

**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 13 June 2024. Approval has been obtained from Bursa Securities via its letter dated 29 April 2024 for the admission of the Warrants to the Official List of Bursa Securities, the listing and quotation of the Rights Shares and Warrants and the Mudajaya Shares arising from the exercise of the Warrants pursuant to the Rights Issue with 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 listing and quotation of 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 and/ or their renounee(s) and/ or transferee(s) (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 Tuesday, 9 July 2024. 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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (if applicable) should note the additional terms and restrictions as set out in **Section 11.11** 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 and/ or their renounee(s) and/ or transferee(s) (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 7 OF THIS ABRIDGED PROSPECTUS.**



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

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 531,480,223 NEW ORDINARY SHARES IN MUDAJAYA GROUP BERHAD ("MUDAJAYA") ("MUDAJAYA SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") AT THE ISSUE PRICE OF RM0.17 PER RIGHTS SHARE, ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 4 EXISTING SHARES HELD, TOGETHER WITH UP TO 531,480,223 FREE DETACHABLE WARRANTS IN MUDAJAYA ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, AS AT 5.00 P.M. ON TUESDAY, 9 JULY 2024 ("RIGHTS ISSUE WITH WARRANTS")**

*Principal Adviser and Underwriter*

**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	: Tuesday, 9 July 2024 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Tuesday, 16 July 2024 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Thursday, 18 July 2024 at 4.30 p.m.
Last date and time for acceptance and payment	: Wednesday, 24 July 2024 at 5.00 p.m.
Last date and time for excess application and payment	: Wednesday, 24 July 2024 at 5.00 p.m.

This Abridged Prospectus is dated 9 July 2024

*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 PRINCIPAL 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 ARE OFFERED TO THE PUBLIC ON THE PREMISE OF 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 July 2024 in relation to the Rights Issue with Warrants
"Act"	: Companies Act 2016
"Acquisition"	: Acquisition by Xelmont, an indirect wholly-owned subsidiary of Mudajaya, of the entire equity interest in Real Jade for the total cash consideration of HKD400.00 million (equivalent to RM240.00 million)
"Amount Owing to MHL"	: Amount owing to the Vendor up until 8 August 2024, tantamount to a total of HKD216.76 million (equivalent to RM130.06 million), consisting of the balance consideration of HKD199.00 million (equivalent to RM119.40 million), along with the 21 months outstanding interest of HKD17.76 million (equivalent to RM10.66 million) accrued since the Completion
"Bloomberg"	: Bloomberg Finance Singapore L.P. and its affiliates
"BNM"	: Bank Negara Malaysia
"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
"Bursa Securities"	: Bursa Malaysia Securities Berhad
"CDS"	: Central Depository System
"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
"Circular"	: Circular to shareholders of Mudajaya dated 17 May 2024 in relation to the Corporate Exercises
"Closing Date"	: Wednesday, 24 July 2024 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
"Code"	: Malaysian Code on Take-overs and Mergers 2016
"Completion"	: Completion of the Acquisition on 9 November 2022, in which Real Jade has become a wholly-owned subsidiary of Mudajaya
"Consideration Share(s)"	: 250,000,000 new Mudajaya Shares issued to the Vendor on 20 June 2024 pursuant to the Variation

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**DEFINITIONS (CONT'D)**

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"Corporate Exercises"	:	Variation and Rights Issue with Warrants, collectively
"Deed Poll"	:	Deed poll dated 24 June 2024 constituting the Warrants
"Director(s)"	:	Director(s) of Mudajaya and shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the Corporate Exercises were agreed upon:-  (i) a director of Mudajaya, its subsidiaries or holding company; and  (ii) a chief executive of Mudajaya, its subsidiaries or holding company
"Documents"	:	This Abridged Prospectus together with the NPA and RSF, collectively
"EGM"	:	Extraordinary general meeting of Mudajaya held on 13 June 2024
"Entitled Shareholder(s)"	:	Shareholders whose names appear in the Record of Depositors of Mudajaya on the Entitlement Date
"Entitlement Date"	:	At 5.00 p.m. on Tuesday, 9 July 2024, 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
"EPS/ (LPS)"	:	Earnings/ (Loss) per Share
"Excess Application"	:	Application for Excess Rights Shares with Warrants as set out in <b>Section 11.9</b> 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 and/ or their renounee(s) and/ or transferee(s) (if applicable) by the Closing Date
"Foreign Entitled Shareholder(s)"	:	Entitled Shareholder(s) who have not provided an address in Malaysia for the service of documents to be issued for the Rights Issue with Warrants
"FPE"	:	Financial period ended
"Full Subscription Level"	:	A full subscription of the Rights Issue with Warrants basis, which entails the issuance of up to 531,480,223 Rights Shares together with up to 531,480,223 Warrants, comprising the Undertakings and underwriting arrangement to raise the total gross proceeds of approximately RM90.35 million
"FYE"	:	Financial year ended/ ending, as the case may be
"GDP"	:	Gross domestic product
"HKD"	:	Hong Kong Dollar

## DEFINITIONS (CONT'D)

"Initial Circular"	:	Circular to shareholders of Mudajaya dated 3 October 2022 in relation to the Acquisition
"Issue Price"	:	Issue price of RM0.17 per Rights Share
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	20 June 2024, being the latest practicable date prior to the registration of this Abridged Prospectus by the SC
"LTD"	:	28 November 2023, being the last traded day of Mudajaya Shares prior to the date of the announcement of the Corporate Exercises
"Market Day(s)"	:	Any day from Monday to Friday (inclusive of both days) which is not a public holiday or surprise holiday* and on which Bursa Securities is open for the trading of securities
		*A "surprise holiday" refers to a public holiday declared in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the start of the calendar year
"MCB"	:	Mudajaya Corporation Berhad, a wholly-owned subsidiary of Mudajaya
"MHL" or the "Vendor"	:	Minyi Holdings Limited
"Mudajaya" or our "Company"	:	Mudajaya Group Berhad
"Mudajaya Group" or our "Group"	:	Mudajaya and its subsidiaries, collectively
"Mudajaya Share(s)" or "Share(s)"	:	Ordinary share(s) in Mudajaya
"NA"	:	Net assets attributable to the owners of Mudajaya
"NPA"	:	Notice of provisional allotment pursuant to the Rights Issue with Warrants
"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
"PAT/ (LAT)"	:	Profit/ (Loss) after taxation
"PBT/ (LBT)"	:	Profit/ (Loss) before taxation
"PRC"	:	People's Republic of China
"Protégé" or the "Independent Market Researcher"	:	Protégé Associates Sdn Bhd

## DEFINITIONS (CONT'D)

"Provisional Rights Shares with Warrants "	:	Rights Shares with Warrants provisionally allotted to the Entitled Shareholders
"RE"	:	Renewable energy
"Real Jade"	:	Real Jade Limited, an indirect wholly-owned subsidiary of Mudajaya
"Record of Depositors"	:	A record of security holders provided by Bursa Depository to Mudajaya under Chapter 24.0 of the Rules of Bursa Depository
"Rights Issue with Warrants"	:	Renounceable rights issue of up to 531,480,223 Rights Shares at the Issue Price, on the basis of 1 Rights Share for every 4 existing Shares held, together with up to 531,480,223 Warrants on the basis of 1 Warrant for every 1 Rights Share subscribed for, on the Entitlement Date
"Rights Share(s)"	:	Up to 531,480,223 new Mudajaya Shares to be issued pursuant to the Rights Issue with Warrants
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"RMB"	:	Renminbi
"RSF"	:	Rights Subscription Form in relation to the Rights Issue with Warrants
"Rules"	:	Rules on Take-overs, Mergers and Compulsory Acquisitions
"Rules of Bursa Depository"	:	Rules of Bursa Depository as issued pursuant to the SICDA
"SC"	:	Securities Commission Malaysia
"SEDA"	:	Sustainable Energy Development Authority
"Share Registrar"	:	Boardroom Share Registrars Sdn Bhd
"SICDA"	:	Securities Industry (Central Depositories) Act 1991
"TERP"	:	Theoretical ex-rights price
"Undertakings"	:	Irrevocable and unconditional undertakings provided by the Undertaking Shareholders vide their letters dated 29 November 2023 to subscribe in full for their respective entitlements based on their shareholdings as at the Entitlement Date
"Undertaking Shareholders"	:	YSSB and MHL, collectively
"Underwritten Rights Shares"	:	139,387,357 Rights Shares, representing approximately 26.23% of the total Rights Shares available for subscription, underwritten by the Underwriter pursuant to the underwriting agreement
"UOBKH" or the "Principal Adviser" or the "Underwriter"	:	UOB Kay Hian Securities (M) Sdn Bhd

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**DEFINITIONS (CONT'D)**

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"USD"	:	United State Dollar
"Variation"	:	Variation to vary the mode of the settlement of the Amount Owing to MHL from wholly in cash, to a combination of cash and the issuance of Consideration Shares
"Variation Agreement"	:	Conditional variation agreement entered between Mudajaya, Xelmont, MHL and Real Jade dated 29 November 2023 in relation to the Variation
"VWAP"	:	Volume weighted average market price
"Warrant(s)"	:	Up to 531,480,223 free detachable warrants in Mudajaya to be issued pursuant to the Rights Issue with Warrants
"Xelmont"	:	Xelmont Limited, an indirect wholly-owned subsidiary of Mudajaya
"YSSB"	:	Yakin Setiamas Sdn Bhd

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 renounce(s) 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.

Unless otherwise stated and wherever applicable, the amounts represented in this Abridged Prospectus following the exchange rate of HKD1.00 : RM0.60 being the middle rate quoted by BNM as at 5.00 p.m. on 28 November 2023 (announcement LTD) and have been rounded to the nearest whole cent, for ease of reference.

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**ADVISERS' DIRECTORY**

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- COMPANY SECRETARIES** : Tan Chin Boo  
(MIA 46824) (SSM PC. No. 202408000126)
- Beh Siew Siew  
(MAICSA 7066637) (SSM PC No. 202008001904)
- PH1, Menara Mudajaya  
No. 12A, Jalan PJU 7/3  
Mutiara Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan
- Tel. No.: 603-7806 7899  
Fax. No.: 603-7806 7900
- PRINCIPAL ADVISER AND UNDERWRITER** : UOB Kay Hian Securities (M) Sdn Bhd
- Suite 19-03, 19<sup>th</sup> Floor  
Menara Keck Seng  
203 Jalan Bukit Bintang  
55100 Kuala Lumpur
- Tel. No.: 603-2147 1900  
Fax. No.: 603-2147 1950
- DUE DILIGENCE SOLICITORS** : Raslan Loong, Shen & Eow
- Suite 08-03, Level 8, Wisma Mont Kiara  
1, Jalan Kiara  
Mont Kiara  
50480 Kuala Lumpur
- Tel. No.: 603-6205 2775  
Fax. No.: 603-6205 2771
- SHARE REGISTRAR** : Boardroom Share Registrars Sdn Bhd
- 11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan
- Tel. No.: 603-7890 4700  
Fax. No.: 603-7890 4670

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**ADVISERS' DIRECTORY (CONT'D)**

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**INDEPENDENT  
RESEARCHER**

**MARKET** : Protégé Associates Sdn Bhd

Suite C-09-12, Plaza Mont Kiara  
2, Jalan Kiara  
Mont Kiara  
50480 Kuala Lumpur

Tel. No.: 603-6201 9301

Fax. No.: 603-6201 7302

Person-in-charge: Seow Cheow Seng

Qualification: Master in Business Administration  
from Charles Sturt University,  
Australia and Bachelor of Business  
majoring in Marketing from RMIT  
University, Australia

**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.**

<b>Key information</b>	<b>Summary</b>
Basis and number of Rights Shares and Warrants to be issued	The Rights Issue with Warrants entails an issuance of up to 531,480,223 Rights Shares on the basis of 1 Rights Share for every 4 existing Mudajaya Shares held on the Entitlement Date, together with up to 531,480,223 Warrants on the basis of 1 Warrant for every 1 Rights Share subscribed for. Further details are set out in <b>Section 2.1</b> of this Abridged Prospectus.
Issue price of the Rights Shares	RM0.17 per Rights Share. Further details are set out in <b>Section 2.2</b> of this Abridged Prospectus.
Exercise price of the Warrants	RM0.22 per Warrant. Further details are set out in <b>Section 2.3</b> of this Abridged Prospectus.
Undertakings and underwriting arrangement	<p>The Proposed Rights Issue with Warrants will be undertaken on a full subscription basis to raise gross proceeds of RM90.35 million. In order to achieve this, we have procured the following:-</p> <p>i. the Undertaking Shareholders (YSSB and MHL) had vide their respective letters dated 29 November 2023, provided their undertakings to subscribe in full for their entitlements to the Rights Shares as at the Entitlement Date; and</p> <p>ii. the Underwriter (UOBKH) had entered into an underwriting agreement with Mudajaya dated 14 June 2024 to underwrite the remaining Rights Shares not covered under the Undertakings.</p>

<b>Undertaking Shareholders/ Underwriter</b>	<b>Direct shareholdings as at the LPD</b>		<b>Undertakings/ underwriting</b>		<b>Shareholdings pursuant to the Undertakings/ underwriting</b>	
	<b>No. of Shares</b>	<b>%<sup>*1</sup></b>	<b>No. of Shares</b>	<b>No. of Shares</b>	<b>%<sup>*2</sup></b>	
YSSB	1,318,371,467	62.0	329,592,866	1,647,964,333	62.0	
MHL	250,000,000	11.8	62,500,000	312,500,000	11.8	
UOBKH	-	-	139,387,357	139,387,357	5.2	
<b>Total</b>	<b>1,568,371,467</b>	<b>73.8</b>	<b>531,480,223</b>	<b>2,099,851,690</b>	<b>79.0</b>	

**Notes:-**

\*1 Based on the total issued shares of 2,125,920,895 of our Company as at the LPD

\*2 Based on the enlarged issued shares of 2,657,401,118 of our Company after the Rights Issue with Warrants

Further details are set out in **Section 3** of this Abridged Prospectus.

