solar PV modules, but may even increase over time. Thus, there is a limit to the reduction in the electricity price before the solar PV project becomes financially unattractive.

7. INDUSTRY OVERVIEW (CONT'D)



6. DEMAND AND SUPPLY CONDITION



- The solar PV industry falls within the larger electricity and gas industry. Between 2019 and 2021, the real GDP of the electricity and gas industry declined by an average annual rate of 0.9% from RM30.6 billion in 2019 to RM30.0 billion in 2021. In the first half (H1) of 2022, the real GDP of this industry grew by 4.6% compared to H1 2021.
- In 2021, power generation exceeded consumption by 12.0%. The difference between power generation and consumption may be due to several factors including power loss through transmission, theft and unused power. Unused power is wasted as it is not stored.
- In 2020, being the latest available statistics, Peninsular Malaysia's electricity reserve margin was 32.0%, higher than the optimum level of 30.0%. (Source: Energy Commission Malaysia) A certain level of reserve margin is important to cater to increases in demand and unexpected outages of existing capacity. However, a high reserve margin may also mean that there may not be an urgency to develop additional power generating facilities due to excess capacity. In 2018, the government terminated four newly awarded independent power producer (IPP) contracts with a combined total capacity of 2,800 MW given the high reserve margin.

7. RENEWABLE ENERGY INCENTIVES AND DRIVERS

7.1 Tax Incentives for Green Technology

- The Malaysia Investment Development Authority (MIDA) has introduced tax incentives to strengthen the development of green technology.
 - **Green Investment Tax Allowance (GITA)** of 100% of qualifying capital expenditure on green technology projects from 2013 to 2020. GITA applies to renewable energy, energy efficiency, green building, green data centre and waste management. This incentive is also applicable to the purchase of qualified green technology assets. Under Budget 2020, this incentive was extended to 2023.
 - **Green Income Tax Exemption (GITE)** of 100% of statutory income from 2013 to 2020. GITE applies to renewable energy, energy efficiency, electric vehicle, green building, green data centre, green certification and verification as well as green township. Under Budget 2020, this incentive was extended to 2023 which allows 70% of statutory income to be exempted.

7. INDUSTRY OVERVIEW (CONT'D)



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- **Solar Leasing Tax Exemption** of 70% of statutory income from solar leasing activities certified by SEDA for a period of up to ten years (*Source: Budget 2020*).

7.2 Green Technology Financing Scheme (GTFS)

- The GTFS 2.0 was introduced by the government to provide financial support for renewable energy producers and consumers as well as energy services companies by offering a 2% per annum interest/profit rate subsidy for each loan or financing (limited to seven years) from all participating financial institutions. In addition, the government will guarantee 60% of the green technology cost. The GTFS 2.0 was approved by the Ministry of Finance in 2019 with the allocation of RM2.0 billion from January 2019 until the end of 2020 (*Source: SEDA*).
- In Budget 2021, the government has further allocated RM2.0 billion to support GTFS 3.0 from January 2021 until the end of 2022. GTFS 3.0 now includes supporting the issuance of Sustainable and Responsible Investment (SRI) sukuk (Islamic bonds) and green bonds.

7.3 Liberalisation of Electricity Sector in Malaysia

- The electricity supply industry in Malaysia was previously served by power utility companies namely Tenaga Nasional Berhad (TNB), Sabah Electricity Sdn Bhd (SESB) and Sarawak Energy Berhad (SEB) exclusively. The government first deregularised the power utility sector by permitting IPP to cater to the growing power demand. The IPP and the utility company enter into a PPA where the IPP will sell its generated electricity to the utility company at an agreed rate throughout the contract period.
- In 2019, the government announced the Malaysia Electricity Supply Industry 2.0 (MESI 2.0) master plan to promote renewable energy and to introduce liberalisation across the energy industry. The plan included, among others, peer-to-peer (P2P) trading which allows third party access to the power grid for the trading of renewable energy to any power consumers. It is currently under review and pending finalisation by the government and regulators, with TNB working alongside. In 2019, TNB undertook an internal reorganisation and created two new subsidiaries to focus on power generation and retail of electricity to prepare for the anticipated reforms in the power industry.
- Between 2019 and 2020, a peer-to-peer (P2P) Energy Trading pilot project was conducted by SEDA to allow prosumers (a consumer and producer of electricity) to sell excess solar power on an energy trading platform to another consumer at a competitive rate. In total, 681 GW of solar power were exported and 470 GW were traded. (*Source: SEDA and Vital Factor analysis*)
- Liberalisation of the electricity sector may open up opportunities for renewable energy operators such as solar PV owners and service providers. At the same time, power consumers are expected to benefit from competition for the sales of electricity.

8. KEY REGULATIONS GOVERNING THE INDUSTRY

- In Malaysia, solar PV facility service providers are required to be registered with:
 - (a) **Energy Commission**, a statutory body responsible for regulating the energy sector in Peninsular Malaysia and Sabah. According to the Electricity Regulation 1994:
 - electrical works for solar PV facilities can only be undertaken by contractors with a valid Certificate of Registration granted by the Energy Commission; and
 - solar PV facility is required to be registered with the Energy Commission.

7. INDUSTRY OVERVIEW (CONT'D)

- (b) **SEDA**, a statutory body established to promote and administer the deployment of sustainable energy programmes, which requires registration of operators providing solar PV services under FIT and NEM programmes, as well as owners, investors and developers of solar PV facilities.
- (c) **Construction Industry Development Board (CIDB)**, a government body to regulate, develop and facilitate the construction industry in Malaysia. Personnel involved in construction and related activities, including solar PV facility contractors, are required to hold a valid CIDB certificate of registration when undertaking construction works.

9. OPERATORS IN THE INDUSTRY

- As of 1 September 2022, there were 142 CIDB registered contractors for solar PV facilities with a capacity exceeding 72kW. As of 1 September 2022, there were 209 SEDA registered solar PV service providers, which included companies involved in EPCC activities.
- Below are some of the public listed companies or their subsidiaries, and private companies that are registered with SEDA under the **Service Provider** category and are involved in the EPCC of solar PV projects with revenue exceeding RM15 million.

Company	Financial Year Ended ⁽¹⁾	Revenue (RM million) ⁽²⁾	Net Profit (RM million) ⁽²⁾	Net Profit Margin (%)
Public listed companies or their subsidiaries, and Sunview Group				
Solarvest Holdings Berhad ⁽³⁾	Mar-22	175.8	7.4	4.2
Pekat Solar Sdn Bhd ⁽⁵⁾	Dec-21	115.0	4.5	3.9
Sunview Group	Mar-22	99.3	8.9	9.0
Samaiden Group Berhad ⁽⁴⁾	Jun-21	53.4	5.9	11.0
EI Power Technologies Sdn Bhd ⁽⁶⁾	Dec-21	25.9	1.0	3.9
Private companies				
Shorefield Sdn Bhd	Dec-21	376.4	-5.7	-1.5
Plus Xnergy Services Sdn Bhd	Mar-21	112.2	17.8	15.9
Hasilwan (M) Sdn Bhd	Dec-21	65.6	0.9	1.4
MSR Projects Sdn Bhd	Dec-20	61.7	2.5	4.1

Notes:

- (1) Latest available from Companies Commission of Malaysia (CCM), prospectuses and Sunview Group.
- (2) Revenues and net profit were derived from EPCC of solar PV facilities as well as other business activities. However, the majority of the companies' revenues and net profit were from EPCC of solar PV facilities.
- (3) A public listed company on Bursa Securities in Malaysia where its subsidiaries, namely Atlantic Blue S/B, Solarvest Energy S/B, Powertrack S/B, and Solarvest Energy (SR) Sdn Bhd are registered with SEDA under the service provider category.
- (4) A public listed company on Bursa Securities in Malaysia where its subsidiary, namely Samaiden S/B is registered with SEDA under the service provider category.
- (5) A subsidiary of Pekat Group Berhad, a listed entity on Bursa Securities in Malaysia.
- (6) A subsidiary of OCK Group Berhad, a listed entity on Bursa Securities in Malaysia.

7. INDUSTRY OVERVIEW (CONT'D)**10. MARKET SIZE AND SHARE**

2021			
Market size for construction of solar PV facilities ^(a) (MW)	Market size for construction of solar PV facilities ^{(a) (1)} (RM million)	Sunview Group's revenue from EPCC, and construction and installation of solar PV facilities ^{(b) (2)} (RM million)	Market share of Sunview Group Value (%) ^{(a) (3)}
304	2,100	84	4

(Sources: (a) Vital Factor analysis; (b) Sunview Group. Notes: (1) Average cost of construction and installation of solar PV facilities excluding land cost = RM7.03/w (2) Revenue for Sunview Group for FYE 31 March 2022 which included RM75.2 million for EPCC of solar PV facilities and RM8.8 million for construction and installation of solar PV facilities, which were used as a proxy for the calendar year 2021. (3) ((2) divided by (1)) x 100%.

11. INDUSTRY CONSIDERATION FACTORS

- The performance of the solar PV industry in Malaysia is driven by government initiatives and policies such as the introduction of various solar PV programmes, tax incentives, rural electrification programmes and policies to increase the use of renewable energy. In 2021, the Ministry of Energy and Natural Resources introduced the Energy Transition Plan 2021 – 2040 with a target to increase the share of renewable energy in the total installed capacity in Malaysia to 31% in 2025 and 40% in 2035. In 2021, renewable sources including large hydro accounted for approximately 23.0% of the power generation capacity mix in Malaysia. (Source: Energy Commission Malaysia)
- The renewable energy installed capacity in Peninsular Malaysia is projected to increase from 4,430 MW in 2021 to 10,944 MW by 2035. The plan for an energy transition towards renewable energy will mainly be driven by solar PV energy with the focus being Peninsular Malaysia. In addition, over 7,000 MW of coal plants are expected to be replaced with gas and renewable energy resources upon the expiration of their respective PPA by 2033.
- In 2020, the overall power industry was impacted by the COVID-19 pandemic in terms of electricity generation and consumption, which declined by 3.5% and 4.7% respectively. This was mainly due to the adverse impact on Malaysia's economy attributed to measures taken by the government to contain the spread of COVID-19. In 2021, the electricity generation and consumption increased by 1.2% and 1.7% respectively.
- In 2021, the real GDP of Malaysia's economy recovered to grow by 3.1% as compared to 2020, mainly attributed to the gradual reopening of economic sectors as well as strong exports and continued aid from the Government for households and businesses (Source: BNM). In H1 2022, the real GDP of Malaysia's economy grew by 6.9% compared to H1 2021. Similarly, the real GDP of the electricity and gas industry recovered to grow by 1.6% in 2021. In the H1 2022, the real GDP of this industry grew by 4.6% compared to H1 2021. Malaysia's economy is projected to grow within the range of 5.3% to 6.3% in 2022 underpinned by several factors including continued expansion in external demand, full upliftment of containment measures, reopening of international borders, and a further improvement in labour market conditions. In addition, the implementation of investment projects and targeted policy measures will provide further support for economic activity and aggregate demand (Source: MoF). The recovery of Malaysia's economy will also be supported by eight economic stimulus packages provided by the Malaysian government with a total allocation of RM530 billion.
- The solar PV industry is affected by shortages of crystalline silicon, the raw material for the manufacture of solar cells. The shortage of crystalline silicon faced by the solar PV industry has resulted in increases in solar PV module prices as well as caused some delays in implementing solar PV projects. In this respect, a sustained shortage of crystalline silicon for the production of solar cells may impact on the solar PV industry in Malaysia.

7. INDUSTRY OVERVIEW (CONT'D)

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- The components of a solar PV facility such as solar PV modules are mainly manufactured and imported from foreign countries and is subjected to the fluctuation of sea freight rate. The sea freight rates have been on an increasing trend since the second half of 2020 from US\$2,032/forty-foot equivalent unit (FEU) on 2 July 2020 to US\$10,377/FEU on 23 September 2021, and subsequently decreased to US\$6,224/FEU on 18 August 2022. The increase in sea freight rates was mainly due to the imbalance between demand and supply of containers resulting from the COVID-19 conditions in different economies as well as the imbalanced trade between China and the US where China exports more than it imports, thereby creating an insufficient supply of empty containers for China's export requirements. The increase in sea freight is likely to be reflected in the cost of solar PV modules.
- The solar PV industry relies on some imported equipment such as inverters and solar PV modules. Recently, global shipping has experienced increases in freight rates while some ports have been experiencing port congestion. These events have invariably increased the shipping costs as well as created delays for some of the imported materials and equipment, which may impact on the solar PV industry.
- According to the Budget 2022, a fund of RM485.0 million will be allocated for rural electrification which will benefit more than 2,100 rural households under the Rural Infrastructure initiative and another fund of RM34.3 million will be allocated for rural water and electricity supply under the Development Projects for Recovery initiative.
- In September 2021, the 12th Malaysia Plan was introduced and some of the plan for the renewable energy industry including the solar PV industry is as follow:
 - the renewable resources industry will be encouraged to venture into floating solar and waste-to-energy projects to meet the 31% renewable target of total installed capacity through the existing financing options including solar leasing programmes and PPA;
 - the rural electrification programme which involves grid connection, small hydro, solar hybrid and solar PV facilities will be continued to provide electricity to additional 28,000 houses towards achieving 99% target of coverage in the rural area;
 - a new mechanism for green energy will be explored to encourage consumers to buy energy directly from renewable energy generators to meet their environmental, social and governance (ESG) commitment;
 - the implementation of existing mechanisms which provide consumers with the option to purchase renewable energy without having to install their solar PV facilities or other renewable energy installations will also be further promoted. The mechanism was implemented under the MyGreen+ programme which will be discontinued on 1 January 2022 and replaced with the Green Electricity Tariff (GET) programme. The GET programme enables consumers to customise the energy mix attributed to renewable resources to meet their ESG commitment. Consumers of the GET programme will receive the internationally recognised Malaysia Renewable Energy Certificate. Customers enrolled in the GET programme will be offered a premium GET rate of 3.7 sen/kWh for a portion of their electricity usage according to the quota they obtained, while the remainder of their electricity usage will be based on their normal gazetted tariff rate; and
 - the implementation of the Green City Action Plan in Sabah and Sarawak to build or install more renewable energy equipment such as solar PV equipment, energy-efficient street lighting, low carbon buildings and integrated solid waste management.
- On 29 August 2022, the government approved the allocation and redistribution of 1,200 MW solar PV quota under existing mechanisms including NEDA, rooftop solar PV installation programmes, exploration of new renewable energy implementation methods and new options for the procurement of green electricity supply to corporate companies through Virtual Power Purchase Agreement starting in the fourth quarter of 2022 with a quota allocation of 600 MW.

8. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON THE FUTURE PERFORMANCE OF OUR GROUP. YOU SHOULD CAREFULLY CONSIDER THE RISKS AND INVESTMENT CONSIDERATIONS SET OUT BELOW ALONG WITH OTHER INFORMATION CONTAINED IN THIS PROSPECTUS BEFORE YOU MAKE YOUR INVESTMENT DECISION. IF YOU ARE IN ANY DOUBT AS TO THE INFORMATION CONTAINED IN THIS SECTION, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

8.1 RISKS RELATING TO OUR BUSINESS OPERATIONS

8.1.1 Our financial performance is dependent on our ability to continually secure new and sizeable projects to ensure the sustainability of our business

The nature of our business is mainly project based where our revenue is derived from the execution and completion of EPCC, and the construction and installation of solar PV facilities. Our projects are short to medium term where the typical contract period for our EPCC of rooftop solar PV facilities is within 12 months and EPCC of LSS PV plant projects will take up to 18 months, while the provision of subcontracting construction and installation services is completed within a period of up to 7 months. For FYE 2019, FYE 2020, FYE 2021 and FYE 2022, revenue from EPCC projects and subcontracted services accounted for 86.84% (RM4.91 million), 80.36% (RM21.19 million), 86.43% (RM37.45 million) and 84.58% (RM83.96 million) of our total revenue respectively.

In this respect, our financial performance is dependent on our ability to continually secure new projects as well as to complete the projects promptly. Solar PV projects are typically awarded based on competitive bidding or request for proposals. As such, we have to submit bids and proposals to compete against other service providers to continually secure new projects. There is a risk that we may not be able to secure sufficient new and sizeable projects to sustain our business which would materially affect our future financial performance.

As at the LPD, we have a total unbilled order book of RM558.34 million including 7 EPCC for LSS PV plant projects, details of which is set out in Section 11.3.13 of this Prospectus. Although as at the LPD we have an order book that can sustain our business until the FYE 2024, there is no assurance that we will be able to continually secure new projects to sustain and grow our revenue and profitability. In the event we are unable to do so, this may materially affect our business growth and future financial performance.

8.1.2 We face inherent risk as an asset owner to generate and supply solar power due to the requirements to make upfront capital investments and the long breakeven period for these investments

For the Financial Years Under Review and up to the LPD, we own a total of 18 solar PV facilities with a collective installed capacity of 7.74 MWp. In addition, we plan to construct 2 new solar PV facilities by 2022. Revenue contribution from solar power generation and supply started in the FYE 2021 which accounted for less than 1% of our total revenue. In FYE 2022, revenue contribution from solar power generation and supply accounted for 3.52% (RM3.50 million) of our total revenue for FYE 2022.

Our asset ownership business model is based on funding the capital cost of construction or acquisition of completed solar PV facilities, and bearing the expenses of operating and maintaining the solar PV facilities, while we are paid based on solar power generated for the duration of the PPA. As at 31 March 2022, the total investment cost of our solar PV facilities was RM41.00 million including solar PV facilities that were being constructed by us or acquired. Our solar PV facilities were funded by a combination of internally generated funds and borrowings.

8. RISK FACTORS (CONT'D)

Moving forward, we will continue to expand this business segment when opportunities arise through the BOOT, BOO and/or AOO arrangements to enlarge our recurrent revenue stream.

In this respect, we face inherent risks in our asset ownership for solar power generation and supply business model including, among others, the following:

- We may face adverse events during the 21-year or 25-year duration of the PPA which may result in our inability to recover our cost of investment or we cannot be assured of our revenue stream for the full duration of the contract. In addition, our breakeven period for the solar power generation and supply business segment is typically 10 years for those that are under the BOOT/BOO arrangement, and between 5 and 12 years for solar PV facilities that were acquired from third party;
- We may need to rely on borrowings to fund our capital costs and this may result in increasing our gearing and interest payments which may affect our cashflow;
- We may face low returns due to the low performance of our solar PV facilities arising from factors outside our control such as shading from newly constructed buildings or structures, and prolonged periods of haze and unfavourable weather conditions;
- We may face changes in building ownership where the new owner may not want to continue with the PPA or solar contract;
- The business operations in the premises may suffer operational and financial difficulties, thus we may face delays in payments or no payments;
- The building owner or the business operator may face bankruptcy or insolvency, which may affect the payments for solar power generated and supplied;
- Force majeure events or incidents such as, among others, earthquakes, fires and floods may damage and render our facility not operational for extended periods which will affect our ability to generate solar power;
- We may need to compensate the user if we are unable to achieve the performance levels based on the guaranteed performance ratio stipulated in the contract;
- Our solar power generation and supply business may be affected if there is an early termination of tenancy of the premises as our solar PV facilities are all installed on third-party rooftops based on long term tenancy arrangements;
- We may need to replace parts or the entire solar PV facility arising from force majeure events or other incidents, which may incur a capital cost of repairs or replacements resulting in periods where no solar power is generated.

If one or any combination of the above eventuates during the tenure of our PPA including REPPA, private PPA and SARE, our business operations and financial performance may be adversely affected. Although we undertake due diligence on the potential building owners or customers and assess the external conditions before we sign them on, there is no assurance that any of these unforeseen events will not occur. While we may have insurance to cover some of these events, we cannot assure that our insurance is adequate to cover all the potential losses or inherent risks in our asset owner business segment.

8. RISK FACTORS (CONT'D)

8.1.3 Our business and financial performance may be affected if there are delays or cancellations of our projects

We have to adhere to certain agreed milestones that are stipulated in the contracts for our EPCC and subcontracted projects. Although we may monitor and manage our projects closely to adhere to our project execution schedule, there is a risk that we may not be able to complete our project in time. In the event of any delays in the completion of our projects, we will be liable for claims and/or penalties from customers on LAD comprising delay LAD, abandonment LAD and performance LAD, which may adversely affect our financial performance and reputation.

An example of an abandonment LAD for a subsisting contract where a project is abandoned prior to COD and during the first year of the operation and maintenance period that is attributable to us as the EPCC contractor for a LSS project, we shall pay the owner a predetermined amount and the total contract value collectively amounting to RM214.18 million. Similarly, certain rooftop solar PV projects are also subject to abandonment LAD damages where the compensation is up to 10% of the total contract value.

Furthermore, if we are unable to complete our solar PV projects, this would also adversely impact our reputation and our ability to receive the full payment for the project. The timely completion of a project is dependent on various factors including delays in the delivery of equipment and parts, workplace hazards and accidents, weather conditions and outbreaks of major epidemics or pandemics that may interrupt our on-site operations. Any project delays may also lead to cost overrun which would further affect our financial performance. We would usually seek an extension of time from the customer if we are unable to meet the expected timing of completion. As any extension of time is still subject to the approval of the customer, there is no assurance that we would not experience any claims for LAD or penalties on delays in the completion of projects or cancellation of our contract in the future. As at the LPD, we have received approval for EOT for 4 out of 8 of our projects which requires an EOT while the remaining 4 are still pending approval from the customers. In the event the request for EOT is rejected by our customers, we may be subject to potential LAD claims based on the terms stipulated in the contracts. As at the LPD, our maximum exposure with regards to the LAD is RM1.99 million. For the Financial Years Under Review and up to the LPD, we have not experienced any claims for LAD, or penalties on delays and project cancellations.

8.1.4 We face the risk of cost overruns for our EPCC of solar PV facility projects as they are based on a fixed lump sum contract which may take less than 12 months and up to 18 months to complete

Our EPCC of solar PV projects are based on a fixed lump sum contract. In the event of unanticipated cost increases during project implementation and execution where we are unable to pass the cost increases to our customers, this would adversely affect our financial performance. Some of these unanticipated cost overruns, among others, may include the following:

- increases in prices of building materials such as steel and copper products which are influenced by global commodity prices and subjected to fluctuations;
- increases in the prices of solar PV modules and balance of system equipment; and
- increases in the cost of subcontracted services during periods where there is a shortage of workers.

Unanticipated cost increase arises due to the requirement to estimate the project cost for submission in tenders and proposals where the awarding of the tenders or contracts may be several months later, and the duration of some projects may take up to 18 months to complete.

While we are experienced in estimating costs for the submission of tenders or proposals, there is no assurance that we may not face any unanticipated cost increases which may adversely affect our financial performance.

8. RISK FACTORS (CONT'D)

8.1.5 We are dependent on our subcontractors to perform certain works for our solar PV projects

We engage subcontractors to perform works such as earthworks, site clearance and preparations, piling, construction of mounting structures, physical installation of solar PV modules and balance of systems, and electrical, communications and integration work to connect all equipment and components. Subcontractor costs accounted for 11.95% (RM0.47 million), 33.00% (RM6.41 million), 45.38% (RM13.26 million) and 19.23% (RM14.14 million) of our total purchases of materials and services for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

In this respect, we are subject to the risks associated with non-performance, late performance or poor performance by our subcontractors. While we may attempt to seek compensation from the relevant subcontractors, we may, from time to time, be required to compensate our clients before receiving the said compensation from the relevant subcontractors. In the event we are unable to seek compensation from the relevant subcontractors or the amount of the claims cannot be recovered in full or at all from the subcontractors, we may be required to bear some or all the costs of the claims, which may in turn adversely affect our profitability and financial performance. Furthermore, if our subcontractors' performance is not up to the expectations of our customers, our reputation may also be adversely affected.

For the Financial Years Under Review and up to the LPD, we have not experienced any material claims from customers relating to the work completed by our subcontractors. Nevertheless, there is no assurance that we would not experience any claims from customers relating to the poor, late or non-performance of our subcontractors in the future.

8.1.6 We may not have adequate insurance to cover liabilities for claims or losses due to unfavourable natural or otherwise events or incidences

We maintain a certain level of insurance that apply to our business operations including solar PV projects and our solar PV facilities to protect us against losses and liabilities. We have insurance policies for, among others, contractors' all risks and workmen's compensation for each of our on-going projects. In addition, we have insurance to cover our solar PV facilities for our solar power generation and supply business. If these insurance policies do not sufficiently cover all the risks that are associated with our business operations and/or any losses or damages in excess of our sum insured limits or in the areas that are not covered at all under the insurance policies, this could adversely affect our business operations and financial performance.

The contractors' all risks and workmen's compensation insurance policies are dependent upon our contract requirements. As at the LPD, the total sum insured is RM89.14 million. Although we have insurance coverage for various aspects of our business, there is no assurance that our insurance is adequate to cover all potential losses, damages or liabilities that we may suffer in the course of our business operations.

8.1.7 Our business has been, continues to be and in the future may be affected by outbreaks of epidemics and pandemics such as those of COVID-19

The outbreak of COVID-19 or any epidemics or pandemics may potentially affect our business operations. Between March 2020 and up to the LPD, there were several MCO measures implemented including full and partial lockdown containment measures and restrictions imposed.

Generally, our business was impacted due to containment measures during the MCO period between 18 March 2020 and 4 May 2020 as well as various phases of the NRP which commenced on 1 June 2021, where our project worksite operations were suspended or were operating at below full capacity. The interruptions in business operations had an impact on our project execution and implementation as well as our billing schedules for our EPCC and subcontracting solar PV projects.

8. RISK FACTORS (CONT'D)***Impact on our business operations and financial performance for the FYE 2021***

Our business operations including EPCC and subcontracting construction and installation works were affected due to the containment measures imposed by the Government during the MCO period in 2020 between 18 March 2020 and 4 May 2020. During the MCO periods, our business operations had been temporarily suspended for 55 days from 18 March 2020 to 11 May 2020 and resumed partial operations from 12 May 2020 onwards. Our management and administrative staff worked from home. Please refer to Section 6.3.11 of this Prospectus for further details on our operating environment and conditions.

As a result of the restrictions imposed by the Government during the MCO period, this had adversely affected our business operations and revenue in the first quarter of FYE 2021 as summarised in the table below:

	Quarter 4 FYE 2020	Quarter 1 FYE 2021	Quarter 2 FYE 2021	Quarter 3 FYE 2021	Quarter 4 FYE 2021
	<i>(Jan 2020 – Mar 2020)</i>	<i>(Apr 2020 – Jun 2020)</i>	<i>(Jul 2020 – Sep 2020)</i>	<i>(Oct 2020 – Dec 2020)</i>	<i>(Jan 2021 – Mar 2021)</i>
Revenue (RM'000)	12,607	5,788	11,230	9,760	16,551
Quarter-on-quarter change (%)		-54.09	94.02	-13.09	69.58

For the first quarter of FYE 2021, our revenue declined by 54.09% to RM5.79 million compared to RM12.61 million in the fourth quarter of FYE 2020 mainly due to the temporary suspension of EPCC and subcontracting works at the project sites due to containment measures during the MCO period between March 2020 and May 2020. Upon resumption of business operations since 12 May 2020, we increased our project onsite activities from the second quarter of FYE 2021 to make up for the lost time in the first quarter of FYE 2021, as reflected in the improvement in revenue by 94.02% in the second quarter of FYE 2021 compared to the first quarter of FYE 2021. Despite the business interruptions during the MCO period in 2020, our overall financial performance for FYE 2021 was not materially affected as our revenue increased by 64.28% to RM43.33 million for FYE 2021.

Impact on our business operations and financial performance for the FYE 2022

During the initial period of the NRP including the FMCO which started on 1 June 2021, our business operations were affected as our onsite operations were temporarily suspended and our management and administrative staff continued to work from home between June 2021 and July 2021. As a result of the restrictions imposed by the Government during the FMCO and Phase 1 NRP period, this could have an impact on our financial performance for the first half of FYE 2022.

Subsequently we resumed our onsite operations from mid-July 2021 onwards. In addition, we have notified our customers about disruptions and constraints resulting from the FMCO and Phase 1 NRP period and we have sought EOT for our projects. As at the LPD, we have sought extension of time from our customers for those projects that have been delayed by the work stoppages and slowdown during the FMCO and Phase 1 NRP period. In the event of failure to obtain the EOT from customers, we may be subjected to potential LAD claims including delay LAD and abandonment LAD based on the terms of the contract. Please refer to Section 6.3.11(iv)(b) of this Prospectus for further details on material business interruptions arising from the COVID-19 pandemic.

Nevertheless, we continue to have some billings based on work done for our solar PV facilities projects before Phase 1 of NRP as well as recurrent billings from solar power generation and supply. Due to the suspension of onsite projects during the NRP period including FMCO, this has affected our monthly revenue between June and July 2021 for the FYE 31 March 2022. Subsequently, our revenue performance improved progressively from the month of August 2021 onwards since the resumption of our operations in mid-July 2021.

Notwithstanding the above, in the event of a prolonged COVID-19 pandemic or other epidemics or pandemics in the future, our business operation and financial performance would be materially affected.

