

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of this Abridged Prospectus unless stated otherwise.

No securities will be allotted or issued based on this Abridged Prospectus after 6 months from the date of this Abridged Prospectus.

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS ABRIDGED PROSPECTUS. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.

All enquiries concerning the Rights Issue with Warrants should be addressed to our Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (Tel. No. +603-7890 4700).

This Abridged Prospectus has been registered by the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Abridged Prospectus. The SC has not, in any way, considered the merits of the Rights Issue with Warrants. A copy of this Abridged Prospectus, together with the NPA and RSF (collectively, the "Documents") has also been lodged with the Registrar of Companies who takes no responsibility for the contents of the Documents.

The approval from our shareholders for the Rights Issue with Warrants was obtained at our EGM held on 29 June 2021. Approval has been obtained from Bursa Securities via its letter dated 4 May 2021 for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants to be issued pursuant to the Rights Issue with Warrants and the new Mudajaya Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue with Warrants, and shall not be taken as an indication of the merits of the Rights Issue with Warrants. Bursa Securities does not take any responsibility for the correctness of statements made or opinions expressed in this Abridged Prospectus. The admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for all the said new securities will commence after, amongst others, the receipt of confirmation from Bursa Depository that all the CDS Accounts of our successful Entitled Shareholders, their renounees and/ or transferees (if applicable) have been duly credited and notices of allotment have been despatched to them.

The Documents are only despatched to the Entitled Shareholders whose names appear in our Record of Depositors and who have provided our Share Registrar with a registered address in Malaysia not later than 5.00 p.m. on Thursday, 9 September 2021. The Documents are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any countries or jurisdiction other than the laws of Malaysia. Entitled Shareholders, their renounees and/ or transferees (if applicable) who are residents in countries or jurisdiction other than Malaysia should therefore immediately consult their legal advisers and/ or other professional advisers as to whether the acceptance and/ or renunciation (as the case may be) of all or any part of their entitlements to the Rights Shares with Warrants would result in a contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders, their renounees and/ or transferees (if applicable) should note the additional terms and restrictions as set out in Section 10.11 of this Abridged Prospectus. Neither we, UOBKH nor any other professional advisers shall accept any responsibility or liability in the event that any acceptance and/ or renunciation (as the case may be) of the entitlements to the Rights Shares with Warrants made by the Entitled Shareholders, their renounees and/ or transferees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions.

The SC is not liable for any non-disclosure on our part and takes no responsibility for the contents of this Abridged 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 Abridged Prospectus.

FOR INFORMATION CONCERNING RISK FACTORS WHICH YOU SHOULD CONSIDER, PLEASE REFER TO SECTION 6 OF THIS ABRIDGED PROSPECTUS.



**MUDAJAYA
GROUP BERHAD**

MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)

(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 668,885,366 NEW ORDINARY SHARES IN MUDAJAYA GROUP BERHAD ("MUDAJAYA") ("MUDAJAYA SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING MUDAJAYA SHARE HELD AS AT 5.00 P.M. ON THURSDAY, 9 SEPTEMBER 2021, TOGETHER WITH UP TO 668,885,366 FREE DETACHABLE WARRANTS IN MUDAJAYA ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR AT AN ISSUE PRICE OF RM0.22 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANTS")

Adviser

UOBKayHian

UOB Kay Hian Securities (M) Sdn Bhd

Registration No. 199001003423 (194990-K)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIME:-

Entitlement Date	: Thursday, 9 September 2021 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Friday, 17 September 2021 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Tuesday, 21 September 2021 at 4.30 p.m.
Last date and time for acceptance and payment	: Monday, 27 September 2021 at 5.00 p.m.
Last date and time for excess application and payment	: Monday, 27 September 2021 at 5.00 p.m.

This Abridged Prospectus is dated 9 September 2021

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of this Abridged Prospectus unless stated otherwise.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS HAVE SEEN AND APPROVED ALL THE DOCUMENTATION RELATING TO THE RIGHTS ISSUE WITH WARRANTS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS ABRIDGED PROSPECTUS FALSE OR MISLEADING.

UOBKH, BEING OUR ADVISER FOR THE RIGHTS ISSUE WITH WARRANTS, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS ABRIDGED PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE RIGHTS ISSUE WITH WARRANTS.

OTHER STATEMENTS

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CMSA FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THIS ABRIDGED PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION; OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THIS ABRIDGED PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE WITH WARRANTS, FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, IS RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO MALAYSIAN LAWS. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF OUR SECURITIES BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. THE DOCUMENTS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY OUR SECURITIES IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF SUCH RESTRICTIONS AND TO OBSERVE THEM.

THE DOCUMENTS HAVE BEEN PREPARED AND PUBLISHED SOLELY FOR THE RIGHTS ISSUE WITH WARRANTS UNDER THE LAWS OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THESE DOCUMENTS.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Abridged Prospectus:-

Abridged Prospectus	:	This abridged prospectus dated 9 September 2021 in relation to the Rights Issue with Warrants
Act	:	Companies Act 2016
Additional Undertaking	:	Irrevocable and unconditional undertaking of the Undertaking Shareholder, vide its letter dated 24 March 2021, to subscribe for all the Rights Shares that remain unsubscribed by other Entitled Shareholders, their renounees and/ or transferees (if applicable) by way of Excess Application
ASEAN	:	Association of South East Asian Nations
Board	:	Board of Directors of Mudajaya
Bursa Anywhere	:	Bursa Anywhere mobile application operated by Bursa Depository to enable depositors to perform their CDS transactions electronically from their mobile phones
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CDS	:	Central Depository System governed under the SICDA
CDS Account	:	A securities account established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of deposits of securities and for dealings in such securities by the depositor
Closing Date	:	On Monday, 27 September 2021 at 5.00 p.m., being the last date and time for the acceptance of and payment for the Provisional Rights Shares with Warrants and the Excess Application
CMSA	:	Capital Markets And Services Act 2007 of Malaysia
Corporate Exercises	:	Rights Issue with Warrants and Exemption, collectively
COVID-19	:	Coronavirus disease 2019
Deed Poll	:	Deed poll dated 25 August 2021 constituting the Warrants executed by Mudajaya
Director(s)	:	Directors of Mudajaya and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
Documents	:	This Abridged Prospectus together with the NPA and RSF, collectively
E&E	:	Electrical and electronics

DEFINITIONS (CONT'D)

EGM	:	Extraordinary general meeting of Mudajaya held on 29 June 2021
Entitled Shareholder(s)	:	Shareholders whose names appear in the Record of Depositors of Mudajaya as at the close of business on the Entitlement Date
Entitlement Date	:	On Thursday, 9 September 2021 at 5.00 p.m., being the time and date on which the names of our shareholders must appear in the Record of Depositors in order to be entitled to participate in the Rights Issue with Warrants
Entitlement Undertaking	:	Irrevocable and unconditional undertaking of the Undertaking Shareholder, vide its letter dated 24 March 2021, to subscribe in full for its entitlement under the Rights Issue with Warrants based on its shareholdings of 162,325,333 Mudajaya Shares as at 24 March 2021
EPF	:	Employees Provident Fund
EPS	:	Earnings per Share
ESOS	:	Existing employees' share option scheme of Mudajaya which was implemented on 30 September 2011 and will expire on 28 September 2021. Pursuant to the Corporate Exercises, our Board has undertaken not to grant any further ESOS Options until the completion of the Corporate Exercises
ESOS Option(s)	:	20,023,200 outstanding options under the ESOS
Excess Application	:	Application for Excess Rights Shares with Warrants as set out in Section 10.9 of this Abridged Prospectus
Excess Rights Shares with Warrants	:	Rights Shares with Warrants which are not taken up or not validly taken up by the Entitled Shareholders, their renounees and/ or transferees (if applicable) by the Closing Date
Exemption	:	Exemption granted by the SC to YSSB and the PACs on 12 July 2021 from the obligation to undertake a Mandatory Offer pursuant to the Rights Issue with Warrants
Foreign Entitled Shareholder(s)	:	Entitled Shareholders who do not have a registered address or an address for service in Malaysia as registered in the Record of Depositors of Mudajaya on the Entitlement Date
FPE	:	Financial period ended/ ending
FYE	:	Financial year ended/ ending
GDP	:	Gross domestic product
GP	:	Gross profit
Interested Directors	:	Ir. James Wong Tet Foh and Lee Eng Leong, collectively
LBT	:	Loss before taxation
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities

DEFINITIONS (CONT'D)

LPD	:	11 August 2021, being the latest practicable date prior to the printing of this Abridged Prospectus
LSS	:	Large Scale Solar
LTD	:	23 March 2021, being the last traded day of Mudajaya Shares immediately preceding the announcement dated 24 March 2021 in relation to the Corporate Exercises
Mandatory Offer	:	A mandatory take-over offer for all the remaining Mudajaya Shares, Warrants and ESOS Options not already owned by the YSSB and the PACs in accordance with Paragraph 4.01(a) of the Rules and Section 218(2) of the CMSA
Market Day(s)	:	Any day from Mondays to Fridays (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
Maximum Scenario	:	Assuming all outstanding 20,023,200 ESOS Options are exercised prior to the implementation of the Rights Issue with Warrants, and the Rights Issue with Warrants is undertaken on a full subscription basis pursuant to the Entitlement Undertaking and Additional Undertaking
MCB	:	Mudajaya Corporation Berhad (Registration No. 196501000519 (6307-K))
MCO	:	Movement Control Order implemented as a preventive measure by the federal government of Malaysia in response to the COVID-19 pandemic
Minimum Scenario	:	Assuming none of the outstanding 20,023,200 ESOS Options are exercised prior to the implementation of the Rights Issue with Warrants, and the Rights Issue with Warrants is undertaken on a full subscription basis pursuant to the Entitlement Undertaking and Additional Undertaking
MIPP	:	MIPP International Ltd
Mudajaya	:	Mudajaya Group Berhad (Registration No. 200301003119 (605539-H))
Mudajaya Group	:	Mudajaya and its subsidiaries, collectively
Mudajaya Share(s) or Share(s)	:	Ordinary shares in Mudajaya
MW	:	Megawatts
NA	:	Net assets attributable to the owners of Mudajaya
NEM	:	Net Energy Metering
NPA	:	Notice of provisional allotment in relation to the Rights Issue with Warrants

DEFINITIONS (CONT'D)

NRS	:	Nominee Rights Subscription service offered by Bursa Depository at the request of Mudajaya, to Authorised Nominees for electronic subscription of the Rights Issue with Warrants through Bursa Depository's existing network facility with the Authorised Nominee
Official List	:	A list specifying all securities listed on the Main Market of Bursa Securities
PACs	:	Persons acting in concert with YSSB pursuant to Sections 216(2) and 216(3) of the CMSA. As at the LPD, the persons acting in concert with YSSB that have/ will have direct shareholdings in Mudajaya are as follows:- <ul style="list-style-type: none"> (i) Lee Eng Keong, Tang Mee Fong, Kam Soon Lee and John Wong Tet Soon who hold Mudajaya Shares; and (ii) The Interested Directors who hold ESOS Option(s) which are exercisable into Mudajaya Share(s) under the Maximum Scenario
Private Placement	:	Private placement of up to 10% of the total number of issued shares of Mudajaya pursuant to Sections 75 and 76 of the Act which was announced on 11 July 2019
Provisional Rights Shares with Warrants	:	Rights Shares with Warrants provisionally allotted to the Entitled Shareholders
Rights Issue with Warrants	:	Renounceable rights issue of up to 668,885,366 Right Shares on the basis of 1 Rights Share for every 1 existing Mudajaya Share held on the Entitlement Date, together with up to 668,885,366 Warrants on the basis of 1 Warrant for every 1 Rights Share subscribed for at an issue price of RM0.22 per Rights Share
Rights Share(s)	:	Up to 668,885,366 new Mudajaya Shares to be issued at an issue price of RM0.22 per Rights Share pursuant to the Rights Issue with Warrants
RKM	:	R.K.M. Powergen Private Limited
RM and sen	:	Ringgit Malaysia and sen, respectively
RSF	:	Rights Subscription Form in relation to the Rights Issue with Warrants
Rules	:	Rules on Take-overs, Mergers and Compulsory Acquisitions
SC	:	Securities Commission Malaysia
SEDA	:	Sustainable Energy Development Authority

DEFINITIONS (CONT'D)

Share Buy-Back Authority	:	The authority granted to our Board by our shareholders on 29 June 2021 for the purchase of up to 10% of the total issued shares of Mudajaya (which is subject to renewal at the forthcoming 19th annual general meeting of Mudajaya)
		For shareholders' information, Mudajaya has no treasury shares as at the LPD and our Board has undertaken not to purchase its own shares until the completion of the Rights Issue with Warrants
Share Registrar	:	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))
SICDA	:	Securities Industry (Central Depository) Act 1991
TERP	:	Theoretical ex-rights price
Undertaking Letter	:	The major shareholder of Mudajaya, namely YSSB had, vide its letter dated 24 March 2021 provided the Entitlement Undertaking and Additional Undertaking
Undertaking Shareholder, Interested Major Shareholder or YSSB	:	Yakin Setiamas Sdn Bhd (Registration No. 201901000690 (1310016-T))
UOBKH or the Adviser	:	UOB Kay Hian Securities (M) Sdn Bhd (Registration No. 199001003423 (194990-K))
VWAP	:	Volume weighted average market price
Warrant(s)	:	Up to 668,885,366 free detachable warrants in Mudajaya with a tenure of 2 years to be issued at an exercise price of RM0.22 per Warrant pursuant to the Rights Issue with Warrants

All references to "we", "us", "our" and "ourselves" are made to our Company, or where the context requires, shall include our subsidiaries.

All references to "you" in this Abridged Prospectus are made to the Entitled Shareholders and/ or, where the context otherwise requires, their renounees and/ or transferees (if applicable).

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Abridged Prospectus shall be a reference to Malaysian time and date, respectively, unless otherwise specified. Any discrepancy in the figures included in this Abridged Prospectus between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

Any reference in this Abridged Prospectus to any legislation, statute, guidelines, rules or regulations is a reference to that legislation, statute, guidelines, rules or regulations as for the time being amended or re-enacted.

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ADVISERS' DIRECTORY

- COMPANY SECRETARIES** : Lee Suan Choo
(MAICSA 7017562) (SSM PC No. 202008003634)
- PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
- Tel. No.: 03-7718 6288
Fax. No.: 03-7718 6363
- Cheah Wai Yuen
(MAICSA 7025907) (SSM PC No. 202008002515)
- PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
- Tel. No.: 03-7806 7932
Fax. No.: 03-7806 7900
- PRINCIPAL ADVISER** : UOB Kay Hian Securities (M) Sdn Bhd
- Suite 19-03, 19th Floor
Menara Keck Seng
203 Jalan Bukit Bintang
55100 Kuala Lumpur
- Tel. No.: 03-2147 1900
Fax. No.: 03-2147 1950
- DUE DILIGENCE SOLICITORS** : Messrs Tan, Goh & Associates
Advocates & Solicitors
- 821, 8th Floor, Block A
Damansara Intan
No. 1 Jalan SS 20/27
47400 Petaling Jaya
Selangor Darul Ehsan
- Tel. No.: 03-7727 7228
Fax. No.: 03-7731 9238
- SHARE REGISTRAR** : Boardroom Share Registrars Sdn Bhd
- 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
- Tel. No.: 03-7890 4700
Fax. No.: 03-7890 4670
- STOCK EXCHANGE LISTING** : Main Market of Bursa Securities

SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS

THIS SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS ONLY HIGHLIGHTS THE KEY INFORMATION FROM OTHER PARTS OF THIS ABRIDGED PROSPECTUS. IT DOES NOT CONTAIN ALL INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE WHOLE ABRIDGED PROSPECTUS.

Key information	Summary																																		
Basis and number of Rights Shares and Warrants to be issued	<p>The Rights Issue with Warrants entails an issuance of up to 668,885,366 Rights Shares on the basis of 1 Rights Share for every 1 existing Mudajaya Share held on the Entitlement Date, together with up to 668,885,366 Warrants on the basis of 1 Warrant for every 1 Rights Share subscribed for at an issue price of RM0.22 per Rights Share.</p> <p>Further details are set out in Section 2.1 of this Abridged Prospectus.</p>																																		
Issue price of the Rights Shares	<p>RM0.22 per Rights Share.</p> <p>Further details are set out in Section 2.2 of this Abridged Prospectus.</p>																																		
Exercise price of the Warrants	<p>RM0.22 per Warrants.</p> <p>Further details are set out in Section 2.3 of this Abridged Prospectus.</p>																																		
Undertakings	<p>The Rights Issue with Warrants is undertaken on a full subscription basis based on the undertakings provided by YSSB as follows:-</p> <ol style="list-style-type: none"> i. Entitlement Undertaking, whereby the Undertaking Shareholder will subscribe in full for its entitlement under the Rights Issue with Warrants based on its shareholdings as at 24 March 2021; and ii. Additional Undertaking, whereby the Undertaking Shareholder will subscribe for all the Rights Shares that remain unsubscribed by other Entitled Shareholders, their renounees and/ or transferees (if applicable) via the Excess Application. <p>Further details are set out in Section 3 of this Abridged Prospectus.</p>																																		
Utilisation of proceeds	<table border="1"> <thead> <tr> <th rowspan="2"></th> <th rowspan="2">Timeframe for utilisation from completion</th> <th colspan="2">Minimum Scenario</th> <th colspan="2">Maximum Scenario</th> </tr> <tr> <th>RM'000</th> <th>%</th> <th>RM'000</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Partial repayment of bank borrowings</td> <td>Within 3 months</td> <td>100,000</td> <td>70.05</td> <td>100,000</td> <td>67.91</td> </tr> <tr> <td>Working capital for existing and/ or future projects</td> <td>Within 24 months</td> <td>41,850</td> <td>29.32</td> <td>46,255</td> <td>31.43</td> </tr> <tr> <td>Estimated expenses in relation to the Corporate Exercises</td> <td>Upon completion</td> <td>900</td> <td>0.63</td> <td>900</td> <td>0.66</td> </tr> <tr> <td>Total</td> <td></td> <td>142,750</td> <td>100.00</td> <td>147,155</td> <td>100.00</td> </tr> </tbody> </table> <p>Further details are set out in Section 4 of this Abridged Prospectus.</p>		Timeframe for utilisation from completion	Minimum Scenario		Maximum Scenario		RM'000	%	RM'000	%	Partial repayment of bank borrowings	Within 3 months	100,000	70.05	100,000	67.91	Working capital for existing and/ or future projects	Within 24 months	41,850	29.32	46,255	31.43	Estimated expenses in relation to the Corporate Exercises	Upon completion	900	0.63	900	0.66	Total		142,750	100.00	147,155	100.00
	Timeframe for utilisation from completion			Minimum Scenario		Maximum Scenario																													
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Total		142,750	100.00	147,155	100.00																														
Rationale	<ul style="list-style-type: none"> ○ To strengthen the financial position and capital base of our Company, by reducing our gearing level and increasing our NA thereby providing greater financial flexibility, as illustrated in Section 8.2 of this Abridged Prospectus. ○ To enable the issuance of new Mudajaya Shares without diluting our shareholders' equity interest, based on the assumption that all Entitled Shareholders subscribe in full for their respective entitlements under the Rights Issue with Warrants. 																																		

SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS (CONT'D)

Key information	Summary
	<ul style="list-style-type: none"> ○ To provide our Entitled Shareholders with an opportunity to participate in an equity offering in our Company on a pro rata basis and ultimately, participate in the prospects and future growth of Mudajaya Group by subscribing to the Rights Shares. ○ To meet our fund-raising objectives as set out in Section 4 of this Abridged Prospectus. ○ The free Warrants will potentially allow our Entitled Shareholders who subscribe for the Rights Shares to increase their equity participation in our Company at a predetermined price over the tenure of the Warrants. We would also be able to raise additional proceeds as and when the Warrants are exercised. <p>Further details are set out in Section 5 of this Abridged Prospectus.</p>
Risk factors	<ul style="list-style-type: none"> ○ You should consider, amongst others, the following risk factors before subscribing for or investing in the Rights Issue with Warrants. ○ Mudajaya Group's business and performance is subject to the political, economic and regulatory circumstances in Malaysia and other countries in which we have business dealings. There is no assurance that any adverse developments in the aforesaid factors (including policy responses to COVID-19), will not adversely affect our Group's business and financial performance. ○ Our construction segment is project-based and largely dependent on the sustainability of our order book. Depending on the business and economic environment, customers may cancel or delay their projects, which in turn, could jeopardise our Group's revenue. ○ Our property development segment faces intense competition amongst property developers. Failure by our Group to price our property launches competitively and offer properties which meets the requirements and expectations of prospective customers may have a bearing on our ability to sell such properties. ○ Our renewable energy segment faces competition from other power plants and suppliers of other renewable energy sources and fossil fuel energy sources. Technological advancements in such alternative energy sources may adversely impact demand for hydro energy and our Group's revenue. ○ The market price of our Shares is influenced by the prevailing market sentiments, volatility of the equity markets, the outlook of the industries we operate in and our financial performance. Accordingly, there can be no assurance that the market price of the Rights Shares will be at a level that meets the specific investment objectives or targets of any holders of the Rights Shares. <p>Further details are set out in Section 6 of this Abridged Prospectus.</p>
Procedures for acceptance and payment	<ul style="list-style-type: none"> ○ You may subscribe for the Provisional Rights Shares with Warrants and the Excess Application, if you choose to do so, using either RSF, Electronic Application, NRS or Bursa Anywhere. The last date and time for acceptance and payment is on Monday, 27 September 2021 at 5.00 p.m. <p>The Rights Issue with Warrants is renounceable in full or in part. Accordingly, our Entitled Shareholders who renounce all or any part of their entitlements to the Rights Shares provisionally allotted to them under the Rights Issue with Warrants will simultaneously relinquish any accompanying entitlement to the Warrants.</p> <p>Further details are set out in Section 10 of this Abridged Prospectus.</p>



MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

Registered Office

PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan, Malaysia

9 September 2021

Board of Directors

Dato' Yusli Bin Mohamed Yusoff (*Non-Independent Non-Executive Chairman*)
Ir. James Wong Tet Foh (*Group Managing Director & Chief Executive Officer*)
Lee Eng Leong (*Non-Independent Executive Director*)
Chew Hoy Ping (*Senior Independent Non-Executive Director*)
Dato' Amin Rafie Bin Othman (*Independent Non-Executive Director*)

To: Our Entitled Shareholders

Dear Sir/ Madam,

RENOUNCEABLE RIGHTS ISSUE OF UP TO 668,885,366 RIGHTS SHARES ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING MUDAJAYA SHARE HELD AS AT 5.00 P.M. ON THURSDAY, 9 SEPTEMBER 2021, TOGETHER WITH UP TO 668,885,366 FREE DETACHABLE WARRANTS ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR AT AN ISSUE PRICE OF RM0.22 PER RIGHTS SHARE

1. INTRODUCTION

On 24 March 2021, UOBKH had, on behalf of our Board, announced that we proposed to undertake the Corporate Exercises.