<b>Utilisation of proceeds</b>	<b>Details</b>	<b>Timeframe for utilisation from completion</b>		<b>RM'000</b>	<b>%</b>
		<b>Within 10 Business Days</b>	<b>Within 12 months</b>		
	Settlement of Amount Owing to MHL	Within 10 Business Days		75,058	83.1
	Working capital	Within 12 months		14,154	15.7
	Estimated expenses	Upon completion		1,140	1.2
	<b>Total</b>			<b>90,352</b>	<b>100.0</b>

Further details are set out in **Section 4** of this Abridged Prospectus.

Rationale	<p>i. To strengthen the financial position and capital base of Mudajaya by reducing our gearing level and increasing NA;</p> <p>ii. To help position our Group on a better financial footing to expand our business in the future;</p>
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## SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS (CONT'D)

Key information	Summary
	<ul style="list-style-type: none"> <li>: iii. To provide all Entitled Shareholders with an opportunity to participate in the prospects and future growth of our Group on a pro-rata basis; and</li> <li>iv. To enable Mudajaya to raise the requisite funds without incurring additional interest expense.</li> </ul> <p>Further details are set out in <b>Section 6</b> of this Abridged Prospectus.</p>
Risk factors	<ul style="list-style-type: none"> <li>: You should consider, amongst others, the following risk factors before subscribing for or investing in the Rights Issue with Warrants:-               <ul style="list-style-type: none"> <li>i. Our 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 will not adversely affect our Group's business and financial performance.</li> <li>ii. 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.</li> <li>iii. 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.</li> <li>iv. Our RE 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.</li> <li>v. Our manufacturing &amp; trading segment is mainly driven by our wholly-owned subsidiary, Real Jade, which is principally involved in the sales of cement in the PRC. Any unfavourable changes affecting the PRC's cement industry could materially impact our Group's business operations and financial performance.</li> <li>vi. 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. 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.</li> </ul> <p>Further details are set out in <b>Section 7</b> of this Abridged Prospectus.</p> </li> </ul>
Procedures for acceptance and payment	<ul style="list-style-type: none"> <li>: 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 Wednesday, 24 July 2024 at 5.00 p.m.</li> </ul> <p>The Rights Issue with Warrants is renounceable in full or in part. Accordingly, the Entitled Shareholders may subscribe for and/ or renounce their respective entitlements under the Rights Issue with Warrants in full or in part.</p> <p>Further details are set out in <b>Section 11</b> 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  
Mutiarra Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

9 July 2024

**Board of Directors**

Ir. James Wong Tet Foh (*Non-Independent Executive Chairman*)  
Dato' Amin Rafie Bin Othman (*Independent Non-Executive Deputy Chairman*)  
Chew Hoy Ping (*Senior Independent Non-Executive Director*)  
Oei Su Lee (*Independent Non-Executive Director*)

**To: Our Entitled Shareholders**

Dear Sir/ Madam,

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 531,480,223 RIGHTS SHARES AT AN ISSUE PRICE OF RM0.17 PER RIGHTS SHARE ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 4 EXISTING SHARES HELD, TOGETHER WITH UP TO 531,480,223 WARRANTS ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, AS AT 5.00 P.M. ON TUESDAY, 9 JULY 2024**

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**1. INTRODUCTION**

**(I). Announcement dated 29 November 2023**

On 29 November 2023 ("**Initial Announcement**"), UOBKH had, on behalf of our Board, announced that Mudajaya proposed to undertake the following:-

- (i) to vary the mode of the settlement of the amount owing by Mudajaya to MHL of HKD213.27 million (equivalent to RM127.96 million) from wholly in cash, to a combination of cash and the issuance of Consideration Shares; and
- (ii) a renounceable rights issue of up to 531,480,223 Mudajaya Shares on the basis of 1 Rights Share for every 4 existing Shares held, together with up to 531,480,223 Warrants on the basis of 1 Warrant for each Rights Share subscribed for on the Entitlement Date.

**(II). Announcement dated 4 April 2024**

As stated in the Initial Announcement, the Corporate Exercises were intended to be inter-conditional upon each other, with the understanding that the proceeds from the Rights Issue with Warrants would be used to settle the cash consideration of the Variation. The completion of the Variation was intended to be subject to the successful implementation of the Rights Issue with Warrants, as the cash consideration of the Variation would be solely financed via the proceeds to be raised from the Rights Issue with Warrants. In short, the Variation will be unsuccessful if the Rights Issue with Warrants does not materialise.

On 4 April 2024, UOBKH had announced that after due deliberation of the structure of the Corporate Exercises, our Board has decided to expand the source of funding for the cash consideration of the Variation, thereby allowing us to have more flexibility to leverage on other funding alternatives to settle the cash consideration with the Vendor, to cater for such unlikely event where the Rights Issue with Warrants does not materialise or complete as intended.

Pursuant to the foregoing, the Variation will not be conditional upon the Rights Issue with Warrants as the completion of the Variation will not be dependent on the successful implementation of the Rights Issue with Warrants. However, the Rights Issue with Warrants will remain conditional upon the Variation as the main objective of the Rights Issue with Warrants is to finance the cash consideration of the Variation as highlighted in **Section 4** of this Abridged Prospectus.

Premised on the above, the Rights Issue with Warrants shall be conditional upon the Variation, but not vice versa. Furthermore, based on our Board's assessment on the progress of the Corporate Exercises, the Corporate Exercises are now expected to be completed in August 2024, as opposed to the initial timeframe of April 2024 stipulated in the Initial Announcement. As such, the amount owing by Mudajaya to MHL has increased from HKD213.27 million (equivalent to RM127.96 million) as of April 2024 to HKD216.76 million (equivalent to RM130.06 million) as of August 2024.

**(III). Announcement dated 30 April 2024**

On 30 April 2024, UOBKH had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 29 April 2024, resolved to approve the following:-

- (i) listing and quotation of 250,000,000 Consideration Shares to be issued pursuant to the Variation;
- (ii) admission of the Warrants to the official list of Bursa Securities;
- (iii) listing and quotation of up to 531,480,223 Rights Shares and up to 531,480,223 Warrants pursuant to the Rights Issue with Warrants; and
- (iv) listing and quotation of up to 531,480,223 new Mudajaya Shares to be issued arising from the exercise of the Warrants,

subject to the conditions set out below:-

	<b>Conditions</b>	<b>Status of compliance</b>
(a)	Confirmation by UOBKH on the compliance of at least 25% of the public shareholding spread requirements pursuant to Paragraph 8.02(1) of the Listing Requirements upon the listing and quotation of the Consideration Shares;	Complied
(b)	UOBKH and Mudajaya must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Corporate Exercises;	To be complied

	Conditions	Status of compliance
(c)	Mudajaya to furnish Bursa Securities with the certified true copy of the resolutions passed by the shareholders at the EGM approving the Corporate Exercises;	Complied
(d)	UOBKH and Mudajaya are required to provide a written confirmation that the terms of the Warrants are in compliance with Paragraph 6.54(3) of the Listing Requirements;	To be complied
(e)	Mudajaya must observe and ensure full compliance with Paragraph 6.50 of the Listing Requirements at all times;	Our Board will ensure compliance
(f)	UOBKH to inform Bursa Securities upon the completion of the Corporate Exercises;	To be complied
(g)	UOBKH to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Corporate Exercises are completed; and	To be complied
(h)	Mudajaya to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the exercise of the Warrants as at the end of each quarter together with a detailed computation of listing fees payable.	Our Board will ensure compliance

On 13 June 2024, our shareholders approved the Corporate Exercises at the EGM. Following this, on 14 June 2024, UOBKH announced that we had entered into an underwriting agreement with the Underwriter. A total of 250,000,000 Consideration Shares were issued to the Vendor on 20 June 2024.

On 24 June 2024, UOBKH had, on behalf of our Board, announced the Entitlement Date and other relevant dates pertaining to the Rights Issue with Warrants, together with the execution of the Deed Poll by our Company.

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.

**YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENT OF THIS ABRIDGED PROSPECTUS. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.**

## 2. PARTICULARS OF THE RIGHTS ISSUE WITH WARRANTS

### 2.1 Details of the Rights Issue with Warrants

The Rights Issue with Warrants entails an issuance of up to 531,480,223 Rights Shares at the issue price of RM0.17 each, on the basis of 1 Rights Share for every 4 existing Shares held, together with up to 531,480,223 Warrants on the basis of 1 Warrant for each Rights Share subscribed for by the Entitled Shareholders on the Entitlement Date.

The Rights Issue with Warrants will be undertaken on a full subscription basis, after taking into consideration the intended RM90.35 million proceeds to be raised from the subscription of the Rights Shares for the purposes as set out in **Section 4** of this Abridged Prospectus.



In order to achieve the Full Subscription Level, the Undertaking Shareholders had vide letters dated 29 November 2023, provided their irrevocable and unconditional undertakings to subscribe for their respective full entitlement to the Rights Shares based on their shareholdings as at the Entitlement Date. Additionally, an underwriting arrangement has been entered into between our Company and the Underwriter (i.e. UOBKH) for the remaining Rights Shares not subscribed for by Entitled Shareholders. Further details of the Undertakings and the underwriting arrangement are set out in **Section 3** of this Abridged Prospectus.

The Warrants are attached to the Rights Shares without any cost and will be issued only to the Entitled Shareholders and/ or their renounee(s) who subscribe for the Rights Shares. Each Warrant will entitle its holder to subscribe for 1 new Share at the exercise price of RM0.22 each.

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 and have a tenure of 3 years.

The entitlement for the Rights Shares together with the Warrants are renounceable in full or in part. Accordingly, the Entitled Shareholders who renounce all or any part of their entitlement to the Rights Shares will simultaneously relinquish any accompanying entitlement to the Warrants. The Rights Shares and the Warrants are not separately renounceable.

Fractional entitlements arising from the Rights Issue with Warrants, if any, shall be disregarded and/ or dealt with by our Board in such manner and on such terms and conditions as our Board in its absolute discretion may deem fit or expedient and in the best interest 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 the other Entitled Shareholders and/ or their renounee(s) and/ or transferee(s). Our Board intends to allocate the Excess Rights Shares with Warrants in a fair and equitable manner in accordance with the procedures set out in **Section 11.9** of this Abridged Prospectus.

## 2.2 Basis and justification of determining the Issue Price

The issue price of RM0.17 per Rights Share has been fixed by our Board after taking into consideration, amongst others, the following:-

- (i) the funding requirements as set out in **Section 4** of this Abridged Prospectus;
- (ii) the prevailing market conditions and market price of Mudajaya Shares. The issue price of RM0.17 per Rights Share represents a discount of 2.1% to the TERP of RM0.1737, calculated based on the 5-day VWAP of Mudajaya Shares up to and including the LTD of RM0.1746.

In addition, the issue price also represents the following discount to the respective TERPs based on the respective VWAPs of Mudajaya Shares:-

Up to and including the LTD	VWAP	TERP	Discount to TERP	
	RM	RM	RM	%
5-day VWAP	0.1746	0.1737	0.0037	2.1
1-month VWAP	0.1744	0.1735	0.0035	2.0
3-month VWAP	0.1818	0.1794	0.0094	5.2
6-month VWAP	0.1899	0.1859	0.0159	8.6
12-month VWAP	0.1965	0.1912	0.0212	11.1

(Source: Bloomberg)

Based on the above, our Board opines that the issue price is justifiable as it represents a discount ranging from 2.0% to 11.1% to the TERPs calculated based on the 5-day, 1-month, 3-month, 6-month and 12-month VWAPs of Mudajaya Shares up to and including the LTD; and

- (iii) the rationale for the Rights Issue with Warrants as sets out in **Section 6** of this Abridged Prospectus.

The abovementioned discount is intended to entice Entitled Shareholders to increase their equity participation in Mudajaya on a pro rata basis, offering them an opportunity to do so at a discount to the prevailing market price of Mudajaya Shares as at the LTD.