8. RISK FACTORS (CONT'D)**8.1.8 Our growth prospects may be limited if we are unable to effectively execute some of our business strategies and plans effectively**

Our business strategies and plans are focused on leveraging our key strengths and capitalising on our core competencies in the provision of solar PV services. Part of our strategies is to expand our solar PV business in providing solar PV services as well as being an asset owner to provide solar power to consumers, expand into other RE facilities and complementary products, market expansion as well as purchase of operational equipment. For further details on our strategies and plans, please refer to Section 6.10 of the Prospectus.

The prospects and future growth of our business are dependent on our ability to implement and execute our strategies and plans effectively and promptly. There is a risk that we may not be able to achieve the timing and objectives of our business strategies and plans due to factors including, among others, the inability to secure sufficient funding and/or bank borrowings, limitations in human resources or experience, regulatory changes, and delays due to containment measures to combat the COVID-19 pandemic or other epidemics or pandemics.

We cannot provide any assurance that any of our business strategies and plans will be commercially successful or that we will be able to anticipate and mitigate the business and operational risks associated with our strategies and plans. In the event of any delays or failure in executing our business strategies or plans effectively, our future business growth or financial prospects may be adversely affected.

8.1.9 We are subject to the risk of claims against facility and equipment defect for our EPCC of solar PV facilities, and systems warranty and performance ratio guarantee for our solar power generation and supply business

For our EPCC of solar PV facilities, we provide several warranties including common equipment warranty offered by the equipment manufacturers which are typically as follows:

- solar PV modules free from defects for 10 to 12 years:
 - 90% of the specified minimum output for 10 years;
 - 80% of the specified minimum output for 25 years.
- inverters warranty free from defects for 5 years;
- warranty in material and workmanship for a period ranging between 2 years and 10 years;
- others include support structure warranty for 10 years and electrical board and protection warranty for 2 years.

For solar power generation and supply, we provide a power guarantee based on the guaranteed performance ratio guarantee during the term of the PPA as stipulated in the contract.

While we have back-to-back arrangements with equipment manufacturers to replace faulty equipment at no cost to us, we would be required to bear the costs of physically replacing the affected equipment.

For the Financial Years Under Review and up to the LPD, we have not experienced any warranty claims on our EPCC of solar PV facilities and solar power generation and supply. Nevertheless, there is no assurance that we will not experience any warranty or defect liability claims in the future.

For our solar power supply contract, if we are unable to promptly rectify the problems that cause our solar PV facility to generate solar power below the stipulated performance ratio, our customers may make material claims that may adversely affect our financial performance.

8. RISK FACTORS (CONT'D)

The circumstances that may lead to our solar PV facilities failing to meet the minimum performance ratio may include, among others, new buildings or structures that cast shadows over our solar PV facilities, accumulation of dust or debris on the solar PV modules, prolonged occurrence of haze, unusually long periods of high rainfall or cloud cover or other weather conditions, excessive performance degradation or malfunction of some of the solar PV modules, and malfunction of inverters.

For the Financial Years under Review and up to the LPD, our solar PV facilities have been meeting the minimum performance ratio guarantees and consequently, there have not been any claims for compensation and/or reimbursement provided to customers for such shortfalls. However, there can be no assurance that the minimum solar power generation will continue to be met in the future.

If we fail to meet the minimum performance ratio, there is no assurance that our insurance may be adequate to cover all the potential losses or claims from our customers.

8.1.10 Our business operations are dependent on our executive officers and key senior management

Our business operations are dependent on the experience, knowledge and skills of our Executive Directors and key management for our solar PV business. Our CEO, Ong Hang Ping is responsible for overall strategic direction and business strategies who has approximately 12 years of experience in the RE sector. He is supported by our COO, Chow Kian Hung who is responsible for implementation of the strategies and day-to-day operations of the Group's business as well as our CPDO, Khoo Kah Kheng. Both of the COO and CPDO have approximately 9 years of experience in the RE sector respectively. They are supported by our key senior management team.

Our key senior management namely Ooi Yoong Shan (our CFO) brings with her an approximately 7 years of experience in accounting and finance matters. The loss of services from any of our executive officers or key senior management without any suitable and timely replacement may adversely affect our business operations and financial performance. The profiles of our executive officers and key senior management team are set out in Sections 5.1.2, 5.2.2 and 5.2.8 of this Prospectus.

There is no assurance that we would be able to retain our Executive Directors or our existing key management team or ensure a smooth transition should there be any material changes in management in the future.

8.1.11 Our business depends on the retention and procurement of certain registration, licences, permits and approvals

As a provider of solar PV services as well as for our asset ownership to generate and supply solar power from our solar PV facilities, we are required to obtain and hold valid registrations, licences, permits and approvals with authorities such as CIDB, SEDA, Energy Commission and TNB. Please refer to Appendix C of this Prospectus for further details of the required registrations, licences and permits.

We must comply with any regulations, terms and conditions imposed by the relevant authorities to retain such approvals, permits and licenses. Failure to comply with the regulations, terms and conditions may result in the suspension or cancellation or non-renewal of our approvals, permits and licences. The failure to keep or renew promptly the requisite approvals, permits and licences could result in suspension or restrictions in our business operations including our ability to participate in tenders for EPCC and related contracts for solar PV works, unable to carry out construction works, participate in the solar PV industry, or own solar PV facilities to generate and supply solar power, which would adversely affect our business and financial performance.

8. RISK FACTORS (CONT'D)

There were previous non-compliances by our subsidiaries as set out below:

(a) Fabulous Sunview

Fabulous Sunview experienced late renewals of CIDB licence in 2015, 2019, 2020 and 2021. The reason for late renewal was mainly due to inadequate staffing during the respective material times particularly in the human resource and administrative department which is responsible for the renewals of licenses. In addition, there was no proper system / method for the company to track the expiry of each license held. Pursuant to the above late renewal of CIDB licenses, renewal of TNB licenses as work contractor were also prolonged as it is a pre-requisite to have a valid CIDB licence for the renewal of TNB licence. Subsequently, TNB approved the licence renewal. The potential maximum penalty for the said non-compliances range from RM10,000 up to RM100,000. Based on the maximum penalty of RM100,000, the potential financial impact is approximately 1.73% of our PAT for the FYE 2021.

Subsequently, we have created a master list which sets out the details of all our licences, and we hired more staff including a dedicated officer to ensure renewal of these licences.

(b) Solare Truss

Solare Truss is involved in the solar PV construction and installation services, and supply of solar PV equipment. Since its commencement, Solare Truss has been providing subcontracted works for mechanical and electrical works of rooftop solar PV facilities which requires CIDB licence.

However, Solare Truss did not apply for the CIDB licence as Fabulous Sunview, which is the holding company of Solare Truss, has the requisite CIDB licence. As such, Solare Truss did not apply for a separate CIDB licence. The potential maximum penalty for the said non-compliances range from RM10,000 up to RM100,000. Based on the maximum penalty of RM100,000, the potential financial impact is approximately 1.73% of our PAT for the FYE 2021.

Solare Truss has completed all its on-going subcontracting works in December 2021. Moving forward, Solare Truss will not undertake any subcontracting works and all the subcontracting works will be undertaken directly by Fabulous Sunview.

8.1.12 We are exposed to liquidity risk and interest rate risk that may result in financial distress if we fail to meet our financial and performance obligations

We are exposed to liquidity and interest risk arises principally from our borrowings. Our gearing ratio increased from 0.66 times as at 31 March 2020 to 4.19 times as at 31 March 2021 and reduced to 0.97 times as at 31 March 2022. As at 31 March 2021, our total borrowings were RM46.84 million which was mainly contributed by outstanding term loans of RM25.56 million due to higher utilisation of term loans for our solar PV facilities, as well as the RCPS of RM16.31 million. On 15 December 2020, we issued RCPS of RM16.00 million with compounding interest of 12% per annum. As at 31 March 2022, the decrease in the gearing ratio was mainly attributed to the increase in share capital pursuant to the Pre-IPO Fund Raising as well as the RCPS Redemption and issuance of ICPS during the FYE 2022. Please refer to Section 11 of this Prospectus for further details on our borrowings and Note 15 (c) under Section 12 of this Prospectus for further details on the issuance of RCPS. As at 31 March 2022, our Group's total borrowings was RM52.87 million, of which all were interest bearing, comprising RM43.77 million loan based on floating interest rates and the remaining RM9.10 million loan based on fixed rates. Our finance cost increased from RM0.23 million for the FYE 2020 to RM0.79 million for the FYE 2021 and RM2.54 million for the FYE 2022. In this respect, any increase in interest rates may impact our financial performance.

8. RISK FACTORS (CONT'D)

As at the LPD, we have 7 on-going EPCC projects of LSS solar PV facilities of which 6 projects are under the LSS programme and 1 project is under the NEDA programme which will be funded through internally generated funds and bank borrowings. In this respect, this may increase our gearing ratio in the future as and when the borrowings are drawdown. Please refer to Section 11.5 of this Prospectus for further details of the pro forma combined statements of financial positions of the Group.

If we fail or encounter difficulties in meeting our financial obligations when they fall due, this will result in a financial distress condition which will affect our operations and financial performance. For the Financial Years Under Review and up to the LPD, we have not defaulted on any payments of either the principal and/or interests in relation to our borrowings.

In addition, as an EPCC contractor, we are typically required to provide performance security to project owners. As at the LPD, we have bank guarantees amounting to RM60.62 million comprising mainly project financing as bank guarantees for performance bonds, defect liability bonds, tender bid bond as well as an advance payment bond for our EPCC projects. Please refer to Section 11.3.11 (vii) of this Prospectus for further details on our material contingent liabilities. In the event that we fail to meet the performance obligations pursuant to the performance security stipulated in the contract, this will adversely affect our business, results of operations, liquidity and financial condition.

For FYE 2022, we recorded a negative operating cash flow of RM27.71 million which was mainly attributed to increase in contract assets by RM41.59 million in FYE 2022 arising from cost incurred due to services performed but pending billing to customers. Please refer to Section 11.3.11 (ii) of this Prospectus for further details on net cash used in operating activities for the FYE 2022. There is no assurance that we would not experience any adverse liquidity conditions which may materially affect our result of operations and financial performance.

8.1.13 We may not be able to bill and receive full amount of contract assets for our contract works

Our Group's contract assets represent the amount of works performed by us but have not reached the stage or milestone at which we are entitled to bill our customers for such completed works. There is normally a timing difference between the completion of contract works, the payment application by us and the issue of payment certificates by our customers, the subsequent issue of the invoice by us and the payment for such completed works by our customers. The typical timing from the completion of contract works to the receipt of payment for such completed works by our customers are 30 days, however it varies from case to case.

We recognise revenue based on the contract value of our work performed and progress billings issued by our customers. After commencement of a project and subject to the terms of the contract, we would submit progress reports to our customers according to the volume of work that we have performed. Subject to the certification of work by the relevant professionals appointed by our customers, we would be entitled to request for progress payments that are usually measured by reference to a prescribed percentage of the certified volume of work completed. Our Group recorded contract assets of approximately RM0.38 million, RM3.85 million, RM4.94 million and RM46.52 million as at 31 March 2019, 2020, 2021 and 2022, respectively.

Contract assets may vary from period to period. There is generally a timing difference between each stage or milestone for the works completed and the timing of works certified by our customers. There is no assurance that we will be able to bill and receive the full amount of contract assets as we may not be able to reach an agreement with our customers on the value of work conducted or our customers may fail to release the retention money in a timely manner. If we are unable to do so, our results of operations, liquidity and financial position may be materially and adversely affected. For the Financial Years Under Review and up to the LPD, our Group has not written off any bad debt on our trade receivables other than impairment loss on our trade receivables.

8. RISK FACTORS (CONT'D)

8.1.14 We are exposed to goodwill impairment risk that may materially affect our financial position

We recognise the goodwill arising from the acquisitions of Vafe System and Suntech Energy as set out in Section 4.1.1 (b) and 4.1.1 (c) of RM17.26 million, based on the fair value of the assets and liabilities acquired as at the relevant completion dates. Any subsequent fair value adjustments allocated to the identifiable assets acquired and liabilities assumed as well as the effects of the amortisation of intangible assets, if any, arising from the acquisitions of Vafe System and Suntech Energy may materially affect our financial position.

Additionally, any impairment on the carrying amount of the intangible assets (such as goodwill arising from the acquisitions of Vafe System and Suntech Energy) as a result of impairment tests may also materially affect our financial position. Nevertheless, we will continuously monitor the performance and cash flow of Vafe System and Suntech Energy to ensure that the goodwill is supported by the cash flow of the relevant cash generating units at all times.

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8. RISK FACTORS (CONT'D)

8.2 RISKS RELATING TO OUR INDUSTRY

8.2.1 Demand for new power generation assets may be reduced due to high reserve margin

Reserve margin is the difference between the available power generation capacity and peak demand. In 2020, (being the latest available statistics), the electricity reserve margin in Malaysia was 32.0%, higher than the optimum level of reserve margin of 30.0%. (Source: *Industry Overview*)

A high reserve margin may reduce the urgency to develop additional power generating facilities due to excess power generation capacity. In 2018, four of the newly awarded independent power producer contracts with a combined total capacity of 2,800 MW were terminated (Source: *Industry Overview*). As a result, there can be no assurance that demand will continue to be sustained in the development of new power generation assets in Malaysia, including solar PV facilities.

8.2.2 The solar PV industry is subject to its inherent risks

Our business is subject to risks inherent in the solar PV industry. These risks include, among others, changes in government policies and regulations relating to power generation, transmission and distribution (including liberalisation of retail sale of power to consumers and peer-to-peer power trading), financial and other incentives provided to encourage new solar PV facilities, and decreases in electricity tariffs. Some of these changes may reduce the attractiveness of investing in new solar PV facilities, which may adversely affect service providers for EPCC and related construction and installation works for new solar PV facilities.

As such, there can be no assurance that our business and financial performance will not be adversely affected by risks inherent in the solar PV industry.

8.2.3 Technological developments in power generation may result in other more cost-efficient renewable and environmentally friendly generation methods

Other power generation methods that are renewable and environmentally friendly include using other primary energy sources, such as biomass, biogas, wind, waves, currents, water flow, solar thermal and geothermal energy. In Malaysia, solar PV facilities are currently a popular method of generating renewable and environmentally friendly power. However, there is a risk that technological developments in other primary energy sources may result in them becoming more cost-efficient compared to solar PV. This may result in these methods displacing solar PV facilities as the preferred method of generating renewable and environmentally friendly power, and consequently, this would adversely affect our business operations, financial performance and prospects.