Subsequently, on 4 May 2021, UOBKH had, on behalf of our Board, announced that Bursa Securities had on even date, resolved to approve the following:-

- i. admission of the Warrants to the Official List;
- ii. listing of and quotation for up to 668,885,366 Rights Shares and up to 668,885,366 Warrants pursuant to the Rights Issue with Warrants on the Main Market of Bursa Securities; and
- iii. listing of and quotation for up to 668,885,366 new Mudajaya Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities,

subject to the conditions set out below:-

Conditions	Status of compliance
a. Mudajaya and UOBKH must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Rights Issue with Warrants;	To be complied with throughout the implementation of the Rights Issue with Warrants, where applicable
b. Mudajaya and UOBKH to inform Bursa Securities upon the completion of the Rights Issue with Warrants;	To be complied upon the completion of the Rights Issue with Warrants
c. Mudajaya and UOBKH to furnish Bursa Securities with a written confirmation of its compliance with the terms & conditions of Bursa Securities approval once the Rights Issue with Warrants is completed;	To be complied upon the completion of the Rights Issue with Warrants
d. Mudajaya and UOBKH must ensure full compliance with the public security holding spread requirement of at least 25% pursuant to Paragraph 8.02 of the Listing Requirements, upon the listing of and quotation for the Rights Shares; and	To be complied upon the listing of and quotation for the Rights Shares
e. Mudajaya to furnish Bursa Securities on a quarterly basis a summary of the total number of new ordinary shares listed pursuant to the exercise of Warrants as at the end of each quarter together with a detailed computation of the listing fees payable.	Our Board and Mudajaya will ensure compliance

On 29 June 2021, our shareholders had approved the Corporate Exercises at the EGM convened.

Subsequently, the SC had, vide its letter dated 12 July 2021 approved the Exemption.

On 25 August 2021, UOBKH had, on behalf of our Board, announced the Entitlement Date and other relevant dates pertaining to the Rights Issue with Warrants.

The admission of the Warrants to the Official List and the listing of and quotation for the Rights Shares and Warrants to be issued pursuant to the Rights Issue with Warrants will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS Accounts of the successful applicants have been duly credited and notices of allotment have been despatched to them.

No person is authorised to give any information or to make any representation not contained in this Abridged Prospectus in connection with the Rights Issue with Warrants and if given or made, such information or representation must not be relied upon as having been authorised by us or UOBKH.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.

2. DETAILS OF THE RIGHTS ISSUE WITH WARRANTS

2.1 Basis and number of Rights Shares and Warrants to be issued

The Rights Issue with Warrants entails an issuance of up to 668,885,366 Rights Shares on the basis of 1 Rights Share for every 1 existing Mudajaya Share held, together with up to 668,885,366 Warrants on the basis of 1 Warrant for every 1 Rights Share subscribed for by our Entitled Shareholders whose names appear in the Record of Depositors of our Company as at the close of business on the Entitlement Date.

As at the LPD, our Company have an issued share capital of approximately RM397.73 million comprising 648,862,166 Mudajaya Shares. In addition, we also have 20,023,200 outstanding ESOS Options.

Assuming all the 20,023,200 outstanding ESOS Options are exercised prior to the implementation of the Rights Issue with Warrants, our enlarged number of issued shares will be 668,885,366 Mudajaya Shares. Further, if all Entitled Shareholders subscribe in full for their respective entitlements of the Rights Shares under Maximum Scenario, a total of up to 668,885,366 Rights Shares together with 668,885,366 Warrants may be issued. Assuming all the 668,885,366 Warrants are exercised, a total of 668,885,366 new Mudajaya Shares will be issued therefrom.

For shareholders' information, our Board has undertaken not to purchase any Mudajaya Shares pursuant to the Share Buy-Back Authority until the completion of the Rights Issue with Warrants.

The major shareholder of Mudajaya, namely YSSB had, vide the Undertaking Letter provided the Entitlement Undertaking and Additional Undertaking. Pursuant to the Entitlement Undertaking, YSSB will subscribe for its entitlement of 162,325,333 Rights Shares; while under the Additional Undertaking, YSSB will subscribe for a total of up to 506,560,033 Rights Shares via excess Rights Shares with Warrants application, being the remaining portion of the Rights Shares for which no undertaking and underwriting arrangement has been procured.

Pursuant to the Entitlement Undertaking and Additional Undertaking, the Rights Issue with Warrants will be undertaken on a full subscription basis which would entail the following:-

	No. of Rights Shares to be issued	Proceeds to be raised RM	No. of Warrants to be issued	No. of new Mudajaya Shares assuming full exercise of Warrants
Minimum Scenario	648,862,166	142,749,677	648,862,166	648,862,166
Maximum Scenario	668,885,366	147,154,781	668,885,366	668,885,366

For avoidance of doubt, the Additional Undertaking will only crystalize via the Excess Application in the event there are Rights Shares that are not taken up or validly taken up by other Entitled Shareholders, their renounees and/ or transferees.

In any event, the Rights Issue with Warrants is expected to achieve full subscription under the Minimum Scenario or Maximum Scenario pursuant to the Entitlement Undertaking and the Additional Undertaking. Further details on the Entitlement Undertaking and Additional Undertaking are set out in Section 3 of this Abridged Prospectus.

The Warrants will be immediately detached from the Rights Shares upon issuance and will be traded separately. The Warrants will be issued in registered form and constituted by the Deed Poll.

The Rights Issue with Warrants is renounceable in full or in part. Accordingly, our Entitled Shareholders who renounce all or any part of their entitlements to the Rights Shares provisionally allotted to them under the Rights Issue with Warrants will simultaneously relinquish any accompanying entitlement to the Warrants. For avoidance of doubt, the Rights Shares and the Warrants are not separately renounceable.

In determining the entitlements of our Entitled Shareholders under the Rights Issue with Warrants, fractional entitlements, if any, will be disregarded and dealt with in such manner and on such terms & conditions as our Board in its sole and absolute discretion deem fit or expedient and in the best interests of our Company.

The Rights Shares together with Warrants which are not taken up or validly taken up shall be made available for Excess Application by other Entitled Shareholders, their renounees and/ or transferees, and by YSSB under its Additional Undertaking. Our Board intends to allocate the excess Rights Shares together with Warrants in a fair and equitable manner and in accordance with the procedures set out in Section 10.9 of this Abridged Prospectus. For the avoidance of doubt, the allocation of the Excess Rights Shares with Warrants will crystallise concurrently for all Entitled Shareholders (including YSSB under its Additional Undertaking), their renounees and/ or transferees who have applied for the Excess Application.

2.2 Basis of determining and justification for the issue price of the Rights Shares

The issue price of RM0.22 per Rights Share has been fixed by our Board after taking into consideration, amongst others, the following:-

- i. The gross proceeds of RM142.75 million to be raised from the Rights Issue with Warrants under the Minimum Scenario to meet the fund-raising objectives as set out in Section 4 of this Abridged Prospectus.
- ii. The prevailing market conditions and market prices of Mudajaya Shares. The issue price of RM0.22 per Rights Share represents a discount of approximately 7.95% to the TERP computed based on the 5-day VWAP of Mudajaya Shares up to and including the LTD of RM0.2757. In addition, the issue price also represents the following discount to the respective TERPs based on the respective VWAPs of Mudajaya Shares as follows:-

VWAP of Mudajaya Shares up to and including the LTD	VWAP RM	TERP RM	Discount to the TERP RM	TERP %
5-day	0.2757	0.2390	0.0190	7.95
1-month	0.2921	0.2440	0.0240	9.84
3-month	0.2918	0.2439	0.0239	9.80
6-month	0.2849	0.2416	0.0216	8.94
12-month	0.2943	0.2448	0.0248	10.13

(Source: Bloomberg)

- iii. The issue price of RM0.22 per Rights Share, which represents a discount of 7.95% to the TERP computed based on the 5-day VWAP of Mudajaya Shares up to and including the LTD of RM0.2757, was considered reasonable by our Board in terms of the discounted value and discounted percentage as it could possibly entice our Entitled Shareholders, their renounees and/ or transferees to subscribe for their respective entitlements. This would also allow us to raise gross proceeds amounting to RM142.75 million under the Minimum Scenario to achieve our fund-raising objectives of the Rights Issue with Warrants.

In addition, the issue price of RM0.22 per Rights Share is also attractive enough for the Undertaking Shareholder to provide the Additional Undertaking, thus ensuring that we are able to achieve full subscription of the Rights Issue with Warrants.

2.3 Basis of determining and justification for the exercise price of the Warrants

The Warrants attached to the Rights Shares will be issued at no cost to our Entitled Shareholders, their renounees and/ or transferees who subscribe for the Rights Shares.

The exercise price of the Warrants has been fixed at RM0.22 per Warrant after taking into consideration, amongst others, the following:-

- i. The Warrants will be issued at no cost to our Entitled Shareholders, their renounees and/ or transferees who successfully subscribe for the Rights Shares.
- ii. The historical trading prices of Mudajaya Shares for the past 12 months.
- iii. The maximum discount for the exercise price of the Warrants shall not be more than 25.0% to the TERP of Mudajaya Shares based on the 5-day VWAP of Mudajaya Shares immediately preceding the price-fixing date.
- iv. The prospects of Mudajaya Group as set out in Section 7.7 of this Abridged Prospectus.

The exercise price of RM0.22 per Warrant represents a discount of 7.95% to the TERP computed based on the 5-day VWAP of Mudajaya Shares up to and including the LTD of RM0.2757.

2.4 Ranking of the Rights Shares and new Mudajaya Shares to be issued arising from the exercise of the Warrants

The Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing Mudajaya Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares.

The new Mudajaya Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Mudajaya Shares, save and except that the new Mudajaya Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of such new Mudajaya Shares.

2.5 Salient terms of the Warrants

Issue size	:	up to 668,885,366 new Warrants arising in connection with the Rights Issue with Warrants and are immediately detached from the Rights Shares upon issuance, each carrying the right to subscribe for one new Shares during the Exercise Period at the exercise price, subject to the terms & conditions of the Deed Poll.
Form	:	The Warrants will be issued in registered form and constituted by the Deed Poll.
Exercise period	:	<p>The period commencing on and including the date of issuance of the Warrants and ending at the close of business at 5.00 p.m. in Kuala Lumpur, on the date preceding the 2nd anniversary of the date of issuance, or if such is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day ("Exercise Period").</p> <p>The Warrants can be exercised at any time during the Exercise Period in accordance with the Deed Poll. Any Warrants which has not been exercised during the Exercise Period will thereafter lapse and cease to be valid.</p> <p>For information purpose, our Board has decided to adopt a 2-year Exercise Period as compared to the general market practise of 5-year Exercise Period as our Board is of the view that the 2-year Exercise Period would enable our Group to secure additional funding arising from the exercise of the Warrants over a shorter duration of time (i.e. 2 years as compared to 5 years) to finance our Group's day to day operations and working capital for existing and/ or future projects.</p>
Mode of exercise	:	The registered holder of the Warrant is required to lodge a subscription form, as set out in the Deed Poll, with our Company's registrar, duly completed, signed and stamped together with payment of the exercise price by bankers' draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in accordance with the Deed Poll.
Exercise price	:	RM0.22, subject to the adjustments in accordance with the terms and provisions of the Deed Poll during the Exercise Period.
Exercise rights	:	The rights conferred on a Warrant holder to subscribe for 1 new Mudajaya Share for each Warrant at any time during the Exercise Period and at the exercise price subject to the Deed Poll.
Board lot	:	The Warrants are tradable upon listing in board lots of 100 units carrying rights to subscribe for 100 new Mudajaya Shares at any time during the Exercise Period or such other number of units as may be prescribed by Bursa Securities.
Participating rights of the holders of Warrants in any distribution and/ or offer of further securities	:	The Warrant holders are not entitled to vote in any general meeting of our Company and/ or to participate in any distribution other than on winding-up, compromise or arrangement of our Company as set out below and/ or offer of further securities in our Company unless and until the holder of Warrants becomes a shareholder of our Company by exercising his/ her Warrants into new Mudajaya Shares or unless otherwise resolved by our Company in a general meeting.

Adjustments in the exercise price and/ or number of Warrants :

The exercise price and/ or number of unexercised Warrants held by each Warrant holders shall be adjusted, calculated or determined by our Board in consultation with the auditors or an adviser and certified by the auditors in accordance with the provisions of the Deed Poll. The exercise price and the number of Warrants held by each Warrant holder shall from time to time be adjusted in the following cases:-

- i. alteration to the share capital of our Company by reason of the consolidation or subdivision or conversion of shares;
- ii. issuance of Mudajaya Shares by our Company to its shareholders for which no consideration is payable but which are to be credited as fully paid by way of capitalisation of profits or reserves;
- iii. distribution in cash or specie (other than dividends) or by way of issue of Mudajaya Shares or other securities credited as fully or partly paid-up by way of capitalization of profits or reserves made by our Company to our shareholders whether on a reduction of capital or otherwise;
- iv. offer or invitation made by our Company to our shareholders whereunder they may acquire or subscribe for new Mudajaya Shares by way of rights; or
- v. offer or invitation to our shareholders made by our Company by way of rights whereunder they may require or subscribe for securities convertible into new Mudajaya Shares or rights to acquire or subscribe for new Mudajaya Shares.

Notwithstanding any of the provisions the Deed Poll, no adjustment to the exercise price and the number of Warrants will be required in respect of:-

- i. issuance of new Mudajaya Shares upon the exercise of any conversion rights attached to securities convertible into Mudajaya Shares or upon exercise of any other rights including the rights conferred on a Warrant holder to subscribe for new Mudajaya Shares;
- ii. issuance of new Mudajaya Shares or other securities or rights to acquire or subscribe for new Mudajaya Shares to officers, including executive directors, or employees of our Company or any of our subsidiaries pursuant to any purchase or option schemes approved by the shareholders in a general meeting;
- iii. issuance by our Company of new Mudajaya Shares or of securities convertible into or rights to acquire or subscribe for new Mudajaya Shares, in any such case as full consideration or part consideration for the acquisition of any other securities, assets or business;
- iv. purchase by our Company of its own Mudajaya Shares in accordance with the Companies Act 2016 (Act 777) and all other applicable laws and regulations;

- v. issuance of new Mudajaya Shares by our Company (other than bonus or rights issues) where the aggregate issues of which in any twelve (12) month period do not exceed ten per cent (10%) of the current issued ordinary share capital;
- vi. issuance by our Company of new Mudajaya Shares or other securities convertible into or rights to acquire or subscribe for new Mudajaya Shares to Bumiputera investors pursuant to a special issue approved by the relevant authorities and the members of our Company at a general meeting of such members; or
- vii. issuance by our Company of securities convertible into or rights to acquire or subscribe for new Mudajaya Shares as replacement for existing securities convertible into or rights to acquire or subscribe for Mudajaya Shares.

If our Company shall in any way modify the rights attached to any share or loan capital which is not described in the Deed Poll so as to convert or make convertible such share or loan capital into, or attached thereto any rights to acquire or subscribe for new shares, our Company must appoint the adviser or the auditors (who shall act as experts) to consider whether any adjustment is appropriate, and if the Directors of our Company after such consultation determines that any adjustment is appropriate and subject to the restrictions contained in the Listing Requirements, the exercise price or the number of Warrants or both will be adjusted accordingly.

Rights in the event of winding-up, liquidation, compromise and/ or arrangement :

Where a resolution has been passed for a members' voluntary winding-up of our Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of our Company or the amalgamation of our Company with one or more companies, then every holder of Warrants shall be entitled upon and subject to the provisions of the Deed Poll at any time within 6 weeks after the passing of such resolution for a members' voluntary winding-up of our Company or 6 weeks after the granting of the court order approving the compromise or arrangement, by irrevocable surrender of his/ her Warrants to our Company, elect to be treated as if he/ she had immediately prior to the commencement of such winding-up, compromise or arrangement exercised the exercise rights represented by his/ her Warrants to the extent specified in the relevant subscription forms and be entitled to receive out of the assets of our Company which would be available in liquidation as if he/ she had on such date been the holder of the new Shares to which he/ she would have been entitled to pursuant to such exercise.

Ranking of the new Mudajaya Shares to be issued pursuant to the exercise of Warrants :

The new Mudajaya Shares to be issued arising from the exercise of the Warrants, shall upon allotment and issue rank *pari passu* in all respects with the existing Mudajaya Shares, save and except that the new Mudajaya Shares will not be entitled to any dividend, right, allotment and/ or any other forms of distribution where the entitlement date of such dividend, right, allotment and/ or other forms of distribution precedes the relevant date of allotment and issuance of the new Mudajaya Shares.

Listing status :

The Warrants and new Mudajaya Shares to be issued from the exercise of the Warrants will be listed on the Main Market of Bursa Securities.

Modifications	:	Our Company may, from time to time, subject to the terms & conditions of the Deed Poll, without the consent or sanction of the warrant holders, modify, amend or add to the Deed Poll, if such modification, amendment or addition made does not prejudice the interests of the Warrant holders or is made to correct a manifest error or to comply with the prevailing laws of Malaysia.
		Save for the above, any modification, amendment, deletion or addition to the Deed Poll shall require the approval of the holders of Warrants sanctioned by special resolution and may be effected only by the Deed Poll, executed by our Company and expressed to be supplemental hereto and subject to the approval of the relevant authorities, if necessary.
Governing law	:	Laws of Malaysia.

2.6 Other fund-raising exercises in the past 12 months

For shareholders' information, Mudajaya had on 11 July 2019 announced the private placement of up to 10% of the total number of issued shares of Mudajaya pursuant to Sections 75 and 76 of the Act. Bursa Securities had on 24 February 2020 granted an extension of time until 5 September 2020 for us to implement the Private Placement. A total of 58,987,000 new Mudajaya Shares were issued and allotted at the issue price of RM0.2388 each on 26 August 2020 pursuant to the Private Placement, which raised gross proceeds of RM14.09 million.

The utilisation of proceeds raised from the Private Placement is set out below:-

Proposed utilisation	Amount raised RM'000
Partial repayment of bank borrowings* ¹	10,000
Working capital* ²	3,966
Estimated expenses in relation to the Private Placement	120
Total	14,086

Notes:-

- *1 RM10.00 million raised from the Private Placement had been utilised for the partial repayment of term loans
- *2 RM3.97 million raised from the Private Placement had been utilised for the LRT3 GS01 project

The Private Placement was completed on 27 August 2020 and the proceed raised have been fully utilised as at the LPD. Save for the Private Placement, we have not undertaken any other equity fund-raising exercises in the 12 months prior to the date of this Abridged Prospectus.

3. IRREVOCABLE AND UNCONDITIONAL UNDERTAKINGS

Our Board has determined to undertake the Rights Issue with Warrants on a full subscription basis after taking into consideration the gross proceeds we intend to raise from the Rights Issue with Warrants amounting to RM142.75 million under the Minimum Scenario that will be channelled towards the proposed utilisation as set out in Section 4 of this Abridged Prospectus.

The Undertaking Shareholder had vide the Undertaking Letter, provided the Entitlement Undertaking and the Additional Undertaking. Further, the Undertaking Shareholder had also provided its irrevocable and unconditional undertaking that it will not dispose of or transfer its existing interest in Mudajaya or any part thereof during the period commencing from the date of the Entitlement Undertaking and Additional Undertaking up to the completion of the Rights Issue with Warrants. As at the LPD, the Undertaking Shareholder holds 162,325,333 Mudajaya Shares representing approximately 25.02% of the issued shares of Mudajaya. The details of the Entitlement Undertaking and Additional Undertaking under the Minimum Scenario and Maximum Scenario are set out below:-

Minimum Scenario

Rights Shares

Undertaking Shareholder	Direct shareholdings as at the LPD	Entitlement Undertaking	Additional Undertaking	Total	Gross proceeds raised from Entitlement Undertaking	Gross proceeds raised from Additional Undertaking
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	RM	RM
YSSB	162,325,333	162,325,333	486,536,833 ³	648,862,166	35,711,573	107,038,104
	25.02	25.02	74.98	100.00		
	% ^{*1}	% ^{*2}	% ^{*2}	% ^{*2}		

Warrants

Undertaking Shareholder	Free Warrants pursuant to Entitlement Undertaking	Free Warrants pursuant to Additional Undertaking	Total	Gross proceeds raised from Entitlement Undertaking	Gross proceeds raised from Additional Undertaking
	No. of Warrants	No. of Warrants	No. of Warrants	RM	RM
YSSB	162,325,333	486,536,833	648,862,166	35,711,573	107,038,104
	25.02	74.98	100.00		
	% ^{*4}	% ^{*4}	% ^{*4}		

Notes:-

- *1 Based on the total issued shares as at the LPD amounting to 648,862,166 Mudajaya Shares
- *2 Based on 648,862,166 Rights Shares available for subscription under the Minimum Scenario
- *3 Being the portion of Rights Shares under the Minimum Scenario for which no undertaking and undertaking agreement has been procured
- *4 Based on 648,862,166 Warrants available for exercise under the Minimum Scenario

Maximum Scenario

Rights Shares

Undertaking Shareholder	Direct shareholdings as at the LPD	Entitlement Undertaking	Additional Undertaking	Total	Gross proceeds raised from Entitlement Undertaking	Gross proceeds raised from Additional Undertaking				
No. of Shares	% ^{*1}	No. of Shares	% ^{*2}	No. of Shares	RM	RM				
YSSB	162,325,333	25.02	162,325,333	24.27	506,560,033 ^{*3}	75.73	668,885,366	100.00	35,711,573	111,443,208

Warrants

Undertaking Shareholder	Free Warrants pursuant to Entitlement Undertaking	Free Warrants pursuant to Additional Undertaking	Total	Gross proceeds raised from Entitlement Undertaking	Gross proceeds raised from Additional Undertaking			
No. of Warrants	% ^{*4}	No. of Warrants	% ^{*4}	RM	RM			
YSSB	162,325,333	24.27	506,560,033 ^{*3}	75.73	668,885,366	100.00	35,711,573	111,443,208

Notes:-

- *1 Based on the total issued shares as at the LPD amounting to 648,862,166 Mudajaya Shares
- *2 Based on 668,885,366 Rights Shares available for subscription under the Maximum Scenario
- *3 Being the portion of Rights Shares under the Maximum Scenario for which no undertaking and undertaking agreement has been procured
- *4 Based on 668,885,366 Warrants available for exercise under the Maximum Scenario

As highlighted in Section 2.1 of this Abridged Prospectus, the Additional Undertaking will only crystallize via the Excess Application in the event there are Rights Shares that are not taken up or validly taken up by other Entitled Shareholders, their renounees and/ or transferees under their respective entitlements. Further details on YSSB's shareholding upon completion of the Rights Issue with Warrants pursuant to the Entitlement Undertaking and Additional Undertaking are set out in Section 8, Appendix I of this Abridged Prospectus.