### **2.3 Basis and justification of determining the exercise price of the Warrants**

The exercise price of the Warrants has been fixed by our Board at RM0.22 each, representing a premium of 26.7% to the TERP of RM0.1737, calculated based on the 5-day VWAP of Mudajaya Shares up to and including the LTD of RM0.1746.

The exercise price of the Warrants has been fixed by our Board after taking into consideration, amongst others, the following:-

- (i) the Warrants will be issued at no cost to the Entitled Shareholders and/ or their renouncee(s) who successfully subscribe for the Rights Shares;
- (ii) the historical price movement of Mudajaya Shares; and
- (iii) our Group's future prospects as set out in **Section 8.7** of this Abridged Prospectus.

The abovementioned premium is intended to encourage warrant holders to adopt a longer investment horizon in Mudajaya, considering our Group's long-term prospects. Additionally, it enables Mudajaya to raise a greater amount of proceeds upon exercise of Warrants in the future, which will be utilised as additional working capital to finance our Group's day-to-day operations.

### **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 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

<b>Terms</b>	<b>Details</b>
Issue size	: Up to 531,480,223 Warrants to be issued in conjunction with the Rights Issue with Warrants to the Entitled Shareholders on the basis of 1 Warrant for every 1 Rights Share.
Form and denomination	: The Warrants shall be issued in registered form and constituted by the Deed Poll. The Warrants which are to be issued with the Rights Shares will immediately be detached from the Rights Shares upon allotment and issuance and will be traded separately on Bursa Securities.
Board lot	: For purpose of trading on Bursa Securities, a board lot of Warrants shall be 100 units of Warrants, unless otherwise being revised by any other relevant authorities.
Tenure	: 3 years from the date of issuance of the Warrants.
Exercise Period	: The Warrants may be exercised at any time within a period of 3 years commencing from and including the date of issue of the Warrants respectively to the close of business at 5.00 P.M. on the business day immediately preceding the date on which is the 3 <sup>rd</sup> anniversary from the date of issue of the Warrants.  Any Warrants not exercised during the exercise period will thereafter lapse and cease to be valid.
Exercise Price	: The exercise price of the Warrants shall be subscribed at RM0.22 each within 3 years from the date of completion of the Rights Issue with Warrants.  The exercise price and/ or the number of Warrants in issue during the exercise period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll.
Exercise Rights	: Each Warrant shall entitle its registered holder to subscribe for 1 new Share at any time during the exercise period at the exercise price, subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll.
Rights of the holders	: The holders of the Warrants shall not be entitled to any voting rights or to participate in any distribution and/ or offer of further securities in our Company until and unless such holders of the Warrants exercise their Warrants for new Shares.
Ranking of the new Shares to be issued	: The new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment, issue and payment of the exercise price, rank pari passu in all respects with the then existing Shares, except that they shall not be entitled to any distributable income, voting rights, allotment and/ or other distributions, the entitlement date of which precedes the date of allotment of the new Shares.

<b>Terms</b>	<b>Details</b>
Listing	: 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.
Rights of the Warrant holders in the event of winding up, liquidation, compromise and/ or arrangement	<p>: 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 1 or more companies, then:-</p> <p>(a) for the purposes of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation) to which the holder of the Warrants (or some person designated by them for such purpose by special resolution) shall be a party, the terms of such winding-up, compromise and arrangement shall be binding on all the holders of the Warrants; and</p> <p>(b) in the event a notice is given by our Company to shareholders to convene a general meeting for the purpose of considering, and if thought fit, approving a resolution to voluntarily wind up our Company, we shall on the same date or soon after it despatches such notice to shareholders, give notice thereof to all holders of the Warrants. Every holder of the Warrants shall thereupon be entitled, subject to the conditions set out in the Deed Poll, to exercise his Warrants at any time no later than 21 days prior to the proposed general meeting of our Company by submitting the duly completed subscription form (by irrevocable surrender of his Warrants to us) which authorises the debiting of his Warrants together with payment of the relevant exercise price, whereupon we shall as soon as possible, allot the relevant Shares to the holder of the Warrants credited as fully paid subject to the prevailing laws.</p> <p>Subject to the above, if our Company is wound-up or an order has been granted for such compromise or arrangement, all exercise rights which are not exercised prior to the passing of the resolution for winding-up or the granting of the court order approving the winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation), shall lapse and the Warrants will cease to be valid for any purpose.</p>
Transferability	: The Warrants shall be transferable in the manner provided under the SICDA and the Rules of Bursa Depository.
Deed Poll	: The Warrants shall be constituted by the Deed Poll.
Governing Law	: The Warrants and the Deed Poll shall be governed by the laws of Malaysia.

### 3. IRREVOCABLE AND UNCONDITIONAL UNDERTAKINGS AND UNDERWRITING ARRANGEMENT

Our Board has determined to undertake the Rights Issue with Warrants on the Full Subscription Level after taking into consideration the amount of funds of approximately RM90.35 million that our Company intends to raise from the Rights Issue with Warrants which will be channeled towards the utilization as set out in **Section 4** of this Abridged Prospectus.

#### 3.1. Undertakings

The Undertaking Shareholders had vide their respective letters dated 29 November 2023, provided their Undertakings to subscribe in full for their respective entitlements based on their shareholdings as at the Entitlement Date.

The details of the Undertakings are set out below:-

Undertaking Shareholders	Shareholdings as at the LPD		Undertakings		Shareholdings after the Rights Issue with Warrants		Entitlements No. of Warrants
	No. of Shares	% <sup>*1</sup>	No. of Rights Shares	RM <sup>*2</sup>	No. of Shares	% <sup>*3</sup>	
YSSB	1,318,371,467	62.0	329,592,866	56,030,787	1,647,964,333	62.0	329,592,866
MHL	250,000,000	11.8	62,500,000	10,625,000	312,500,000	11.8	62,500,000
<b>Total</b>	<b>1,568,371,467</b>	<b>73.8</b>	<b>392,092,866</b>	<b>66,655,787</b>	<b>1,960,464,333</b>	<b>73.8</b>	<b>392,092,866</b>

#### Notes:-

\*1 Based on the issued share capital of 2,125,920,895 Shares as at the LPD

\*2 Based on the issue price of RM0.17 per Rights Share

\*3 Based on the issued share capital of 2,657,401,118 Shares after the issuance of Rights Shares

The Undertaking Shareholders have respectively confirmed that they have sufficient financial resources to take up the Undertakings and such confirmation has been verified by UOBKH, being the Adviser for the Rights Issue with Warrants.

The Undertaking Shareholders' subscription for Rights Shares pursuant to the Undertakings will not give rise to any consequence of mandatory take-over offer obligation under the Code and the Rules immediately after completion of the Rights Issue with Warrants.

The Rights Issue with Warrants is not expected to result in any breach in the public shareholding spread requirement by our Company under Paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed issuer must ensure that at least 25% of its total listed shares are in the hands of public shareholders.

The pro forma public shareholding spread is illustrated as follows:-

Particulars	Shareholdings as at the LPD		Shareholdings after the Proposed Rights Issue with Warrants* <sup>1</sup>	
	No. of Shares	%	No. of Shares	%
Issued share capital (A)	2,125,920,895	100.0	2,657,401,118	100.0
Directors of our Group and their associates (B)	20,500,000	1.0	25,625,000	1.0
- Lee Eng Leong	2,000,000	0.1	2,500,000	0.1
- Ng Qing Hai	17,700,000	0.8	22,125,000	0.8
- Law Chin Wat	650,000	neg.	812,500	neg.
- Kam Soon Lee	110,000	neg.	137,500	neg.
- Wong Tet Soon	40,000	neg.	50,000	neg.
Substantial shareholders of Mudajaya (C)	1,568,371,467	73.8	1,960,464,333	73.8
- YSSB	1,318,371,467	62.0	1,647,964,333	62.0
- MHL	250,000,000	11.8	312,500,000	11.8
Less: Non-public shareholdings (B) + (C) = (D)	1,588,871,467	74.8	1,986,089,333	74.8
<b>Public shareholding spread (A) - (D)</b>	<b>537,049,428</b>	<b>25.2</b>	<b>671,311,785</b>	<b>25.2</b>

**Note:-**

\*1 Assuming that all Directors, substantial shareholders and their associates subscribe for their entitlements

As demonstrated in the table above, and given that the Rights Issue with Warrants is being undertaken on a full subscription basis, it is noted that:-

- (i) Our public shareholding spread is not expected to fall below 25% of the enlarged issued share capital immediately after completion of the Rights Issue with Warrants, even after assuming that all Directors of our Group, substantial shareholders of Mudajaya and their associates fully subscribe to their entitlements to the Rights Shares; and
- (ii) Subscription by the Undertaking Shareholders (i.e. YSSB and MHL) for their entitled Rights Shares pursuant to the Undertakings will not give rise to any mandatory take-over offer obligation under the Rules immediately after completion of the Rights Issue with Warrants.

Notwithstanding that, our Board will always be mindful of the Listing Requirements and endeavour to ensure that our Company's public shareholding spread is at least 25% of our total shares issued at all times, immediately after completion of the Rights Issue with Warrants. Moreover, the Undertaking Shareholders shall at all times observe and comply with the Rules to ensure that they do not trigger any mandatory take-over offer obligation.

### 3.2. Underwriting arrangement

We had on 14 June 2024 entered into the underwriting agreement with the Underwriter (i.e. UOBKH) to underwrite 139,387,357 Underwritten Rights Shares, representing approximately 26.23% of the total Rights Shares available for subscription pursuant to the Rights Issue with Warrants at the Issue Price. The total value of the Underwritten Rights Shares amounts to approximately RM23.70 million.

The underwriting commission of the Underwriter (i.e. UOBKH) is 1.50% of the value of the Underwritten Rights Shares and all relevant costs in relation to the underwriting will be borne by us. For avoidance of doubt, the Underwritten Rights Shares do not include any of the Undertaking Shareholders' entitlements under the Rights Issue with Warrants as set out in **Section 3.1** of this Abridged Prospectus, for which the Undertakings have been obtained.

As the Rights Issue with Warrants will be implemented based on the Undertakings and the underwriting arrangement, the Rights Issue with Warrants is not expected to give rise to any mandatory general offer obligation pursuant to the Rules.

## 4. UTILISATION OF PROCEEDS

Based on the issue price of RM0.17 per Rights Share, the gross proceeds to be raised from the Rights Issue with Warrants will be utilised in the following manner:-

Details of utilisation	Timeframe of utilisation from completion	RM'000	%
Settlement of Amount Owing to MHL <sup>*1</sup>	Within 10 Business Days	75,058	83.1
Working capital <sup>*2</sup>	Within 12 months	14,154	15.7
Estimated expenses <sup>*3</sup>	Upon completion	1,140	1.2
<b>Total</b>		<b>90,352</b>	<b>100.0</b>

**Notes:-**

\*1 As set out in **Section 5** of this Abridged Prospectus, the Amount Owing to MHL of HKD216.76 million (equivalent to RM130.06 million) will be fully settled via cash and the issuance of Consideration Shares to the Vendor tentatively by August 2024, in the following manner:-

<b>Payment terms</b>	<b>HKD'000</b>	<b>RM'000</b>	<b>%</b>
Consideration Shares	91,667	55,000	42.3
Cash Consideration	125,097	75,058	57.7
<b>Amount Owing to MHL</b>	<b>216,764</b>	<b>130,058</b>	<b>100.0</b>

Accordingly, our Board has earmarked RM75.06 million of the proceeds to satisfy the Cash Consideration. Any variation in the actual Amount Owing to MHL arising from the fluctuation in the foreign exchange rate and/ or deferment of the completion date will be adjusted from the proceeds earmarked for working capital. Further, details on the Amount Owing to MHL, including the interest rate and maturity of such indebtedness, are set out in **Section 5.7** of this Abridged Prospectus

\*2 The proceeds earmarked for working capital are intended to fund the work to be carried out by the appointed subcontractors for the following projects:-

<b>Location</b>	<b>Type/ Description of project</b>	<b>Scope of subcontracted work</b>	<b>Date of award</b>	<b>Commencement date/ Expected completion date</b>	<b>Contract value RM'000</b>	<b>Stage of completion as at the LPD %</b>	<b>Proposed allocation of proceeds RM'000</b>
Melaka, Malaysia*	The construction of one-storey warehouse together with 6 mezzanine floors (Block C) on Lot 4833 (Jalan TTC 31, Taman Teknologi Cheng) Mukim Cheng, Daerah Melaka Tengah, Melaka	Supply labour, materials and machineries for warehouse and link bridge architectural works	10 April 2023	April 2023/ October 2024	64,100	30.0	3,000
Terengganu, Malaysia	The construction of stations, ancillary buildings and other associated works (Package 3) for the East Coast Rail Link Project in Terengganu	Engineering, procurement and construction works of stations, ancillary buildings and other associated works	1 August 2023	August 2023/ August 2026	195,139	9.3	11,154

\* Despite the expected completion in October 2024, the Melaka project is experiencing slower progress primarily due to design changes and delays in site possession by the client. Following which, an application for an extension of time ("**EOT**") was submitted to the client in order to extend the project completion date. As at the LPD, we have applied for a total aggregate extension of 270 days on 24 March 2024, which is still awaiting the client's approval for the EOT. For information purposes, in the event that the client's approval for the EOT is delayed beyond the expected completion date of the Melaka project, our Company may be liable for the liquidated and ascertained damages ("**LAD**") penalties imposed by our customers from the date of expected completion to the date of certificate of practical completion. Nevertheless, our Company will seek regular updates from the client in relation to our EOT application and to prove to our client that such delays were due to occurrence of events that are beyond our control (i.e. design changes and delays in site possession by the client).