8.2.4 Disruption in the supply chain including shipping and shortages of semiconductors

The solar PV industry relies on some imported equipment such as inverters and solar PV modules. Recently, the global shipping has experienced increases in freight rates while some ports have been experiencing port congestion. These events have invariably increased the shipping costs as well as created delays for some of the imported materials and equipment, which may impact on the solar PV industry.

Sea freight rates have been on an increasing trend since the second half of 2020 from US\$2,032/forty-foot equivalent unit ("FEU") on 2 July 2020 to US\$10,377/FEU on 23 September 2021, and subsequently decreased to US\$6,224/FEU on 18 August 2022. The increase in sea freight rates was mainly due to the imbalance in demand and supply of containers resulting from the COVID-19 conditions in different economies as well as the imbalance in trade between China and the US where China exports more than it imports, thereby creating an insufficient supply of empty containers for China's export requirements. (Source: *Industry Overview*)

8. RISK FACTORS (CONT'D)

Solar PV modules are made up of crystalline silicon, which is also used in manufacturing of semiconductors such as integrated circuits used in many electronic parts and products. As such the solar PV industry competes for the same raw materials as those in the semiconductor and electronics and electronics industries which is also facing a shortage of semiconductor affecting the automobile industry as well as other electronic products.

In this respect, a sustained shortage of crystalline silicon may affect the production of solar cells which may cause a temporary shortage of solar PV modules. This may in turn delay and/or increase the cost of construction of solar PV facilities.

8.2.5 We are subject to risks related to political, social and economic events in Malaysia

Our business is subject to prevailing political, social and economic conditions in Malaysia. Any adverse developments in the above conditions may harm our financial position and business prospects. The risks include, among others, changes in political leadership, economic downturn, risk of war or civil disturbances, declaration of a state of emergency, changes in Government policies, introduction of new regulations, import and export restrictions, duties and tariffs, changes in foreign exchange policies, changes in interest rates and changes in taxation methods and rates.

Furthermore, such events occurring in other countries could have a material adverse effect on Malaysia, either directly or indirectly. The occurrence of these events in Malaysia and other countries could adversely affect business sentiments and consumer confidence, leading to reduced business and consumer spending and investment. This, in turn, may cause our existing and prospective customers to delay, reduce, or abandon their plans to engage our services. As such, there can be no assurance that political, social and economic events in Malaysia and other countries, which are beyond our control, would not materially affect our business operations and financial performance.

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8. RISK FACTORS (CONT'D)

8.3 RISKS RELATING TO OUR SHARES**8.3.1 There has been no prior market for our Shares**

Prior to our Listing, there has been no public market for our Shares. Hence, there is no assurance that upon Listing, an active market for our Shares will develop, or, if developed, that such market can be sustained. The IPO Price was determined after taking into consideration a number of factors including but not limited to our business strategies and our financial and operating history.

There can be no assurance that the IPO Price will correspond to the price at which our Shares will trade on the ACE Market upon our Listing and the market price of our Shares will not decline below the IPO Price.

8.3.2 The trading price and volume of our Shares upon Listing may be volatile

The performance of Bursa Securities is very much dependent on external factors such as the performance of the regional and world bourses and the inflow or outflow of foreign funds. Sentiment is also largely driven by internal factors such as economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes witnessed on Bursa Securities, thus adding risks to the market price of our listed Shares.

In addition, the market price of our Shares may be highly volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- (i) material variations in our financial results and operations;
- (ii) success or failure of our management in implementing future plans, and business and growth strategies;
- (iii) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;
- (iv) changes in conditions affecting our industry, the prevailing global and local economic conditions or stock market sentiments or other events or factors;
- (v) changes in market valuations and share prices of companies with similar businesses to our Group that may be listed on Bursa Securities or other stock exchanges;
- (vi) additions or departures of key personnel;
- (vii) fluctuations in stock market prices and volumes; or
- (viii) involvement in claims, litigation, arbitration or other form of dispute resolution.

8. RISK FACTORS (CONT'D)**8.3.3 There may be a potential delay to or failure of our Listing**

The occurrence of any one or more of the following events, which is not exhaustive, may cause a delay in or cancellation of our Listing:

- (i) our Sole Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations thereunder;
- (ii) the revocation of approvals from the relevant authorities for the Listing and / or admission for whatever reason; or
- (iii) we are unable to meet the public shareholding spread requirement of the Listing Requirements, i.e. at least 25.00% of our issued share capital for which listing is sought must be held by a minimum number of 200 public shareholders holding not less than 100 Shares each at the point of our Listing.

Where prior to the allotment and issuance of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and our Company shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which the Company shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or
- (ii) our Listing is aborted, investors will not receive any of our IPO Shares, all monies paid in respect of all applications for our IPO Shares will be refunded free of interest.

Where subsequent to the allotment and issuance of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, the Company shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or
- (ii) our Listing is aborted other than pursuant to a stop order by the SC, a return of monies to our shareholders could only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation can be implemented by either:
 - (aa) the sanction of our shareholders by special resolution in a general meeting, supported by consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or
 - (bb) the sanction of our shareholders by special resolution in a general meeting, supported by a solvency statement from our Directors.

8. RISK FACTORS (CONT'D)

8.3.4 There is no assurance of payment of dividends

Our ability to pay dividends or make other distributions to our shareholders is not guaranteed. Our Company is an investment holding company and we conduct substantially all of our operations through our subsidiaries. Our Company derives income mainly from dividends received from our subsidiaries. Hence, our ability to pay future dividends is largely dependent on the financial performance of our subsidiaries. Further, in view that our Group intends to embark on future plans as disclosed in Section 6.10 of this Prospectus, our ability to pay dividends may be limited. In addition, our ability to pay dividends could also be affected by our requirement to conserve cash to address uncertainties regarding any political, social, economic and regulatory conditions, for instance the prolonged COVID-19 pandemic.

Please refer to Section 11.4 of this Prospectus for further information on our dividend policy.

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9. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, subject to certain exemptions, a "related party transaction" is a transaction entered into by a listed issuer or its subsidiary involving the interest, direct or indirect, of a related party. A "related party" is defined as a director, major shareholder or person connected with such director or major shareholder (including a person who is or was a director or major shareholder within the preceding 6 months before the transaction was entered into). "Major shareholder" means a shareholder with a shareholding of 10% or more (or 5% or more where such person is the largest shareholder in the company) of all the voting shares in the company.

9.1 RELATED PARTY TRANSACTIONS

9.1.1 Material related party transactions entered into by our Group

Save for the Acquisition of Fabulous Sunview pursuant to our internal reorganisation for the Listing (details of which are as set out in Section 4.1.2 of this Prospectus), our Group has not entered into any related party transactions for the Financial Years Under Review and for the subsequent financial period up to the LPD.

After the Listing, we will be required to seek our shareholders' approval each time we enter into material related party transactions in accordance with the Listing Requirements. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into these transactions without having to seek separate shareholders' approval each time we wish to enter into such related party transactions during the validity period of the mandate. In the event there are any proposed related party transactions that require prior approval of our shareholders, the interested person shall abstain from voting on resolution(s) pertaining to the respective transaction. Under the Listing Requirements, related party transactions may be aggregated to determine their overall materiality if the transactions occur within a 12-month period, are entered into with the same party or with parties related to one another or if the transactions involve the acquisition or disposal of securities or interests in one corporation / asset or of various parcels of land contiguous to each other.

Upon Listing, our Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not to the detriment to our minority shareholders. Our Group will seek such relevant shareholders' approval where required. We will make disclosures in our annual report of the aggregate value of the recurrent related party transactions entered into by us based on the nature of the transactions made, names of the related parties involved and their relationship with our Group during the financial year and in the annual reports for the subsequent financial years.

9. RELATED PARTY TRANSACTIONS (CONT'D)

9.2 RELATED PARTY TRANSACTIONS THAT ARE UNUSUAL IN NATURE OR CONDITION

Our Directors have confirmed that there are no related party transactions that are unusual in its nature or condition, involving goods, services, tangible or intangible assets, to which we were a party in respect of the Financial Years Under Review and up to the LPD.

9.3 OUTSTANDING LOANS AND / OR FINANCIAL ASSISTANCE MADE TO OR FOR THE BENEFIT OF THE RELATED PARTIES

Our Directors have confirmed that there are no outstanding loans and / or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of the related parties for the Financial Years Under Review and up to the LPD.

9.4 LOANS AND / OR FINANCIAL ASSISTANCE FROM RELATED PARTIES TO OUR GROUP

The following table sets out the loans (including guarantees of any kind) and/or financial assistance from related parties to us for the Financial Years Under Review and up to the LPD:

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount				
			As at 31 March			As at the LPD	
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000	RM'000
1.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given joint and several guarantees in favour of Small Medium Enterprise Development Bank Malaysia Berhad for a Commodity Murabahah Revolving Financing-i facility of RM0.90 million granted to Fabulous Sunview.	770	782	-	834	851
2.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given joint and several guarantees in favour of United Overseas Bank (Malaysia) Bhd. for banking facilities of RM1.30 million granted to Fabulous Sunview.	779	541	944	467	123

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount				As at the LPD RM'000
			As at 31 March				
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000	
3.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Public Bank Berhad for a hire purchase facility of RM0.08 million granted to Fabulous Sunview.	67	51	43	26	17
4.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given joint and several guarantees in favour of ORIX Credit Malaysia Sdn. Bhd. for a hire purchase facility of RM0.10 million granted to Fabulous Sunview.	100	50	-	-	-
5.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for a hire purchase facility of RM0.05 million granted to Fabulous Sunview.	-	42	39	29	24
6.	Fabulous Sunview and Chow Kian Hung who was the director and substantial shareholder of Fabulous Sunview	Chow Kian Hung had given personal guarantee in favour of BMW Credit (Malaysia) Sdn Bhd for a hire purchase facility of RM0.09 million granted to Fabulous Sunview.	-	93	65	39	30

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount					As at the LPD RM'000
			As at 31 March					
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000		
7.	Fabulous Sunview, Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview and Chai Jeun Sian, a previous director of Fabulous Sunview	Ong Hang Ping and Chai Jeun Sian, a previous director of Fabulous Sunview had given joint and several guarantees in favour of United Overseas Bank (Malaysia) Bhd. for a loan facility of RM0.45 million granted to Fabulous Sunview.	89	-	-	-	-	-
8.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview, and Chai Jeun Sian, a previous director of Fabulous Sunview	Ong Hang Ping, Chow Kian Hung and Chai Jeun Sian, a previous director of Fabulous Sunview had given joint and several guarantees in favour of Malayan Banking Berhad for a term loan facility of RM1.38 million granted to Fabulous Sunview.	1,088	914	858	644	559	
9.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview and Chai Jeun Sian, a previous director of Fabulous Sunview	Ong Hang Ping, Chow Kian Hung and Chai Jeun Sian, a previous director of Fabulous Sunview had given joint and several guarantees in favour of Maybank Islamic Berhad for Commodity Murabahah Term Financing-i and Cash Line-l facilities of RM2.85 million granted to Fabulous Sunview.	1,055	1,021	999	2,510	2,496	

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount					As at the LPD RM'000
			As at 31 March					
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000		
10.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given joint and several guarantees in favour of AmBank (M) Berhad for an overdraft facility of RM1.00 million granted to Fabulous Sunview.	-	-	507	959	859	
11.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given joint and several guarantees in favour of AmBank (M) Berhad for a term loan facility of RM1.00 million granted to Fabulous Sunview.	-	-	973	786	706	
12.	Fabulous Sunview and the following persons: - Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview; - Khoo Kah Kheng who was a director and shareholder of Suntech Energy; and - Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT	Ong Hang Ping, Chow Kian Hung, Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of AIS for a term loan facility of RM12.00 million granted to Fabulous Sunview.	-	-	-	12,000	12,000	

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount					As at the LPD RM'000
			As at 31 March					
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000		
13.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for hire purchase facilities with a total amount of RM0.25 million granted to Fabulous Sunview.	-	-	-	239	223	
14.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for hire purchase facilities with a total amount of RM0.13 million granted to Fabulous Sunview.	-	-	-	122	112	
15.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for hire purchase facilities with a total amount of RM0.11 million granted to Fabulous Sunview.	-	-	-	107	100	
16.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for hire purchase facilities with a total amount of RM0.30 million granted to Fabulous Sunview.	-	-	-	-	286	
17.	Fabulous Sunview and Ong Hang Ping who was the director and substantial shareholder of Fabulous Sunview	Ong Hang Ping had given personal guarantee in favour of Hong Leong Bank Berhad for hire purchase facilities with a total amount of RM0.35 million granted to Fabulous Sunview.	-	-	-	-	333	

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount				As at the LPD RM'000
			As at 31 March				
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000	
18.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were the directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given personal guarantee in favour of AmBank Islamic Berhad for general trade line and contract financing facilities with a total amount of RM82.50 million granted to Fabulous Sunview.	-	-	-	-	66,802
19.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were the directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given personal guarantee in favour of Bank of China for general trade line and contract financing facilities with a total amount of RM15.40 million granted to Fabulous Sunview.	-	-	-	-	975
20.	Fabulous Sunview, Ong Hang Ping and Chow Kian Hung who were the directors and substantial shareholders of Fabulous Sunview	Ong Hang Ping and Chow Kian Hung had given personal guarantee in favour of Maybank Islamic Berhad for bank guarantee facilities with a total amount of RM23.63 million granted to Fabulous Sunview.	-	-	-	-	23,632

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount				As at the LPD RM'000
			As at 31 March				
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000	
21.	<p>Solarcity REIT and the following persons:</p> <ul style="list-style-type: none"> - Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview; - Khoo Kah Kheng who was a director and shareholder of Suntech Energy; and - Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT 	<p>Ong Hang Ping, Chow Kian Hung, Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of AIS for Commodity Murabahah Term Financing-facility of RM5.80 million granted to Solarcity REIT.</p>	-	-	5,662	5,270	5,102

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount				
			As at 31 March				As at the LPD RM'000
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000	
22.	<p>Solarcity REIT and the following persons:</p> <ul style="list-style-type: none"> - Ong Hang Ping and Chow Kian Hung who were directors and substantial shareholders of Fabulous Sunview; - Khoo Kah Kheng who was a director and shareholder of Suntech Energy; and - Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT 	<p>Ong Hang Ping, Chow Kian Hung, Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of Alliance Bank Malaysia Berhad for term loan facilities of RM5.56 million granted to Solarcity REIT.</p>	-	-	-	5,318	5,113
23.	<p>Suntech Energy, Khoo Kah Kheng who was the director and shareholder of Suntech Energy and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT</p>	<p>Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of AmBank Islamic Berhad for a Murabahah Tawarruq Term Financing-i facility of RM0.50 million granted to Suntech Energy.</p>	-	-	466	431	389

9. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties and nature of relationship	Nature of transaction	Outstanding amount					As at the LPD RM'000
			As at 31 March					
			2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000		
24.	Suntech Energy, Khoo Kah Kheng who was the director and shareholder of Suntech Energy and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT	Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of Bank Kerjasama Rakyat Malaysia Berhad for a Term Financing-i facility of RM0.30 million granted to Suntech Energy.	-	-	300	280	286	
25.	Suntech Energy, Khoo Kah Kheng who was the director and shareholder of Suntech Energy and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT	Khoo Kah Kheng and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given joint and several guarantees in favour of Bank Islam Malaysia Berhad for Business Financing facilities of RM11.50 million granted to Suntech Energy.	-	-	11,058	11,165	10,880	
26.	Suntech Energy and Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT	Ng Chee Yee, a previous director of Suntech Energy and Solarcity REIT had given personal guarantee in favour of Public Bank Berhad for a hire purchase facility of RM0.25 million granted to Suntech Energy.	-	-	239	-	-	
27.	Vafe System, Ong Hang Ping and Chow Kian Hung who are the directors of Vafe System	Ong Hang Ping and Chow Kian Hung had given personal guarantee in favour of Hong Leong Bank Berhad for term loan facility of RM6.00 million granted to Vafe System.	-	-	-	4,666	4,424	

9. RELATED PARTY TRANSACTIONS (CONT'D)

In respect of the existing personal guarantees as set out above provided to Fabulous Sunview, Solarcity REIT, Suntech Energy and Vafe System granted in favour of the respective financiers, we have obtained the relevant consents from the respective financiers for their respective approvals to discharge the guarantees by substituting the same with a corporate guarantee from Sunview after our Listing.