As the Rights Issue with Warrants will be undertaken on a full subscription basis pursuant to the Entitlement Undertaking and Additional Undertaking, we will not procure any underwriting arrangement for the remaining Rights Shares not subscribed for by other Entitled Shareholders, their renounees and/ or transferees pursuant to the Rights Issue with Warrants. The Undertaking Shareholder had provided confirmation letters from its financial institutions confirming that it has sufficient financial resources to take up the Entitlement Undertaking and Additional Undertaking. The aforesaid confirmations had been verified by UOBKH, being the Adviser for the Rights Issue with Warrants.

Pursuant to Paragraph 8.02(1) of the Listing Requirements, we must ensure that at least 25% of the total listed Mudajaya Shares (excluding treasury shares, if any) are in the hands of public shareholders. For information purpose, our public shareholding spread is not expected to fall below 25% of the enlarged issued share capital after the completion of the Rights Issue with Warrants. The pro forma public shareholding spread assuming the Rights Issue with Warrants is undertaken pursuant to the Entitlement Undertaking and Additional Undertaking is set out below:-

Minimum Scenario

	I		II	
	After the Rights Issue with Warrants		After I and assuming full exercise of the Warrants	
As at the LPD	No. of Direct Shares	%	No. of Direct Shares	%
Share capital (A)	648,862,166	100.00	1,297,724,332	100.00
Director(s) of Mudajaya Group (B) -Teoh Teik Thiam	93,100	0.01	93,100	0.01
Substantial shareholders of Mudajaya and their associates [^]				
1. YSSB and associates (C)	165,048,633	25.44	813,910,799	62.72
YSSB	162,325,333	25.02	811,187,499	62.51
Lee Eng Keong	1,955,000	0.30	1,955,000	0.15
Tang Mee Fong	728,300	0.12	728,300	0.06
Kam Soon Lee	20,000	neg.	20,000	neg.
John Wong Tet Soon	20,000	neg.	20,000	neg.
2. Harrison Assets Limited (D)	58,987,000	9.09	-	-*
3. Lee Seng Huang, Lee Ming Tee and associates (E)	43,802,046	6.75	-	-*
Lee Seng Huang	3,392,705	0.52	-	-
Lee Ming Tee	2,361,407	0.36	-	-
Nautical Investments Limited	22,087,701	3.40	-	-
Magic Unicorn Limited	14,141,913	2.19	-	-
Klang Enterprise Sdn Bhd	1,818,320	0.28	-	-
4. Fairfax Financial Holdings Ltd and associates (F)	78,702,500	12.13	78,702,500	6.06
Fairfax Financial Holdings Ltd	-	nil.	-	nil.
Wentworth Insurance Company Ltd	7,145,300	1.10	7,145,300	0.55
First Capital Insurance Limited	26,572,200	4.10	26,572,200	2.05
Falcon Insurance Company (Hong Kong) Ltd	6,325,000	0.97	6,325,000	0.49
The Pacific Insurance Berhad	8,660,000	1.33	8,660,000	0.67
Odyssey Reinsurance Company	30,000,000	4.62	30,000,000	2.31
Less: Non-public shareholdings (B)+(C)+(D)+(E)+(F)=(G)	346,633,279	53.42	892,706,399	68.79
Public shareholdings (A) – (G)	302,228,887	46.58	405,017,933	31.21
Notes:-			1,462,866,065	75.15
			483,720,433	24.85

* Ceased to be substantial shareholders of our Company after the dilution of their shareholdings to below 5%

[^] Excluding Urusharta Jamaah Sdn Bhd, a wholly owned unit of the Ministry of Finance, which is deemed as a public shareholder with 5.98% interest in our Company as at the LPD

Maximum Scenario

	I		II	
	As at the LPD		After I and assuming full exercise of the Warrants	
	No. of Direct Shares	%	No. of Direct Shares	%
Share capital (A)	648,862,166	100.00	1,337,770,732	100.00
Director(s) of Mudajaya Group (B)	93,100	0.01	9,293,100	0.70
James Wong Tet Foh	-	-	5,200,000 ¹	0.39
Lee Eng Leong	-	-	4,000,000 ¹	0.30
Teoh Teik Thiam	93,100	0.01	93,100	0.01
Substantial shareholders of Mudajaya and their associates²				
1. YSSB and associates (C)	165,048,633	25.44	833,933,999	62.34
Lee Eng Keong	162,325,333	25.02	831,210,699	62.13
Tang Mee Fong	1,955,000	0.30	1,955,000	0.15
Kam Soon Lee	728,300	0.12	728,300	0.06
John Wong Tet Soon	20,000	neg.	20,000	neg.
	20,000	neg.	20,000	neg.
2. Harrison Assets Limited (D)	58,987,000	9.09	-*	-*
3. Lee Seng Huang, Lee Ming Tee and associates (E)	43,802,046	6.75	-*	-*
Lee Seng Huang	3,392,705	0.52	-	-
Lee Ming Tee	2,361,407	0.36	-	-
Nautical Investments Limited	22,087,701	3.40	-	-
Magic Unicorn Limited	14,141,913	2.19	-	-
Klang Enterprise Sdn Bhd	1,818,320	0.28	-	-
4. Fairfax Financial Holdings Ltd and associates (F)	78,702,500	12.13	78,702,500	5.88
Fairfax Financial Holdings Ltd	-	nil.	-	nil.
Wentworth Insurance Company Ltd	7,145,300	1.10	7,145,300	0.53
First Capital Insurance Limited	26,572,200	4.10	26,572,200	1.99
Falcon Insurance Company (Hong Kong) Ltd	6,325,000	0.97	6,325,000	0.47
The Pacific Insurance Berhad	8,660,000	1.33	8,660,000	0.65
Odyssey Reinsurance Company	30,000,000	4.62	30,000,000	2.24
Less: Non-public shareholdings (B)+(C)+(D)+(E)+(F)=(G)	346,633,279	53.42	921,929,599	68.92
Public shareholdings (A) – (G)	302,228,887	46.58	415,841,133	31.08
			2,006,656,098	100.00

Notes:-

- * Ceased to be substantial shareholders of our Company after the dilution of their shareholdings to below 5%
- ^ Excluding Urusharta Jamaah Sdn Bhd, a wholly owned unit of the Ministry of Finance, which is deemed as a public shareholder with 5.98% interest in our Company as at the LPD
- *1 Under the Maximum Scenario, 9,200,000 ESOS Options are assumed to be exercised by our Directors, of which James Wong Tet Foh and Lee Eng Leong each holds 5,200,000 units and 4,000,000 units respectively

As illustrated above, upon completion of the Rights Issue with Warrants undertaken pursuant to the Entitlement Undertaking and Additional Undertaking, we will still be in compliance with the public shareholding spread requirement under the Minimum Scenario and Maximum Scenario. However, assuming full exercise of the Warrants under the Minimum Scenario and Maximum Scenario, the public shareholding spread will fall below 25% and, in this respect, YSSB has undertaken to observe the public shareholding spread of Mudajaya when exercising the Warrants to ensure we are in compliance with the public shareholding spread requirement at all times during the tenure of the Warrants.

Further, pursuant to the Entitlement Undertaking and Additional Undertaking, YSSB and the PACs will be obligated to undertake a Mandatory Offer. Nevertheless, YSSB and the PACs had obtained the approval from the SC on 12 July 2021, for the grant of an exemption to undertake the Mandatory Offer under subparagraph 4.08(1)(b) of the Rules, after obtaining the approval of our non-interested shareholders for the Exemption at the EGM.

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4. UTILISATION OF PROCEEDS FROM THE RIGHTS ISSUE WITH WARRANTS

The gross proceeds to be raised from the Rights Issue with Warrants will be utilised in the following manner:-

	Timeframe for utilisation from completion of the Rights Issue with Warrants	Minimum Scenario Amount allocated RM'000	Percentage allocation %	Maximum Scenario Amount allocated RM'000	Percentage allocation %
Partial repayment of bank borrowings* ¹	Within 3 months	100,000	70.05	100,000	67.91
Working capital for existing and/ or future projects* ²	Within 24 months	41,850	29.32	46,255	31.43
Estimated expenses in relation to the Corporate Exercises* ³	Upon completion	900	0.63	900	0.66
Total		142,750	100.00	147,155	100.00

Notes:-

*1 As at the LPD, the total borrowings of Mudajaya Group (comprising amongst others, term loans, sukuk, and revolving credits) was RM847.67 million. In an effort to reduce our gearing level and financing costs, our Group intends to partially repay our term loans and revolving credit facilities. Our Group had incurred such bank borrowings in the past, to mainly finance our working capital requirements, including, amongst others, investments in overseas projects, general administrative expenses, payment to subcontractors and for the construction of solar photovoltaic power plants. The proceeds for the partial repayment of borrowings to be utilised and the potential interest savings from the repayment are set out below:-

Type of facility	Amount outstanding as at the LPD RM'000	Weighted average annual interest rate %	Proposed allocation of proceeds RM'000	Estimated yearly interest cost savings arising from the repayment RM'000
Term loans	313,365	4.95	80,000 [#]	3,960
Revolving credit	128,954	4.05	20,000 [@]	810
Total	442,319		100,000	4,770

Notes:-

The proceeds raised is for the partial repayment of term loan denominated in USD which stood at approximately RM296.59 million as at the LPD. The maturity date of the aforesaid term loan is in January 2022

@ The maturity date in respect of the earmarked repayment portion of the revolving credit is up to 31 days from the rollover date

*2 the proceeds earmarked for working capital is intended to partially fund Mudajaya Group's existing and/ or future projects in the following proportion:-

Project	Minimum Scenario %	Maximum Scenario %
Construction and completion of guideway, stations, parking facilities, ancillary buildings and other associated works related to the Light Rail Transit Line 3 for the route linking Bandar Utama to Johan Setia ("LRT3 GS01")	47.50	47.50
Construction of small hydropower plant 30 MW with approved feed-in-tariff rate of 29 sen per kilowatt hour ("30 MW Hydropower Plant")	47.50	47.50
As at the LPD, Mudajaya Group is currently tendering for a total of 4 contracts with total contract value of RM1,430.00 million and the results of the tendered contracts are expected to be known by the fourth quarter of 2021 ("Future Projects")	5.00	5.00
	100.00	100.00

Upon the receipt of the proceeds raised from the Rights Issue with Warrants, it is our Board's intention to allocate the proceeds earmarked based on the estimated percentage of allocation as disclosed above. Nevertheless, our Board shall have the absolute discretion to decide on the exact utilisation, including any reallocation of funds amongst the projects depending on the working capital requirements at the relevant point in time. For avoidance of doubt, the remaining working capital requirements for the projects will be funded through a combination of internally generated funds and/ or borrowings, of which the exact breakdown is dependent on the actual operating requirements at the material time.

Details of Mudajaya Group's two existing projects, which will be funded by the proceeds raised from the Rights Issue with Warrants are set out as follows:-

Project	Location	Date of award	Commencement date/ Expected completion date	Contract value RM'000	Balance cost for completion RM'000	Stage of completion as at the LPD %
LRT3 GS01	Klang Valley, Selangor and Putrajaya	5 October 2017	October 2017/ November 2023	655,000	360,000#	40.30
30 MW Hydropower Plant	Jerantut, Pahang	-	January 2022/ January 2025	-	330,000@	-

Notes:-

The proceeds will be used to partially fund the working capital requirements of LRT3 GS01. Further breakdown of the balance construction cost/ working capital for completion is as follows:-

	RM'000
Preliminary, traffic & roads, safety, health & environmental management and utilities relocation	90,000
Main line & ancillary works	120,000
Station, building service & external works	150,000
	360,000

@

For shareholders' information, small hydropower plant is defined by the SEDA as hydropower plants with an up to installed capacity of 30 MW. The construction of small hydropower plant will be undertaken by Mudajaya Group which will subsequently be owned and operated by Mudajaya and as such, there is no contract value ascribed to it. Mudajaya Group is expected to enter into the renewable energy power purchase agreement (REPPA) with Tenaga Nasional Berhad in September 2021 and the construction of the small hydropower plant is expected to commence in January 2022. Further breakdown of the construction cost/ working capital for completion is as follows:-

	RM'000
Pre-development & land cost	12,000
Engineering & ground investigation, hydraulic study, project management cost	18,000
Construction of plant, testing & commission	300,000
	330,000

Further, our Group is required to submit the relevant applications to and obtain the approval from, amongst others, the following authorities/ regulatory bodies before commencing the construction of small hydropower plant:-

No.	Authority/ regulatory body	Status of application as at the LPD	Anticipated timeframe for obtaining approval	RM'000
i.	Jabatan Pengairan Dan Saliran Negeri Pahang	In the process of application	Tentatively by third quarter of year 2021	580
ii.	Jabatan Alam Sekitar - Environmental Impact Assessment (EIA)	In the process of application	Tentatively by third quarter of year 2021	140
iii.	Majlis Daerah Jerantut - Planning Permission Application	Application will be lodged after the completion of feasibility studies	Tentatively by fourth quarter of year 2021	180
*3	The proceeds earmarked for estimated expenses in relation to the Corporate Exercises will be utilised as set out below:-			
	Professional fees			580
	Regulatory fees			140
	Other incidental expenses in relation to the Corporate Exercises (i.e. convening of the EGM, advertisement expenses, notifications to shareholders, as well as printing of Circular and Abridged Prospectus)			180
	Total			900

Any variation in the actual amount of the expenses will be adjusted in the portion of the proceeds to be utilised for the working capital for existing and/ or future projects.

Pending the utilisation of proceeds from the Rights Issue with Warrants for the above purposes, the proceeds would be placed as deposits with licensed financial institutions or short-term money market instruments. Any interest income earned from such deposits or instruments will be used as working capital of Mudajaya Group.

The gross proceeds to be raised from the exercise of the Warrants is dependent on the total number of Warrants exercised during the tenure of the Warrants. As such, the exact amount to be raised from the exercise of the Warrants is not determinable at this juncture. For illustrative purpose only, the gross proceeds to be raised upon the full exercise of the Warrants based on the exercise price of RM0.22 per Warrant is set out below:-

	Minimum Scenario	Maximum Scenario
No. of Warrants	648,862,166	668,885,366
Total gross proceeds to be raised assuming all outstanding Warrants are exercised (RM)	142,749,677	147,154,781

Such gross proceeds to be raised from the exercise of Warrants will be utilised as additional working capital to finance Mudajaya Group's day to day operations, working capital for existing and/ or future projects and will be utilised within 12 months from the receipt of such proceeds. The proceeds may be utilised to finance, amongst others, employee salaries, payment to trade creditors, partial repayment of bank borrowings as well as general expenses such as utilities and office expenses, the breakdown of which have not been determined at this juncture.

For avoidance of doubt, the proceeds to be raised from the Rights Issue with Warrants and the gross proceeds to be raised from the exercise of Warrants will not be used for the purchase of Mudajaya Shares pursuant to the Share Buy-Back Authority.

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5. RATIONALE AND JUSTIFICATION FOR THE RIGHTS ISSUE WITH WARRANTS

Our Board is of the view that the Rights Issue with Warrants is the most appropriate avenue to raise the necessary funding for Mudajaya Group as set out in Section 4 of this Abridged Prospectus after taking into consideration the following:-

- i. the Rights Issue with Warrants will strengthen the financial position and capital base of our Company, by reducing our gearing level and increasing our NA thereby providing greater financial flexibility, as illustrated in Section 8.2 of this Abridged Prospectus;
- ii. the Rights Issue with Warrants will enable the issuance of new Mudajaya Shares without diluting our shareholders' equity interest, based on the assumption that all Entitled Shareholders subscribe in full for their respective entitlements under the Rights Issue with Warrants;
- iii. the Rights Issue with Warrants will provide the Entitled Shareholders with an opportunity to participate in an equity offering in our Company on a pro rata basis and ultimately, participate in the prospects and future growth of Mudajaya Group by subscribing to the Rights Shares; and
- iv. as set out in Section 4 of this Abridged Prospectus, RM100.00 million of the proceeds to be raised is intended to be utilised for the partial repayment of bank borrowings, which is expected to reduce Mudajaya Group's financing costs and improve our gearing level. In addition, up to RM46.26 million of the proceeds to be raised will be used to fund the working capital for existing and/ or future projects, including the construction of a small hydropower plant which is expected to provide an additional sustainable income stream upon the commission of the small hydropower plant and to carry out the works for the LRT3 GS01 projects.

Despite the loss-making position of Mudajaya Group, our Board has been prudent and cautious in implementing strategies to help turnaround the business. Internally, we have explored and implemented various cost optimisation initiatives including, amongst others, streamlining internal processes and controlling and monitoring overhead expenses. In terms of business growth, Mudajaya Group will continue to pursue investments both locally and overseas to build up our concession asset base with recurring income streams to which may provide a cushion against the cyclical nature of the construction segment.

In weighing various fund-raising options available, our Board (save for the Interested Directors) had decided to undertake the Rights Issue with Warrants as it provides an opportunity to all shareholders on a pro-rata basis to subscribe for the Rights Shares. In comparison, bank borrowings will result in Mudajaya Group incurring additional finance cost which may possibly drag down Mudajaya Group's profitability further.

Nevertheless, our Board (save for the Interested Directors) had also taken note of Mudajaya Group's past financial results and had obtained the Additional Undertaking from our major shareholder, namely YSSB, to ensure the Rights Issue with Warrants achieves full subscription and the funding-raising objectives of the Rights Issue with Warrants.

Additionally, the Warrants have been attached to the Rights Shares to provide our Entitled Shareholders with additional incentive to subscribe for the Rights Shares. The Warrants will potentially allow our Entitled Shareholders who subscribe for the Rights Shares to benefit from the possible capital appreciation of the Warrants and increase their equity participation in our Company at a predetermined price over the tenure of the Warrants. We would also be able to raise additional proceeds as and when the Warrants are exercised.

6. RISK FACTORS

In addition to other information contained elsewhere in this Abridged Prospectus, you should consider carefully the following risk factors which may have an impact on the future performance of Mudajaya Group before subscribing for or investing in the Rights Issue with Warrants.

6.1 Risks relating to our Group

6.1.1 Political, economic and regulatory risks

The nature of our business is subject to prevailing political, economic and regulatory circumstances in Malaysia and/ or other countries in which Mudajaya Group has business dealings. Adverse changes in political, economic and regulatory conditions includes, but are not limited to, unfavourable changes in inflation rates, interest rates, war, Government policies and regulations in relation to the construction, property development and renewable energy industries, terrorism, civil unrest, riots, trade war and general political uncertainty.

There is no assurance that any adverse developments in the political, economic and regulatory conditions in Malaysia and/ or other countries in which we have business dealings will not adversely affect our Group's business and financial performance.

6.1.2 Risk relating to the impact of COVID-19 outbreak

The recent ongoing COVID-19 pandemic, which has led to the implementation of national lockdown policies in many countries worldwide, including Malaysia, has restricted many businesses from operating as usual. The COVID-19 pandemic has affected Mudajaya Group's local operations due to the MCO that has been enforced by the Malaysian Government.

Our Group's infrastructure construction, property development, manufacturing and trading segments have experienced progress disruptions arising from the stoppage of construction activities during the MCO and the subsequent implementation of stringent Standard Operating Procedures (SOPs) issued by the Malaysian Government at our construction sites.

Further, our Group had also incurred higher costs of approximately RM0.50 million as at the LPD, to comply with the new working SOPs as required by the Malaysian Government in view of the COVID-19 pandemic, including, amongst others, mandatory COVID-19 tests for all staffs and construction workers. The costs incurred was not material to our Group's financial position as it represents approximately 0.72% of our Gross Profit of RM69.29 million, and 0.83% of our Cash and Cash Equivalence of RM59.94 million based on the latest audited financial statements for the FYE 31 December 2020. Our Board had rolled-out standardised policies regarding sanitisation and isolation procedures at all our construction sites. Operationally, we have and will continue to keep our COVID-19 procedures onsite and continue our practice as per the standards required.

In the event that COVID-19 pandemic prolongs and new restriction orders are implemented by the Malaysian Government, our Board expects that the completion of our Group's projects in Malaysia may further delayed, and may adversely affect our business operations and financial performance. Please refer to Section 7.6 of this Abridged Prospectus on further details in relation to the impact of COVID-19 on our Group's operations.

6.1.3 Dependence on key management and qualified personnel

The future performance of Mudajaya Group's business and operations are dependent on, amongst others, the skills, abilities, experience, competencies and on-going efforts of our Directors and key management. Our Group's success also depends on our ability to hire, train and retain qualified and competent personnel.

However, the process of identifying qualified personnel with the necessary skills and attributes required to carry out our Group's business strategies can be difficult, time consuming and expensive. Should we fail to recruit suitable candidates to timely replace the loss of any such qualified personnel, Mudajaya Group's business and financial performance may be adversely affected.

6.1.4 Substantial leverage risks

As at the LPD, Mudajaya Group has total borrowings of approximately RM847.67 million, which represents a gearing level of 6.21 times based on the total equity of approximately RM136.48 million. For shareholders' information, approximately RM622.08 million or 73.39% of our Group's total borrowings will mature within 12 months from the LPD, while the remaining RM225.59 million or 26.61% will mature after 12 months from the LPD.

Notwithstanding that we intend to repay RM100.00 million of our existing bank borrowings using the proceeds raised from the Rights Issue with Warrants, we still have a substantial amount of indebtedness post repayment. In order to fund future projects, we expect to continue to incur additional indebtedness, which may limit our ability to obtain additional financing for working capital, capital expenditure and/ or strategic acquisitions. Our indebtedness requires us to dedicate a substantial portion of our Group's cash flow to service our debt, which will reduce our funds available for other business purposes and to an extent, expose us to general adverse economic or industry conditions.