\*3 The breakdown of the estimated expenses for the Corporate Exercises is set out below:-

	<b>RM'000</b>
Professional fees*	725
Regulatory fees	150
Printing, despatch, advertising and meeting expenses	250
Miscellaneous expenses and contingencies	15
<b>Total</b>	<b><u>1,140</u></b>

\* These include professional fees payable to the Principal Adviser, company secretaries, Share Registrar, solicitors as well as the underwriting arrangement

Any variation in the actual expenses will be adjusted from the proceeds earmarked for working capital

For avoidance of doubt, the gross proceeds raised from the Rights Issue with Warrants will be allocated in the following order of priority (i) expenses in relation to the Corporate Exercises; (ii) settlement of Amount Owing to MHL; and (iii) working capital.

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.

The exact quantum of proceeds that may be raised from the exercise of the Warrants would depend on the actual number of Warrants exercised. The proceeds from the exercise of the Warrants will be received on an "as and when basis" over the tenure of the Warrants. Strictly for illustrative purposes, assuming the full exercise of up to 531,480,223 Warrants at the exercise price of RM0.22 each, the gross proceeds to be raised is up to RM116.93 million.

Such gross proceeds to be raised from the exercise of Warrants will be utilised as additional working capital to finance our Group's day to day operations. 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.

## 5. PARTICULARS OF THE VARIATION

### (I). Initial Circular

Reference is made to circular to the shareholders of Mudajaya dated 3 October 2022, regarding the acquisition by Xelmont, an indirect wholly-owned subsidiary of Mudajaya, of the entire equity interest in Real Jade. The purchase consideration for the Acquisition was HKD400.00 million (equivalent to RM240.00 million) and was intended to be satisfied entirely in cash in the following manner:-

Payment terms	Timing	HKD'000	RM'000	%
Initial sum	By the completion of the Acquisition	201,000	120,600	50.3
Balance consideration	One lump sum payment together with any unpaid accrued interest on or before the expiration of two years after the completion of the Acquisition	199,000	119,400	49.7
<b>Total</b>		<b>400,000</b>	<b>240,000</b>	<b>100.0</b>

The initial sum of HKD201.00 million (equivalent to RM120.60 million) has been settled with the Vendor following the completion of the Acquisition on 9 November 2022, in which Real Jade has become a wholly-owned subsidiary of Mudajaya. The initial sum was settled in the following manner:-

Payment date	Source of funds	HKD'000	RM'000
20.10.2022	Internally generated funds	15,980	9,588
01.11.2022	Proceeds from the exercise of warrants 2021/2023	185,020	111,012
		<b>201,000</b>	<b>120,600</b>

On the other hand, the balance consideration of HKD199.00 million (equivalent to RM119.40 million) was to be funded through vendor financing at the interest rate of 5% per annum. The balance consideration together with all interest accrued thereon is required be repaid to the Vendor on or before 8 November 2024.

For shareholders' information, upon the signing of the principal agreement dated 30 June 2022 pertaining to the Acquisition, Mudajaya recorded cash and bank balances of RM125.5 million on even date, out of which RM76.2 million were pledged deposits with financial institutions as collateral against the financing facilities provided by the financial institutions. Amongst which, a Sukuk facility drawdown in 2018 for the construction of the 49 Megawatts ("MW") Solar Photovoltaic Power Plant in Sungai Siput, Perak, which was completed in November 2018. The remaining RM49.3 million was designated as cash reserves, vital for funding our Group's working capital requirements, mainly for the construction of Light Rail Transit ("LRT") Line 3 Package GS01 ("LRT3 GS01") project, which is expected to be completed in September 2024. As at the LPD, the LRT3 GS01 project is 95% complete.

Considering our Group's financial capability at that point in time, where our cash and bank balances were already reserved for other purposes (i.e. pledged deposits and working capital), our Board then decided to opt for vendor financing as settlement of the balance consideration, as it provides us with an additional period to meet our payment obligations to the Vendor (i.e. on or before the expiration of two years after the completion of the Acquisition). Furthermore, the interest rate of 5% per annum charged by the Vendor was lower than our Group's then weighted average interest rate of 5.86%.

Notwithstanding the foregoing, our Board still decided to embark on the Acquisition as it represents a horizontal expansion of our Group's manufacturing & trading segment to expand our revenue stream as well as geographical reach outside of Malaysia and inroads into the PRC market. In the long-run, this would enable us to attain a wider market presence and marketability of our range of construction materials which can be offered to both local and international customers. Through the Acquisition, our Group would gain regional presence in the PRC's construction materials industry.

For information purposes, Real Jade has been profit-making and contributing positively to our Group since the completion of the Acquisition. Further details are provided in **Section 5.1** of this Abridged Prospectus.

**(II). Early settlement of the Amount Owing to MHL**

According to the principal agreement, it was mutually agreed by the parties that the interest shall only be repaid to the Vendor on a yearly basis for any portion of the outstanding balance consideration. The first and last repayment dates fall on 8 November 2023 ("**First Due Date**") and 8 November 2024 ("**Last Due Date**"), respectively.

For illustration purposes, the table below demonstrates the total amount owing to MHL, comprising the balance consideration and all outstanding interest to be incurred by our Company under different settlement scenarios:-

Balance consideration from the Acquisition	Term (Months)	Cut-off date	Outstanding interest	Total amount owing to MHL
↑ HKD199.00 mil (RM119.40 mil) ↓	0	09.11.2022	-	HKD199.00 mil (RM119.40 mil)
	1	08.12.2022	HKD0.82 mil (RM0.49 mil)	HKD199.82 mil (RM119.89 mil)
	12	08.11.2023 <i>(First Due Date)</i>	HKD9.95 mil (RM5.97 mil)	HKD208.95 mil (RM125.37 mil)
	21	08.08.2024 <i>(target completion)</i>	HKD17.76 mil (RM10.66 mil)	HKD216.76 mil (RM130.06 mil)
	24	08.11.2024 <i>(Last Due Date)</i>	HKD20.40 mil (RM12.24 mil)	HKD219.40 mil (RM131.64 mil)

Before the First Due Date, the management assessed our Group's financial capability during the FYE 31 December 2023, noting that our cash and bank balances were already reserved for other purposes (i.e. pledged deposits and working capital). Although we recorded cash and bank balances of RM307.0 million as at 31 December 2023, RM154.5 million are pledged deposits with financial institutions. These deposits serve as collateral against our Group's bank facilities, such as Sukuk and term loan. The Sukuk was drawdown in 2018 for the construction of the 49 MW Solar Photovoltaic Power Plant in Sungai Siput, Perak, while term loan was drawdown in 2022 for the refinancing of the 10 MW Solar Photovoltaic Power Plant in Gebeng, Pahang. The remaining RM152.5 million is designated as cash reserves, vital for funding our Group's day-to-day operations, including inventory procurement, supplier payments and operating expenses.

Following this, the management explored other options with financial institutions to settle the amount owing to MHL. However, the proposed interest rates (i.e. 6.5% - 7.5%) were considerably higher than the vendor financing rate of 5% per annum, rendering it infeasible to proceed. Therefore, our Company opted for equity financing as an alternative to settle the amount owing to MHL. Additionally, the partial settlement via the issuance of Consideration Shares will help preserve our Group's liquidity and financial flexibility for our operational needs. We recorded net cash from operating activities of RM30.9 million for the FYE 31 December 2023 (FYE 31 December 2022: RM(30.2) million).

**(III). Details of the Variation**

Following the First Due Date, negotiations commenced between Mudajaya and the Vendor regarding the terms of the Corporate Exercises. The parties have mutually agreed to enter into the Variation Agreement for the early settlement of the Amount Owing to MHL, which comprises:-

<b>Payment terms</b>	<b>Settlement</b>	<b>HKD'000</b>	<b>RM'000</b>	<b>%</b>
Balance consideration	Tentatively by August 2024	199,000	119,400	91.8
Interest cost	Tentatively by August 2024	17,764	10,658	8.2
<b>Amount Owing to MHL</b>		<b>216,764</b>	<b>130,058</b>	<b>100.0</b>

At this juncture, our Company anticipates that the Corporate Exercises will be completed in August 2024, hence the balance consideration will be paid in full, including the outstanding interest. The early settlement of the Amount Owing to MHL by August 2024 is expected to result in interest cost savings of up to HKD2.63 million (equivalent to RM1.58 million) for the FYE 31 December 2024. However, should there be any delays to the completion of the Corporate Exercises, the interest will continue to accrue up to the actual completion date.

Further, Mudajaya and the Vendor have mutually agreed to vary the mode of the settlement of the Amount Owing to MHL from wholly in cash, to a combination of cash and the issuance of Consideration Shares as follows:-

<b>Payment terms</b>	<b>HKD'000</b>	<b>RM'000</b>	<b>%<sup>*1</sup></b>
<b>Consideration Shares</b>			
Issuance of 250,000,000 new Shares to the Vendor at RM0.22 each on 20 June 2024	91,667	55,000	42.3
<b>Cash Consideration</b>			
Proceeds from the Rights Issue with Warrants	125,097	75,058	57.7
<b>Amount Owing to MHL</b>	<b>216,764</b>	<b>130,058</b>	<b>100.0</b>

**Note:-**

\*1 Allocation of the settlement between the Consideration Shares and Cash Consideration was determined after considering the requirement to maintain a public shareholding spread of at least 25% at all times, as stipulated in Paragraph 8.02 of the Listing Requirements

In the event the tentative settlement date is delayed beyond August 2024, Mudajaya has until 8 November 2024 (the Last Due Date) to settle the balance consideration in full, including all 24-month interest incurred, thereby foregoing the interest cost savings of up to HKD2.63 million (equivalent to RM1.58 million) ("**Additional Interest Cost**"). The payment of the Additional Interest Cost will be adjusted from the proceeds to be raised from the Rights Issue with Warrants, which are earmarked for working capital.

The key salient terms of the Variation Agreement are set below:-

- The Variation Agreement amends and varies the terms of the Share Sale and Purchase Agreement dated 30 June 2022 entered into between Mudajaya, Xelmont, MHL and Real Jade (the "**Principal Agreement**") and the mode of settlement of the Amount Owing to MHL for the Acquisition.

2. The Variation Agreement varies the term of the Principal Agreement as follows:-
  - a) The issuance of Consideration Shares upon the terms as hereinbefore provided in **Section 5** of this Abridged Prospectus;
  - b) The payment of the cash proceeds from the Rights Issue with Warrants upon the terms as hereinbefore provided in **Section 4** of this Abridged Prospectus;
  - c) In the event of any shortfall in the aggregate HKD equivalent of (A) the said total value of the Consideration Shares; and (B) the amount of the said cash proceeds of the Rights Issue with Warrants in settlement of the Amount Owing to MHL, the difference will be settled from internally generated funds of Mudajaya;
  - d) Xelmont will pay interest to MHL on any part of the balance consideration remaining outstanding at the rate of 5% per annum compounded yearly and calculated from the Completion to the date of actual full settlement of the balance consideration, based on a year of 365 days for the actual time elapsed; and
  - e) The amendment to Mudajaya's address to "PH1, Menara Mudajaya, No. 12A, Jalan PJU 7/3 Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia".
3. The Variation Agreement is conditional upon the relevant approvals of the Corporate Exercises to be obtained from the shareholders of Mudajaya, Bursa Malaysia and all other relevant regulatory authorities in respect of the Corporate Exercises.
4. The completion of the Variation Agreement shall take place upon the full settlement of the Amount Owing to MHL.

#### 5.1. Financial information of Real Jade

Summarised in the table below is an overview of Real Jade's financial performance over the last two financial years. For shareholders' information, the Acquisition was completed during the FYE 31 December 2022, on 9 November 2022:-

	Audited FYE 31 December 2022		Audited FYE 31 December 2023	
	HKD'000	RM'000*	HKD'000	RM'000*
Revenue	500,054	281,780	401,319	236,216
Gross profit	127,189	71,671	103,980	61,203
PAT	50,426	28,415	29,822	17,553
Net cash generated from operating activities	43,791	24,676	24,777	14,583

**Note:-**

\* The HKD amount as per the above financial statements have been translated into RM amount based on the following middle rate quoted by BNM as at 5.00 p.m. on the respective end dates for each financial years under review, as follows:-

FYE 31 December 2022 HKD1.00 : RM0.5635  
 FYE 31 December 2023 HKD1.00 : RM0.5886

For the past two financial years under review, there were no exceptional or extraordinary items impacting the financial performance of Real Jade. Additionally, no accounting policies were adopted that are peculiar to Real Jade due to the nature of the business or the industry it operates in, and there were no audit qualifications for the financial statements of Real Jade.