9.5 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS

9.5.1 Audit and Risk Management Committee review

Our Audit and Risk Management Committee assesses matters relating to related party transactions and conflict of interest situations that may arise within our Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee maintains and periodically reviews the adequacy of the procedures and processes set by our Company to monitor related party transactions and conflict of interest situations. It also sets the procedures and processes to ensure that related party transactions are carried out in the best interest of our Company on normal commercial terms that are not more favourable to the related party than those generally available to third parties dealing at arm's length, and are not detrimental to the interest of our Company's minority shareholders. Amongst others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee are reported to our Board for its further action.

9.5.2 Policy on related party transactions

Some of our Directors and / or substantial shareholders are also directors and / or shareholders of a related party to our Group, as disclosed in Section 9.1.1 of this Prospectus and / or directors of companies that are in similar business to our Group, as disclosed in Section 10.1 of this Prospectus. It is the policy of our Group that all related party transactions must be immediately and fully disclosed by our interested or conflicted Directors or substantial shareholders to the management for reporting to our Audit and Risk Management Committee. Any related party transactions must be reviewed by our Audit and Risk Management Committee to ensure that they are negotiated and agreed upon in the best interest of our Company on normal commercial terms and not more favourable to the related party than those generally available to third parties dealing at arm's length, and are not detrimental to the interest of our Company's minority shareholders. In respect of our Directors' interest in companies carrying on similar business, our Directors will also be required to abstain from deliberations and voting on resolutions pertaining to matters and / or transactions where a conflict of interest may arise.

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10. CONFLICT OF INTEREST

10.1 CONFLICT OF INTEREST

As at the LPD, none of our Directors and / or substantial shareholders have any other interest, whether direct or indirect, in any businesses or corporations which are carrying on a similar trade as our Group or which are the customers or suppliers of our Group.

10.2 DECLARATION BY ADVISERS ON CONFLICT OF INTEREST**10.2.1 Principal Adviser, Sponsor, Sole Underwriter and Placement Agent**

AIS and / or its related companies ("**Alliance Banking Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading and credit transaction services business. The Alliance Banking Group has engaged and may in the future, engage in transactions with and perform services for the Sunview Group and / or the Sunview Group's affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the Alliance Banking Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of the Sunview Group, its shareholders, and / or its affiliates and / or any other entity or person, hold long or short positions in securities issued by the Sunview Group and / or its affiliates, and may trade or otherwise effect transactions for its own account or account of its other customer in debt or equity securities or loans of any member of the Sunview Group and / or its affiliates. This is the result of the businesses of Alliance Banking Group generally acting independently of each other and accordingly, there may be situations where parts of the Alliance Banking Group now have or in the future, may have an interest or take actions that may conflict with the interest of the Sunview Group. Nonetheless, Alliance Banking Group is required to comply with the applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

As at the LPD, Alliance Banking Group has extended total credit facilities of RM22.29 million to our Group, which represents 53.63% of the term loans of our Group in FYE 2022. These credit facilities have been mainly used for the acquisition of Suntech Energy and financing of our solar PV facilities under the NEM and SELCO programme.

It is our Group's intention to repay a credit facility owing to AIS (which forms part of the Alliance Banking Group) using the proceeds raised from our Public Issue which forms part of the covenants of the credit facility. The credit facility was granted on the conditions, that among others, we undertake to carry out the Listing by 31 December 2022, failing which the profit rate for the credit facility shall increase by additional 2.00% per annum above its current profit rate.

AIS is of the view that the repayment of the credit facility by our Group to AIS does not result in a conflict of interest situation in its capacity as the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent to our Group in relation to the Listing due to the following:

- (i) the total credit facilities amounting to RM22.29 million extended by the Alliance Banking Group represents 0.35% of the latest available audited consolidated NA of the Alliance Banking Group as at 31 March 2022, which are not material;
- (ii) Alliance Bank Malaysia Berhad is a licensed commercial bank and AIS is a licensed Islamic bank. The extension of such credit facilities to our Group is in the ordinary course of business of the Alliance Banking Group;

10. CONFLICT OF INTEREST (CONT'D)

- (iii) AIS is a Registered Person permitted to carry on the regulated activity of advising on corporate finance under the CMSA and its appointment as the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent of our Group is in the ordinary course of its business and AIS does not receive or derive any financial interest or benefits save for the professional fees received in relation to its appointment as the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent for our IPO;
- (iv) the credit facilities were provided by Alliance Bank Malaysia Berhad and AIS on an arm's length basis and in its ordinary course of business and are not conditional upon AIS being appointed as the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent for our IPO; and
- (v) the corporate finance department of AIS is required to comply with strict policies and guidelines issued by the SC, Bursa Securities and Bank Negara Malaysia governing its advisory operations. These guidelines require, among others, the establishment of Chinese Wall policies. Further, the team in-charge of the IPO in AIS is independent from the team handling the credit facilities in Alliance Banking Group.

The Underwriting Agreement, which certain details are set out in Section 4.6 of this Prospectus, was entered into on an arm's length basis and on market terms.

10.2.2 Solicitors to our Company

Messrs. Teh & Lee has confirmed that there is no conflict of interest in its capacity as the solicitors to our Group in relation to the Listing.

10.2.3 External Auditors and Reporting Accountants

Messrs. Baker Tilly Monteiro Heng PLT has confirmed that there is no conflict of interest in its capacity as the External Auditors and Reporting Accountants to our Group in relation to the Listing.

10.2.4 Independent Business and Market Research Consultants

Vital Factor has confirmed that there is no conflict of interest in its capacity as the IMR to our Group in relation to the Listing.

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11. FINANCIAL INFORMATION

The Company was incorporated on 25 May 2021 for the purpose of a restructuring exercise, as part of our Listing Scheme in relation to the IPO that will result in the Company being the holding company of Fabulous Sunview after the Acquisition of Fabulous Sunview. The financial results for the acquisitions of Vafe System and Suntech Energy by Fabulous Sunview were consolidated taking into consideration the share sale agreements dated 8 March 2021 and 24 March 2021, respectively. For the purpose of this section, as the Company was incorporated on 25 May 2021, the historical audited combined financial information of our Group from FYE 2019 to FYE 2021 relate solely to the audited financial statements of Fabulous Sunview and its subsidiaries, namely Fabulous Sunview, Solarcity REIT, Solare Truss, Vafe System (post-acquisition) and Suntech Energy (post-acquisition) as these entities were under common control during FYE 2019 to FYE 2021. Please refer to Appendix D and Appendix E of this Prospectus for the 15-month FPE 31 March 2021 audited financial statements of Suntech Energy and Vafe System, respectively.

As the Acquisition of Fabulous Sunview was completed on 29 July 2022, the historical combined audited financial information for FYE 2022 contained in the ensuing sections relate to the audited financial statements of the Company as well as Fabulous Sunview and its subsidiaries as these entities were under common control during FYE 2022.

11.1 HISTORICAL AUDITED COMBINED FINANCIAL INFORMATION

The historical audited combined financial information of our Group for the Financial Years Under Review presented in this section have been extracted from the Accountants' Report set out in Section 12 of this Prospectus, which deals with the audited combined financial statements of our Group for the Financial Years Under Review.

You should read the historical audited combined financial information below together with:

- Management's Discussion and Analysis of Financial Conditions and Results of Operations set out in Section 11.3 of this Prospectus; and
- Accountants' Report set out in Section 12 of this Prospectus.

The historical audited combined financial information included in this Prospectus does not reflect our Group's results of operations, financial position and cash flows in the future. Moreover, our Group's past operating results are not indicative of our Group's future operating performance.

(a) Historical audited combined statements of comprehensive income of our Group

	Audited			
	FYE 2019 RM'000	FYE 2020 RM'000	FYE 2021 RM'000	FYE 2022 RM'000
Revenue	5,651	26,375	43,330	99,263
Cost of sales	(4,322)	(20,243)	(30,464)	(78,917)
GP	1,329	6,132	12,866	20,346
Other income	*	*	224	870
Administrative expenses	(1,848)	(2,651)	(3,961)	(7,813)
Operating (loss)/profit	(519)	3,481	9,129	13,403
Finance costs	(280)	(227)	(786)	(2,544)
Share of result of associates, net of tax	-	*	-	-
(LBT)/PBT	(799)	3,254	8,343	10,859
Income tax expense	91	(725)	(2,552)	(1,972)
(LAT)/PAT	(708)	2,529	5,791	8,887

11. FINANCIAL INFORMATION (CONT'D)

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
GP margin ⁽¹⁾ (%)	23.52	23.25	29.69	20.50
PBT margin ⁽²⁾ (%)	-	12.34	19.25	10.94
PAT margin ⁽³⁾ (%)	-	9.59	13.36	8.95
Effective tax rate ⁽⁴⁾ (%)	(11.39)	22.28	30.59	18.16
Earnings before interest, tax, depreciation and amortisation ("EBITDA") ⁽⁵⁾ (RM'000)	(411)	3,648	9,443	15,670
Assumed number of Shares in issue ⁽⁶⁾ ('000)	468,000	468,000	468,000	468,000
Basic and diluted (LPS)/EPS ⁽⁷⁾ (sen)	(0.15)	0.54	1.24	1.90

Notes:

* Negligible

- (1) GP margin is calculated based on GP divided by revenue.
- (2) PBT margin is calculated based on PBT divided by revenue.
- (3) PAT margin is calculated based on PAT divided by revenue.
- (4) Effective tax rate is calculated based on income tax expense divided by (LBT)/PBT.
- (5) EBITDA is calculated as follows:

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
	RM'000	RM'000	RM'000	RM'000
PBT	(799)	3,254	8,343	10,859
<i>Adjusted for:</i>				
Finance costs	280	227	786	2,544
Depreciation	108	167	287	2,146
Interest income	*	*	27	121
EBITDA	(411)	3,648	9,443	15,670

Note:

* Negligible

- (6) The assumed number of Shares in issue after our Public Issue.
- (7) Basic (LPS)/EPS is calculated based on (LAT)/PAT attributable to owners of our Company divided by the assumed number of Shares in issue. Diluted (LPS)/EPS are the same as basic (LPS)/EPS as there were no potential dilutive ordinary shares existing during the respective years.

11. FINANCIAL INFORMATION (CONT'D)**(b) Historical audited combined statements of financial position of our Group**

	Audited as at 31 March			
	2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000
ASSETS				
Property, plant and equipment	3,328	3,838	33,769	39,207
Other investments	134	-	-	-
Goodwill	-	-	17,255	17,255
Deferred tax assets	96	-	*	702
TOTAL NON-CURRENT ASSETS	3,558	3,838	51,024	57,164
Inventories	659	1,266	1,120	3,066
Current tax assets	92	-	-	-
Contract assets	378	3,849	4,935	46,524
Trade and other receivables	2,185	11,010	18,310	31,372
Cash and short-term deposits	1,283	2,019	16,873	20,107
TOTAL CURRENT ASSETS	4,597	18,144	41,238	101,069
TOTAL ASSETS	8,155	21,982	92,262	158,233
EQUITY AND LIABILITIES				
Share capital	750	2,250	2,250	24,249
Other reserve	-	-	144	12,800
Retained earnings	1,474	3,003	8,794	17,681
TOTAL EQUITY	2,224	5,253	11,188	54,730
Loans and borrowings	2,024	1,793	42,887	42,732
Deferred tax liabilities	-	67	307	358
TOTAL NON-CURRENT LIABILITIES	2,024	1,860	43,194	43,090
Loans and borrowings	1,924	1,687	3,949	10,137
Current tax liabilities	-	343	2,165	2,236
Trade and other payables	1,516	8,087	31,211	28,774
Contract liabilities	467	4,752	555	19,266
TOTAL CURRENT LIABILITIES	3,907	14,869	37,880	60,413
TOTAL LIABILITIES	5,931	16,729	81,074	103,503
TOTAL EQUITY AND LIABILITIES	8,155	21,982	92,262	158,233

Note:

* Negligible

(c) Significant changes

Save for the prolonged COVID-19 pandemic and as disclosed in this Prospectus, there were no significant changes that have occurred which may have a material effect on the financial position and results of our Group subsequent to the FYE 2022 and up to the LPD. Please refer to Section 6.3.11 of this Prospectus for further details on the impact of the prolonged COVID-19 pandemic on our business and financial performance.

11. FINANCIAL INFORMATION (CONT'D)**11.2 CAPITALISATION AND INDEBTEDNESS**

The following table sets out our Group's capitalisation and indebtedness:

- (i) as at 31 July 2022, before Public Issue and use of proceeds; and
- (ii) after adjusting for the proceeds arising from our Public Issue and use of proceeds from Public Issue.

	(Unaudited) As at 31 July 2022 RM'000	After Public Issue and use of proceeds RM'000
Indebtedness:		
<u>Current</u>		
<i>Secured and guaranteed</i>		
Term loans	2,885	2,885
Bank overdrafts	3,347	3,347
Contract financing	16,917	16,917
	23,149	23,149
<u>Non-current</u>		
Term loans (<i>Secured and guaranteed</i>)	38,922	31,922
ICPS	-	-
	38,922	31,922
Total indebtedness	62,071	55,071
Shareholders' equity	59,856	92,220
Total capitalisation and indebtedness	121,927	147,291
Gearing ratio (times)*	1.04	0.60

Note:

* Computed based on total indebtedness over our shareholders' equity.