Further, any additional borrowings and/ or unexpected increase in interest rates may result in an increase in interest expense, which may affect our profitability and debt repayment obligations. There can be no assurance that we are able to meet our borrowing commitments imposed by the financial institutions in the event of any unexpected increase in interest rates in the future.

6.1.5 Foreign currency risks

Our Group has incurred borrowings denominated in United States Dollar (USD), amounting to RM466.07 million or 54.98% in aggregate as at the LPD. Foreign currency denominated assets and liabilities together with expected cash flows from anticipated transactions denominated in foreign currencies give rise to foreign exchange exposure.

The impact of foreign currency risks is mostly limited to the share of profits and losses in our investments in foreign operations and also natural hedge where revenue and risk are denominated in the same currency, particularly for our overseas projects.

6.1.6 Material litigation, claim or arbitration risks

We may be involved from time to time in disputes with various parties such as main contractors/ subcontractors, suppliers, purchasers as well as our customers. These disputes may lead to legal and other proceedings, and may cause us to suffer additional cost and delays.

As at the LPD, we are involved in 3 material litigation cases as set out in Section 6, Appendix I of this Abridged Prospectus. Any cost to be incurred arising from the abovementioned litigation cases may result in an adverse financial impact on Mudajaya Group.

6.2 Risks relating to the construction industry

6.2.1 Dependence on award of new contracts

As the nature of our construction segment is project-based and dependent on the sustainability of our order book, there is no assurance that we are able to continuously secure new projects, nor any assurance that new projects secured will be on commercial terms favourable to Mudajaya Group.

If we are unable to do so, our order book may decline and this may cause a material adverse impact on our Group's growth potential, and future financial performance. In addition, it is generally difficult to predict whether and when we will be awarded with such contracts as the bidding and selection process is often lengthy, complex and very competitive. As at the LPD, the outstanding order book stood at approximately RM610.00 million which provides earnings visibility for the next 24 months, and a tender book of approximately RM1,430.00 million comprising 4 contracts.

6.2.2 Increase in price or shortage of raw materials

Due to the nature of our construction segment, Mudajaya Group depends on a continuous supply of raw materials and we will constantly source and purchase a wide range of construction services materials, which includes steel bars, ready mixed concrete, precast products and fittings from our suppliers at reasonable prices. The market prices and availability of raw materials may fluctuate in response to changes in market supply and demand, economy conditions, inflationary pressure and environment regulations and tariffs.

Any sudden and/ or unexpected shortage of supply (e.g. due to events of force majeure, such as adverse weather conditions or the on-going COVID-19 pandemic, or our suppliers deciding to reduce the quantum of their supply to Mudajaya Group), may require us to source for suitable replacements. Failure to obtain the replacements in a timely manner may lead to delays in our construction works and as a result thereof, our business operations may be adversely affected. Hence, under such circumstances, there is no assurance that we are able to obtain sufficient quantities of construction materials for our projects at competitive prices at all times. For shareholders' information, as at the LPD, Mudajaya Group has not entered into any long-term/ recurring contracts with our raw material suppliers.

Further, the raw materials of the construction services are subject to price fluctuations which are beyond our control and may result in increased costs. Notwithstanding the above, we have not experienced any shortages of construction material which have had a material adverse effect on our financial performance.

6.2.3 Delay in completion of the construction works

The terms of our construction projects include the agreed milestones and specific completion timeline. However, the completion of our projects may be disrupted as a result of unforeseen external factors, which are beyond our control. In the event that there is a delay in any of our projects and we are unable to procure an extension of time for the project, we will be subject to penalties imposed by our customer, which will then lead to project cost overrun, attract adverse feedback and legal uncertainties. As such, the timely completion of our construction projects is crucial in preserving our Group's financial performance and upholding our reputation.

Notwithstanding the above, there can be no assurance that our future projects can be completed in a timely manner with no delay, in which the delay may result in legal suits, liabilities and lower profitability that would adversely impact our Group's future earnings and reputation.

6.2.4 Dependence on subcontractors

Mudajaya Group may engage and appoint third-party subcontractors from time to time. As such, the performance and profitability of our projects are dependent on the quality pricing, performance and reliability of the appointed subcontractors to carry out the projects within the prescribed timeframe. The subcontractors may be appointed for specific mechanical and electrical engineering services including, amongst others, installation of heating, ventilation and air conditioning systems, fire safety and protection systems and energy supply systems.

Although we strive to award contracts to competent subcontractors, there is no assurance that the performance of the subcontractors appointed will be satisfactory or fulfil the quality level expected by us. Although we may claim compensation from our appointed subcontractors for any non-performance or unsatisfactory performance, however, we may be required to compensate our customers in advance prior to that. Hence, we may suffer losses which may adversely affect our financial performance in the event we are unable to recover the compensation amount from our appointed subcontractors.

6.3 Risks relating to the property development industry

6.3.1 Competition risk

There is intense competition amongst property developers to amongst others, engaging reliable contractors, purchasing sufficient and reasonably priced building materials. The success of a property development project is based on a number of factors, which include location, pricing, accessibility, infrastructure and amenities, quality of development and the reliability and reputation of the property developer. Failure by our Group to price our property launches competitively and offer properties which meets the requirements and expectations of prospective customers may have a bearing on our ability to sell such properties.

Our property development segment also relies on our ability to identify and acquire suitable and sizeable landbank at strategic locations with development potential to deliver growth and profitability. However, we face competition from other industry players in identifying and acquiring strategically located landbank at commercially viable prices. The competition amongst industry players has, to a certain extent, resulted in scarcity of sizeable and strategically located landbank. This may lead to higher land acquisition cost, which will potentially affect our profitability and prospects.

As at the LPD, Mudajaya Group has access to landbank of approximately 52 acres of leasehold lands located in Sarawak. There can be no assurance that we will be able to continuously identify new landbank on commercially viable prices and on suitable terms to increase our landbank.

6.3.2 Defect liability provided to our customers

Our sale and purchase agreements with customers generally stipulate the statutory defect liability period for properties delivered of 18 months from the date of delivery of vacant possession of the completed properties. Hence, our Group is liable for any repairs or rectification of any faults or defects which may surface or be identified during the defect liability period. There is no assurance that we will be able to satisfy all requests to rectify defects raised by purchasers during the defect liability period. We are also reliant to a significant extent on the quality of the work carried out by the third-party subcontractors engaged by us and we may in some instances incur significant costs in rectifying any defects raised by purchasers. Any failure on our part to expeditiously complete rectification works to the satisfaction of our purchasers may also affect our reputation. In addition, repair, reconstruction or rectification works for which we are liable during the defect liability period may therefore potentially have a material adverse effect on our Group's financial performance.

6.3.3 Property overhang and/ or unsold property

Mudajaya Group faces the risk of property overhang, commonly caused by over-supply and low demand for similar properties and other factors such as economic downturns and unfavourable financial conditions. Property overhang may occur at the time of completion of our property development projects in the future. This would affect the sale and rental of our Group's properties and in turn affect Mudajaya Group's financial performance.

A prolonged property overhang situation or an increase in the number of unsold properties in the property market may also be due to other factors such as weak response to property launches, location of the properties and changes in consumer preference.

There is no assurance that our Group's projects will achieve a favourable take-up rate or that our Group's property launches will not be affected by property overhang.

6.3.4 Dependence on foreign workers

We are dependent on the supply of foreign workers at our project sites. Our Group and our subcontractors are subject to the regulations imposed by the Construction Industry Development Board and the Immigration Department of Malaysia in relation to the employment of foreign workers in the construction and property development industries. Any scarcity in supply of foreign workers may adversely affect our business operations.

Further, if the Government amends the policies and imposes a stricter regime on employers to employ foreign workers for construction projects and we and/ or our subcontractors are unable to obtain an adequate supply of foreign workers on similar terms, the quality of our work and our ability to complete our projects in a timely manner may be affected. This may in turn affect our business operations and financial performance adversely. For shareholders' information, Mudajaya Group is able to source new foreign workers (who are presently situated in Malaysia) for our property development sites through our subcontractors during the MCO period.

6.4 Risks relating to the renewable energy sector

6.4.1 Competition risks

The renewable energy sector is competitive in nature and characterised by rapid technological changes and multiple substitute products. We face competition from existing competitors and new entrants, who vary in size and in scope of the products offered by them. Further, our Group's renewable energy business faces competition from other solar, thermal and hydro power plants and suppliers of other renewable energy sources as well as fossil fuel energy sources. Technological advancements in such alternative energy sources, such as improvements in cost-efficiency of power generation, may adversely impact demand for energy, and subsequently our Group's revenue.

Our success is therefore dependent on our capability to continuously integrate new and better features and technologies into our power plants at a competitive price and there can be no assurance that our Group will be able to sustain our competitiveness against current and future competitors and alternative energy sources.

6.4.2 Renewable energy quotas, approvals, permits and licenses risk

Our Group operates in the renewable energy sector and as such, we are required to obtain and maintain the necessary renewable energy quotas and various approvals, permits and licenses such as the feed-in approval certificate issued by the SEDA and the registration of renewable energy power purchase agreements with SEDA and the Energy Commission. We must comply with the restrictions and conditions imposed by the relevant authorities to obtain and maintain such approvals, permits and licenses. In the event any of our approvals, permits and licenses are revoked or not renewed, our business operations could be suspended or restricted, which would adversely affect our financial performance.

Furthermore, failure to maintain the necessary renewable energy quotas from the relevant electric utility companies, namely Tenaga Nasional Berhad and its subsidiaries, will also render our projects unfeasible as we will be unable to sell and deliver renewable energy generated by our Group to such electric utility companies. There can be no assurance that we will be able to continue our renewable energy business profitability should we fail to maintain all the requisite quotes, approvals, permits and licenses.

As at the LPD, our subsidiaries, namely Sinar Kamiri Sdn Bhd and Special Universal Sdn Bhd, each holds Generating Licenses from the Energy Commission to operate photovoltaic power plants, which expires on 21 September 2022 and 9 April 2022 respectively, subject to annual renewal.

6.4.3 Rapid developments in renewable energy technology

The dynamic renewable energy industry is characterised by frequent new technology introductions and improvements, including increasingly efficient power generation features and improved equipment and raw materials used in the construction and operation of solar, thermal and hydro power plants. Our Group's future growth and success would significantly depend on our ability to develop our power plants to meet the ever-increasing technology standards of the renewable energy sector. In view of the above, Mudajaya Group's performance is dependent on our capacity to continuously innovate and upgrade our systems, equipment and infrastructure to ensure that our power plants remain relevant in the rapidly changing renewable energy landscape. This would then allow us to compete effectively against other providers moving forward.

It should be noted that the adoption of new renewable energy technologies can be an unpredictable and complex process. To that end, we may experience difficulties that could delay or prevent the successful adoption and commercialisation of new renewable energy technologies.

6.4.4 Dependency on government policies, incentives and supportive regulation of the renewable energy sector

The renewable energy sector in Malaysia is subject to various government policies, incentives, and regulations relating to renewable energy. While the Malaysian Government has implemented incentives and supportive regulations and policies for the renewable energy sector, which include the Large-Scale Solar, Net Energy Metering and Self Consumption programmes as well as the Green Investment Tax Allowance and Green Income Tax Exemption incentives. Such incentives and supportive regulations and policies may be amended or removed in the future.

Accordingly, we may be affected by any adverse changes in the Malaysian Government policies, incentives and regulations relating to the renewable energy sector. The removal of any tax incentives for renewable energy players or changes to regulations that would make obtaining and maintaining renewable energy licensing and other approvals more difficult, would adversely impact our ability to generate revenue from our renewable energy operations.

As an initiative to encourage the buying and selling of green technologies, the Government had in 2018 provided an Investment Tax Allowance (ITA) for purchasing green technology equipment/ assets and an Income Tax Exemption (ITE) for providing green technology services (source: <https://www.mgtc.gov.my/our-services/green-investment-tax-incentives-gita-gite/>). For shareholders' information, our subsidiary, namely Sinar Kamiri Sdn Bhd, had been granted Investment Tax Allowance (ITA) in 2018, of which can be used to deduct up to 70% of the statutory income for each year of assessment that has been approved. Accordingly, Mudajaya Group is reliant on the tax incentives provided by the Government to enjoy tax savings on its renewable energy segment.

6.5 Risks relating to the Rights Issue with Warrants

6.5.1 Investment and market risks

Rights Shares

The market price of our Shares as traded on Bursa Securities is influenced by, amongst others, the prevailing market sentiments, volatility of the equity markets, the outlook of the industries which we operate in as well as our financial performance. In view of this, there can be no assurance that our Shares will trade at or above the issue price of the Rights Shares upon or subsequent to the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities.

Warrants

The price of our Warrants as traded on Bursa Securities is influenced by, amongst others, the market price of our Shares, remaining tenure of the Warrants and the volatility of the price of our Shares. In view of this, there can be no assurance that our Shares will be traded at or above the exercise price of the Warrants subsequent to the listing of the Warrants on Bursa Securities.

Accordingly, there can be no assurance that the market price of the Rights Shares and the Warrants will be at a level that meets the specific investment objectives or targets of any holders of the Rights Shares and the Warrants.

6.5.2 Delay in and abortion of the Rights Issue with Warrants

The Rights Issue with Warrants is exposed to the risk that it may be aborted or delayed on the occurrence of any material adverse change of events/ circumstances, unfavourable changes in the governments' policies as well as other force majeure events, which are beyond the control of our Company and UOBKH, arising prior to or during the implementation of the Rights Issue with Warrants.

Nevertheless, our Group will endeavour to ensure the successful listing of the Rights Shares and the Warrants. However, there can be no assurance that the above-mentioned events will not occur and cause a delay in or abortion of the Rights Issue with Warrants. In the event the Rights Issue with Warrants is aborted, our Group will repay without interest all monies received in respect of the accepted application for the subscription for the Rights Shares with Warrants pursuant to the Rights Issue with Warrants and if such monies are not repaid within 14 days after we become liable to repay, we will repay such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC in accordance with Section 243(2) of the CMSA.

In the event that the Rights Issue with Warrants is aborted/ terminated, and the Rights Shares and Warrants have been allotted to the shareholders, a return of monies to all holders of the Rights Shares with Warrants could only be achieved by way of cancellation of share capital as provided under the Act and its related rules. Such cancellation requires the sanction of our shareholders by special resolution in a general meeting, consent of our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya. There can be no assurance that such monies can be returned within a short period of time or at all in such circumstances.

6.5.3 Potential dilution

Our Entitled Shareholders who do not or are not able to subscribe for their entitlement(s) under the Rights Issue with Warrants will have their proportionate ownership and voting interest in our Company reduced accordingly as a result of the issuance of the Rights Shares and the new Shares to be issued upon the exercise of the Warrants. Consequently, their proportionate entitlement to any dividends, rights, allotments and/ or other distributions that our Company may declare, make or pay after completion of the Rights Issue with Warrants will correspondingly be diluted.

6.6 Forward-looking statement

Certain statements in this Abridged Prospectus are based on historical data, which may not be reflective of the future results and others are forward-looking in nature, which are subject to uncertainties and contingencies.

All forward-looking statements contained in this Abridged Prospectus are based on assumptions made by our Company, unless stated otherwise. Although our Board believes that these forward-looking statements are reasonable, the statements are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. Such factors include, inter-alia, the risk factors as set out in this section of this Abridged Prospectus. In view of these uncertainties, the inclusion of any forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company that the plans and objectives of our Group will be achieved.

7. INDUSTRY OVERVIEW AND FUTURE PROSPECTS OF OUR GROUP

Mudajaya Group is principally involved in the four following business segments:-

- i. Construction contracts : undertaking engineering, constructions and commissioning works, and equipment procurement;
- ii. Property : the development of residential and commercial properties plus rental;
- iii. Power : sale of power energy and facilities management; and
- iv. Trading and manufacturing : trading in construction materials and manufacturing of construction related products

7.1 Overview and outlook of the Malaysian economy

The Malaysian economy expanded by 16.1% in the second quarter of 2021 (1Q 2021: -0.5%). Growth was supported mainly by the improvement in domestic demand and continued robust exports performance. The strong growth also reflected continued policy support and the low base from the significant decline in activity during the second quarter of 2020. Economic activity picked up at the start of the second quarter but slowed following the re-imposition of stricter nationwide containment measures, particularly under Phase 1 of the Full MCO (FMCO). For the second quarter as a whole, all economic sectors registered an improvement, particularly the manufacturing sector. On the expenditure side, growth was driven by higher private sector spending and strong trade activity. On a quarter-on-quarter seasonally adjusted basis, the economy registered a decline of 2.0% (1Q 2021: 2.7%), due to the containment measures.

Domestic demand turned around to register a positive growth of 12.3% (1Q 2021: -1.0%) in the second quarter of 2021, mainly supported by private sector expenditure. On the external front, demand for Malaysia's exports, particularly for E&E products, continued to remain robust.

Private consumption growth increased by 11.6% during the second quarter of 2021 (1Q 2021: -1.5%), following a broad-based expansion across both necessity and discretionary items, particularly at the start of the quarter, prior to the imposition of FMCO. This was due mainly to less stringent containment measures and mobility restrictions in the first half of the quarter. Labour market conditions also showed signs of improvement in the same period, which lent support to household spending. Furthermore, various policy measures, including the EPF i-Sinar withdrawals and Bantuan Prihatin Rakyat, provided additional lift to consumer expenditure. Public consumption expanded by 9.0% (1Q 2021: 5.9%), mainly on account of higher spending on supplies and services.

Private investment registered a growth of 17.4% (1Q 2021: 1.3%). The higher investment activity was underpinned mainly by the continued capital spending in telecommunication related equipment, as firms' automation and digitalisation efforts gain further traction, as well as the continued progress in national digital infrastructure investments. In addition, further expansions of new and ongoing investment projects amid improving external demand, particularly in the export-oriented industries such as E&E and metal, also provided further impetus to growth.

After 12 quarters of contraction, public investment recorded a positive growth of 12.0% (1Q 2021: -18.6%). The performance mainly reflects the higher spending on fixed assets by the General Government amid continued weak capital spending by public corporations.

The Malaysian economy was on track for a broad recovery in 2021 as compared to last year. However, the resurgence of COVID-19 cases has necessitated the re-imposition of nationwide containment measures, which would weigh on growth. Nevertheless, the impact will be partially mitigated by continued allowances for essential economic sectors to operate, higher adaptability to remote work, as well as increased automation and digitalisation. Growth will continue to be supported by policy measures, which will provide cash flow support, particularly for affected households and businesses. Going forward, the economic recovery will be underpinned by higher external demand and gradual improvement in domestic demand. The rapid progress of the nationwide vaccination programme will allow economic sectors to be gradually reopened and provide some lift to household and business sentiments.

Against this backdrop, for 2021, the Malaysian economy is projected to expand within the range of 3.0 – 4.0%, although the pace of recovery will be uneven across sectors. The recovery is expected to accelerate going into 2022, supported by normalisation of economic activities as well as the positive spillovers from continued improvement in external demand.

The balance of risks remains tilted to the downside, arising mainly from pandemic-related factors, such as delay in the easing of containment measures or imposition of tighter containment measures, and a weaker-than-expected global growth recovery.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2021, Bank Negara Malaysia)

7.2 Overview and outlook of the construction industry

The construction sector registered a strong positive growth of 40.3% (1Q 2021: -10.4%). Growth was supported by the continuation of construction works in large infrastructure projects and on-going implementation of small-scale projects under the 2021 Budget, PEMERKASA and PEMERKASA+ stimulus packages. However, on a seasonally adjusted, quarter-on-quarter basis, construction growth declined by 3.2%. Activity was disrupted by the restrictions under Phase 1 of the Full MCO (FMCO), where only essential construction projects were allowed to operate, albeit at a reduced capacity.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2021, Bank Negara Malaysia)

The construction sector contracted by 25.9% in the first half of 2020 and is expected to shrink by 11.8% in the second half with all segments declining significantly. At the same time, prolonged property overhangs continue to weigh down the performance of the sector. However, civil engineering and specialised construction activities subsectors are expected to improve gradually, cushioned by various measures under the economic stimulus packages. Overall, for the year, the sector is projected to contract by 18.7%.

The construction sector is expected to rebound by 13.9% in 2021 on account of the acceleration and revival of major infrastructure projects, coupled with affordable housing projects. The civil engineering subsector will continue to be the main driver of the construction sector. Amongst the major infrastructure projects include Mass Rapid Transit 2 (MRT2), Light Rail Transit 3 (LRT3), West Coast Expressway (WCE) and Bayan Lepas Light Rail Transit (LRT) as well as Pan Borneo and Coastal Highways in Sarawak. Utility projects include the Langat 2 Water Treatment Plant, Baleh Hydroelectric Dam and Sarawak Water Supply Grid Programme (Phase 1).

The residential subsector is anticipated to improve, supported by various measures taken by the Government to address the property overhang situation. Amongst the measures include the extension of Home Ownership Campaign, exemption of Real Property Gain Tax, the introduction of Rent-to-Own scheme as well as reduction of foreign ownership threshold. The performance of the non-residential subsector is expected to recover marginally, supported by on-going commercial projects, including Bukit Bintang City Centre, Cyberjaya City Centre, Forest City and Malaysia Vision Valley 2.0.

(Source: Economic Outlook 2021, Ministry of Finance Malaysia)

7.3 Overview and outlook of the property industry

The Malaysian economy contracted by 3.4% in Q4 2020 as compared to the 2.6% and 17.1% contraction in Q3 2020 and Q2 2020 respectively, attributed to the implementation of MCO in the country since 18 March 2020 and the imposition of Conditional MCO (CMCO) on several states with red zones since mid-October following a spike in the number of COVID-19 cases in these areas. For 2020 as a whole, the economy contracted by 5.6% as compared to a positive growth of 4.3% in 2019. The economic performance for 2020 was the lowest recorded after 1998 (-7.4%).

In the property segment, there were two main measures initiated by the government aim to improve property market activities under Budget 2020:-

1. The revision of the base year for Real Property Gains Tax (RPGT) to 1 January 2013 (initially 1 January 2000) for property purchased before the date.
2. The reduction of price threshold for foreign purchase from RM1 million to RM600,000 for unsold completed high-rise properties in urban areas. Consequently, several states have revised the minimum price for foreign purchase.