**(I). Financial commentaries for the FYE 31 December 2023**

For the FYE 31 December 2023, Real Jade recorded a revenue of HKD401.3 million (RM236.2 million), representing a decrease of HKD98.8 million (RM58.2 million) or 19.8% compared to the preceding financial year's revenue of HKD500.1 million (RM281.8 million). This decrease was mainly attributed to lower sales of cement, in tandem with the weak sentiment observed in the cement industry in the PRC, as highlighted in **Section 8.6** of this Abridged Prospectus.

For information purposes, in terms of sales volume, Real Jade recorded a lower 829.9 tonnes of total cement sales for the FYE 31 December 2023 (FYE 31 December 2022: 891.1 tonnes). The revenue in the FYE 31 December 2023 was also impacted by the lower market prices for cement during the said financial year, in which the supply and demand dynamics of cement in the PRC was beyond the control of Real Jade. In particular, based on the China Cement Price Index, the average cement selling price in the PRC reached its lowest point of 105.4 on 22 September 2023. This represented a 41.3% drop from its peak during the FYE 31 December 2022, which stood at 179.5 on 7 January 2022. The average cement selling price in the PRC was RMB320 per tonne on 22 September 2023, as opposed to the RMB545 per tonne recorded on 7 January 2022 during the peak.

Consequently, Real Jade recorded a PAT of HKD29.8 million (RM17.6 million) for the FYE 31 December 2023, representing a decrease of HKD20.6 million (RM12.1 million) or 40.9% compared to the preceding financial year's PAT of HKD50.4 million (RM28.4 million). This decline was in tandem with a decrease in the current year's gross profit by HKD23.2 million (RM13.7 million) or 18.2%. The decrease in PAT and gross profit was mainly attributed to lower cement selling prices resulting from the weak industry sentiment, while Real Jade continued to incur its fixed operating costs such as maintenance for manufacturing facilities, depreciation and utilities in the current year.

For the FYE 31 December 2023, Real Jade recorded positive operating cash flow of HKD24.8 million (RM14.6 million), representing a decrease of HKD19.0 million (RM11.2 million) or 43.4% compared to the preceding financial year's operating cash flow of HKD43.8 million (RM24.7 million). This decrease was in tandem with the lower PAT recorded in the current year, coupled with higher outstanding receivables from its customers, amounting to HKD219.1 million (RM129.0 million).

**(II). Contribution to our Group**

The FYE 31 December 2023 marks the first full financial year of Real Jade's consolidation into our Group following the completion of the Acquisition in November 2022. Despite its lower financial performance in the current year, Real Jade still contributed substantially to our Group's revenue and PAT for the FYE 31 December 2023:-

	<-----Audited FYE 31 December 2023----->		
	Real Jade RM'000	Mudajaya Group RM'000	Contribution
Revenue	236,216	460,701	51.3%
PAT/ (LAT)	17,553	(31,253)	>100.0%

Since Completion, Mudajaya has not incurred any impairment losses in relation to Real Jade. Barring any unforeseen circumstances, our Board does not foresee any possible impairment loss in Real Jade at this juncture or after the completion of the Corporate Exercises.

## 5.2. Background information of the Vendor

MHL was incorporated on 12 October 2020 under the laws of the British Virgin Islands ("BVI") with limited liability. MHL is principally engaged in investment holding of shares.

As at the LPD, MHL has a total issued share capital of USD1 comprising 1 ordinary share. Further, the director of MHL and his shareholding in MHL are as follows:-

Name	Designation	Nationality	<---Direct interest--->		<---Indirect interest--->	
			No. of shares	%	No. of shares	%
Cheng Lung Don	Director	British	-	-	1	100.0 <sup>*1</sup>

### Note:-

\*1 Deemed interest by virtue of his shareholding in Master Cheers Enterprises Limited and Mastery Holdings Limited, which in turn holds 100.0% equity interest in MHL

As at the LPD, the substantial shareholders of MHL and their shareholdings in MHL are as follows:-

Name	Nationality/ Place of incorporation	<---Direct interest--->		<---Indirect interest--->	
		No. of shares	%	No. of shares	%
Master Cheers Enterprises Limited	BVI	1	100.0	-	-
Mastery Holdings Limited	BVI	-	-	1	100.0 <sup>*1</sup>
Cheng Lung Don	British	-	-	1	100.0 <sup>*2</sup>

### Notes:-

\*1 Deemed interest by virtue of its shareholding in Master Cheers Enterprise Limited, which in turn holds 100.0% equity interest in MHL

\*2 Deemed interest by virtue of his shareholding in Mastery Holdings Limited, which in turn holds 100.0% equity interest in Master Cheers Enterprise Limited

As depicted above, Cheng Lung Don ("**Mr. Cheng**") is the sole director and ultimate shareholder of the Vendor, MHL. Aged 69, Mr. Cheng is a British individual living in Hong Kong. He graduated from Hong Kong Baptist University majoring in Accounting. Mr. Cheng is a businessman who has served as a consultant to several listed companies in Hong Kong for the past 29 years. Additionally, he is a strategic investor based in Hong Kong and the PRC, undertaking numerous projects involving corporate restructuring, mergers, and acquisitions for turnaround purposes. For clarification, it is noted that as of 30 October 2022, Mr. Cheng no longer serves as a director overseeing the operations of Real Jade, having been replaced by Ng Qing Hai.

Ng Qing Hai ("**Mr. Ng**"), aged 69, is a Chinese living in Shanghai. He was first appointed the director of Shanghai Allied Cement Co., Limited, a subsidiary of Real Jade, in 1995 and has over 29 years of experience in the cement-related business. Mr. Ng completed a 3 years course in finance and accounting in building materials industry in 1983. He is a non-practising member of The Chinese Institute of Certified Public Accountants. Mr. Ng was the 6<sup>th</sup> Vice Chairman of Shanghai Cement Industrial Association of the PRC, and was a fellow member of the Asian Knowledge Management Association from November 2005 to November 2006. He was appointed as a member of the 11<sup>th</sup> and 12<sup>th</sup> Shandong Provincial Committee of the Chinese People's Political Consultative Conference in January 2013 and January 2018, respectively. Mr. Ng was an Executive Director from December 2011 to September 2018 of Allied Cement Holdings Limited (now known as Tongfang Kontafarma Holdings Limited), and a Non-Executive Director of China Shanshui Cement Group Limited from December 2015 to February 2016.

**5.3. Mode of settlement of the Amount Owing to MHL**

Pursuant to the Variation Agreement, the Amount Owing to MHL shall be satisfied in the following manner:-

<b>Payment terms</b>	<b>Timing</b>	<b>HKD'000</b>	<b>RM'000</b>	<b>%</b>
Consideration Shares	Issued on 20 June 2024	91,667	55,000	42.3
Cash Consideration	within 10 Business Days from the listing of the Rights Shares	125,097	75,058	57.7
<b>Amount Owing to MHL</b>		<b>216,764</b>	<b>130,058</b>	<b>100.0</b>

For avoidance of doubt, our Board intends to fully repay the Amount Owing to MHL by August 2024.

**5.4. Liabilities to be assumed**

Save for the obligation and liabilities in and arising from, pursuant to or in connection with the Variation Agreement, there are no other liabilities, including contingent liabilities and guarantees, to be assumed by our Group pursuant to the Variation.

**5.5. Additional financial commitment required**

Save for the Amount Owing to MHL, there are no additional financial commitments to be incurred by our Group towards the Vendor.

**5.6. Source of funding**

The Amount Owing to MHL will be satisfied via cash and the issuance of Consideration Shares to the Vendor. The cash payment is intended to be financed through the proceeds to be raised from the Rights Issue with Warrants. In the event that Mudajaya is unable to raise the necessary funds from the Rights Issue with Warrants to satisfy the cash consideration of the Variation, we may resort to other funding alternatives such as internally generated funds and/ or bank borrowings to pay off the Vendor.

Under such circumstance, our Company intends to finance the cash consideration of the Variation through a combination of 90% via bank borrowings from licensed financial institutions and 10% via internally generated funds, the final proportion of which will depend on, amongst others, our Company's cash reserves and debt structure at that material point in time. For shareholders' information, our Company has obtained a letter from a licensed financial institution expressing their support for the financing of up to RM89.6 million to fund the settlement of the Cash Consideration (i.e. RM75.06 million), should there be a need to procure credit facilities from the said licensed financial institution.

**5.7. Rationale and justification for the Variation**

As set out in the Initial Circular of the Acquisition, the purchase consideration of HKD400.00 million (equivalent to RM240.00 million) was intended to be satisfied entirely in cash in the following manner:-

<b>Payment terms</b>	<b>Timing</b>	<b>HKD'000</b>	<b>RM'000</b>	<b>%</b>
Initial sum	settled on 9 November 2022	201,000	120,600	50.3
Balance consideration	to be paid on or before 8 November 2024 together with any unpaid accrued interest*	199,000	119,400	49.7
<b>Total</b>		<b>400,000</b>	<b>240,000</b>	<b>100.0</b>



**Note:-**

- \* The lump sum payment of the balance consideration with interest on or before the due date was mutually agreed upon by the parties on commercial terms. This financing arrangement provides Mudajaya the flexibility to adjust the repayment schedule according to our financial circumstances, and any early repayment would minimise our interest exposure over the two-year repayment period

Pursuant to the Variation Agreement, our Board has decided to fully repay the balance consideration of HKD199.00 million (equivalent to RM119.40 million) by August 2024, along with all outstanding interest of HKD17.76 million (equivalent to RM10.66 million) accrued since November 2022, via a combination of cash and the issuance of Consideration Shares to the Vendor.

The early settlement on or before 8 November 2024 is expected to result in interest cost savings of up to HKD2.63 million (equivalent to RM1.58 million):-

<b>Vendor financing</b>	<b>Amount outstanding HKD'000</b>	<b>Annual interest rate %</b>	<b>Interest cost savings of up to 3 months (Sep'24 - Nov'24) HKD'000</b>
Balance consideration	199,000	5.0	2,633

Premised on the interest savings to be derived from the early settlement of the balance consideration, the Variation is expected to improve our Group's financial results for the FYE 31 December 2024, as well as to minimise the impact of foreign exchange rate fluctuations on the earnings. Since the first announcement of the Acquisition on 29 June 2022, the HKD had appreciated by 8.9% in relation to the MYR, from RM0.56/HKD to the current RM0.60/HKD.

As at the LPD, it is estimated that our Group has incurred unrealised foreign exchange losses of approximately RM8.67 million calculated as such:-

<b>Amount Owing to MHL (HKD'000)</b>		<b>HKD/MYR exchange rate</b>		<b>Amount Owing to MHL (RM'000)</b>
216,764	X	0.56 (as at 29.06.2022)	=	121,388
		0.60 (as at the LPD)	=	(130,058)
<b>Foreign exchange losses</b>				<b>(8,670)</b>

Upon the settlement of the Amount Owing to MHL, our Group would no longer incur finance costs and foreign exchange losses in relation to the vendor financing. Further, the partial settlement via the issuance of Consideration Shares is expected to ease the strain on our Group's cash flow so that a sufficient level of cash reserves is maintained to navigate operational headwinds.

Barring any unforeseen circumstances, the Variation is expected to contribute positively to the financial results of our Group for the FYE 31 December 2024.

## 6. 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 our 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 9.2** of this Abridged Prospectus;

- (ii) the Rights Issue with Warrants will help position our Group on a better financial footing to expand our business in the future, in tandem with our strategy to further enhance our profitability;
- (iii) the Rights Issue with Warrants will enable the issuance of new Mudajaya Shares without diluting shareholders' equity interest, based on the assumption that all Entitled Shareholders subscribe in full for their respective entitlements under the Rights Issue with Warrants;
- (iv) the Rights Issue with Warrants will provide all Entitled Shareholders with an opportunity to further participate in the prospects and future growth of our Group on a pro-rata basis; and
- (v) the Rights Issue with Warrants will enable our Company to raise the requisite funds without incurring additional interest expense, as compared to bank borrowings, thereby minimising any potential cash outflow in respect of interest servicing.

The Warrants have been attached to provide the Entitled Shareholders with additional incentive to subscribe for the Rights Shares. The Warrants will potentially allow the Entitled Shareholders who subscribe for the Rights Shares to benefit from the possible capital appreciation of Mudajaya Shares and/ or 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.

## **7. 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 our Group before subscribing for or investing in the Rights Issue with Warrants.

### **7.1. Risks relating to our Group**

#### **7.1.1. 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 our 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 RE 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.

#### **7.1.2. Substantial leverage risks**

As at the LPD, our Group has total borrowings of approximately RM842.4 million. For shareholders' information, approximately RM517.1 million or 61.4% of our Group's total borrowings will mature within 12 months from the LPD, while the remaining RM325.3 million or 38.6% will mature after 12 months from the LPD.