The bank guarantees of our Group are set out in Section 11.3.11 (vii) of this Prospectus.

11. FINANCIAL INFORMATION (CONT'D)

11.3 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Investors should read the following management's discussion and analysis of our Group's financial conditions and results of operations in conjunction with the Accountants' Report as set out in Section 12 of this Prospectus. The management's discussion and analysis contain data derived from our historical audited combined financial statements.

Overview of Business Operations

Our Group is principally involved in the provision of solar PV construction related services and solar power generation and supply.

As an EPCC of solar PV facilities, we provide end-to-end services from engineering design, planning and procurement, construction and installation up to testing and commissioning.

As a provider of solar PV construction and installation services, we operate as a subcontractor to EPCC contractors where we are involved in site clearance and management, M&E, piling, assembly and installation of mounting systems, and installation of solar PV modules and related electrical and communications equipment and systems.

In addition, we also provide associated services and products to complement our core services in EPCC, and construction and installation services. We have also embarked on being an asset owner of solar PV facilities to generate and supply solar power which enables us to generate recurrent revenue to supplement our project based revenue streams.

Please refer to Section 6.3 of this Prospectus for further details on our business overview.

11.3.1 Revenue

Our main revenue stream is derived from the provision of solar PV construction related services, where the scope of our work is generally as follows:

- (a) EPCC of solar PV facilities: our EPCC of solar PV facilities cover end-to-end works of a project which includes the following:
 - (i) **Engineering**, which involves the planning and design of the entire solar PV facility.
 - (ii) **Procurement**, which involves the sourcing of all construction materials and equipment including solar PV modules and balance of systems, and services including subcontractors, contract workers, consultants, logistics service providers and rental of equipment.
 - (iii) **Construction**, which involves structural construction and M&E installation. Our principal roles are mainly project management and site supervision, quality and safety assurance, monitoring the construction, installation and integration process, ensuring all works are following project specification and design, and that they meet regulatory compliances, and liaising with authorities and other external parties.
 - (iv) **Commissioning**, which involves the testing of individual equipment, subsystems and the total installed solar PV facility.

Revenue contribution from EPCC of solar PV facilities accounted for 76.38% (RM4.32 million), 38.68% (RM10.20 million), 46.06% (RM19.96 million) and 75.73% (RM75.17 million) of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

11. FINANCIAL INFORMATION (CONT'D)

- (b) Construction and installation of solar PV facilities: we are responsible for carrying out work based on our customers' designs and specifications. We engage external parties to carry out the construction and installation works under our supervision. Our construction and installation works include the following:
- (i) **Civil works**, which involve preparation of the site for installation of solar PV facilities.
 - (ii) **Structural works**, which involve the construction of buildings and structures including control rooms, substations and other structures to house or support the inverters and transformers.
 - (iii) **Mechanical works**, which involve the installation of mounting system to hold the solar PV panels, as well as assembly of metal-based support structures for some of the balance of system.
 - (iv) **Electrical works**, which involves the installation and wiring connections of the solar PV panels, which is then connected to various electrical equipment such as inverters and subsequently to the control room.

Revenue contribution from construction and installation works accounted for 10.46% (RM0.59 million), 41.68% (RM10.99 million), 40.37% (RM17.49 million) and 8.85% (RM8.79 million) of our total revenue for FYE 2019, FYE 2020, FYE 2021 and FYE 2022, respectively.

Our revenue recognition method is set out as below:

(a) EPCC of solar PV facilities

Revenue is recognised over time, if (i) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs; or (ii) the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Revenue is recognised over the period of the contract by measuring the progress towards complete satisfaction of that performance obligation. Revenue is measured on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The stage of completion is determined by the proportion of contract costs incurred to-date relative to the estimated total contract costs.

(b) Sale of electricity generated from renewable energy equipment

Revenue from sale of electricity generated from renewable energy equipment is recognised over time as the customers simultaneously received and consumed the benefits provided by the Group's performance. The revenue recognised is the amount to which the Group has a right to invoice as it corresponds directly with the value to the customer of the Group's performance that is completed to date. This revenue also includes an estimated value of the electricity delivered from the date of their last meter reading and period end.

11. FINANCIAL INFORMATION (CONT'D)

(c) Associated services and products

Revenue from associated services and products is recognised at a point in time, if a customer receives and consumes the benefits provided by the entity's performance and if the control of the products has been transferred, being when the customer accepts the delivery of the goods.

Sales are made with a credit term of due from the date of invoices. A receivable is recognised when the customer accepts the delivery of the goods as the consideration is unconditional other than the passage of time before the payment is due.

Please refer to Section 11.3.1 (i) of this Prospectus for further year-on-year analysis on revenue by business activities.

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11. FINANCIAL INFORMATION (CONT'D)**(i) Revenue by business activities**

The table below presents the breakdown of our total revenue by business activities:

Business activities	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
EPCC of solar PV facilities	4,316	76.38	10,200	38.68	19,958	46.06	75,168	75.73
Construction and installation of solar PV facilities	591	10.46	10,994	41.68	17,491	40.37	8,788	8.85
Associated services and products	744	13.16	5,181	19.64	5,684	13.12	11,809	11.90
Solar power generation and supply	-	-	-	-	197	0.45	3,498	3.52
Total	5,651	100.00	26,375	100.00	43,330	100.00	99,263	100.00

(a) FYE 2020 compared to FYE 2019

Our Group recorded higher revenue of RM26.38 million for the FYE 2020, representing an increase of RM20.72 million or 366.73% as compared to the revenue of RM5.65 million for the FYE 2019. The increase in revenue was due to higher revenue contributed from all the segments which were in correspondence with the Government's initiatives to encourage RE uptake through the introduction of NEM 2.0. Please refer to Section 6.3.3 (ii) of this Prospectus for further information of NEM 2.0.

For the FYE 2020, our revenue was mainly generated from the EPCC of solar PV facilities and construction and installation of solar PV facilities.

EPCC of solar PV facilities

Revenue from our EPCC of solar PV facilities segment contributed RM10.20 million for the FYE 2020, representing an increase of RM5.88 million or 136.33% as compared to FYE 2019. Revenue from this segment was mainly derived from the installation of solar PV systems on residential, commercial and industrial properties.

The increase in revenue was mainly contributed from the following:

- (i) substantial completion of an 854.00 kWp project located in Puchong, Selangor with contract value of RM2.30 million which has contributed to a total revenue of RM1.85 million for the FYE 2020;
- (ii) substantial completion of a 606.00 kWp project located in Shah Alam, Selangor with contract value of RM1.84 million which has contributed to a total revenue of RM1.70 million for the FYE 2020;
- (iii) completion of a 350.70 kWp project located in Cyberjaya, Selangor in April 2020 with contract value of RM0.93 million which has contributed to a total revenue of RM0.93 million for the FYE 2020; and
- (iv) completion of a 330.00 kWp project located in Sungai Petani, Kedah in September 2019 with contract value of RM1.11 million which has contributed to a total revenue of RM1.11 million for the FYE 2020.

11. FINANCIAL INFORMATION (CONT'D)**Construction and installation of solar PV facilities**

During the FYE 2020, revenue from this segment increased by RM10.40 million or 1,760.24% to RM10.99 million. The increase in revenue in this segment was mainly due to the LSS 2 projects which were expected to be operational from end-2019 and as such, our Company was awarded more construction projects.

The increase in revenue was mainly contributed from the following:

- (i) commencement of LSS 2 subcontracting services involving, among others, M&E installation works of 29.99 MWac in Paka, Terengganu in July 2019 with contract value of RM3.90 million which has contributed to a total revenue of RM1.14 million for the FYE 2020;
- (ii) substantial completion of LSS 2 subcontracting services involving, among others, M&E installation works of 30.00 MWac in Kerian, Perak with contract value of RM5.13 million which has contributed to a total revenue of RM4.63 million for the FYE 2020;
- (iii) completion of LSS 2 subcontracting services involving, among others, M&E installation works of 29.92 MWac in Gebeng, Pahang in March 2020 with contract value of RM3.60 million (including variance order) which has contributed to a total revenue of RM3.60 million for the FYE 2020; and
- (iv) completion of a 268.60 kWp project located in Kulai, Johor in September 2019 with contract value of RM1.03 million which has contributed to a total revenue of RM1.03 million for the FYE 2020.

Associated services and products

Revenue from the provision of associated services and products increased by RM4.44 million or 596.37%. The increase in revenue for this segment was mainly due to the following reasons:

- (i) supply of materials such as solar panels and inverter amounting to RM3.32 million to an LSS 2 project in Gebeng, Pahang;
- (ii) supply of materials such as mounting structure and solar panel amounting to RM0.70 million for trading purposes; and
- (iii) application services provided to customers pursuant to a request for proposal for LSS projects under Suruhanjaya Tenaga amounting to RM0.26 million in which our Company provides consultancy services including preparation and submission of solar PV documentation to the authorities.

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11. FINANCIAL INFORMATION (CONT'D)**(b) FYE 2021 compared to FYE 2020**

Due to good response from the solar PV industry and in an effort to boost the usage of solar energy, the Energy and Natural Resources Minister (“KeTSA”) via a press statement by KeTSA on 29 December 2020 has introduced the new NEM 3.0 to provide more opportunities to electricity consumers to install solar PV systems on the roofs of their premises to save on their electricity bill. The NEM 3.0 will be in effect from 2021 to 2023 and the total quota allocation is up to 500.00 MW. Further details of the NEM 3.0 are set out in Section 6.3.3 (ii) of this Prospectus.

Our Group’s total revenue increased by 64.28% or RM16.96 million to RM43.33 million in the FYE 2021 mainly due to an increase in the EPCC of solar PV facilities and construction and installation of solar PV facilities segment.

EPCC of solar PV facilities

Revenue generated from our EPCC of solar PV facilities segment increased by RM9.76 million or 95.67% as compared to FYE 2020. The increase in revenue was mainly contributed from the following:

- (i) substantial completion of a 1.00 MWp project located in Masjid Tanah, Melaka with contract value of RM2.50 million which has contributed to a total revenue of RM2.06 million for the FYE 2021;
- (ii) substantial completion of a new project with capacity of 493.00 kWp project located in Rompin, Pahang with contract value of RM1.20 million (including variance order) which has contributed to a total revenue of RM1.18 million of our Group’s revenue for the FYE 2021;
- (iii) completion of a new project with capacity of 559.00 kWp project located in Shah Alam, Selangor in November 2020 with contract value of RM1.41 million which has contributed to a total revenue of RM1.41 million of our Group’s revenue for the FYE 2021;
- (iv) completion of a 1.74 MWp project located in Batu Pahat, Johor in September 2020 with contract value of RM4.59 million (including variation order) which has contributed to a total revenue of RM4.55 million of our Group’s revenue for the FYE 2021; and
- (v) completion of a 301.00 kWp project located in Alor Gajah, Melaka in March 2021 with contract value of RM0.99 million which has contributed to a total revenue of RM0.98 million of our Group’s revenue for the FYE 2021.

Construction and installation of solar PV facilities

During the FYE 2021, revenue from this segment increased by RM6.50 million or 59.10% to RM17.49 million. The increase in revenue from this segment was mainly due to additional subcontractor contracts that were secured during the financial year.

The increase in revenue was mainly contributed from the following:

- (i) completion of subcontracting services involving, among others, M&E installation works of 1.00 MWp project located in Ipoh, Perak in February 2021 with contract value of RM2.10 million which has contributed to a total revenue of RM2.10 million of our Group’s revenue for the FYE 2021;

11. FINANCIAL INFORMATION (CONT'D)

- (ii) completion of subcontracting services involving, among others, M&E installation works of 30.00 MWac in Pekan, Pahang in July 2021 with contract value of RM12.06 million (including variance order) which has contributed to a total revenue of RM12.06 million of our Group's revenue for the FYE 2021;
- (iii) completion of subcontracting services involving, among others, M&E installation works of 29.99 MWac in Paka, Terengganu in November 2020 with contract value of RM3.90 million which has contributed to a total revenue of RM2.76 million of our Group's revenue for the FYE 2021; and
- (iv) completion of subcontracting services involving, among others, M&E installation works of 30.00 MWac in Kerian, Perak in November 2020 with contract value of RM5.13 million which has contributed to a total revenue of RM0.50 million of our Group's revenue for the FYE 2021.

Associated services and products

Revenue from associated services and products increased by RM0.50 million or 9.71%. The increase is mainly due to application services provided to customers pursuant to a request for proposal for LSS projects by interested investors amounting to RM0.35 million in which we provide consultancy services including, among others, system designing, financial modelling, applications to authorities as well as requesting financing from financial institutions.

Solar power generation and supply

Our Group has commissioned our solar assets in Johor during the FYE 2021 and has derived revenue from the sales of electricity which accounted for RM0.20 million in the FYE 2021.

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11. FINANCIAL INFORMATION (CONT'D)**(c) FYE 2022 compared to FYE 2021**

Our Group's total revenue increased by 129.09% or RM55.93 million to RM99.26 million in the FYE 2022 which was mainly due to an increase in revenue in the EPCC of solar PV facilities segment.

EPCC of solar PV facilities

Revenue generated from our EPCC of solar PV facilities segment increased by RM55.21 million or 276.63% as compared to FYE 2021. The increase in revenue was mainly contributed from the following:

- (i) commencement of a 50.00 MWac LSS 4 project located in Pulau Pinang with contract value of RM169.18 million which has contributed to a total revenue of RM13.91 million for the FYE 2022;
- (ii) commencement of a 5.00 MWac LSS 1 project located in Tanjung Kubong, Labuan with contract value of RM20.60 million which has contributed a total revenue of RM12.88 million for the FYE 2022;
- (iii) commencement of a 10.00 MWac LSS 2 project located in Sandakan, Sabah with contract value of RM53.00 million which has contributed to a total revenue of RM10.75 million for the FYE 2022;
- (iv) commencement of a 5.00 MWac LSS 2 project located in Kunak, Sabah with contract value of RM20.00 million which has contributed to a total revenue of RM2.40 million for the FYE 2022;
- (v) commencement of a 50.00 MWac LSS 4 project located in Bidor, Perak with contract value of RM157.55 million which has contributed a total revenue of RM2.40 million for the FYE 2022;
- (vi) commencement of a 50.00 MWac LSS 4 project located in Pekan, Pahang with contract value of RM160.00 million which has contributed a total revenue of RM1.87 million for the FYE 2022;
- (vii) completion of a 2.11 MWac project located in Cheras, Kuala Lumpur in January 2022 with contract value of RM5.58 million which has contributed a total revenue of RM5.58 million for the FYE 2022;
- (viii) completion of a 1.21 MWac project located in Padang Serai, Kedah in March 2022 with contract value of RM2.78 million which has contributed a total revenue of RM2.78 million for the FYE 2022;
- (ix) completion of a 797 kWp project located in Sitiawan, Perak in February 2022 with contract value of RM2.20 million which has contributed a total revenue of RM2.20 million for the FYE 2022;
- (x) completion of a 785 kWp project located in Shah Alam, Selangor in June 2022 with contract value of RM1.97 million which has contributed a total revenue of RM1.87 million for the FYE 2022;
- (xi) completion of a 727.92 kWp project located in Ipoh, Perak in March 2022 with contract value of RM1.97 million which has contributed a total revenue of RM1.97 million for the FYE 2022;
- (xii) completion of a 424.80 kWp project located in Cheras, Selangor in February 2022 with contract value of RM1.04 million which has contributed a total revenue of RM1.04 million for the FYE 2022;

11. FINANCIAL INFORMATION (CONT'D)

- (xiii) completion of a 551 kWp project located in Pelabuhan Klang, Selangor in February 2022 with contract value of RM1.60 million which has contributed a total revenue of RM1.60 million for the FYE 2022; and
- (xiv) completion of a 490.80 kWp project located in Subang Jaya, Selangor in December 2021 with contract value of RM1.25 million which has contributed a total revenue of RM1.00 million for the FYE 2022.