Not only has the COVID-19 pandemic taken its toll on various sectors of the economy, but also on the property market activity, which saw volume and value of transactions contracted sharply in Q2 2020. The property market showed signs of recovery in Q3 2020 following the implementation of Recovery MCO (RMCO) by 10 June 2020 and various stimulus provided by the government, namely Prihatin Rakyat Economic Stimulus Package (PRIHATIN) and Short-term Economic Recovery Plan (PENJANA).

For PRIHATIN, the financial initiatives introduced by the government which have helped soften the impact on property market included:-

1. An automatic six-month loan moratorium for individual borrowers and SMEs from 1 April 2020 ending on 30 September 2020.
2. The Overnight Policy Rate (OPR) cut with a cumulative 125 basis points in 2020 would help lower the borrowing cost; thus, lower the monthly repayment amount.

On the demand-side, the amount of loan application for residential property purchase increased by 2.2% in 2020 while the total loan approval decreased by 17.3%. For the non-residential property, the amount of loan application and total loan approval decreased by 30.0% and 37.3% respectively. The ratio of loans approvals against loans applications for the purchase of residential property and non-residential property stood at 35.0% and 33.6% in 2020 versus 43.2% and 37.5% in 2019.

The property market performance recorded a significant decline in 2020 compared to 2019. A total of 295,968 transactions worth RM119.08 billion were recorded, showing a decrease of 9.9% in volume and 15.8% in value compared to 2019, which recorded 328,647 transactions worth RM141.40 billion. Volume of transactions across the sub-sectors contracted sharply in 2020. The residential, commercial, industrial, agriculture and development land sub-sectors recorded contraction of 8.6%, 21.0%, 24.0%, 10.7% and 2.6% respectively.

In terms of value of transactions, residential, commercial, industrial and development land sub-sectors recorded sharp decline of 9.0%, 32.6%, 14.0% and 34.0% respectively, whereas agriculture recorded otherwise, increased by 0.6%. The residential sub-sector led the overall property market, with 64.7% contribution in volume. This was followed by agriculture (20.7%), commercial (6.8%), development land and others (6.2%) and industrial (1.6%). In terms of value, residential took the lead with 55.3% share, followed by commercial (16.4%), industrial (10.7%), agriculture (10.5%) and development land and others (7.1%).

(Source: Annual Property Market Report 2020, Valuation & Property Services Department, National Property Information Centre)

7.4 Overview and outlook of the renewable energy industry

Malaysia is a signatory to the 2016 Paris Agreement that commits countries to reducing their carbon emissions. With this, renewable energy has gained traction as the fuel of the future. The Government has set clear targets. It wants to reduce carbon emissions by 45% by 2030 and have 20% renewable energy in the capacity mix by 2025. Encik Syed Ahmad Syed Mustafa, Acting Chief Executive Officer of The Malaysian Green Technology Corporation and Climate Change Centre added that corporations not implementing sustainable practices in their businesses will be at risk of losing out in the competitive global environment. In Malaysia, the Government is implementing various energy efficiency programmes and initiatives. Amongst them is the National Energy Efficiency Action Plan (NEEAP) where the Government targets to save 8% energy, that is, 52,223 GWh over a 10- year period from 2016-2025.

The government's Green Technology Financing Scheme (GTFS) offers a 60% government guarantee as well as a 2% per year interest/profit rate subsidy on loans for the financing of green technology development. The sale of the excess energy can be made through a grid operator or retailer. In Malaysia, both roles are played by Tenaga Nasional Berhad, which will be paid a grid fee for operating the platform that enables prosumers and consumers to trade in solar energy. The programme encourages Malaysians to invest in solar panels on the rooftops of their homes, offices, factories or malls. In year 2020, it is estimated that there are 4.1 million units of rooftop space available for this purpose in the country. Malaysia is the second Asian country, after Thailand, to launch a peer-to-peer energy trading project.

The Net Energy Metering (NEM) programme implemented in Peninsular Malaysia has been expanded to Sabah. The Federal Government has approved a 50MW quota for NEM in Sabah beginning 2020. NEM will enable consumers to generate clean energy using solar PV systems installed on the rooftops of their premises. The energy generated can be used for self-consumption, with excess sold to the distribution licensee at a price set by the Sabah Energy Commission.

By 2030, Malaysia aims to have 200 low carbon zones and 1,000 low carbon partners nationwide. To date we have worked with more than 25 Local Authorities and have identified 15 Low Carbon Zones across the country. In these zones, the Local Authorities have begun implementing energy and water efficiency measures, waste recycling and building walkways for pedestrians and cyclists. Ultimately, these zones are meant to improve the quality of life for its residents.

One of the silver linings of the Covid-19 pandemic was the increased interest in renewable energy and digital communication. Datuk Megat Jalaluddin Megat Hassan, Chief Retail Officer of Tenaga Nasional Berhad says, "During the MCO, we had customers asking for solar panel installations on their roof tops. The economic slowdown made customers more cost conscious and they were looking for solutions such as self-generation. We are leveraging on this mindset to also promote energy efficiency through energy-rated electronic appliances and smart meters."

(Source: Volume 20 (2020) & 21 (2021), Energy Commission Malaysia)

7.5 Overview and outlook of the trading and manufacturing industry

Growth in the manufacturing sector expanded by 26.6% (1Q 21: 6.6%). On a seasonally adjusted, quarter-on-quarter basis however, manufacturing growth declined by 1.5%. This was a result of the imposition of MCO 3.0 which impacted demand domestically for products in the consumer and construction-related clusters. Demand conditions for export-oriented industry remained resilient amid the continued global tech upcycle and recovery in global growth. Manufacturing growth was further impacted by the FMCO Phase 1, which limited operations to only essential sectors and those in the global value chain.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2021, Bank Negara Malaysia)

The manufacturing sector contracted by 8.7% during the first half of 2020, as almost all industry operations were temporarily halted, following supply chain disruptions amid the MCO. Within the export-oriented industries, the E&E cluster was severely affected as global demand decelerated sharply. Domestic-oriented industries also recorded sluggish growth, with transport equipment; and non-metallic mineral products, basic metal and fabricated metal products segments registering a double-digit contraction.

Nonetheless, the manufacturing sector is expected to improve by 2.4% in the second half of 2020, as industrial activities resume operations in line with the gradual lifting of the MCO. Within the export-oriented industries, the E&E segment is projected to improve following rising demand for computer and electronic products. Chemical and rubber products are anticipated to continue to record high growth, benefitting from higher demand for rubber gloves and pharmaceutical products. Within the domestic-oriented industries, the food products and transport equipment segments are expected to rebound, supported by higher demand. Overall, for the year, the manufacturing sector is expected to decline by 3%.

The manufacturing sector is forecast to rebound by 7% in 2021, driven by steady improvement in both the export- and domestic-oriented industries. The E&E segment is projected to accelerate in line with the digital transformation as WFH and virtual communication become part of new business practices. Higher demand for integrated circuits, memory and microchips within the global semiconductor market will further support the segment. The production of chemical and rubber products is expected to expand rapidly in tandem with the increase in demand for disinfectants, sanitisers and rubber gloves. With the economic recovery, consumer-related products will benefit from higher household disposable income, while construction-related products will be supported by major infrastructure and affordable housing projects.

(Source: Economic Outlook 2021, Ministry of Finance Malaysia)

7.6 Impact of COVID-19 on our Group

The recent ongoing COVID-19 pandemic, which has led to the implementation of national lockdown policies in many countries worldwide, including Malaysia, has restricted many businesses from operating as usual. The COVID-19 pandemic has affected our Group's local operations due to the MCO that has been enforced by the Malaysian Government.

For shareholders' information, our Group's construction, property development, manufacturing and trading segments were all temporarily closed, and operations were temporarily suspended during the first MCO which took effect from 18 March 2020 (First MCO). We had resumed operations since June 2020 onwards when the conditional MCO took effect, albeit with strict Standard Operating Procedures (SOPs) in place, which includes temperature monitoring for all employees and visitors, ensuring physical distancing during work, and the purchase of personal protective equipment. In addition, to mitigate the potential impact of COVID-19 on our Group's operations, we had encouraged our employees to work from home.

Our Group's businesses were permitted to operate by the Ministry of International Trade and Industry (MITI), during the second MCO which took effect on 13 January 2021, although at a limited operating capacity of not more than 30% of management staffs shall be physically present in office at any given time, while the remaining office-based employees had worked from home. Once again, our Group's construction, property development, manufacturing and trading segments were all forced to close during the third MCO commencing 12 May 2021, and had on 5 June 2021 up to the LPD gradually resumed operations at a maximum workforce capacity of 60%. For shareholders' information, our Group has incurred total costs of approximately RM0.50 million as at the LPD, to comply with the SOPs imposed by the Malaysian Government. The costs incurred was not material to our Group's financial position as it represents approximately 0.72% of our Gross Profit of RM69.29 million, and 0.83% of our Cash and Cash Equivalence of RM59.94 million based on the latest audited financial statements for the FYE 31 December 2020

Since the commencement of the First MCO up to the LPD, our Group's construction, property development, manufacturing and trading segments had experienced delays as our construction works, property development, manufacturing and trading activities were halted temporarily. Notwithstanding the above, we do not foresee the aforesaid business segments to incur any damages for late delivery as we do not expect to breach the stipulated timeframes agreed with customers for the delivery of the on-going projects and/ or deals. For avoidance of doubt, we are able to carry out the operations of the renewable energy segment as usual, since power energy sales are considered essential service by the local Government.

There can be no assurance that any prolonged adverse development arising from the MCO, COVID-19 and/ or any other external factors will not adversely affect the financial performance and operations of our Group moving forward.

7.7 Future prospects of Mudajaya Group

A summary of Mudajaya Group's revenue and loss attributable to owners of our Company for the past 3 financial years up to the FYE 31 December 2020, and for the 6-month FPE 30 June 2021 is set out below:-

	<-----Audited----->			Unaudited
	FYE 31 December			6-month FPE 30 June
	2018	2019	2020	2021
	RM'000	RM'000	RM'000	RM'000
Revenue	760,051	393,770	347,698	136,638
Construction contracts	638,514	258,260	242,318	87,418
Property	38,213	21,087	19,088	12,855
Power	298,902	50,585	47,030	23,965
Trading and manufacturing	78,615	75,500	64,262	27,326
Adjustments/ elimination	(294,193)	(11,662)	(25,000)	(14,926)
(Loss) attributable to owners of our Company	(393,673)	(87,918)	(47,919)	(6,274)

The construction segment represents Mudajaya Group's main revenue contributor, contributing approximately 84.0%, 65.6%, 69.7% and 64.0% of total revenue for the FYE 31 December 2018, FYE 31 December 2019, FYE 31 December 2020 and FPE 30 June 2021, respectively.

Our Group's financial performance in recent years declined mainly due to lower revenue recorded for the construction segment as a result of slowdown in construction progress from existing construction projects, namely MRT V207 and LRT3 GS01, as there was a scale down in construction activities in accordance with the SOPs imposed by the Malaysian Government. There were also lesser infrastructure projects available for tender in conjunction with tighter fiscal spending by the local Government. We had also received lower revenue from the renewable energy segment after the completion of the 49MW Solar Photovoltaic Power Plant construction in Sungai Siput, Perak in November 2018. The revenue from the property segment was affected by lower take-up rates while soft market conditions and weak consumer sentiment had continued to prevail in Malaysia's property industry. As set out in Section 7.1, Appendix I of this Abridged Prospectus, the losses incurred in the past financial years were also attributable to the recognition of impairment losses on financial instruments and the ascription of loss-making associates.

Despite the loss-making position of Mudajaya Group, our Board has been cautious in implementing strategies to help turnaround the business. Internally, we have explored and implemented various cost optimisation initiatives including, amongst others, streamlining internal processes, controlling and monitoring overhead expenses. In weighing various fund-raising options available, our Board had decided to undertake the Rights Issue with Warrants as it provides equal opportunity to all Entitled Shareholders to subscribe for the Rights Shares. Further, the proceeds raised would provide our management greater flexibility over our Group's internal funds and at the same time reduce our reliance on conventional bank borrowings, which may affect our future financial performance from the periodic payment of additional interest costs and principal sum. We would also be able to raise additional proceeds as and when the Warrants are exercised.

For shareholders' information, our outstanding order book as at the LPD stood at approximately RM610.00 million, which provides earnings visibility for the next 24 months. We also have a tender book of approximately RM1,430.00 million comprising 4 contracts. At this juncture, our management will focus on the execution of the outstanding order book while exploring suitable opportunities to tender for new contracts in an effort to reinstate our construction segment.

In terms of new business, Mudajaya Group will continue to pursue investments both locally and overseas to build up our concession asset base with recurring income streams to cushion against the cyclical nature of the construction segment. Mudajaya Group is keen to expand our footage in the renewable energy sector and will actively participate in upcoming LSS farm projects. In December 2020, Mudajaya Group successfully bid for a small hydro project in a competitive Feed-in Tariff e-bidding tender by the Malaysian Government through SEDA, further details of which are set out in Section 4 this Abridged Prospectus.

Premised on the above and barring any unforeseen circumstances, our Board is cautiously optimistic that Mudajaya Group will be able to generate positive returns on the back of Mudajaya Group's order book coupled with the interest cost savings upon the partial repayment of bank borrowings from the proceeds to be raised from the Rights Issue with Warrants.

(Source: Management of Mudajaya Group)

8. FINANCIAL EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS

8.1 Issued share capital

The pro forma effects of the Rights Issue with Warrants on the issued share capital of our Company are as follows:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares ('000)	RM'000	No. of Shares ('000)	RM'000
Issued share capital as at the LPD	648,862	397,730	648,862	397,730
Assuming full exercise of outstanding ESOS Options	-	-	20,023	29,463
Transfer of ESOS Options reserve pursuant to full exercise of outstanding ESOS Options	-	-	-	10,339
	648,862	397,730	668,885	437,532
Rights Shares to be issued pursuant to the Rights Issue with Warrants	648,862	99,730 ^{*1}	668,885	102,807 ^{*1}
	1,297,724	497,460	1,337,770	540,339
Shares to be issued arising from the full exercise of Warrants	648,862	142,749 ^{*2}	668,885	147,154 ^{*2}
Reversal of warrants reserves pursuant to full exercise of Warrants	-	43,020 ^{*3}	-	44,347 ^{*3}
Enlarged issued share capital	1,946,586	683,229	2,006,655	731,840

Notes:-

*1 Computed based on the issue price of RM0.22 per Rights Share and adjusted for the apportionment of its relative fair value between the share capital account and the warrant reserve account

*2 Computed based on the exercise price of RM0.22 per Warrant

*3 Computed based on the number of Warrants multiplied by the theoretical fair value of RM0.0663 per Warrant based on the trinomial option pricing model as extracted from Bloomberg

8.2 NA and gearing

For illustration purposes only, based on the latest unaudited consolidated interim financial statements of our Group for the FPE 30 June 2021, the pro forma effects of the Rights Issue with Warrants on our consolidated NA and gearing of Mudajaya Group are as follows:-

Minimum Scenario

	I	II
	After the Rights Issue with Warrants RM'000	After I and assuming full exercise of Warrants RM'000
Unaudited as at 30 June 2021 RM'000	After the Rights Issue with Warrants RM'000	After I and assuming full exercise of Warrants RM'000
Share capital	397,730	497,460 ^{*1}
Treasury shares	-	-
ESOS Options reserve	10,339	10,339
Warrants reserve	-	43,020 ^{*1}
Others	(301,144)	(302,044) ^{*2}
Shareholders' equity/ NA	106,925	248,775
Non-controlling interests	31,577	31,577
Total equity	138,502	280,352
No. of shares in issue (excluding treasury shares) ('000)	648,862	1,297,724 ^{*1}
NA per share (RM)	0.16	0.19
Total borrowings (RM'000)	838,804	738,804 ^{*3}
Gearing ratio (times)	6.06	2.64

Notes:-

- *1 Computed based on the subscription of 648,862,166 Rights Shares at the issue price of RM0.22 per Rights Share under the Minimum Scenario and adjusted for the apportionment of its relative fair value between the share capital account and the warrant reserve account and the recognition of 648,862,166 Warrants at the theoretical fair value of RM0.0663 per Warrant based on the trinomial option pricing model as extracted from Bloomberg
- *2 After deducting the estimated expenses of RM0.90 million in relation to the Corporate Exercises
- *3 Assuming RM100.00 million raised from the Rights Issue with Warrants is utilised for the partial repayment of Mudajaya Group's existing bank borrowings under the Minimum Scenario
- *4 Assuming all 648,862,166 Warrants are exercised at the exercise price of RM0.22 per Warrant under the Minimum Scenario and the corresponding reversal of the warrant reverse to share capital amounting to approximately RM43.02 million

Maximum Scenario

	I	II	III
	Assuming full exercise of ESOS Options	After I and the Rights Issue with Warrants	After II and assuming full exercise of Warrants
	RM'000	RM'000	RM'000
Share capital	397,730	540,339 ²	731,840 ⁵
Treasury shares	-	-	-
ESOS Options reserve	10,339	-	-
Warrants reserve	-	44,347 ²	- ⁵
Others	(301,144)	(302,044) ³	(302,044)
Shareholders' equity/ NA	106,925	282,642	429,796
Non-controlling interests	31,577	31,577	31,577
Total equity	138,502	314,219	461,373
No. of shares in issue (excluding treasury shares) ('000)	648,862	1,337,770 ²	2,006,655 ⁵
NA per share (RM)	0.16	0.21	0.21
Total borrowings (RM'000)	838,804	738,804 ⁴	738,804
Gearing ratio (times)	6.06	2.35	1.60

Notes:-

- *1 Assuming full exercise of the outstanding 20,023,200 ESOS Options and the reversal of ESOS Options reserve to share capital account
- *2 Computed based on the subscription of 668,885,366 Rights Shares at the issue price of RM0.22 per Rights Share under the Maximum Scenario and adjusted for the apportionment of its relative fair value between the share capital account and the warrant reserve account and the recognition of 668,885,366 Warrants at the theoretical fair value of RM0.0663 per Warrant based on the trinomial option pricing model as extracted from Bloomberg
- *3 After deducting the estimated expenses of RM0.90 million in relation to the Corporate Exercises
- *4 Assuming RM100.00 million raised from the Rights Issue with Warrants is utilised for the partial repayment of Mudajaya Group's existing bank borrowings under the Maximum Scenario
- *5 Assuming all 668,885,366 Warrants are exercised at the exercise price of RM0.22 per Warrant under the Maximum Scenario and the reversal of the warrant reserve to share capital

8.3 Earnings and EPS

The Rights Issue with Warrants, which is expected to be completed in the third quarter of 2021, is not expected to have any material effect on the earnings of Mudajaya Group for the FYE 31 December 2021. However, there will be a dilution in the EPS/ loss per share of Mudajaya Group for the FYE 31 December 2021 due to the increase in the number of Mudajaya Shares in issue arising from the Rights Issue with Warrants. Notwithstanding that, the Rights Issue with Warrants is expected to contribute positively to the future earnings of Mudajaya Group in the ensuing financial years via the utilisation of the proceeds.

Purely for illustration purpose, based on the latest audited consolidated statements of comprehensive income of our Group for the FYE 31 December 2020, the pro forma effects on the earnings and the EPS of our Group from the Rights Issue with Warrants are as follows:-

Minimum Scenario

	Audited as at 31 December 2020	I After the Rights Issue with Warrants	II After I and assuming full exercise of the Warrants
LAT attributable to shareholders of our Company (RM'000)	(47,919)	(47,919)	(47,919)
No. of Shares issued ('000)	648,862	1,297,724	1,946,586
Basic loss per share (sen)	(7.39)	(3.69)	(2.46)

Maximum Scenario

	Audited as at 31 December 2020	I After the Rights Issue with Warrants	II After I and assuming full exercise of the Warrants
LAT attributable to shareholders of our Company (RM'000)	(47,919)	(47,919)	(47,919)
No. of Shares issued ('000)	648,862	1,337,770	2,006,655
Basic loss per share (sen)	(7.39)	(3.57)	(2.39)

9. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES, MATERIAL COMMITMENTS AND MATERIAL TRANSACTIONS

9.1 Working capital

Our Group's working capital requirements is funded by a combination of internal and external sources of funds. Our internal sources of funds are generated from our operating activities as well as our cash and bank balances, whereas our external sources of funds are derived from credit extended by suppliers and credit facilities from licensed financial institutions. For shareholders' information, we had fully utilised the credit facilities granted to our Group as at the LPD.

Our Board is of the opinion that, after taking into consideration the funds generated from our operations, existing cash and bank balances as well as the proceeds to be raised from the Rights Issue with Warrants as set out in Section 4 of this Abridged Prospectus, we will have sufficient working capital for a period of 12 months from the date of this Abridged Prospectus.

9.2 Borrowings

As at the LPD, our Group has total outstanding borrowings of approximately RM847.67 million. All of our borrowings are interest-bearing, further details of which are set out as follows:-

Purpose of facility		Weighted average annual interest rate %	Outstanding as at the LPD RM'000
Long term borrowings:-			
Term loan denominated in RM	To finance the construction of a solar photovoltaic power plant at Gebeng, Pahang	4.95	10,593
Green SRI Sukuk Wakalah	To finance the development of a LSS photovoltaic energy generating facility at Sungai Siput, Perak	5.70	215,000
			225,593
Short term borrowings:-			
Revolving credits	To finance working capital such as general administrative expenses, payment to subcontractors and staff costs	4.05	128,954
Invoice financing	To finance working capital such as payment to subcontractors and suppliers	3.61	5,875
Term loan denominated in USD	To finance Mudajaya Group's investments in overseas projects	4.95	296,590 ^{*1}
Term loan denominated in RM	To finance the construction of a solar photovoltaic power plant at Gebeng, Pahang	4.95	6,182
Euro Medium Term Notes denominated in USD	To finance Mudajaya Group's investments in overseas projects	7.00	169,480 ^{*2}
Green SRI Sukuk Wakalah	To finance the development of a LSS photovoltaic energy generating facility at Sungai Siput, Perak	5.70	15,000
			622,081
Total			847,674

Notes:-

*1 Comprising USD-denominated term loans USD70.00 million, converted based on the exchange rate of USD1:RM4.2370 as at the LPD

*2 Comprising USD-denominated term loans USD40.00 million, converted based on the exchange rate of USD1:RM4.2370 as at the LPD

There have been no default on payments by our Group of either interest and/ or principal sums nor any breaches of covenants in respect of any borrowings during the FYE 31 December 2020 and the subsequent financial period up to the LPD.