Notwithstanding that we intend to repay the remaining Amount Owing to MHL of RM75.06 million 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 and/ or creditors in the event of any unexpected increase in interest rates in the future.

#### **7.1.3. Foreign currency risks**

As our Group reports its consolidated financial results in RM, we are exposed to foreign currency translation risk, primarily from Real Jade's operations in the PRC. This risk arises when the financial results of Real Jade, denominated in HKD, are consolidated into our Company's financial statements in RM, resulting in exposure to fluctuations in exchange rates. For the FYE 31 December 2023, our Group recorded a net unrealised loss of approximately RM7.5 million in other comprehensive income due to the translation of the assets and liabilities in HKD into RM.

Additionally, we have loans and borrowings denominated in HKD and USD for the FYE 31 December 2023. These transactions are translated into our Group's functional currency, RM, at the exchange rates on the transaction dates. Any differences in the prevailing exchange rates at settlement dates may result in foreign currency exchange gains or losses affecting our Group's financial performance and financial condition. As highlighted in **Section 5.7** of this Abridged Prospectus, as a result of our indebtedness to MHL being denominated in HKD, our Group has incurred unrealised foreign exchange losses of approximately RM8.67 million.

#### **7.1.4. Dependence on key management and qualified personnel**

The future performance of our 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, our Group's business and financial performance may be adversely affected.

#### **7.1.5. 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 4 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 our Group.

### **7.2. Risks relating to the construction industry**

#### **7.2.1. 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 our 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 RM313 million and a tender book of approximately RM8 billion comprising projects in infrastructures, buildings, power plants and drainage systems.

#### **7.2.2. Increase in price or shortage of raw materials**

Due to the nature of our construction segment, our 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 our suppliers deciding to reduce the quantum of their supply to our 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, our 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.

### **7.2.3. 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.

As highlighted in **Section 4** this Abridged Prospectus, our Melaka project under Construction Division is experiencing slower progress primarily due to design changes and delays in site possession by the client. Following which, an application for EOT was submitted to the client in order to extend the project completion date. As at the LPD, we have applied for a total aggregate extension of 270 days on 24 March 2024, which is still awaiting the client's approval for the EOT. In the event that the client's approval for the EOT is delayed beyond the expected completion date of the Melaka project, our Company may be liable for the LAD penalties imposed by our customers from the date of expected completion to the date of certificate of practical completion, which could materially affect our Group's financial position.

Accordingly, there can be no assurance that our Melaka project or any future construction 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.

### **7.2.4. Dependence on subcontractors**

Our 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.

For information purposes, the subcontractors' cost for the past 3 years represents approximately 59.3%, 70.9%, and 71.5% of our Group's total cost of sales for the construction segment up to the FYE 31 December 2023, respectively.

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.

### **7.3. Risks relating to the property development industry**

#### **7.3.1. Competition risks**

There is intense competition among 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.

#### **7.3.2. Availability of commercially viable landbank for property development**

Our property development segment 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 among 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, our Group has access to landbank of approximately 60 acres of leasehold lands located in the state of 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.

#### **7.3.3. 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.

#### **7.3.4. Property overhang and/ or unsold property**

Our 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 our 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.

#### **7.4. Risks relating to the RE industry**

##### **7.4.1. Competition risks**

The RE 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 RE business faces competition from other solar, thermal and hydro power plants and suppliers of other RE 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.

##### **7.4.2. Dependency on government policies, incentives and supportive regulation of the RE sector**

The RE sector in Malaysia is subject to various government policies, incentives, and regulations relating to RE. While the Malaysian Government has implemented incentives and supportive regulations and policies for the RE 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 RE sector. The removal of any tax incentives for RE players or changes to regulations that would make obtaining and maintaining RE licensing and other approvals more difficult, would adversely impact our ability to generate revenue from our RE 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, our Group is reliant on the tax incentives provided by the Government to enjoy tax savings on its RE segment.

### **7.4.3. RE quotas, approvals, permits and licenses risk**

Our Group operates in the RE sector and as such, we are required to obtain and maintain the necessary RE quotas and various approvals, permits and licenses such as the feed-in approval certificate issued by the SEDA and the registration of RE 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.

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 2024 and 9 April 2025 respectively, subject to annual renewal. Furthermore, we had on 29 November 2018 and 21 May 2014, respectively, entered into the power purchase agreements with Tenaga Nasional Berhad ("**TNB**") to sell power generated from the solar power plants to TNB for a period of 21 years.

Failure to maintain the necessary RE 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 RE generated by our Group to such electric utility companies. There can be no assurance that we will be able to continue our RE business profitability should we fail to maintain all the requisite quotes, approvals, permits and licenses.

### **7.4.4. Rapid developments in RE technology**

The dynamic RE 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 RE sector. In view of the above, our 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 RE landscape. This would then allow us to compete effectively against other providers moving forward.

It should be noted that the adoption of new RE 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 RE technologies.

## **7.5. Risks relating to the manufacturing & trading industry**

### **7.5.1. Dependency on construction industry in the PRC**

Our manufacturing & trading segment is mainly driven by our wholly-owned subsidiary, Real Jade, which is principally involved in the manufacturing, sales and trading of cement in the PRC. Accordingly, Real Jade's operations is dependent on the construction industry in the PRC as its main source of revenue, which in turn is subject to economic uncertainties, both domestically and globally. These uncertainties have the potential to impact construction activities and infrastructure projects, thereby affecting the demand for cement.



Real Jade's customers are predominantly construction companies involved in real estate developments and major infrastructure projects initiated by the Chinese Government. Therefore, any unfavourable changes in conditions governing or affecting the PRC's construction industry could materially impact our Group's business operations and financial performance.

#### **7.5.2. Fluctuations in cement prices**

Fluctuations in cement prices pose significant risks due to various factors that affect demand and supply. These factors include the bargaining power of purchasers, the number of suppliers, and various external market forces beyond Real Jade's control. Any material changes in these factors may cause a decrease in cement prices, consequently leading to a decline in the Real Jade's revenue.

For shareholders' information, Real Jade's revenue in the FYE 31 December 2023 was impacted by the lower market prices for cement during the financial year. In particular, based on the China Cement Price Index, the average cement selling price in the PRC reached its lowest point of 105.4 on 22 September 2023. This represented a 41.3% drop from its peak during the FYE 31 December 2022, which stood at 179.5 on 7 January 2022. The average cement selling price in the PRC was RMB320 per tonne on 22 September 2023, as opposed to the RMB545 per tonne recorded on 7 January 2022 during the peak.

#### **7.5.3. Cash flow and financing risks**

Mudajaya's investment in Real Jade represents a horizontal expansion of our manufacturing & trading segment, aimed at expanding our revenue stream and geographical reach beyond Malaysia and inroads into the PRC market. Following the completion of the Acquisition in November 2022, Real Jade began to contribute significantly to the consolidated Group, as demonstrated in the latest FYE 31 December 2023. Real Jade alone recorded revenue and PAT of RM236.2 million and RM17.6 million respectively, representing over 50% of our Group's total revenue and helped to alleviate our losses.

Nevertheless, Real Jade's ability to continue supporting its commitments and future developments depends upon the performance of its business operations, subject to a combination of factors including generated sales, raw material prices, fiscal regime and operating costs, many of which are beyond its control. This also includes the availability of finance from the debt and equity capital markets.

In the event that sufficient funds from future operations or external finance are not available to the business, it could have an adverse effect on Real Jade's financial condition and its ability to conduct operations. This in turn may limit our ability to execute planned developments for Real Jade.

#### **7.5.4. Environmental risks**

The construction industry is subject to the laws and regulations concerning environmental and safety matters in the mining and production of construction materials. These laws and regulations require production plants to be operated, maintained and decommissioned to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Further, the discharge of nitrogen oxides, sulfur dioxide and particulate matter or other pollutants into the air, soil or water may give rise to liabilities and may require our Group to incur costs to remedy such discharge. There is no assurance that environmental laws and regulations will not in the future result in a curtailment of production or a material increase in the costs of production or development activities which will adversely affect the results of operations of the Real Jade's production plants.

Further, the cement manufacturing process is technology-intensive. The preparation of cement involves mining, crushing, and grinding of raw materials as well as the burning of the materials in a kiln to produce the end product. The cement production technologies in use may cause extensive power consumption, gas emissions, noise pollution, environmental heating and emissions of toxic pollutants. These are the major sources of environmental pollution in the cement industry, coupled with resources depletion due to raw material extraction.

## **7.6. Risks relating to the Rights Issue with Warrants**

### **7.6.1. 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.

### **7.6.2. 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.

### **7.6.3. 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.

## **7.7. 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.

## **8. INDUSTRY OVERVIEW AND FUTURE PROSPECTS OF OUR GROUP**

### **8.1. Overview and outlook of the Malaysian economy**

Despite escalating uncertainties in the global landscape, Malaysia's economy remains resilient. The GDP is forecast to expand by approximately 4% in 2023 and between 4% and 5% in 2024. The Government acknowledged the World Bank's forecast that Malaysia's growth will be 4.3% in 2024, which is slightly higher than its initial estimate. This is in line with Malaysia's 2024 growth projection, which will be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new National Energy Transition Roadmap (NETR), New Industrial Master Plan 2030 (NIMP 2030), and the Mid-Term Review of the Twelfth Malaysia Plan (MTR of the Twelfth Plan).

Furthermore, Malaysia's domestic demand in 2023 continues to be buoyed by expansion in consumption and investment spending. This is also supported by favourable labour market condition and easing inflationary pressures as well as vibrant tourism activities. The surge of private investment is attributed to the multiyear execution of infrastructure ventures and sustained capital investments in the services and manufacturing sectors. The robust activity in private sector expenditure is expected to offset the effects of moderate public spending in 2023.

In 2024, private sector expenditure remains as the main contributor in driving economic activities owing to stronger domestic demand. In addition, Government initiatives to support household spending through cash transfers to targeted groups and the growing social commerce trend are expected to boost private consumption. Meanwhile, private investment is poised to accelerate further driven by improved business environment in consonance with positive response towards Government's strategies and measures in attracting high-tech and high-value investments via the NETR and NIMP 2030.

On the supply side, services and manufacturing sectors continue to be the primary engines of growth in 2023. The services sector performance is driven by tourism subsectors, resulted from higher tourist arrivals and improved consumer spending. However, the manufacturing sector is expected to register a modest growth amid sluggish external demand. Likewise, agriculture sector is projected to expand moderately contributed by the oil palm, other agriculture and livestock subsectors, while the mining sector is anticipated to decline due to lower external demand for liquefied natural gas (LNG). On the other hand, the construction sector is expected to record better performance supported by the acceleration of ongoing infrastructure and utilities projects.

In 2024, the wholesale and retail trade subsector will remain as the key contributor to the services sector, underpinned by the expansion in retail segment through digital transactions. In addition, the domestic-oriented industries are backed by higher output in high growth high value (HGHV) industries which will drive the manufacturing sector, in tandem with the implementation of initiatives under the NETR, NIMP 2030 and MTR of the Twelfth Plan as well as Chemical Industry Roadmap 2030. Agriculture sector remains steady partly attributed by expected increase in oil palm production and crude palm oil (CPO) prices. The mining sector is forecast to recover mainly contributed by the new gas field projects such as Gansar, Jerun and Kasawari. Meanwhile, the construction sector continues to grow supported by growth in all subsectors, partly by the increasing demand in renewable and clean energy as well as decarbonisation, in line with the green economy agenda.

(Source: Economic & Fiscal Outlook and Federal Government Revenue Estimates 2024, Ministry of Finance Malaysia)

## **8.2. Overview and outlook of the PRC economy**

Economic activity in the PRC has picked up in 2023, but the recovery remains fragile. Real GDP growth accelerated to 5.2% in 2023 driven by demand for services, resilient manufacturing investment, and public infrastructure stimulus and growth in wholesale and retail trade. The economy was bogged down by the declining real estate market and slower growth in the agriculture industry. In 2023, the initial phase of economic reopening triggered a surge in economic activity in the first quarter, but growth momentum decelerated rapidly in the second quarter before recovering modestly in second half of the year.

Real GDP growth further accelerated to 5.3% in the first quarter of 2024, bringing the PRC economy closer to meeting the growth target of around 5.0% for 2024. While growth momentum is expected to stabilise in the near term, continued weakness in the real estate sector and persistently tepid external demand dim the short-term outlook. The PRC's growth is also expected to face headwinds arising from structural constraints to growth, including high levels of debt, population ageing and persistent economic imbalances.

The outlook is subject to considerable downside risks. The property market downturn could last longer than expected, weighing on consumer sentiment and spending and adding pressure on upstream suppliers and creditors. This would further squeeze local government revenue and dampen public investment. Externally, the economy is vulnerable to softer global demand due to tighter-than-expected financial conditions and heightened geo-political tensions. Climate change and associated extreme weather events, the frequency of which has increased in recent decades, also pose a downside risk. In contrast, stronger-than-expected policy support and further progress on structural reforms could present upside risks.