Construction and installation of solar PV facilities

During the FYE 2022, revenue from this segment decreased by RM8.70 million or 49.76% to RM8.78 million. The decrease in revenue was mainly due to the lower number of LSS projects secured under this segment following our Group's increased focus in the EPCC segment in FYE 2022. The Group only secured 2 LSS projects under this segment in FYE 2022 as compared to 4 LSS projects in FYE 2021.

Associated services and products

Revenue from associated services and products increased by RM6.13 million or 107.76% to RM11.81 million in the FYE 2022. The increase in this segment was mainly due to the following:

- (i) supply of materials such as solar panels, inverter and mounting structure amounting to RM9.59 million for trading purposes;
- (ii) application services provided to customers pursuant to a request for proposal by interested investors for, among others, system designing, financial modelling, applications to authorities as well as requesting financing from financial institution, amounting to RM0.81 million; and
- (iii) operation and maintenance services provided to a customer located in Pekan, Pahang, amounting to RM0.65 million.

Solar power generation and supply

Our Group has recognised revenue generated from our solar assets of RM3.50 million in the FYE 2022 pursuant to the acquisitions of Suntech Energy and Vafe System as well as commissioning of the solar assets by our wholly-owned subsidiary, Solarcity REIT.

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11. FINANCIAL INFORMATION (CONT'D)**11.3.2 Cost of sales****(i) Cost of sales by cost component**

The table below sets out the breakdown of our cost of sales by cost component:

Cost component	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Purchase of materials	2,910	67.33	11,983	59.19	12,778	41.94	32,624	41.34
Subcontractor costs ⁽¹⁾	561	12.98	6,478	32.00	13,421	44.06	19,955	25.29
Project related expenses ⁽²⁾	445	10.29	975	4.82	2,918	9.58	21,214	26.88
Staff cost	406	9.40	807	3.99	1,236	4.06	3,506	4.44
Depreciation	-	-	-	-	111	0.36	1,618	2.05
Total	4,322	100.00	20,243	100.00	30,464	100.00	78,917	100.00

Notes:

- (1) Including cost for installation works for M&E and equipment rental.
- (2) Including professional costs, application fee, sales tax and custom duty and other miscellaneous costs.

(ii) Cost of sales by business activities

The table below sets forth the breakdown of our cost of sales by business activities:

Business activities	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
EPCC of solar PV facilities	3,127	72.35	7,318	36.15	13,043	42.82	59,352	75.21
Construction and installation of solar PV facilities	533	12.33	7,787	38.47	12,741	41.82	7,406	9.39
Associated services and products	662	15.32	5,138	25.38	4,569	15.00	10,151	12.86
Solar power generation and supply	-	-	-	-	111	0.36	2,008	2.54
Total	4,322	100.00	20,243	100.00	30,464	100.00	78,917	100.00

11. FINANCIAL INFORMATION (CONT'D)**(a) FYE 2020 compared to FYE 2019**

For the FYE 2020, our cost of sales increased by RM15.92 million or 368.37% to RM20.24 million (FYE 2019: RM4.32 million). The increase was contributed by the increase in cost of sales from our EPCC of solar PV facilities and construction and installation of solar PV facilities segment by RM11.35 million which was in tandem with the increase in the revenue generated from our EPCC of solar PV facilities and construction and installation of solar PV facilities segment for the financial year.

The increase in cost of sales for our EPCC of solar PV facilities and construction and installation of solar PV facilities segment was mainly attributable to the following cost components:

- (i) increase in purchase of materials cost by RM9.07 million or 311.79%, which was in tandem with the projects secured for the FYE 2020;
- (ii) increase in subcontractor costs by RM5.92 million or 1,054.72% which was the appointment of third party for the installation work;
- (iii) increase in project related expenses by RM0.53 million or 119.10% to RM0.98 million (FYE 2019: RM0.45 million). The increase was mainly due to the sales tax and custom duty and application fee amounting to RM0.38 million and RM0.23 million, respectively which was in tandem with the projects secured for the FYE 2020; and
- (iv) increase in staff cost by RM0.40 million or 98.77% to RM0.81 million (FYE 2019: RM0.41 million) due to the increase in the number of staff from 15 employees in the FYE 2019 to 39 employees in the FYE 2020.

The increase in cost of sales for both EPCC of solar PV facilities and construction and installation of solar PV facilities were in tandem with the projects secured for the FYE 2020.

The cost of sales incurred for associated services and products for the FYE 2020 has increased by RM4.48 million or 676.13% to RM5.14 million (FYE 2019: RM0.66 million), which constituted 25.38% of our total cost of sales for the FYE 2020 (FYE 2019: 15.32%). The increase was in tandem with the supply of materials to the LSS 2 project in Pahang.

(b) FYE 2021 compared to FYE 2020

Our Group incurred cost of sales of RM30.46 million for the FYE 2021 which comprised purchases of materials of RM12.78 million, subcontractor costs of RM13.42 million, project related expenses of RM2.92 million, staff cost of RM1.24 million and depreciation of RM0.11 million representing 41.94%, 44.06%, 9.58%, 4.06% and 0.36% of our total cost of sales for the FYE 2021, respectively.

For the FYE 2021, our total cost of sales increased by RM10.22 million or 50.49% to RM30.46 million (FYE 2020: RM20.24 million) in line with the increase in our revenue. The increase was mainly due to our significantly higher subcontractor costs and purchase of materials in correspondences to the progress of our EPCC and subcontracting works for our secured projects.

11. FINANCIAL INFORMATION (CONT'D)

Accordingly, the cost of sales incurred for EPCC of solar PV facilities and construction and installation of solar PV facilities segment for the secured projects constituted RM25.78 million or 84.64% of our total cost of sales during the financial year (FYE 2020: RM15.11 million or 74.62%). Our purchase of materials increased by RM0.80 million or 6.63% to RM12.78 million in the FYE 2021 (FYE 2020: RM11.98 million) mainly due to purchases of materials in order to cater to the demand for the increasing contracts secured during the financial year.

Our subcontractor costs increased by RM6.94 million or 107.18% to RM13.42 million (FYE 2020: RM6.48 million) mainly due to more subcontractors were engaged to provide various services such as M&E installation works for some of our secured projects for our EPCC of solar PV facilities and construction and installation of solar PV facilities segments, which was in tandem with the projects secured for the FYE 2021.

Our staff costs increased by RM0.43 million or 53.16% to RM1.24 million (FYE 2020: RM0.81 million) mainly because we employed more skilled staff including engineers and technical personnel to monitor and supervise the progress of the installation and integration of solar PV modules and balance of system for the secured projects to ensure compliance with project specifications and project timeline. Our Group's headcount increased from 39 employees as at 1 April 2020 to 41 employees as at 31 March 2021 and our Company reward staff based on the good result in FYE 2020.

The cost of sales incurred for other project related expenses such as professional costs and application fee for the FYE 2021 increased by RM1.94 million or 199.28% to RM2.92 million (FYE 2020: RM0.98 million), which constituted 9.58% of our total cost of sales for the FYE 2021 (FYE 2020: 4.82%). The increase was in tandem to the higher revenue of our Group and additional request for proposal made for the FYE 2021.

The depreciation incurred for the FYE 2021 amounting to RM0.11 million (FYE 2020: Nil) was mainly attributable to our Group's solar assets in Kluang, Johor.

(c) FYE 2022 compared to FYE 2021

For the FYE 2022, our total cost of sales increased by RM48.45 million or 159.05% to RM78.92 million (FYE 2021: RM30.46 million) in line with the increase in our revenue. The increase in total cost of sales was mainly contributed by the increase in cost of sales from our EPCC of solar PV facilities for our secured LSS projects. In respect of the cost components, the increase in total cost of sales was mainly contributed by the higher purchases of materials costs arising from increase in purchases made in line with the contracts secured, increase in cost of materials and increase in freight charges.

The cost of sales incurred for EPCC of solar PV facilities and construction and installation of solar PV facilities segment for the secured projects constituted RM66.76 million or 84.60% of our total cost of sales during the financial year (FYE 2021: RM25.78 million or 84.64%). Our purchases of materials increased by RM19.85 million or 155.31% to RM32.62 million in the FYE 2022 (FYE 2021: RM12.78 million) mainly due to increased purchases of materials in order to cater to the higher contracts secured.

Our subcontractor costs increased by RM6.53 million or 48.68% to RM19.96 million (FYE 2021: RM13.42 million). The increase was in line with the higher revenue contributed from the construction and installation of solar PV facilities segment which was in line with the increase in the contracts secured.

The cost of sales incurred for our project related expenses for the FYE 2022 increased by RM18.30 million or 627.00% to RM21.21 million (FYE 2021: RM2.92 million), which constituted 26.88% of our total cost of sales for the FYE 2022 (FYE 2021: 9.58%). The increase was in tandem with the higher revenue from the EPCC of solar PV facilities segment and associated services and products segment mainly due to supply of materials such as solar panels, inverter and mounting structure as well as additional request for proposal made in the FYE 2022.

11. FINANCIAL INFORMATION (CONT'D)

Our staff costs increased by RM2.27 million or 183.66% to RM3.51 million (FYE 2021: RM1.24 million) mainly because we employed more staff including engineers and technical personnel to monitor and supervise the progress of the installation and integration of solar PV modules and balance of system for the secured projects under the EPCC of solar PV facilities segment to ensure compliance with project specifications and project timeline.

The depreciation incurred for the FYE 2022 amounting to RM1.62 million (FYE 2021: RM0.11 million) was mainly due to the depreciation of newly commissioned solar assets owned by Solarcity REIT as well as depreciation of solar assets owned by the newly acquired subsidiaries, namely Suntech Energy and Vafe System.

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11. FINANCIAL INFORMATION (CONT'D)

11.3.3 GP and GP margin

(i) GP and GP margin by business activities

The table below presents the breakdown of our total GP and GP margin by business activities:

	Audited											
	FYE 2019			FYE 2020			FYE 2021			FYE 2022		
	GP RM'000	% of total GP	GP margin %	GP RM'000	% of total GP	GP margin %	GP RM'000	% of total GP	GP margin %	GP RM'000	% of total GP	GP margin %
EPCC of solar PV facilities	1,190	89.54	27.57	2,882	47.00	28.25	6,915	53.74	34.64	15,816	77.74	21.04
Construction and installation of solar PV facilities	58	4.36	9.81	3,207	52.30	29.17	4,750	36.92	27.16	1,382	6.79	15.73
Associated services and products	81	6.10	10.89	43	0.70	0.83	1,115	8.67	19.62	1,658	8.15	14.04
Solar power generation and supply	-	-	-	-	-	-	86	0.67	43.65	1,490	7.32	42.60
Total	1,329	100.00	23.51	6,132	100.00	23.25	12,866	100.00	29.69	20,346	100.00	20.50

(a) FYE 2020 compared to FYE 2019

Our total GP increased by 361.40% or RM4.80 million to RM6.13 million in the FYE 2020 mainly due to higher GP from the EPCC of solar PV facilities and construction and installation of solar PV facilities segment. Our overall GP margin for the FYE 2020 stood at 23.25% which was fairly consistent as compared to FYE 2019 of 23.51%.

EPCC of solar PV facilities

Our GP from the EPCC of solar PV facilities increased by RM1.69 million or 142.18% to RM2.88 million, which was in tandem with the number of projects secured in the FYE 2020. Our GP margin for EPCC of solar PV facilities stood at 28.25% and was fairly consistent with a marginal increase of 0.68% as compared to FYE 2019 of 27.57%.

11. FINANCIAL INFORMATION (CONT'D)**Construction and installation of solar PV facilities**

Our GP from the construction and installation solar PV facilities increased by RM3.15 million to RM3.21 million in FYE 2020 due to higher revenue and GP contribution from the additional subcontracting projects awarded to our Group. Our GP margin for this segment increase substantially from 9.81% in FYE 2019 to 29.17% in FYE 2020 mainly due to higher margin recognised for the newly secured LSS 2 projects.

Associated services and products

Our GP for associated services and products segment decreased by RM0.04 million or 46.91% as compared to FYE 2019. The decrease in GP was mainly due to application services provided to our customers with lower margin as part of our pricing strategy to foster continuing engagement and customer relationship.

(b) FYE 2021 compared to FYE 2020

Our total GP increased by RM6.73 million or 109.82% to RM12.87 million in the FYE 2021. Our overall GP margin increased from 23.25% in the FYE 2020 to 29.69% in the FYE 2021. This was mainly due to reduction in solar module prices during the said financial year. The details of the typical price of the crystalline silicon module are set out in Section 5 of the Industry Overview, which is enclosed as Section 7 of this Prospectus.

EPCC of solar PV facilities

Our GP from the EPCC of solar PV facilities segment increased by RM4.03 million or 139.94% to RM6.92 million due to higher revenue and GP contribution from the EPCC services for solar PV facilities arising from the following:

- (i) higher GP margin yield for projects with zero capital expenditure scheme introduced during the FYE 2021. Further details of the zero capital expenditure scheme are set out in Sections 6.1.2 (v) and 7 of this Prospectus; and
- (ii) lower solar module prices as mentioned above.

As a result, our GP margin for EPCC of solar PV facilities increased from 28.25% in FYE 2020 to 34.64% in FYE 2021.