9.3 Contingent liabilities

As at the LPD, our Board confirms that there is no contingent liabilities incurred or known to be incurred by Mudajaya Group which, upon becoming enforceable, may have a material impact on the financial results/ position of Mudajaya Group.

9.4 Material commitments

As at the LPD, our Board confirms that there is no material commitments incurred or known to be incurred by Mudajaya Group that has not been provided for which, upon becoming enforceable, may have a material impact on the financial results/ position of Mudajaya Group.

9.5 Material transactions

As at the LPD, save for the Rights Issue with Warrants (being the subject matter of this Abridged Prospectus), our Board confirms that there is no other material transactions incurred or known to be incurred by Mudajaya Group that has not been provided for which, upon becoming enforceable, may have a material effect on the operations, financial results/ position of Mudajaya Group.

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10. INSTRUCTIONS FOR ACCEPTANCE, SALE OR TRANSFER, EXCESS APPLICATION AND PAYMENT

10.1 General

As you are an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Rights Shares with Warrants which you are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. You will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such securities into your CDS Account and the RSF to enable you to subscribe for the Provisional Rights Shares with Warrants, as well as to apply for Excess Rights Shares with Warrants if you choose to do so.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic copy of this Abridged Prospectus and the Rights Shares with Warrants Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominees. Please refer to Sections 10.5.3 and 10.9.3 of this Abridged Prospectus for the procedures for acceptance as well as to apply for Rights Shares with Warrants, if you choose to do so.

This Abridged Prospectus and the RSF are also available from our registered office, our Share Registrar or from Bursa Securities website at <https://www.bursa.malaysia.com>.

10.2 NPA

The Provisional Rights Shares with Warrants are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in the Provisional Rights Shares with Warrants will be by book entries through the CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. You, your renounees and/ or transferees (if applicable) are required to have valid and subsisting CDS Accounts when making your applications.

10.3 Methods of acceptance and application

You may subscribe for the Provisional Rights Shares with Warrants as well as apply for Excess Rights Shares with Warrants, if you choose to do so, using either of the following methods:-

Method	Category of Entitled Shareholders
RSF	All Entitled Shareholders
Electronic Application* ¹	All Entitled Shareholders
NRS	All Entitled Shareholders
Bursa Anywhere* ²	All Entitled Shareholders who have registered for Bursa Anywhere

Notes:-

*1 The following surcharge per Electronic Application via ATM will be charged by the Participating Financial Institution:-

- Public Bank Berhad – RM4.00; and
- Affin Bank Berhad – RM4.00.

The following processing fee per Electronic Application via internet financial services website will be charged by the respective Participating Financial Institution:-

- Public Bank Berhad (<https://www.pbebank.com>) – RM4.00; and
- Affin Bank Berhad (<https://www.affinbank.com.my>) – RM4.00

- *2 A processing fee of RM2.00 per Electronic Application via Bursa Anywhere will be charged

10.4 Last date and time for acceptance and payment

The last date and time for acceptance and payment for the Provisional Rights Shares with Warrants and the Excess Application is the Closing Date.

We shall make an announcement on the outcome of the Rights Issue with Warrants after the Closing Date.

10.5 Procedure for full acceptance and payment

10.5.1 By way of RSF

Acceptance of and payment for the Provisional Rights Shares with Warrants must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances and/ or payments which do not strictly conform to the terms of this Abridged Prospectus, the RSF or the notes and instructions contained therein or which are illegible may not be accepted at the absolute discretion of our Board.

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL RIGHTS SHARES WITH WARRANTS, EXCESS RIGHTS SHARES WITH WARRANTS AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU, YOUR RENOUNCEES AND/ OR TRANSFEREES (IF APPLICABLE) WISH TO SELL/ TRANSFER ALL OR ANY PART OF YOUR PROVISIONAL RIGHTS SHARES WITH WARRANTS ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

YOU, YOUR RENOUNCEES AND/ OR TRANSFEREES (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

If you, your renounees and/ or transferees (if applicable) wish to accept either in full or in part of the Provisional Rights Shares with Warrants of your entitlement, please complete Parts I(A) and II of the RSF in accordance with the notes and instructions contained in the RSF. Each completed and signed RSF together with the relevant payment must be sent to our Share Registrar using the reply envelope provided (at your own risk) by **ORDINARY POST, COURIER or DELIVERY BY HAND** at the address stated below:-

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

Tel. No.: 03 – 7890 4700
Fax. No.: 03 – 7890 4670

so as to arrive **not later than the Closing Date**, being the last date and time for acceptance and payment for the Provisional Rights Shares with Warrants.

If you, your renounees and/ or transferees (if applicable) lose, misplace or for any other reasons require another copy of the RSF, you, your renounees and/ or transferees (if applicable) may obtain additional copies from your stockbroker, our Share Registrar at the address stated above, our registered office or the website of Bursa Securities at <https://www.bursamalaysia.com>.

1 RSF can only be used for acceptance of Provisional Rights Shares with Warrants standing to the credit of 1 CDS Account belonging. Separate RSF(s) must be used for the acceptance of Provisional Rights Shares with Warrants standing to the credit of more than 1 CDS Account(s). If successful, the Rights Shares with Warrants subscribed for will be credited into your CDS Account(s) as stated in the completed RSF(s).

A reply envelope is enclosed in this Abridged Prospectus. To facilitate the processing of the RSF(s) by our Share Registrar, you are advised to use 1 reply envelope for each completed RSF.

The minimum number of Rights Shares with Warrants that can be subscribed for or accepted is 1 Rights Share with Warrants. However, you, your renounees and/ or transferees (if applicable) should take note that a trading board lot for the Rights Shares comprises of 100 Rights Shares and 100 Warrants, respectively. Fractions of Rights Shares with Warrants, if any, shall be disregarded, and dealt with in such manner as our Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of our Company.

If acceptance of and payment for the Provisional Rights Shares with Warrants allotted to you, your renounees and/ or transferees (if applicable) is not received by our Share Registrar by **the Closing Date**, being the last date and time for acceptance of and payment for the Provisional Rights Shares with Warrants, you, your renounees and/ or transferees (if applicable) will be deemed to have declined the Provisional Rights Shares with Warrants and it will be cancelled. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar.

In the event that the Provisional Rights Shares with Warrants are not fully taken up by such applicants, our Board will then have the right to allot such Rights Shares with Warrants to the applicants who have applied for the Excess Rights Shares with Warrants in the manner as set out in Section 10.9 of this Abridged Prospectus. Our Board reserves the right to accept any application in full or in part only without assigning any reasons.

EACH COMPLETED RSF MUST BE ACCOMPANIED BY THE APPROPRIATE REMITTANCE MADE IN RM FOR THE FULL AMOUNT PAYABLE FOR THE RIGHTS SHARES WITH WARRANTS ACCEPTED IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY", MADE PAYABLE TO "MUDAJAYA RIGHTS ISSUE ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY OR MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE WITH WARRANTS. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

APPLICANTS SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

WHERE AN APPLICATION IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

ALL RIGHTS SHARES WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING SUCH RIGHTS SHARES WITH WARRANTS INTO THE CDS ACCOUNTS OF OUR ENTITLED SHAREHOLDERS, THEIR RENOUNCEES AND/ OR TRANSFEREES (IF APPLICABLE). NO PHYSICAL SHARE OR WARRANT CERTIFICATES WILL BE ISSUED.

10.5.2 By way of Electronic Application

Only individuals who are Entitled Shareholders may apply for the Rights Issue with Warrants by way of Electronic Application.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms & conditions for Electronic Application and the procedures set out at the ATMs and internet financial services website of the Participating Financial Institutions before making an Electronic Application.

The procedures for Electronic Applications at the ATMs and internet financial services website of the Participating Financial Institutions are set out on the ATM screens and internet financial services website of the relevant Participating Financial Institutions ("**Steps**"). For illustration purposes, the procedures for Electronic Applications are set out below. Please read carefully the terms of this Abridged Prospectus, the Steps and the terms & conditions of Electronic Applications set out in Section 10.5.2(ii) of this Abridged Prospectus before making an Electronic Application:-

You must have an account with a Participating Financial Institution and an ATM card issued by a Participating Financial Institution or with access to internet financial services with **Public Bank Berhad** at <https://www.pbepbank.com> or **Affin Bank Berhad** at <https://www.affinbank.com.my>.

You are advised to read and understand this Abridged Prospectus **BEFORE** making the application.

You shall apply for the Rights Issue with Warrants via the ATM or internet financial services website of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are as set out in Section 10.5.2(ii) of this Abridged Prospectus "**Terms & Conditions of Electronic Applications**".

Upon the completion of your Electronic Application transaction via ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Application or any data relating to such an Electronic Application by our Company or our Share Registrar. The Transaction Record is for your record and is not required to be submitted with your application.

For application via internet financial services website, a message from the Participating Financial Institution pertaining to the payment status will appear on the screen of the website through which the online payment for the Provisional Rights Shares is being made. Subsequently, the Participating Financial Institutions shall confirm that the said application has been completed, via the confirmation screen in respect of your application ("**Confirmation Screen**") on their website. You are advised to print out the Confirmation Screen for your reference and record.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

i. Participating Financial Institutions

Electronic Applications may be made through an ATM or internet financial services websites of the following Participating Financial Institutions and their branches within Malaysia:-

- Public Bank Berhad (<https://www.pbebank.com>);
- Affin Bank Berhad (<https://www.affinbank.com.my>)

ii. Terms & Conditions of Electronic Applications

The Electronic Application shall be made on, and subject to, the terms of this Abridged Prospectus, as well as the terms & conditions of the Participating Financial Institutions and those appearing herein:-

- (a) You are required to confirm the following statements and undertake that the following information given are true and correct:-
- (i) You have attained 18 years of age as at the Closing Date;
 - (ii) You have read this Abridged Prospectus and understood and agreed with the terms & conditions of the application; and

- (iii) You give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, their respective agents and any third party involved in facilitating the application/ refund, to disclose information pertaining to yourself and your account with the Participating Financial Institutions and Bursa Depository to the relevant authorities and any person as may be necessary or expedient to facilitate the making of the application/ refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction unless you complete all the steps required by the Participating Financial Institution. By doing so, you shall have confirmed each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 134(1)(a) of Financial Services Act, 2013 and Section 45(1)(a) of the SICDA, to the disclosures as described above.

- (b) You confirm that you are not applying for the Provisional Rights Shares with Warrants as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner.
- (c) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application, which does not strictly conform to the instructions set out on the ATM or screen of financial services websites of the Participating Financial Institutions through which the Electronic Application is being made, will be rejected.
- (d) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights Shares with Warrants applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by your action of pressing the pre-designated keys (or buttons)) of the number of Provisional Rights Shares with Warrants applied for shall signify, and shall be treated as, your acceptance of the number of Provisional Rights Shares with Warrants that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the Participating Financial Institutions.

- (e) By making and completing your Electronic Application, you, if successful, request and authorise our Company to credit the Provisional Rights Shares with Warrants allotted to you into your CDS Account.

- (f) You acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the Participating Financial Institutions or Bursa Depository and you irrevocably agree that if:-
- (i) Our Company, our Share Registrar or Bursa Depository does not receive your Electronic Application; or
 - (ii) Data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made an Electronic Application and you shall not make any claim whatsoever against our Company, our Share Registrar, the Participating Financial Institutions or Bursa Depository for the Provisional Rights Shares with Warrants applied for or for any compensation, loss or damage relating to the application for the Provisional Rights Shares with Warrants.

- (g) All of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institutions at the time you make your Electronic Application shall be true and correct, and our Company, our Share Registrar, the relevant Participating Financial Institutions and Bursa Depository shall be entitled to rely on the accuracy thereof.
- (h) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Application will be rejected. You must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to your correspondence address last maintained with Bursa Depository.
- (i) By making and completing an Electronic Application, you agree that:-
- (i) In consideration of our Company agreeing to allow and accept your application for the Provisional Rights Shares with Warrants via the Electronic Application facility established by the Participating Financial Institutions at their respective ATMs and financial services websites, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, the Participating Financial Institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or any cause beyond our control;

- (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the Provisional Rights Shares with Warrants for which your Electronic Application has been successfully completed is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights Shares with Warrants; and
- (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to the Electronic Application and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (j) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these terms/ instructions.
- (k) Notification on the outcome of your application for the Rights Shares with Warrants will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk within the timelines as follows:-
 - (i) successful application – a notice of allotment will be despatched within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities; or
 - (ii) unsuccessful/ partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note of the terms & conditions as stated in Section 10.5.2(ii) of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

10.5.3 By way of NRS

Our Company has appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. Only our Entitled Shareholders who are Authorised Nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms & conditions for application via NRS and Bursa Depository's terms & conditions for NRS and User Guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application.

i. Steps for applications via NRS

- (a) If you are an Entitled Shareholder, and who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this Abridged Prospectus, the RSF nor the NPA by post.
- (b) Instead, this Abridged Prospectus and the Rights Shares with Warrants Entitlement File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's User Guide for NRS, on the next business day after the Entitlement Date.
- (c) A notification of the delivery of this Abridged Prospectus and the Rights Shares with Warrants Entitlement File will also be sent to you via email using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read carefully, understand and follow the terms of this Abridged Prospectus, **BEFORE** making the application.
- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue with Warrants.
- (f) To apply for the Provisional Rights Shares with Warrants, you will be required to submit your subscription information via Rights Shares with Warrants Subscription File which is to be prepared based on the format as set out in Bursa Depository's User Guide for NRS.
- (g) Once completed, you will need to submit the Rights Shares with Warrants Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event no later than the last day and time for acceptance and payment.
- (h) Together with the Rights Shares with Warrants Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:-
 - (i) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this Abridged Prospectus, the contents of which you have read, understood and agreed; and
 - (ii) Consent to the disclosure of your information to facilitate electronic refunds where applicable.

- (i) With regards to payment for the Provisional Rights Shares with Warrants which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows:-

Bank : **MALAYAN BANKING BERHAD**
Account Name : **MUDAJAYA RIGHTS ISSUE ACCOUNT**
Bank Account No : **514012445876**

- (j) Upon completion of the transfer/ payment, you may receive a transaction slip ("**Transaction Slip**") from the transacting financial institution confirming the details of your transfer/payment. The Transaction Slip is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The Transaction Slip is for your record and is not required to be submitted with your application via NRS.

- (k) You will be notified on the outcome of your application for the Provisional Rights Shares with Warrants electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.

(i) successful application – an electronic notification will be sent to you within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities; or

(ii) unsuccessful/ partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account(s) from which payment of your subscription monies were made. Kindly take note of the terms & conditions as stated in this Abridged Prospectus and the required consent in making the application via NRS.

If the crediting of the refund into your bank account(s) (as provided by you in the Rights Shares with Warrants Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque(s) which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

- (l) Upon crediting of the Rights Shares with Warrants allotted to you into your CDS account(s), you will also receive an electronic confirmation of the crediting from Bursa Depository.

- (m) You should note that all applications made for the Provisional Rights Shares with Warrants submitted under NRS will be irrevocable upon submission of the Rights Shares with Warrants Subscription File to Bursa Depository and cannot be subsequently withdrawn.

ii. Terms & Conditions for applications via NRS

The application via NRS shall be made on, and subject to, the terms of this Abridged Prospectus, Bursa Depository's terms & conditions for NRS and Bursa Depository's User Guide for NRS as well as the terms & conditions appearing herein:-

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134(1)(a) of Financial Services Act, 2013 and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant financial institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms & conditions for NRS.
- (b) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights Shares with Warrants applied for as stated on your Rights Shares with Warrants Subscription File in respect of your application via NRS. Your application shall signify, and shall be treated as, your acceptance of the number of Provisional Rights Shares with Warrants that may be allotted to you.
- (c) You acknowledge that by completing and submitting the Rights Shares with Warrants Subscription File to Bursa Depository, you, if successful, requests and authorises our Company to credit the Provisional Rights Shares with Warrants allotted to you into the respective CDS Account(s) as indicated in the Rights Shares with Warrants Subscription File.
- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if:-
 - (i) our Company, our Share Registrar or Bursa Depository does not receive your application via NRS; or
 - (ii) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made your application and you shall not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the Provisional Rights Shares with Warrants applied for or for any compensation, loss or damage relating to the application for the Provisional Rights Shares with Warrants.

- (e) By completing and submitting the Rights Shares with Warrants Subscription File to Bursa Depository, you agree that:-
- (i) In consideration of our Company agreeing to allow and accept your application for Rights Shares with Warrants via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, the relevant financial institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of the Provisional Rights Shares with Warrants issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights Shares with Warrants; and
 - (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.

Our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

10.5.4 By way of Bursa Anywhere

Only Entitled Shareholders who are Malaysian individuals and have registered for Bursa Anywhere and subscribed for eDividend service with Bursa Anywhere, may apply for the Rights Issue with Warrants by way of Bursa Anywhere.

The procedures for submitting an application by way of Bursa Anywhere are set out on the Bursa Anywhere mobile application screen. Please read carefully, the procedures, notices, terms & conditions as set out in Section 10.5.4(ii) of this Abridged Prospectus before making an Application by way of Bursa Anywhere.

Upon the completion of your application transaction via Bursa Anywhere, you will receive a push notification from Bursa Anywhere and a message in your Bursa Anywhere account inbox on your application for the Rights Issue with Warrants. The notification message is only a record of the completed transaction via Bursa Anywhere.

- i. Procedures for Submitting an Application through Bursa Anywhere**
- (a) Launch the Bursa Anywhere application on your mobile phone and login using your username and password.
 - (b) Upon a successful login, choose "My Services" at the bottom of the screen and then select "eRights".
 - (c) Next, select "Submit Application", and you will see a screen that informs you to agree with the terms & conditions and notices that governs your Rights Issue with Warrants application via Bursa Anywhere.
 - (d) Click on "Terms & Conditions and Notices". You must read and understand the terms & conditions and notices before you click "Agree" to proceed to the next page.
 - (e) Click "Agree" to proceed to a landing page for you to select the rights securities that you would like to subscribe to.
 - (f) Select the Rights Issue with Warrants, which you want to apply.
 - (g) You may click on "Prospectus" to view the content of this Abridged Prospectus.
 - (h) You are also required to click on "Declaration". Read and understand the clauses set out under "Declaration".
 - (i) Upon the completion of the above, at the bottom of the Rights Issue with Warrants detail page, you are required to swipe the toggle to the right to indicate that you have read and understood this Abridged Prospectus, as well as accepted and made the declarations stated in "Declaration".
 - (j) Next, select the CDS account for your Rights Issue with Warrants application and click "NEXT".
 - (k) You will come to a page for you to fill up for your entitled Rights Shares and Excess Rights Shares with Warrants application. You have the options to select either "Entitled only", "Excess only" or "Entitled & Excess" for your Rights Shares with Warrants application.
 - (l) Select the subscription type, enter the number of units that you would like to subscribe. Click "NEXT" once you completed the required information.
 - (m) You will come to a "Preview" page, where it displays the following information of your application:-
 - (i) units and Ringgit amount of your Rights Issue with Warrants application
 - (ii) subscription fee (charged by Bursa Malaysia)
 - (iii) tax, if applicable; and
 - (iv) stamp duty, if applicable.

- (n) Check the summary information on the "Preview" page. Click "CONFIRM" at the bottom of the same page, if the information is correct.
- (o) Next, you will receive a six-digit SMS TAC verification code via your mobile phone (the mobile number that you registered with Bursa Anywhere).
- (p) You are required to key-in and submit the verification code.
- (q) Upon successful validation of the verification code, you will be led to the Payment Gateway for payment.
- (r) You are required to select the bank for your Rights Issue with Warrants application payment. **(IMPORTANT NOTE: You are required to use the bank account that you have registered for Bursa Depository's eDividend service ("eDividend Bank Account"). Your subscription will be rejected if another bank account is used for payment. You will be notified if your application is rejected. Your application monies will be refunded within 3 working days, to the said bank account used for payment)**
- (s) You will be brought to your selected bank login page for payment.
- (t) Once payment is made successfully via your selected bank, you will be brought to "Thank You" page, which displays your bank transaction details.
- (u) Click "DONE" at the bottom, you will be led back to the My Service landing page.
- (v) You will receive a push notification message in your Bursa Anywhere account inbox.
- (w) You can made multiple applications during the application period subject to the maximum quantity that you are entitled.

ii. Terms & Conditions of Applications via Bursa Anywhere

- (a) The electronic copy of this Abridged Prospectus is available under "Prospectus", landing page of "Corporate Announcement" at Bursa Securities website at <https://www.bursamalaysia.com>, and can be accessed via the hyperlink in Bursa Anywhere. You agree to have read this Abridged Prospectus prior to making an investment decision and should make the investment decision based on this Abridged Prospectus rather than on advertising or promotional materials. The Rights Issue with Warrants is offered by our Company solely on the basis of the information contained in this Abridged Prospectus.
- (b) Our Company has appointed Bursa Depository to provide eRights Services via Bursa Anywhere. Bursa Depository is not responsible for, has not authorised and shall not be deemed to have authorised the contents of the electronic copy of this Abridged Prospectus and therefore, shall not have any liability in respect of the electronic copy of this Abridged Prospectus or the application submitted by way of Bursa Anywhere.

- (c) The physical printed copy of this Abridged Prospectus is available upon request from our Company at the location specified in this Abridged Prospectus during the offer period.
- (d) You may also obtain a physical printed copy of this Abridged Prospectus from the participating organization(s) set out in this Abridged Prospectus.
- (e) Payment for the Rights Issue with Warrants application via Bursa Anywhere is required to be made from your eDividend Bank Account. Failing which, the request of the eRights application will be rejected.
- (f) By submitting an eRights application via Bursa Anywhere, you confirm that:-
 - (i) you have read and understood the contents of this Abridged Prospectus;
 - (ii) you have read and agreed to be bound by the terms & conditions and notices for application of Rights Issue with Warrants by way of Bursa Anywhere and the terms & conditions of Bursa Anywhere;
 - (iii) you are eligible to apply for the Rights Issue with Warrants in Malaysia or in jurisdictions where the Rights Issue with Warrants are intended to be available;
 - (iv) you irrevocably consent to the receipt of any cash payment or refund in relation to the application by way of Bursa Anywhere to be made via direct credit into the eDividend Bank Account; and
 - (v) you agree to give irrevocable consent to Bursa Depository to disclose your information, including bank account information, which are necessary or expedient to the relevant entities involved in the application process, and to the relevant entities involved in facilitating the payment of any cash payments or refunds via direct credit into e-Dividend Bank Account in relation to the application by way of Bursa Anywhere.
- (g) Applications shall close at the Closing Date or such other time and date as our Company and/ or the Share Registrar, may in its absolute discretion decide.
- (h) An application is deemed to be received by Bursa Anywhere only upon its completion, that is, when you have:-
 - (i) successfully made full subscription payment via the payment gateway; and
 - (ii) received an email indicating that the application has been submitted to our Company and/ or the Share Registrar.