(Source: China Economic Update June 2024, The World Bank)

### 8.3. Overview and outlook of the construction industry in Malaysia

The construction industry in Malaysia expanded from RM53.44 billion in 2022 to RM56.69 billion in 2023. The construction industry is largely domestic-oriented and it is an important component within the country's economy due to its strategic and extensive linkages with the rest of the economy. As such, the Malaysian Government's policies have been accommodative and supportive of the growth in the local construction industry which typically include proposed government projects as part of its development expenditure.

In 2024, the construction industry in Malaysia is expected to expand by 6.8% to RM60.49 billion, supported by broad-based growth across all subsectors. As outlined in the Budget 2024 ("**Belanjawan MADANI**"), the allocation for development expenditure stands at RM90.0 billion – the largest ever, is expected to drive growth in the local construction industry. Meanwhile, the Malaysian Government's focus on home ownership remains evident in Belanjawan MADANI. On-going initiatives include the development of New Program Perumahan Rakyat projects, with an allocation of RM367.0 million, and the Rumah Mesra Rakyat programme, which involves the construction of 4,250 housing units with an allocation of RM358.0 million. A total of RM2.47 billion has also been allocated for developing affordable housing for the rakyat. In addition, Syarikat Jaminan Kredit Perumahan is prepared to extend government guarantees of up to RM5.00 billion in loan value in 2023, specifically to assist borrowers without fixed incomes. Besides that, the Malaysian Government continues to offer stamp duty exemptions for first-time homeownership. This entails a complete exemption for homes valued at RM500,000 and below, and a 75% exemption for homes valued between RM500,000 and RM1.0 million, further incentivising home ownership.

Besides that, the Malaysian Government is also providing guarantees of up to RM10.00 billion under Skim Jaminan Kredit Perumahan and intends to propose that property transfer documents involving beneficiaries relinquishing their rights to eligible beneficiaries based on will or faraid or the Distribution Act 1958 will only be subject to a stamp duty of RM10, instead of the previous ad-valorem (based on the value of a transaction that legal documents represent) rate. The Malaysian Government also intends to impose a flat rate stamp duty of 4% on the transfer of land ownership documents by non-citizens and foreign-owned companies, except for individuals with permanent residency status in the country as a measure to control property prices. Other notable housing related announcements in the Belanjawan MADANI are the reduction in the residents' approval threshold for en-bloc sales from 100% to a level consistent with international practices to encourage urban renewal and promote the redevelopment of ageing buildings in the city, as well as the takeover of the development of Bandar Malaysia by the Malaysian Government.

Moving forward, the local construction industry is forecast to reach RM73.68 billion in 2028, registering a compound annual growth rate ("**CAGR**") of 5.3% for the forecast period of 2024 to 2028 (base year of 2023). Growth within the industry is expected to be supported by broad-based growth across all subsectors. The industry is also expected to be further boosted by the additional RM15.00 billion in development expenditure for the Twelfth Malaysia Plan period (2021-2025) ("**12MP**") announced in the Mid-Term Review of the 12MP. An increase in the supply of affordable houses and the continuous i-MILIKI incentive aimed at fostering home ownership are poised to spur demand for residential buildings. Growth in the residential building subsector is also expected to be driven by new housing launches amid further improvement in housing demand. Concurrently, approved investments in manufacturing projects are anticipated to fuel the demand for non-residential structures. In the civil engineering subsector, the implementation of new projects such as the upgrading of the Klang Valley Double Track Phase 2 and the acceleration of ongoing infrastructure projects such as East Coast Rail Link ("**ECRL**"), LRT Line 3 and the fifth-generation cellular network rollout are expected to spearhead industry growth.

(Source: Independent Market Research Report dated 20 June 2024 prepared by Protégé)

#### **8.4. Overview and outlook of the property industry in Malaysia**

Property development generally refers to activities involving the buying of building(s) and/ or land with the intention to raise their value by making improvements to them, and subsequently, renting and/ or selling the improved properties at the selling prices that exceed the investment outlay. In Malaysia, the performance of the property development industry is associated with the levels of real estate construction (the construction of residential and non-residential buildings) activities in the country.

In 2023, real estate construction activities in Malaysia expanded by 3.1% as the industry enjoyed a higher demand for properties despite a rising interest rate environment and high uncertainty in external environment. Total value of real estate construction activities in the country stood at RM24.45 billion in 2023, which was an increase from RM24.24 billion registered in 2022. The growth was largely attributed to the stronger performance in the residential building subsector.

Real estate construction activities typically exhibit a positive correlation with growth in the property market. A higher demand for properties can lead to higher level of construction activities for real estate. In 2023, the Malaysian property market registered a total transaction volume of 399,008 units, reflecting a 2.5% growth in total transaction volume as compared to 389,107 units in 2022. The value of property transactions in Malaysia surged in tandem with a higher number of property transactions, registering a 9.9% increase from RM179.07 billion in 2022 to RM196.83 billion in 2023. The property market in Malaysia was supported by positive performances in all sub-sectors except agriculture.

In 2023, residential sub-sector continued to dominate market activity in terms of volume, accounting for 62.8% of total transactions, followed by agriculture (19.0%), commercial (10.1%), development land and others (6.1%) and industrial (2.0%). In terms of value of transactions, residential sub-sector also dominated in 2023 by accounting for 51.3% of total transaction value, followed by commercial (19.5%), industrial (12.2%), agriculture (9.5%) as well as development land and others (7.5%).

Moving forward, the local property development industry (in terms of total value of real estate construction activities) is expected to register a moderate growth in 2024 and keep expanding throughout the remaining forecast period until 2028 driven by factors including accommodative policies, ongoing economic expansion and the implementation of additional government-led housing and infrastructure projects, all contributing to the momentum for industry advancement. Nonetheless, an elevated interest rate environment presents a potential challenge for property developers in Malaysia, as it could dampen the demand for properties. Total value of real estate construction activities in Malaysia is forecast to reach RM30.50 billion in 2028, registering a CAGR of 4.5% for the forecast period of 2024 to 2028 (base year of 2023). In 2023, the Malaysian property market registered a total transaction volume of 399,008 and total value of property transactions of RM196.83 billion, reflecting an increase of 2.5% and 9.9% respectively as compared to the figures in 2022. The local property market is projected to register a total transaction volume of 421,751 and total value of property transactions of RM208.05 billion in 2024.

(Source: Independent Market Research Report dated 20 June 2024 prepared by Protégé)

### 8.5. Overview and outlook of the RE industry in Malaysia

Driven by the need to address climate change, enhance energy security, and build a sustainable energy infrastructure, countries worldwide are transitioning from traditional energy generation methods to embrace the deployment of RE into their energy portfolio. In line with this global trend, the Malaysian Government has also identified RE as a vital fifth energy source to supplement the four main existing ones – natural gas, oil, coal and hydroelectricity. RE refers to any form of primary energy from recurring and non-depleting natural resources, which includes biomass, hydroelectric ("**hydro**"), geothermal, solar, wind, ocean thermal, wave action and tidal action.

According to the National Energy Transition Roadmap ("**NETR**"), Malaysia's energy system is primarily dominated by non-renewable sources of energy namely, natural gas, oil and coal. Together they contributed around 96% of Malaysia's total primary energy supply ("**TPES**") in 2023. Under the NETR's responsible transition scenario, Malaysia is expected to shift from traditional, fossil fuel-based energy systems to a greener, low carbon energy framework. Recognising the significance of energy in sustaining economic growth and socioeconomic development, the NETR aims to ensure progressive scaling up of RE in the power mix by 2050. Under this transition, coal will be phased-out, while RE will increase from 4% of Malaysia's TPES in 2023 to 23% by 2050. Meanwhile, natural gas is expected to play a major role, constituting 56% of TPES by 2050. The transition will be driven by an increased in use of RE in the power generation mix, the phasing out of coal from the power generation mix, implementation of broad-based energy efficient initiatives and the shift to electrification and biofuels being expedited in the transport sector.

Malaysia is endowed with significant RE resources, boasting an estimated technical potential of nearly 290 GW nationwide. In particular, the technical potential for solar photovoltaic ("**PV**") alone is projected to reach 269 GW. Currently, only a small fraction of this RE potential has been tapped, with just over 9GW of installed capacity realised, thereby signalling the vast amount of potential yet untapped within the RE industry.

As of 31 December 2022, Malaysia's total RE installed capacity was 9,046 MW, constituting a 29.5% share in total installed electricity capacity. Hydropower is the largest contributor to RE capacity accounting for 68.7% due to the abundance of large river basins as a source of clean power generation. This is followed by solar PV and bioenergy (including biofuels), with 21.4% and 9.9% respectively. The notable growth in RE can be attributed to government programmes such as the Feed-in Tariff scheme ("**FiT**") and Large Scale Solar auction ("**LSS**") for solar and off-grid generation for biomass in Peninsular Malaysia and Sabah. Malaysia has an untapped potential of RE resources that can provide cost-effective alternatives to conventional fossil fuels. In the Malaysia Renewable Energy Roadmap strategic framework, the Government has projected the share of RE in the current installed capacity mix to increase to 31.0% in 2025 and 40.0% in 2035, thereby diversifying the country's energy mix.

According to the NETR, the total RE installed capacity in Malaysia is projected to expand to approximately 12.4 GW by 2025, with hydro, solar PV and bioenergy expanding to approximately 6.4 GW, 5.5 GW and 0.5 GW respectively. By 2050, RE is projected to make up the majority share of installed capacity; solar PV (~56 GW), hydro (~10.7 GW) and bioenergy (~1 GW). Going forward, the main contributor to the growth of RE share of installed capacity will be solar PV installation.

Malaysia stands at the forefront of a transformative energy landscape, where the focus on RE has sparked a positive and promising outlook for the industry. In terms of demand, the RE industry in Malaysia will continue to be driven by population growth and increased urbanisation going forward. Malaysia's population is projected to increase from 33.4 million in 2023 to an estimated 40 million by 2050 while, the urbanisation rate is expected to increase from 75% in 2020 to reach 85% by 2040. Economic and population growth, along with rapid urbanisation, will drive expansion in energy demand – which is expected to rise by 2% annually until 2050. As electricity demand increases, there is a growing focus on RE as an opportunity for power generation. The RE industry is well-positioned to address Malaysia's increasing electricity demands, supporting the growing economy and population while ensuring energy security and diversifying the nation's energy mix. Furthermore, as the adoption of electric vehicles gains momentum in Malaysia, opportunity emerges for the RE industry as the increased penetration of electric vehicles will lead to a rise in electricity demand, as these vehicles require charging from the grid.

On the supply side, growth in the RE industry is mainly shaped by the Malaysian Government's commitment towards low-carbon development aimed at restructuring the economic landscape to a more sustainable one. The Government has been supporting the RE development through 5 main programmes namely, FiT scheme, LSS, net energy metering, corporate green power programme and self-consumption. Other supporting RE programmes includes Green Technology Financing Scheme, Green Investment Tax Allowance and Green Income Tax Exemption. The Government has also taken steps to liberalise the electricity market through the virtual power purchase agreement and new enhanced dispatch arrangement mechanisms, which enable RE producers to compete effectively and sell directly to end customers.

Accordingly, the Malaysian Government has launched the NETR to accelerate energy transition and change the way energy is generated to improve climate resilience. In addition, the NETR establishes the pathway for national energy mix, greenhouse gas emission reduction and energy transition initiatives. In particular, one of the NETR aims includes growing RE's contribution of TPES from a mere 4% in 2023 to 23% of TPES by 2050, and this augurs well for expansion in the RE industry. Going forward, Malaysia's focus on shifting from a traditional fossil fuel-based economy to a high-value green economy is expected to significantly benefit the RE industry.

(Source: Independent Market Research Report dated 20 June 2024 prepared by Protégé)

## **8.6. Overview and outlook of the cement, clinker manufacturing and trading industry in the PRC**

Cement refers to a very fine powdery binding agent (usually made up of substances such as limestone and clay) that sets and hardens to adhere to other materials predominantly used for building and civil engineering construction. The commonly used cement today for construction is a type of hydraulic cement known as Portland cement which is made from raw materials such as limestone, clay, sand and iron ore.

The PRC is the dominant producer and consumer of cement in the world. Demand for cement is mainly concentrated on infrastructure and housing construction projects. In 2023, the cement industry in the PRC was negatively impacted by the declining real estate market as well as rising input costs for raw materials such as coal. Data from the National Bureau of Statistics reveals that cement output dropped by 0.7% year-on-year to 2.02 billion tons in 2023 from 2.13 billion tons in 2022. According to the China Cement Association ("**CCA**"), this marked the lowest production level since 2011.



On a closer look, Shandong Province is one of the prominent regions for cement market. In 2023, total output value of construction in Shandong Province stood at 1.87 trillion yuan (2022 = 1.76 trillion yuan) – making the province one of the country's top 10 regions by total output value of construction. Hence, Shandong Province is one of the key regional markets in the PRC for cement.