Construction and installation of solar PV facilities

Our GP from the construction and installation of solar PV facilities segment increased by RM1.54 million or 48.11% to RM4.75 million due to higher revenue contribution from the construction and installation of solar PV facilities.

Notwithstanding the above, Our GP margin for this segment decreased marginally from 29.17% in FYE 2020 to 27.16% in FYE 2021 due to the higher profit margins recognised for the projects in Pahang and Terengganu during FYE 2020.

Associated services and products

Our GP for associated services and products segment increased by RM1.07 million to RM1.12 million in the FYE 2021. The increase in GP was mainly due to the lower cost of solar module prices as mentioned above, resulting in higher profit margin for the supply of materials for trading purposes.

11. FINANCIAL INFORMATION (CONT'D)**Solar power generation and supply**

Our GP generated from the solar power generation and supply segment increased by RM0.09 million with a recorded GP margin of 43.65% (FYE 2020: nil) resulting from the commissioning of our solar assets in Johor during the FYE 2021.

(c) FYE 2022 compared to FYE 2021

Our total GP increased by 58.14% or RM7.48 million to RM20.35 million in the FYE 2022 while our overall GP margin decreased in FYE 2022 to 20.50% (FYE 2021: 29.69%).

EPCC of solar PV facilities

Our GP from the EPCC of solar PV facilities segment increased by RM8.90 million or 128.72% to RM15.82 million which was in line with the higher revenue contribution from the EPCC of solar PV facilities.

Our GP margin for EPCC of solar PV facilities decreased from 34.64% in FYE 2021 to 21.04% in FYE 2022 mainly due to higher subcontractor costs arising from increase in labour cost, increase in cost of materials and freight charges, and lower margins for LSS projects as a result of our competitive pricing.

Construction and installation of solar PV facilities

Our GP from the construction and installation of solar PV facilities segment decreased by RM3.37 million or 70.91% to RM1.38 million (FYE 2021: RM4.75 million) and our GP margin decreased from 27.16% in FYE 2021 to 15.73% in FYE 2022. The decrease in the GP margin was mainly due to higher subcontractor costs arising from increase in labour cost.

Associated services and products

Our GP for associated services and products segment increased by RM0.54 million to RM1.66 million in the FYE 2022 (FYE 2021: RM1.12 million). However, the decrease in GP margin from 19.62% in FYE 2021 to 14.04% in FYE 2022 was mainly due to competitive pricing provided to our customers for the application services as part of our pricing strategy to foster continuing engagement and customer relationship.

Solar power generation and supply

Our GP generated from the solar power generation and supply segment increased to RM1.49 million with a recorded GP margin of 42.60% (FYE 2021: 43.65%) from our newly acquired subsidiaries, namely Suntech Energy and Vafe System and commissioning of the solar assets during the FYE 2022.

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11. FINANCIAL INFORMATION (CONT'D)**11.3.4 Other Income**

Other Income	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM	%	RM	%	RM	%	RM	%
Government grants	-	-	-	-	42,378	18.88	71,378	8.20
Interest income	441	100.00	683	100.00	27,535	12.27	120,664	13.87
Compensation from insurance	-	-	-	-	94,883	42.27	-	-
Gain on disposal of associate	-	-	-	-	49	0.02	-	-
Realised gain on foreign exchange	-	-	-	-	59,605	26.56	46,213	5.31
Gain on disposal of property, plant and equipment	-	-	-	-	-	-	20,705	2.38
Trade payables written down	-	-	-	-	-	-	110,380	12.69
Reversal of interest expense (RCPS)	-	-	-	-	-	-	500,791	57.55
Total	441	100.00	683	100.00	224,450	100.00	870,131	100.00

FYE 2020 compared to FYE 2019

For the FYE 2020, our Group recorded other income of RM683 (FYE 2019: RM441) mainly derived from the interest earned from fixed deposits.

FYE 2021 compared to FYE 2020

For the FYE 2021, our Group recorded an increase in other income of RM223,767 to RM224,450 (FYE 2020: RM683). The higher other income was mainly contributed from the following:

- (i) a Government grant amounting to RM42,378. This refers to the subsidies given by SOCSO under the Wage Subsidy Programme which aims to support businesses affected by the economic impact of COVID-19 and prevent workers from losing their jobs and source of income;
- (ii) increase in interest income of RM26,852 mainly derived from the interest earned from fixed deposits using our Group's excess fund;
- (iii) compensation from insurance for equipment damage due to collapsed solar panels during a main contractor's dismantling works amounting to RM94,883; and
- (iv) realised gain on foreign exchange arising from settlement of outstanding balance for our Group's overseas purchase amounting to RM59,605.

FYE 2022 compared to FYE 2021

For the FYE 2022, our Group recorded an increase in other income of RM645,681 to RM870,131 (FYE 2021: RM224,450). The increase in other income was mainly due to the reversal of RCPS interest expenses arising from the RCPS Redemption, trade payables written down in FYE 2022 as these companies have ceased business operations and interest income from fixed deposit.

11. FINANCIAL INFORMATION (CONT'D)**11.3.5 Administrative expenses**

Administrative expenses	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Staff costs ⁽¹⁾	795	43.02	1,475	55.64	2,144	54.13	2,289	29.30
Directors' fees	120	6.49	120	4.53	120	3.03	120	1.54
Rental expenses	47	2.54	15	0.57	135	3.41	61	0.78
Legal and professional fees ⁽²⁾	58	3.14	95	3.58	444	11.21	910	11.65
Depreciation of fixed assets	108	5.84	167	6.30	175	4.42	528	6.75
Advertisement and marketing expenses	35	1.89	131	4.94	266	6.71	219	2.80
Loss on foreign exchange	33	1.79	163	6.15	171	4.32	214	2.74
Unrealised loss on foreign exchange	5	0.27	168	6.34	-	-	3	0.04
Social contribution ⁽³⁾	50	2.71	3	0.11	300	7.57	3	0.04
Listing expenses ⁽⁴⁾	-	-	-	-	-	-	1,648	21.09
Others ⁽⁵⁾	597	32.31	314	11.84	206	5.20	1,818	23.27
Total	1,848	100.00	2,651	100.00	3,961	100.00	7,813	100.00

Notes:

- (1) Comprises of salaries, bonuses, wages, allowances and other staff related costs as well as our staff benefits.
- (2) Comprises of management fee, audit fee, tax agent fee, secretarial fee and other professional fees.
- (3) As part of corporate social responsibility for the RE sector undertaken by our Group.
- (4) Comprises of professional fees in relation to the Listing.
- (5) Comprises of loss on disposal of subsidiary, other project related expenses, general expenses, stamping fee, warehouse charges and office expenses.

FYE 2020 compared to FYE 2019

For the FYE 2020, our administrative expenses increased by RM0.80 million or 43.45% to RM2.65 million (FYE 2019: RM1.85 million) due to the following factors:

- (i) increase in staff costs of RM0.68 million mainly due to increase in our headcount from 24 employees in FYE 2019 to 37 employees in FYE 2020 to cater for the expansion of our scale of operations;
- (ii) increase in loss on foreign exchange of RM0.13 million mainly due to the additional purchases of solar PV module to cater the additional projects secured during the financial year;
- (iii) increase in unrealised loss on foreign exchange of RM0.16 million mainly due to the additional purchases of solar PV module to cater the additional projects secured during the financial year; and

11. FINANCIAL INFORMATION (CONT'D)

- (iv) increase in advertisement and marketing expenses of RM0.10 million.

FYE 2021 compared to FYE 2020

For the FYE 2021, our administrative expenses increased by RM1.31 million or 49.42% to RM3.96 million (FYE 2020: RM2.65 million) due to the following factors:

- (i) increase in legal and professional fees of RM0.35 million mainly due to professional fees incurred for, among others, the listing of our Company and investment by Basil Power to our Group;
- (ii) increase in staff costs of RM0.68 million mainly because we employed more skilled staff including engineers and technical personnel to monitor and supervise the progress of the installation and integration of solar PV modules and balance of system for our secured projects to ensure compliance with project specifications and project timeline. Our headcount increased from 37 as at FYE 2020 to 41 as at FYE 2021 and higher bonus awarded to our staff in FYE 2020;
- (iii) increase in social contribution of RM0.30 million as part of corporate social responsibility for the RE sector undertaken by our Group; and
- (iv) increase in advertisement and marketing expenses of RM0.14 million.

FYE 2022 compared to FYE 2021

For the FYE 2022, our administrative expenses increased by RM3.85 million or 97.25% to RM7.81 million (FYE 2021: RM3.96 million) due to the following factors:

- (i) increase in legal and professional fees of RM0.47 million for the Pre-IPO Fund Raising, RCPS Redemption and issuance of ICPS as well as financial advisory fees;
- (ii) increase in depreciation of fixed assets of RM0.35 million from our newly acquired subsidiaries, namely Suntech Energy and Vafe System;
- (iii) increase in staff cost of RM0.15 million mainly due to newly hired staff which is in line with the increase in projects secured; and
- (iv) increase of RM1.65 million for the listing expenses in relation to the Listing of our Company.

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11. FINANCIAL INFORMATION (CONT'D)**11.3.6 Finance costs**

Finance costs	Audited							
	FYE 2019		FYE 2020		FYE 2021		FYE 2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Term loan	212	75.71	151	66.52	226	28.75	1,800	70.76
Lease liabilities	4	1.43	12	5.29	49	6.24	225	8.84
Overdraft interest	64	22.86	64	28.19	10	1.27	-	-
RCPS	-	-	-	-	501	63.74	-	-
ICPS	-	-	-	-	-	-	519	20.40
Total	280	100.00	227	100.00	786	100.00	2,544	100.00

FYE 2020 compared to FYE 2019

For the FYE 2020, our Group recorded a decrease in finance costs of RM0.05 million as compared to RM0.28 million in FYE 2019 mainly due to the repayment of existing loan during the financial year under review.

FYE 2021 compared to FYE 2020

For the FYE 2021, our Group recorded an increase in finance cost of RM0.56 million to RM0.79 million (FYE 2020: RM0.23 million) mainly due to interest cost incurred in relation to the issuance of the RCPS to Basil Power.

FYE 2022 compared to FYE 2021

For the FYE 2022, our Group recorded an increase in finance cost of RM1.76 million to RM2.54 million (FYE 2021: RM0.79 million) mainly due to the following:

- (i) recognition of the ICPS interest of RM0.52 million pursuant to the issuance of ICPS;
- (ii) increase in term loans interest of RM1.57 million for the newly commissioned solar assets financing;
- (iii) consolidation of banking facilities from Suntech Energy and Vafe System as well as new banking facilities secured by Fabulous Sunview; and
- (iv) increase in interest from lease liabilities of RM0.18 million mainly due to rental of rooftop for Suntech Energy and Vafe System.

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11. FINANCIAL INFORMATION (CONT'D)**11.3.7 (LBT)/PBT and PBT margin**

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
(LBT)/PBT (RM'000)	(799)	3,254	8,343	10,859
PBT margin (%) ⁽¹⁾	-	12.34	19.25	10.94

Note:

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

FYE 2020 compared to FYE 2019

Our Group recorded a LBT of RM0.80 million in FYE 2019 mainly due to lower revenue coupled with higher administrative costs as compared to our GP.

We recorded a PBT of RM3.25 million in FYE 2020 mainly contributed by an increase in revenue, higher GP and GP margin. The improvement in PBT had correspondingly resulted in our Group recording a PBT margin of 12.34% in FYE 2020.

FYE 2021 compared to FYE 2020

Our Group recorded an increase in PBT by RM5.09 million or 156.39% to RM8.34 million in FYE 2021 (FYE 2020: RM3.25 million) which was in line with the increase in GP. Similarly, our PBT margins improved to 19.25% in FYE 2021 (FYE 2020: 12.34%) as a result of an improvement in GP margins in FYE 2021.

FYE 2022 compared to FYE 2021

Our Group recorded an increase in PBT of RM2.52 million or 30.16% to RM10.86 million in FYE 2022 (FYE 2021: RM8.34 million) which was in line with the increase in GP. However, our PBT margin decreased from 19.25% in FYE 2021 to 10.94% in FYE 2022. The decrease in PBT margin was mainly due to the lower GP margin, and increase in finance costs and administrative expenses.

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11. FINANCIAL INFORMATION (CONT'D)**11.3.8 Taxation**

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
Income tax expense (RM'000)	91	(725)	(2,552)	(1,972)
Effective tax rate (%) ⁽¹⁾	(11.39)	22.28	30.59	18.16
Statutory tax rate (%)	24.00	24.00	24.00	24.00

Note:

(1) Effective tax rate is calculated based on income tax expense divided by (LBT)/PBT.

Our effective tax rate was 11.39% in FYE 2019 which is lower than the statutory tax rate as we recorded a LBT of RM0.80 million. In FYE 2020, our effective tax rate was 22.28% which is also lower than the statutory tax rate as our Group has benefited from tax incentive under Solare Truss and the utilisation of unabsorbed business losses carried forward and capital allowances. Further, our effective tax rate for FYE 2021 was 30.59% which is higher than the statutory tax rate for the FYE 2021 as we no longer benefited from the tax incentive as well as higher non tax deductible expenses.

Our effective tax rate was 18.16% for the FYE 2022, which is lower than the statutory tax rate due to deferred tax assets recognised upon the issuance of ICPS. In the event that the deferred tax assets recognised upon the issuance of ICPS is excluded, the effective tax rate will be 24.62%.

11.3.9 (LAT)/PAT and PAT margin

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
(LAT)/PAT (RM'000)	(708)	2,529	5,791	8,887
PAT margin (%) ⁽¹⁾	-	9.59	13.36	8.95

Note:

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

FYE 2020 compared to FYE 2019

We recorded a PAT of RM2.53 million in FYE 2020 and PAT margin of 9.59% which was consistent with the growth in our profit and PBT margin for the year.

FYE 2021 compared to FYE 2020

Our PAT improved by RM3.26 million or 128.98% to RM5.79 million in FYE 2021 (FYE 2020: RM2.53 million) following the improvement in our PBT. Similarly, our PAT margin had also improved from a PAT margin of 9.59% in FYE 2020 to 13.36% in FYE 2021. Our PAT and PAT margin were generally consistent with the growth in PBT and PBT margin in FYE 2020 and FYE 2021 after taking into account the effects of income tax expense.

11. FINANCIAL INFORMATION (CONT'D)

FYE 2022 compared to FYE 2021

Our Group recorded an increase in PAT by RM3.10 million or 53.46% to RM8.89 million in FYE 2022 (FYE 2021: RM5.79 million). Our PAT margin decreased from 13.36% in FYE 2021 to 8.95% in FYE 2022. Our PAT and PAT margin were generally consistent with the PBT and PBT margin in FYE 2022 after taking into account the effects of income tax expense.

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