- (i) You are advised to print out and retain a copy of the Transaction Records for record purpose. The Transaction Records are only a record of the completed transactions received at Bursa Anywhere, and not a record of the receipt of the application or any data relating to such an application by our Company or the Share Registrar. No application or monies can be accepted electronically in respect of the Rights Issue with Warrants application once the offer closes on the Closing Date.
- (j) Upon your receipt of the Transaction Record, cancellation of the application via Bursa Anywhere will not be allowed.
- (k) Bursa Depository shall not be liable for any application made through any alternative methods of application.
- (l) If Bursa Depository has any reason to believe that the electronic copy of this Abridged Prospectus or processes for collection and handling of applications via Bursa Anywhere have been tampered with, Bursa Depository may reject the application and Bursa Depository shall not be liable for such rejection.
- (m) No Rights Shares with Warrants will be allotted or issued on the basis of this Abridged Prospectus after the Closing Date. Bursa Depository and Bursa Securities do not guarantee any allotment of Rights Shares and Warrants as a result of the application via Bursa Anywhere, and are not responsible for any non-allotment of the Rights Shares with Warrants or part thereof by our Company pursuant to the application via Bursa Anywhere.
- (n) Any request for any refunds related to the allotment of Rights Shares with Warrants must be referred to our Company.
- (o) No refund of any subscription fee charged by Bursa Depository and applicable tax (if any), will be made to you if your application is rejected by the Share Registrar.
- (p) The electronic copy of this Abridged Prospectus made available on the Bursa Securities website at <https://www.bursamalaysia.com> after the Closing Date is made available solely for informational and archiving purpose.
- (q) Risk of Submitting Applications via Bursa Anywhere:-
 - (i) By submitting an application via Bursa Anywhere, you agree to assume the risks associated with conducting transactions online, including risks of electrical, electronic, technical and mobile-related faults and breakdowns, faults with mobile applications, problems occurring during data transmission, mobile security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond the control of Bursa Depository, and/ or our Company. You acknowledge that the aforementioned events may result in (i) interruption, transmission blackout or delayed transmission; and/ or (ii) incorrect data transmission due to the public nature of the Internet and agrees to bear such risks. You agree that neither Bursa Depository, Bursa Securities, our Company nor the Share Registrar shall be liable for any delay, failure or inaccuracy in the recording, storage or transmission or delivery of data, breakdown or failure in communication facilities or due to any cause beyond their control.

- (ii) If, Bursa Depository, our Company and/ or the Share Registrar do not receive your application and/ or the relevant payment, or in the event that any data relating to the application is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever, you shall be deemed not to have made an application. In such an event, you shall have no claim whatsoever against Bursa Depository, Bursa Securities, our Company and/ or the Share Registrar, in relation to the purported application.
- (r) Instead of submitting an application via Bursa Anywhere, you may alternatively submit application through the existing manual paper-based application method as well as other means of application specified in this Abridged Prospectus.
- (s) In the event a supplementary Abridged Prospectus is issued, you are entitled to revise or withdraw your application by contacting the Share Registrar directly. Bursa Depository or Bursa Anywhere will not be able to facilitate any revision or withdrawal of the application in such circumstances.
- (t) Bursa Depository is committed to protecting the security of your personal information. It uses a variety of security technologies and procedures, to help protect the confidentiality and security of your personal information provided through Bursa Anywhere, from unauthorised access, use, or disclosure. In addition, Bursa Depository has put in place appropriate measures to minimise the risks of unauthorised access and to maintain the security of the information it collects through Bursa Anywhere.

10.6 Procedure for part acceptance by Entitled Shareholders

You are entitled to accept part of your Provisional Rights Shares with Warrants provided always that the minimum number of Rights Shares with Warrants that can be subscribed for or accepted is 1 Rights Share with Warrant. Fractions of a Rights Share with Warrant, if any, shall be disregarded and dealt with in a fair and equitable manner as our Board deems fit and expedient and in the best interests of our Company.

You must complete both Parts I(A) and II of the RSF by specifying the number of Rights Shares with Warrants which you are accepting and deliver the completed and signed RSF together with the relevant payment to our Share Registrar in the manner set out in Section 10.5 of this Abridged Prospectus.

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN.

The portion of the Provisional Rights Shares with Warrants that have not been accepted will be made available to the applicants of the Excess Application.

10.7 Procedure for sale or transfer of the Provisional Rights Shares with Warrants

As the Provisional Rights Shares with Warrants are prescribed securities, you may dispose or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants to 1 or more person(s) through your stock brokers for the period up to the last date and time for sale or transfer of the Provisional Rights Shares with Warrants, without first having to request for a split of the Provisional Rights Shares with Warrants standing to the credit of your CDS Account. To dispose or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository. If you have disposed or transferred only part of the Provisional Rights Shares with Warrants, you may still accept the balance of the Provisional Rights Shares with Warrants by completing Parts I(A) and II of the RSF. Please refer to Sections 10.5 and 10.6 of this Abridged Prospectus for the procedure for acceptance and payment.

In disposing or transferring all or part of your Provisional Rights Shares with Warrants, you need not deliver any document including the RSF, to any stock broker. However, you must ensure that there is sufficient Provisional Rights Shares with Warrants standing to the credit of your CDS Account that are available for settlement of the sale or transfer.

Purchasers or transferees of the Provisional Rights Shares with Warrants may obtain a copy of this Abridged Prospectus and the RSF from their stock brokers or from our Share Registrar, or at our Registered Office. This Abridged Prospectus and RSF are also available on the website of Bursa Securities at <https://www.bursamalaysia.com>.

10.8 Procedure for acceptance by renounees/ transferees

Renounees and/ or transferees (if applicable) who wish to accept the Provisional Rights Shares with Warrants must obtain a copy of the RSF from their stock brokers or our Share Registrar, or at our Registered Office or from Bursa Securities website at <https://www.bursamalaysia.com>, and complete the RSF and submit the same together with the remittance to our Share Registrar at the above-stated address in accordance with the notes and instructions printed therein.

The procedure for acceptance and payment applicable to the Entitled Shareholders as set out in Sections 10.5 and 10.6 of this Abridged Prospectus also applies to renounees and/ or transferees (if applicable) who wish to accept the Provisional Rights Shares with Warrants.

RENOUNCEES AND/ OR TRANSFEREES ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS ABRIDGED PROSPECTUS AND THE RSF.

10.9 Procedure for application of Excess Rights Shares with Warrants

10.9.1 By way of RSF

You, your renounees and/ or transferees (if applicable) may apply for the Excess Rights Shares with Warrants in excess of your entitlement by completing Part I(B) of the RSF (in addition to Parts I(A) and II) and forward it (together with a **separate remittance made in RM** for the full amount payable in respect of the Excess Rights Shares with Warrants applied for) to our Share Registrar **not later than the Closing Date**, being the last date and time for application and payment for the Excess Rights Shares with Warrants.

PAYMENT FOR THE EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR SHOULD BE MADE IN THE SAME MANNER AS DESCRIBED IN SECTION 10.5 OF THIS ABRIDGED PROSPECTUS, AND IN THE FORM OF BANKER'S DRAFT(S)/ CASHIER'S ORDER(S)/ MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY" AND MADE PAYABLE TO "MUDAJAYA EXCESS RIGHTS ISSUE ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME, ADDRESS AND CDS ACCOUNT NUMBER IN BLOCK LETTERS SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR NOT LATER THAN THE LAST DATE AND TIME FOR EXCESS APPLICATION AND PAYMENT AS SET OUT IN THE COVER PAGE OF THIS ABRIDGED PROSPECTUS.

THE PAYMENT MUST BE MADE FOR THE FULL AND EXACT AMOUNT PAYABLE FOR THE EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR ANY EXCESS OR INSUFFICIENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.

It is the intention of our Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:-

- i. Firstly, to minimise the incidence of odd lots;
- ii. Secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in our Company as at the Entitlement Date;
- iii. Thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of their respective Excess Rights Shares with Warrants applied for; and
- iv. Finally, for allocation to renounees and/ or transferees (if applicable) who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of their respective Excess Rights Shares with Warrants applied for.

In the event there is any remaining balance of the Excess Rights Shares with Warrants applied for by the Entitled Shareholders, their renounees and/ or transferees (if applicable) who have applied for the Excess Rights Shares with Warrants after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess Rights Shares with Warrants to the Entitled Shareholders, their renounees and/ or transferees (if applicable) who have applied for the Excess Rights Shares with Warrants until such balance is fully allocated.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants applied for in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in steps (i)-(iv) above are achieved. Our Board also reserves the rights at its absolute discretion to accept in full or in part any application for the Excess Rights Shares with Warrants without assigning any reason thereof.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR EXCESS APPLICATION MONIES WILL BE ISSUED BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE EXCESS RIGHTS SHARES WITH WARRANTS. HOWEVER, IF YOUR EXCESS APPLICATION IS SUCCESSFUL, THE RIGHTS SHARES WILL BE CREDITED INTO YOUR CDS ACCOUNT AND A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED OR ALLOWED BY BURSA SECURITIES.

APPLICATIONS FOR THE EXCESS RIGHTS SHARES WITH WARRANTS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT ANY SUCH APPLICATION OR TO ACCEPT ANY SUCH APPLICATION IN PART ONLY WITHOUT ASSIGNING ANY REASON THEREOF.

WHERE AN APPLICATION FOR THE EXCESS RIGHTS SHARES WITH WARRANTS IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

10.9.2 By way of Electronic Application

You, your renounees and/ or transferees (if applicable) may apply for the Excess Rights Shares with Warrants in excess of your entitlement via Electronic Application in addition to your Provisional Rights Shares with Warrants. If you wish to do so, you may apply for the Excess Rights Shares with Warrants by following the same steps as set out in Section 10.5.2 of this Abridged Prospectus.

The Electronic Application for Excess Rights Shares with Warrants will be made on, subject to, the same terms & conditions appearing in Section 10.5.2 of this Abridged Prospectus.

Any Rights Shares with Warrants which are not taken up or not validly taken up by you, your renounees and/ or transferees (if applicable) shall be made available for Excess Rights Shares with Warrants. It is the intention of the Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 10.9.1 above.

10.9.3 By way of NRS

You, your renounees and/ or transferees (if applicable) may apply for the Excess Rights Shares with Warrants in excess of your entitlement via NRS in addition to your Provisional Rights Shares with Warrants. If you wish to do so, you may apply for the Excess Rights Shares with Warrants by following the same steps as set out in Section 10.5.3 of this Abridged Prospectus save and except for the amount payable to be directed to "**MUDAJAYA EXCESS RIGHTS ISSUE ACCOUNT**" (**BANK ACCOUNT NO. 514012445905 WITH MALAYAN BANKING BERHAD**) for the excess Rights Shares with Warrants applied and also that you should complete the details for excess rights application at the designated fields for excess applications in the Rights Shares with Warrants Subscription File.

The NRS for Excess Rights Shares with Warrants will be made on, subject to, the same terms & conditions appearing in Section 10.5.3 of this Abridged Prospectus.

Any Provisional Rights Shares with Warrants which are not taken up or not validly taken up by you, your renounees and/ or transferees (if applicable) shall be made available for Excess Rights Shares with Warrants. It is the intention of the Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 10.9.1 above.

10.9.4 By way of Bursa Anywhere Application

If you are an Entitled Shareholder, a renounee, transferee and/ or if you have purchased any Provisional Rights Shares with Warrants, you may apply for the Excess Rights Shares with Warrants via Bursa Anywhere in addition to your Provisional Rights Shares with Warrants. You may do so by following the same steps as set out in Section 10.5.4 of this Abridged Prospectus for the Excess Rights Shares with Warrants applied for.

The minimum number of Excess Rights Shares with Warrants that can be applied for is 1 Excess Rights Share with 1 Warrant. You should take note that a trading board lot for the Rights Shares and Warrants comprises 100 Mudajaya Shares and 100 Warrants respectively.

The application for the Excess Rights Shares with Warrants via Bursa Anywhere shall be made on, and subject to, the same terms and conditions appearing in Section 10.5.4 of this Abridged Prospectus.

You agree and undertake to subscribe for or purchase and to accept the number of Excess Rights Shares with Warrants applied for as stated on the Confirmation Screen or any lesser number of Excess Rights Shares with Warrants that may be allotted to you in respect of your application. In the event that our Company decides to allot any lesser number of such Excess Rights Shares with Warrants or not to allot any Excess Rights Shares with Warrants to you, you agree to accept any such decision as final. If your application is successful, your confirmation of the number of Excess Rights Shares with Warrants applied for shall signify, and shall be treated as, your acceptance of the number of Excess Rights Shares with Warrants that may be allotted to you.

10.10 Form of issuance

Bursa Securities has already prescribed Mudajaya Shares to be listed on the Main Market of Bursa Securities and to be deposited with Bursa Depository. Accordingly, the Rights Shares and Warrants are prescribed securities and as such, the SICDA and the Rules of Bursa Depository shall apply to all dealings in the Rights Shares and Warrants. You must have a valid and subsisting CDS Account in order to subscribe for the Rights Shares with Warrants.

Failure to comply with the specific instructions for applications or inaccuracy in the CDS Account number may result in the application being rejected. No physical share or warrant certificates shall be issued to you under the Rights Issue with Warrants. Instead, the Rights Shares and the Warrants will be credited directly into your CDS Account.

A notice of allotment will be despatched to you, your renounees and/ or transferees (if applicable) by ordinary post to the address shown in our Record of Depositors provided by Bursa Depository at your own risk within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities.

If you are an Authorised Nominee who has subscribed for the NRS with Bursa Depository, an electronic notification will be sent to you within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities through Bursa Depository's existing network facility with the Authorised Nominee in the manner set out in the Bursa Depository's User Guide for NRS.

Where the Rights Shares with Warrants are provisionally allotted to the Entitled Shareholders in respect of their existing Mudajaya Shares standing to the credit in their CDS Account as at the Entitlement Date, the acceptance by the Entitled Shareholders of the Provisional Rights Shares with Warrants shall mean that they consent to receive such Rights Shares and Warrants as prescribed or deposited securities which will be credited directly into their CDS Account.

Any person who has purchased the Provisional Rights Shares with Warrants or to whom the Provisional Rights Shares with Warrants has been transferred and intends to subscribe for the Rights Shares with Warrants must state his or her CDS Account number in the space provided in the RSF. The Rights Shares and Warrants will be credited directly as prescribed or deposited securities into his or her CDS Account upon allotment and issuance.

The Excess Rights Shares with Warrants, if allotted to the successful applicant who applies for Excess Rights Shares with Warrants, will be credited directly as prescribed securities into his or her CDS Account. The allocation will be made on a fair and equitable basis in such manner as our Board in its absolute discretion deems fit and expedient and in the best interest of our Company, as disclosed in Section 10.9 of this Abridged Prospectus.

10.11 Laws of foreign jurisdiction

This Abridged Prospectus, and the accompanying NPA and RSF have not been (and will not be) made to comply with the laws of any foreign jurisdiction and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) for subscription of any foreign jurisdiction. The Rights Issue with Warrants will not be made or offered for subscription in any foreign jurisdiction.

Accordingly, this Abridged Prospectus, and the accompanying NPA and RSF will not be sent to the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) who do not have a registered address in Malaysia. However, such Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) may collect this Abridged Prospectus, and the accompanying NPA and RSF from our Share Registrar, in which event our Share Registrar shall be entitled to request for such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting these documents relating to the Rights Issue with Warrants.

The Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) may accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Issue with Warrants only to the extent that it would be lawful to do so. UOBKH, our Share Registrar, our Company, our Directors and officers and other professional advisers would not, in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) are or may be subject. Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) shall solely be responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject to. UOBKH, our Share Registrar, our Company, our Directors and officers and other professional advisers shall not accept any responsibility or liability in the event that any acceptance or renunciation made by any Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such jurisdiction.

The Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) will be responsible for payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction and we shall be entitled to be fully indemnified and held harmless by such Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) for any such issue, transfer or other taxes or other requisite payments. They will have no claims whatsoever against us and/ or UOBKH in respect of their rights and entitlements under the Rights Issue with Warrants. Such Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) should consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to accept the Rights Issue with Warrants.

By signing the RSF, the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) are deemed to have represented, acknowledged and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) UOBKH, our Share Registrar, our Company, our Directors and officers and other professional advisers that:-

- i. we would not, by acting on the acceptance or renunciation in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) are or may be subject to;
- ii. the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation of the Provisional Rights Shares with Warrants;
- iii. the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) are not nominees or agents of a person in respect of whom we would, by acting on the acceptance or renunciation of the Provisional Rights Shares with Warrants, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- iv. the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) are aware that the Rights Shares with Warrants can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;
- v. the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) have received a copy of this Abridged Prospectus, have access to such financial and other information and have been provided the opportunity to ask such questions to our representatives and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the Rights Shares with Warrants; and
- vi. the Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares with Warrants, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights Shares and the Warrants.

Persons receiving this Abridged Prospectus, and the accompanying NPA and RSF (including without limitation to custodians, nominees and trustees) must not, in connection with the offer, distribute or send it into any country or jurisdiction, where to do so would or might contravene local securities, exchange control or relevant laws or regulations. If this Abridged Prospectus, and the accompanying NPA and RSF are received by any persons in such country or jurisdiction, or by the agent or nominee of such a person, he must not seek to accept the offer unless he has complied with and observed the laws of the relevant country or jurisdiction in connection herewith.

Any person who does forward this Abridged Prospectus and the accompanying NPA and RSF to any foreign country or jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this section of this Abridged Prospectus and we reserve the right to reject a purported acceptance of the Provisional Rights Shares with Warrants from any such application by Foreign Entitled Shareholders, their renounees and/ or transferees (if applicable) in any jurisdiction other than Malaysia.

We reserve the right, in our absolute discretion, to treat any acceptance of the Provisional Rights Shares with Warrants as invalid if it believes that such acceptance may violate any applicable legal or regulatory requirements.

11. TERMS & CONDITIONS

The issuance of the Rights Shares and the Warrants pursuant to the Rights Issue with Warrants is governed by the terms & conditions set out in the Documents enclosed herewith.

12. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of our Board
MUDAJAYA GROUP BERHAD



DATO' YUSLI BIN MOHAMED YUSOFF
Non-Independent Non-Executive Chairman

APPENDIX I - INFORMATION ON OUR COMPANY**1. SHARE CAPITAL**

As at the LPD, the issued share capital of Mudajaya is approximately RM397.73 million comprising of 648,862,166 Mudajaya Shares.

2. BOARD OF DIRECTORS

The details of our Board as at the LPD are set out as follows:-

Name (Designation)	Age	Address	Nationality
Dato' Yusli Bin Mohamed Yusoff (<i>Non-Independent Non-Executive Chairman</i>)	62	49, Jalan Seri Beringin 2, Seri Beringin, Bukit Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Malaysian
Ir. James Wong Tet Foh (<i>Group Managing Director & Chief Executive Officer</i>)	60	25, Jalan Telawi 8, Bangsar Baru, 59100 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Malaysian
Lee Eng Leong (<i>Non-Independent Executive Director</i>)	53	121, Jalan Beverly Heights 1, Beverly Heights, 68000 Ampang, Selangor Darul Ehsan, Malaysia	Malaysian
Chew Hoy Ping (<i>Senior Independent Non-Executive Director</i>)	64	B-30-1, Mont Kiara Aman, 4, Jalan Kiara 2, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Malaysian
Dato' Amin Rafie Bin Othman (<i>Independent Non-Executive Director</i>)	61	No. 40, Lorong SS1/11A, Kampung Tunku, 47300 Petaling Jaya, Selangor Darul Ehsan, Malaysia	Malaysian

3. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Mudajaya Shares for the past 12 months preceding the date of this Abridged Prospectus are as follows:-

	High RM	Low RM
2020		
September	0.300	0.230
October	0.235	0.215
November	0.300	0.205
December	0.345	0.260
2021		
January	0.335	0.240
February	0.280	0.250
March	0.325	0.240
April	0.265	0.230
May	0.245	0.200
June	0.225	0.200
July	0.215	0.195
August	0.220	0.185

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

	High RM	Low RM
Last transacted market price of Mudajaya Shares as at 23 March 2021 (being the latest Market Day prior to the announcement on the Corporate Exercises)		RM0.275
Last transacted market price on 11 August 2021 (being the LPD prior to the printing of this Abridged Prospectus)		RM0.195
Last transacted market price on 7 September 2021 (being the latest Market Day prior the ex-date for the Rights Issue Warrants)		RM0.210
(Source: Bloomberg)		

4. OPTION TO SUBSCRIBE FOR MUDAJAYA SHARES

As at the LPD, save for the outstanding ESOS Options, Provisional Rights Shares with Warrants and Excess Rights Shares with Warrants, no option to subscribe for our Mudajaya Shares has been granted or is entitled to be granted to anyone.

For avoidance of doubt, the ESOS was implemented on 30 September 2011 and will expire on 28 September 2021. The 20,023,200 outstanding ESOS options, were offered to eligible Directors and employees of our Company and our subsidiaries that are not dormant. Each ESOS option carries the right to subscribe for 1 new Mudajaya Share at the respective exercise prices. The vesting conditions of the Outstanding ESOS Options are as follows:-

No. of outstanding ESOS Options	Exercise Price	Exercisable period
2,808,100 (14.0% of the outstanding ESOS Options)	RM1.900	From 3 October 2011 to 28 September 2021
415,500 (2.1% of the outstanding ESOS Options)	RM2.730	From 16 July 2012 to 28 September 2021
62,900 (0.3% of the outstanding ESOS Options)	RM2.703	From 3 October 2012 to 28 September 2021
1,360,000 (6.8% of the outstanding ESOS Options)	RM2.440	From 2 May 2013 to 28 September 2021
546,100 (2.7% of the outstanding ESOS Options)	RM2.753	From 3 October 2013 to 28 September 2021
630,600 (3.2% of the outstanding ESOS Options)	RM2.650	From 18 February 2014 to 28 September 2021
14,200,000 (70.9% of the outstanding ESOS Options)	RM1.150	From 15 July 2016 to 28 September 2021

5. MATERIAL CONTRACTS

Save for the Deed Poll, Mudajaya Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the 2 years preceding the date of this Abridged Prospectus.

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

6. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, Mudajaya Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and has no knowledge of any proceedings pending or threatened against Mudajaya Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of Mudajaya Group:-

**i. Kuala Lumpur High Court, Writ No. WA-22NCvC-359-05/2019
MCB v Crest Worldwide Resources Sdn Bhd ("Crest")**

By a Letter of Award dated 19 July 2007 ("**LOA**"), Crest engaged MCB to construct a project on Lot 134, Section 44, Off Jalan Ampang, Persiaran Sultan Ismail, Kuala Lumpur known as Crest Jalan Sultan Ismail (the "**Project**"). Due to Crest's inability to pay the sums due and owing to MCB for works carried out under the Project, the parties entered into various agreements for delivery of various units in the Project to MCB.

Subsequently on 28 May 2019, MCB filed the Writ and Statement of Claim against Crest. MCB's claim is for the specific performance of the various agreements for Crest to deliver vacant possession of the units in the Project. On 28 April 2020, MCB filed an interlocutory application pursuant to Order 14A of the Rules of Court 2012 for the disposal of case on point of law or construction of document. This matter is fixed for case management/ hearing on 1 September 2021.

The solicitors of MCB are of the view that MCB has a reasonable chance of success in its claims in the suit against Crest.

**ii. Shah Alam High Court, Writ No. BA-22NCvC-53-02/2018
MCB v Michael Chua Khian Keng & Ors**

On 5 February 2018, MCB commenced legal action against Michael Chua Khian Keng and others.

Michael Chua Khian Keng was an ex-employee of MCB. The claim against him was for receiving and misappropriating unauthorised payments which were not disclosed to MCB at the material time. The trial of the dispute has commenced, and it is fixed to resume on 18 August 2021 with further trial dates scheduled in September and October 2021.

The solicitors of MCB are of the view that it is probable that MCB may succeed in the claim and that the counterclaim may stand dismissed.

iii. In a matter of an arbitration between Kapar Energy Ventures Sdn Bhd ("Kapar") and MCB

In or about July 2007, MCB was appointed as the design and build contractor for a project at Sultan Salahuddin Abdul Aziz Power Station, Kapar, Selangor ("**Project**"). Arising from the defective works claimed by Kapar, on 10 June 2016, Kapar commenced arbitration against MCB claiming as follows:-

- a. the sum of RM39,448,000.00 being the estimated costs of rectification or such other sum as deemed fit by the tribunal to rectify the defective works;
- b. Interest at 5% per annum on the sums found due from MCB to Kapar for the period deemed fit by the tribunal;
- c. Costs on full indemnity basis; and
- d. Such further and other relief as deemed fit by the tribunal.

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

The hearing of the arbitration proceedings has concluded and the arbitrator has given directions for the experts to provide a summary of their respective expert reports on or before 21 September 2021. Thereafter, there will be a joint caucus with the arbitrator followed by filing of written submissions by both parties.

The solicitors of MCB are of the view that MCB has a reasonable chance of successfully defending the claim based on the evidence of the factual and expert witnesses as well as the documents tendered during the course of the hearing.

The estimate of maximum exposure to liabilities of this arbitration is the claim amount of RM39,448,000.00 together with any costs and interest determined by the tribunal. MCB after taking into consideration the view of its solicitors on its reasonable chance of successfully defending the claim, has not provided for any contingent liability for this arbitration.

7. KEY FINANCIAL INFORMATION

Our audited consolidated financial information for the past 3 financial years up to the FYE 31 December 2020 and our most recent announced unaudited interim consolidated financial information for the 6-month FPE 30 June 2021 together with the relevant notes are disclosed in the following documents which have been published on the website of Bursa Securities at <https://www.bursamalaysia.com>:-

	Pages
Our annual report for the FYE 31 December 2018	
Statements of financial position	87 - 88
Statements of profit or loss and other comprehensive income	89
Statement of changes in equity	90 - 92
Statements of cash flows	93 - 96
Notes to the financial statements	97 - 224
Our annual report for the FYE 31 December 2019	
Statements of financial position	91 - 92
Statements of profit or loss and other comprehensive income	93
Statement of changes in equity	94 - 96
Statements of cash flows	97 - 100
Notes to the financial statements	101 - 202
Our annual report for the FYE 31 December 2020	
Statements of financial position	94 - 95
Statements of profit or loss and other comprehensive income	96
Statement of changes in equity	97 - 99
Statements of cash flows	100 - 103
Notes to the financial statements	104 - 198
Our quarterly report for the 6-month FPE 30 June 2021	
Statements of financial position	4
Statements of profit or loss and other comprehensive income	2 - 3
Statement of changes in equity	5 - 6
Statements of cash flows	7 - 8
Notes to the financial statements	9 - 23

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

The following tables sets out a summary of our Group's key financial information based on past 3 financial years up to the FYE 31 December 2020 and our most recent announced unaudited interim consolidated financial information for the 6-month FPE 30 June 2021 of comprehensive income, statements of financial position and statement of cash flows for the financial years and periods under review.

7.1 Historical financial performance

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			6-month FPE 30 June	
	2018	2019	2020	2020	2021
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	760,051	393,770	347,698	134,026	136,638
Construction contracts	638,514	258,260	242,318	84,411	87,418
Property	38,213	21,087	19,088	8,686	12,855
Power	298,902	50,585	47,030	25,389	23,965
Trading and manufacturing	78,615	75,500	64,262	20,901	27,326
Adjustments/ elimination	(294,193)	(11,662)	(25,000)	(5,361)	(14,926)
(Loss)/ profit for the year	(400,151)	(86,090)	(45,276)	(7,389)	(4,950)
Construction contracts	(23,907)	2,814	(45,151)	(6,492)	(4,296)
Property	2,211	3,303	6,623	1,622	2,099
Power	(339,647)	(57,630)	5,762	6,369	5,808
Trading and manufacturing	(9,461)	(29,598)	(11,922)	(8,858)	(10,607)
Adjustments/ elimination	(29,347)	(4,979)	(588)	(30)	2,046
GP	91,221	95,914	69,286	30,205	28,749
Gross profit margin (%)	12.00	24.36	19.93	22.54	21.04
LBT from continuing operations	(347,181)	(63,350)	(41,591)	(6,266)	(3,150)
(Loss) from continuing operations	(359,290)	(80,410)	(45,135)	(7,389)	(4,950)
(Loss) from discontinued operations	(40,861)	(5,680)	(141)	-	-
(Loss) attributable to owners of our Company	(393,673)	(87,918)	(47,919)	(8,713)	(6,274)
(Loss) per share (sen)	(66.73)	(14.90)	(7.86)	(1.48)	(1.01)
Total interest-bearing borrowings	893,040	877,365	844,905	872,928	838,804
Total fixed deposits, cash and bank balances	330,722	301,875	311,200	333,849	282,906
Gearing ratio (times)	3.65	4.88	5.64	5.09	6.06

Audited FYE 31 December 2019

For the FYE 31 December 2019, Mudajaya Group recorded revenue of RM393.77 million as compared to the preceding financial year of RM760.05 million. The decrease in revenue of approximately RM366.28 million or 48.19% was mainly attributable to:-

- i. the completion of the 49MW Solar Photovoltaic Power Plant construction in Sungai Siput, Perak in November 2018, which contributed revenue of RM282.90 million during the FYE 31 December 2018; and
- ii. the delays in the Light Rail Transit 3 project, which had resulted in our construction segment recording a lower external revenue of RM261.70 million as compared to the preceding financial year of RM390.95 million.

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

For the FYE 31 December 2019, Mudajaya Group recorded LBT of RM63.35 million as compared to the preceding financial year of RM347.18 million. The decrease in LBT of approximately RM283.83 million or 81.75% was mainly attributable to:-

- i. the lower impairment loss incurred on our investment in associates, namely RKM, of RM39.55 million as compared to the preceding financial year of RM145.55 million after we had fully impaired the carrying amount of our investment in RKM to nil as at 31 December 2019; and
- ii. the one-off recognition of an unrealised profit in FYE 31 December 2019 amounting to RM244.65 million from the equipment supply contract entered into between MIPP and RKM. This unrealised profit was eliminated at Mudajaya Group's level for the FYE 31 December 2018, in view that both MIPP and RKM were the associated companies of Mudajaya Group at that relevant point in time. Upon the disposal of MIPP in 2019, the unrealised profits was fully recognised in our statement of comprehensive income.

Audited FYE 31 December 2020

For the FYE 31 December 2020, Mudajaya Group recorded revenue of RM347.70 million as compared to the preceding financial year of RM393.77 million. The decrease in revenue of approximately RM46.07 million or 11.70% was mainly attributable to:-

- i. the delays in the progress of our construction projects (MRT V207 and LRT3 GS01) as our operations were temporarily halted due to the MCO imposed by the Malaysian Government. This had resulted in our construction segment recording lower revenue of RM242.32 million as compared to the preceding financial year of RM258.26 million; and
- ii. the lower sales recorded for our precast manufacturing business, which was in tandem with the overall slower construction progress in Malaysia amid the COVID-19 pandemic. This had resulted in our manufacturing, trading and investment segment recording lower revenue of RM64.26 million as compared to the preceding financial year of RM75.50 million.

For the FYE 31 December 2020, Mudajaya Group recorded LBT of RM41.59 million as compared to the preceding financial year of RM63.35 million. The decrease in LBT of approximately RM21.76 million or 34.35% was mainly attributable to:-

- i. the absence of one-off impairment loss incurred on our investment in RKM amounting to RM39.55 million incurred in the FYE 31 December 2019; and
- ii. the decrease in impairment loss of financial instrument, which comprised of (a) one-off impairment loss incurred on receivables due from MIPP pursuant to its disposal in 2019; and (b) one-off impairment loss incurred on receivables due from our existing Indonesian-based associate, namely PT Harmoni Energy Indonesia, amounting to RM26.40 million in aggregate for the FYE 31 December 2019 as compared to RM2.19 million incurred during the current financial year under review.

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)**Unaudited 6-month FPE 30 June 2021**

For the 6-month FPE 30 June 2021, Mudajaya Group recorded revenue of RM136.64 million as compared to the preceding corresponding financial period of RM134.03 million. The marginal increase in revenue of approximately RM2.61 million or 1.95% was mainly attributable to the higher sales in current period as compared to the preceding corresponding financial period. We had temporarily halted of our business operations from March 2020 to May 2020 due to the MCO imposed by the Government.

For the 6-month FPE 30 June 2021, Mudajaya Group recorded LBT of RM3.15 million as compared to the preceding corresponding financial period of RM6.27 million. The decrease in LBT of approximately RM3.12 million or 49.76% was mainly attributable to the lower finance cost incurred of RM23.75 million as compared to the preceding corresponding financial period of RM26.44 million after the partial repayment of loans and borrowings, as well as lower interest expense incurred on foreign currency loans due to the strengthening in RM.

7.2 Historical financial position

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December 2018 RM'000	2019 RM'000	2020 RM'000	6-month FPE 30 June 2020 RM'000	2021 RM'000
Non-current assets	506,182	469,020	447,140	455,830	436,872
Current assets	1,091,098	858,474	784,657	822,281	793,991
Total assets	1,597,280	1,327,494	1,231,797	1,278,111	1,230,863
Non-current liabilities	441,161	521,036	502,127	303,233	364,846
Current liabilities	911,605	626,617	579,896	803,344	727,515
Total liabilities	1,352,766	1,147,653	1,082,023	1,106,577	1,092,361
Share capital	393,172	393,172	397,730	393,172	397,730
Reserves	(177,218)	(246,258)	(283,926)	(255,861)	(290,805)
Shareholders' funds/ NA	215,954	146,914	113,804	137,311	106,925
Non-controlling interests	28,560	32,927	35,970	34,223	31,577
Total equity	244,514	179,841	149,774	171,534	138,502
Weighted average no. of shares outstanding ('000)	589,914	589,875	609,537	589,875	622,646
NA per share (RM)	0.37	0.25	0.19	0.23	0.17
Current ratio (times)	1.20	1.37	1.35	1.02	1.09

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)**7.3 Historical cash flows**

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			6-month FPE 30 June	
	2018 RM'000	2019 RM'000	2020 RM'000	2020 RM'000	2021 RM'000
Net cash generated from/ (used in)					
Operating activities	33,757	27,064	73,682	82,823	19,989
Investing activities	(233,229)	(8,526)	(558)	(8,959)	(5,094)
Financing activities	70,116	(62,008)	(68,543)	(55,512)	(44,442)
Net increase/ (decrease) in cash and cash equivalents	(129,356)	(43,470)	4,581	18,352	(29,547)
Effect of foreign exchange rate fluctuations	3,783	(3,526)	1,704	-	-
Cash and cash equivalents at the beginning of the financial year/ period	226,219	100,646	53,650	53,650	59,935
Cash and cash equivalents at the end of the financial year/ period	100,646	53,650	59,935	72,002	30,388

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APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

8. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The pro forma effects of the Rights Issue with Warrants (assuming undertaken pursuant to the Entitlement Undertaking and the Additional Undertaking) on our substantial shareholders' shareholdings are as follows:-

Minimum Scenario

Substantial shareholders	Shareholdings as at the LPD				After the Rights Issue with Warrants				
	<-----Direct----->	%	No. of Shares	<-----Indirect----->	<-----Direct----->	%	No. of Shares	<-----Indirect----->	%
YSSB	162,325,333	25.02	-	-	811,187,499	62.51	-	-	-
Ample Full Profits Limited	-	-	162,325,333 ^{*1}	25.02	-	-	811,187,499 ^{*1}	-	62.51
Jovial Day Holdings Limited	-	-	162,325,333 ^{*2}	25.02	-	-	811,187,499 ^{*2}	-	62.51
Cheerful Talent Holdings Limited	-	-	162,325,333 ^{*3}	25.02	-	-	811,187,499 ^{*3}	-	62.51
Kuo Jen-Hao	-	-	162,325,333 ^{*4}	25.02	-	-	811,187,499 ^{*4}	-	62.51
Harrison Assets Limited	58,987,000	9.09	-	-	58,987,000	4.55	-	-	-
Kwong Chi Shing, Savio	-	-	58,987,000 ^{*5}	9.09	-	-	58,987,000 ^{*5}	-	4.55
Urusharta Jamaah Sdn Bhd	38,780,000	5.98	-	-	38,780,000	2.99	-	-	-
Lee Seng Huang	3,392,705	0.52	40,409,341 ^{*6}	6.23	3,392,705	0.26	40,409,341 ^{*6}	-	3.11
Lee Ming Tee	2,361,407	0.36	38,047,934 ^{*7}	5.86	2,361,407	0.18	38,047,934 ^{*7}	-	2.93
Fairfax Asia Limited	-	-	41,557,200 ^{*8}	6.40	-	-	41,557,200 ^{*8}	-	3.20
Fairfax (Barbados) International Corp.	-	-	48,702,500 ^{*9}	7.51	-	-	48,702,500 ^{*9}	-	3.75
FFHL Group Ltd	-	-	78,702,500 ^{*10}	12.13	-	-	78,702,500 ^{*10}	-	6.06
Fairfax Financial Holdings Ltd	-	-	78,702,500 ^{*11}	12.13	-	-	78,702,500 ^{*11}	-	6.06
Odyssey Reinsurance Company	30,000,000	4.62	-	-	30,000,000	2.31	-	-	-
Odyssey Re Holdings Corporation	-	-	76,642,500 ^{*12}	11.81	-	-	76,642,500 ^{*12}	-	5.91
Odyssey US Holdings Inc.	-	-	76,642,500 ^{*13}	11.81	-	-	76,642,500 ^{*13}	-	5.91
Fairfax (U.S.) Inc.	-	-	76,642,500 ^{*14}	11.81	-	-	76,642,500 ^{*14}	-	5.91

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

Minimum Scenario (Cont'd)

Substantial shareholders	ii After I and assuming full exercise of the Warrants			
	<-----Direct-----> No. of Shares	%	<-----Indirect-----> No. of Shares	%
YSSB	1,460,049,665	75.01	-	-
Ample Full Profits Limited	-	-	1,460,049,665 ^{*1}	75.01
Jovial Day Holdings Limited	-	-	1,460,049,665 ^{*2}	75.01
Cheerful Talent Holdings Limited	-	-	1,460,049,665 ^{*3}	75.01
Kuo Jen-Hao	-	-	1,460,049,665 ^{*4}	75.01
Harrison Assets Limited	58,987,000	3.03	-	-
Kwong Chi Shing, Savio	-	-	58,987,000 ^{*5}	3.03
Urusharta Jamaah Sdh Bhd	38,780,000	1.99	-	-
Lee Seng Huang	3,392,705	0.17	40,409,341 ^{*6}	2.08
Lee Ming Tee	2,361,407	0.12	38,047,934 ^{*7}	1.95
Fairfax Asia Limited	-	-	41,557,200 ^{*8}	2.13
Fairfax (Barbados) International Corp.	-	-	48,702,500 ^{*9}	2.50
FFHL Group Ltd	-	-	78,702,500 ^{*10}	4.04
Fairfax Financial Holdings Ltd	-	-	78,702,500 ^{*11}	4.04
Odyssey Reinsurance Company	30,000,000	1.54	-	-
Odyssey Re Holdings Corporation	-	-	76,642,500 ^{*12}	3.94
Odyssey US Holdings Inc.	-	-	76,642,500 ^{*13}	3.94
Fairfax (U.S.) Inc.	-	-	76,642,500 ^{*14}	3.94

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

Maximum Scenario (Cont'd)

Substantial shareholders	After I and assuming full exercise of the Warrants		II	
	Direct No. of Shares	%	Indirect No. of Shares	%
YSSB	1,500,096,065	74.76	-	-
Ample Full Profits Limited	-	-	1,500,096,065 ^{*1}	74.76
Jovial Day Holdings Limited	-	-	1,500,096,065 ^{*2}	74.76
Cheerful Talent Holdings Limited	-	-	1,500,096,065 ^{*3}	74.76
Kuo Jen-Hao	-	-	1,500,096,065 ^{*4}	74.76
Harrison Assets Limited	58,987,000	2.94	-	-
Kwong Chi Shing, Savio	-	-	58,987,000 ^{*5}	2.94
Urusharta Jamaah Sdn Bhd	38,780,000	1.93	-	-
Lee Seng Huang	3,392,705	0.17	40,409,341 ^{*6}	2.01
Lee Ming Tee	2,361,407	0.12	38,047,934 ^{*7}	1.90
Fairfax Asia Limited	-	-	41,557,200 ^{*8}	2.07
Fairfax (Barbados) International Corp.	-	-	48,702,500 ^{*9}	2.43
FFHL Group Ltd	-	-	78,702,500 ^{*10}	3.92
Fairfax Financial Holdings Ltd	-	-	78,702,500 ^{*11}	3.92
Odyssey Reinsurance Company	30,000,000	1.50	-	-
Odyssey Re Holdings Corporation	-	-	76,642,500 ^{*12}	3.82
Odyssey US Holdings Inc.	-	-	76,642,500 ^{*13}	3.82
Fairfax (U.S.) Inc.	-	-	76,642,500 ^{*14}	3.82

APPENDIX I - INFORMATION ON OUR COMPANY (CONT'D)

Notes:-

- *1 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in YSSB
- *2 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Ample Full Profits Limited
- *3 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Jovial Day Holdings Limited
- *4 Deemed interest pursuant to Section 8 of the Act by virtue of his shareholding in Cheerful Talent Holdings Limited
- *5 Deemed interest pursuant to Section 8 of the Act by virtue of his shareholding in Harrison Assets Limited
- *6 Deemed interest pursuant to Section 8 of the Act by virtue of his family relationship with Mr Lee Ming Tee and his shareholding in Klang Enterprise Sdn Bhd
- *7 Deemed interest pursuant to Section 8 of the Act by virtue of his shareholdings in Mount Glory Investments Limited and Klang Enterprise Sdn Bhd
- *8 Deemed interest pursuant to Section 8 of the Act by virtue of its collective shareholdings in First Capital Insurance Limited, Falcon Insurance Company (Hong Kong) Ltd and The Pacific Insurance Berhad
- *9 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholdings in Wentworth Insurance Company Ltd and Fairfax Asia Limited.
- *10 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholdings in Fairfax (Barbados) International Corp and Fairfax (U.S.) Inc.
- *11 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in FFHL Group Ltd.
- *12 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Odyssey Reinsurance Company
- *13 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Odyssey Re Holdings Corporation
- *14 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Odyssey US Holdings Inc

For shareholders' information, assuming all Entitled Shareholders subscribe for their respective entitlements under the Rights Issue with Warrants under the Minimum Scenario and Maximum Scenario, there will be no changes to the substantial shareholders' shareholdings save for the increase in the number of shares held pursuant to the subscription of the Rights Shares and such effects are not illustrated above.

9. DIRECTORS' SHAREHOLDINGS

As at the LPD, none of our Directors hold shares in Mudajaya. However, as at the LPD, Ir. James Wong Tet Foh and Lee Eng Leong each holds 5,200,000 and 4,000,000 ESOS Options, which are exercisable into 5,200,000 and 4,000,000 new Mudajaya Shares respectively.

APPENDIX II - ADDITIONAL INFORMATION

1. CONSENTS

Our Adviser, company secretaries, the due diligence solicitors, our Share Registrar and Bloomberg Finance Singapore L.P. have given and have not subsequently withdrawn their written consents for the inclusion in this Abridged Prospectus of their name and all reference thereto in the form and context in which they appear in this Abridged Prospectus.

2. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at PH1, Menara Mudajaya, No. 12A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, during the normal business hours from 8.30 a.m. to 5.30 p.m. from Monday to Friday (except public holidays) for a period of 6 months from the date of this Abridged Prospectus:-

- i. the Undertaking Letter as referred to in Section 3 of this Abridged Prospectus;
- ii. the material contract as referred to in Section 5, Appendix I of this Abridged Prospectus;
- iii. the relevant cause papers referred to in Sections 6, Appendix I of this Abridged Prospectus; and
- iv. the letters of consent as referred to in Section 1, Appendix II of this Abridged Prospectus.

3. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Abridged Prospectus together with the accompanying NPA and RSF. They collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, they confirmed that there is no false or misleading statement or other facts which if omitted, would make any statement in the Documents false or misleading.

UOBKH, being the Adviser for the Rights Issue with Warrants, acknowledges that, based on all available information and to the best of their knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue with Warrants.