In terms of external trade, the PRC remained a net importer of cement by value in 2023. In 2023, the PRC exported USD288.5 million (2022: USD209.5 million) worth of cement, imported USD63.7 million (2022: USD600.9 million) worth of cement.

Cement clinker is a nodular material produced during the manufacturing of Portland cement. It is essentially an intermediate product in the production of cement. It is the result of the high-temperature processing of raw materials in a kiln, and upon grinding into a fine powder, serves as a key component in the formulation of Portland cement.

Given the lower price of imported cement clinker, Chinese cement manufacturers import cement clinker as a raw material for cement production to reduce costs. In 2023, the PRC imported 0.44 million tons of cement clinker, down by around 94.8% from 8.38 million tons of cement clinker recorded in 2022. In terms of import value of cement clinker by the PRC, approximately USD20.0 million was recorded in 2023, down from USD460.8 million in 2022. Vietnam is the largest source of cement clinker imports for the PRC, and in 2023, the PRC imported around 0.43 million tons of cement clinker valued at USD19.6 million from Vietnam, accounting for approximately 98.6% of the total import volume and 98.1% of total import value, respectively.

In 2023, the PRC exported 218,824 tons of cement clinker, an increase by 232.2% from 94,241 tons of cement clinker recorded in 2022. In terms of export value of cement clinker by the PRC, approximately USD22.5 million was recorded in 2023, an increase of 54.1% from USD14.6 million in 2022.

The cement industry in the PRC (and by extension cement clinker, which is an intermediate product in the production of cement) is currently grappling with a negative outlook, characterised by various challenges and uncertainties. Factors such as weakening demand, economic uncertainties, and evolving market dynamics contribute to this pessimism. Cement demand in the PRC is expected to continue its downward trend in the near term as a result of the country's implementation of several key policies aimed at ensuring sustainable development of the real estate market.

Cement demand in the PRC is declining, and is expected to fall under 2 billion tonnes in the near term. Economic uncertainties, both domestically and globally, have led to reduced construction activities and infrastructure projects, thereby impacting demand for cement. Meanwhile, shifts in environmental policies and increased focus on sustainability have introduced new regulatory challenges for the cement industry. Efforts by the PRC Government in recent years to continually reduce cement production capacity in the country to cut carbon emissions, reduce excess capacity as well as, discourage and eliminate outdated production capacity within the cement industry are reshaping the landscape for the cement industry in the PRC.

However, the cement industry in the PRC will continue to benefit from the Government's support for the real estate development and continued infrastructure spending going forward. The Chinese Government has been actively taking various measures in helping to address the property crisis in the country. These measures included allowing banks to extend maturing loans to developers, supporting property sales by reducing the size of down payments and cutting mortgage rates, boosting other funding channels such as bond issues, and ensuring the delivery of pre-sold homes to buyers. In addition, the PRC Government have announced plans to provide at least one trillion yuan (USD137 billion) of low-cost financing to the nation's urban village renovation and affordable housing programmes as part of its latest effort to revive its struggling property market. Such efforts are expected to support demands in the cement industry in the PRC, and accordingly, cement clinkers going forward.

(Source: Independent Market Research Report dated 20 June 2024 prepared by Protégé)

## 8.7. Future prospects of our Group

### 8.7.1. Overview of our Group

Presently, our Group is primarily involved in the provision of constructions works ("**Construction Division**"), development of properties ("**Property Division**"), sales of power energy ("**Power Division**"), as well as the manufacturing and trading of construction materials ("**Manufacturing & Trading Division**"). The segmental breakdown of our Group in terms of revenue and PAT/ (LAT) for the FYEs 31 December 2022 and 2023 are as follows:-

	<-----Audited----->			
	FYE 31 December 2022 RM'000	%	FYE 31 December 2023 RM'000	%
<b>Revenue</b>	<b>305,192</b>	<b>100.0</b>	<b>460,701</b>	<b>100.0</b>
Construction Division	218,967	71.7	158,384	34.3
Property Division	18,352	6.0	15,143	3.3
Power Division	7,585	2.5	7,219	1.6
Manufacturing & Trading Division	60,288	19.8	279,955	60.8
<b>PAT/ (LAT)</b>	<b>21,327</b>	<b>100.0</b>	<b>(31,253)</b>	<b>100.0</b>
Construction Division	1,526	7.2	(57,066)	182.5
Property Division	10,908	51.1	889	(2.8)
Power Division	22,018	103.2	19,568	(62.6)
Manufacturing & Trading Division	(3,031)	(14.2)	8,074	(25.8)
Others*	(10,094)	(47.3)	(2,718)	8.7

**Note:-**

\* Comprises investment holding, inter-group adjustments and eliminations with no business operations to generate revenue

As indicated in the table above, despite recording higher revenue of RM460.7 million for the FYE 31 December 2023 (FYE 31 December 2022: RM305.2 million), our Group recorded LAT of RM31.3 million as opposed to the RM21.3 million PAT registered in the preceding financial year. The losses were mainly attributed to the Construction Division, partially offset by the profits generated from the Power, Manufacturing & Trading Divisions. The financial commentaries for each segment are as follows:-

**Construction Division:** For the FYE 31 December 2023, the Construction Division reported a decline in revenue by RM60.6 million or 27.7% to RM158.4 million (FYE 31 December 2022: RM219.0 million), mainly due to the slow progress of our Group's construction projects. Consequently, the Construction Division recorded LAT of RM57.1 million in the current financial year (FYE 31 December 2022: PAT of RM1.5 million), on the back of lower revenue and higher expenses. This was mainly attributed to the LRT3 GS01 nearing its end, with expected completion in September 2024. The project recorded a decline in revenue contribution of RM69.1 million in the FYE 31 December 2023 as compared to the preceding financial year.

The LRT3 GS01 commenced in October 2017 with an initial expected completion in November 2023. However, due to slow progress over the years caused by work suspensions following the 14<sup>th</sup> General Election of Malaysia, movement control order during coronavirus disease (COVID-19) as well as project optimisation and design changes by client. EOT applications has been submitted to the client to request the extension of the Certificate of Practical Completion (CPC) date to May 2025. As a result of the extension, the budgeted cost of this project has been revised upwards by RM69.0 million.

**Property Division:** For the FYE 31 December 2023, the Property Division reported a decline in revenue by RM3.2 million or 17.5% to RM15.1 million (FYE 31 December 2022: RM18.3 million), mainly due to competition from newly completed projects and nearby undersold properties, leading to lower sales. Consequently, the Property Division recorded a lower PAT of RM0.9 million in the current financial year (FYE 31 December 2022: RM10.9 million) on the back of lower revenue. In addition, this segment had in the preceding financial year recorded a one-off reversal gain of RM9.1 million related to a cost provision for the Batu Kawah New Township project, which was no longer required.

**Power Division:** For the FYE 31 December 2023, the Power Division reported a marginal decline in revenue by RM0.4 million or 5.3% to RM7.2 million (FYE 31 December 2022: RM7.6 million), mainly due to lower output in energy generation resulting from lower solar irradiance in 2023. Consequently, the Power Division recorded a decline in PAT by RM2.4 million or 10.9% to RM19.6 million in the current year (FYE 31 December 2022: RM22.0 million) on the back of lower revenue.

**Manufacturing & Trading Division:** For the FYE 31 December 2023, the Manufacturing & Trading Division reported an increase in revenue by 4.6 times to RM280.0 million (FYE 31 December 2022: RM60.3 million) following the consolidation of Real Jade into our Group commencing November 2022. Consequently, the Manufacturing & Trading Division recorded PAT of RM8.1 million in the current year (FYE 31 December 2022: LAT of RM3.0 million) on the back of higher revenue.

#### 8.7.2. Prospects of Real Jade

As highlighted at the outset, our Company's investment in Real Jade represents a horizontal expansion of our Group's manufacturing & trading segment to expand its revenue stream as well as geographical reach outside of Malaysia and inroads into the PRC market. This would enable our Group to attain a wider market presence and marketability of its range of construction materials which can be offered to both local and international customers. Through Real Jade, our Group would gain regional presence in the PRC's construction materials industry.

Notwithstanding the slow recovery of the cement industry in the PRC as outlined in **Section 8.6** of this Abridged Prospectus, our Board remains optimistic about our Company's investment in Real Jade premised on its management and financial performance over the last two years since its consolidation into our Group commencing November 2022:-

	←-----Audited----->			
	FYE 31 December 2022 HKD'000	RM'000*	FYE 31 December 2023 HKD'000	RM'000*
Revenue	500,054	281,780	401,319	236,216
Gross profit	127,189	71,671	103,980	61,203
PAT	50,426	28,415	29,822	17,553
Net cash generated from operating activities	43,791	24,676	24,777	14,583

**Note:-**

\* The HKD amount as per the above financial statements have been translated into RM amount based on the following middle rate quoted by BNM as at 5.00 p.m. on the respective end dates for each financial years under review, as follows:-

FYE 31 December 2022 HKD1.00 : RM0.5635  
 FYE 31 December 2023 HKD1.00 : RM0.5886

In the latest FYE 31 December 2023, the average cement selling price in the PRC dropped by 41.3% from its peak in the previous FYE 31 December 2022, a factor beyond Real Jade's control. Despite so, Real Jade has managed to mitigate the impact of the lower selling price on its financials by controlling sales volume, ensuring that the gross margin is not compromised. The gross margin for the FYE 31 December 2023 stood at 25.9%, compared to 25.4% in the previous financial year. Accordingly, despite the weak industry sentiment, Real Jade has continued to register a PAT and positive operating cash flow for the FYE 31 December 2023. Further financial commentaries on Real Jade are provided in **Section 5.1** of this Abridged Prospectus.

Following the completion of the Acquisition in November 2022, Real Jade began to contribute significantly to the consolidated Group, as demonstrated in the latest FYE 31 December 2023. Real Jade alone recorded revenue and PAT of RM236.2 million and RM17.6 million respectively, representing over 50% of our Group's total revenue and helped to alleviate our Group's losses. The table below shows Real Jade's contribution to our Group:-

	<-----Audited FYE 31 December 2023----->		
	Real Jade RM'000	Mudajaya Group RM'000	Contribution
Revenue	236,216	460,701	51.3%
PAT/ (LAT)	17,553	(31,253)	>100.0%

Our Board views Real Jade as a long-term strategic investment for our Company. It expects the financial performance of Real Jade to improve in the long-run, once the cement industry in the PRC starts to pick up. The Chinese Government has been actively taking various measures in helping to address the property crisis in the country, expediting the rollout of major infrastructure projects. These include the Ji-Zao high-speed railway project (estimated cement consumptions: 3 million tons), the second Beijing-Shanghai high-speed railway project (estimated cement consumptions: 3 million tons), the Linyi-Tengzhou expressway project (estimated cement consumptions: 600 thousand tons), and the Zaozhuang airport project (estimated cement consumptions: 100 thousand tons).

Based on the management's knowledge, these infrastructure projects have commenced works, and Real Jade intends to supply cement to the contractors involved by participating in the tendering process as and when the opportunities arise.

To enhance its competitive edge in the cement industry in the PRC, Real Jade has invested in the development of Sulphate Resistant Portland Cement (SRPC), which offers improved durability for more resilient concrete structures. Consequently, Real Jade has been able to command higher profit margins for SRPC. Additionally, the management is exploring the potential upgrade of its cement plant to improve productivity. Barring any unforeseen circumstances, our Board anticipates that Real Jade will continue to contribute significantly to the Manufacturing & Trading Division moving forward, given the size and scalability of the PRC market. Real Jade's cement trading business has established its presence since 1993 and is one of the 60 major players in the cement industry in the PRC.

### 8.7.3. Prospects of the existing business

The Construction Division is also exploring opportunities to participate in selected projects in the PRC by providing project management services. At the local level, the 2024 budget has highlighted that the construction sector is allocated with higher development allocations and new projects, such as the Klang Valley LRT's five new stations, the nationwide flood mitigation programme, and Penang's first LRT project. It is hoped that Malaysian construction sector will improve in 2024, especially with the continuation of several key infrastructure projects such as the ECRL and utility related projects (i.e. sewerage treatment plants and power generation projects). With the recent success in securing an RM195.1 million contract related to the ECRL in August 2023, the management is hopeful to secure other infrastructure and private investment projects to replenish our Group's order book. As at the LPD, our Group's outstanding order book stood at RM313 million, and a tender book of approximately RM8 billion.

In addition, the recently announced NETR Phase 1 is expected to bode well with the future prospect of the Power Division, coupled with the lifting of the RE export ban, which would enable our Group to explore cross border electricity sales programme. For the Property Division, the management shall remain focus on launching new projects in Batu Kawah New Township at Kuching, Sarawak.

Barring any unforeseen circumstances, our Board is cautiously optimistic on the future prospects of our Group. The Corporate Exercises are expected to have a positive impact on our Group's financial performance moving forward as and when the anticipated benefits are realised.

(Source: Management of our Company)

## 9. FINANCIAL EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS

### 9.1. Issued share capital

	No. of Shares ('000)	RM'000
Issued share capital as at the LPD	2,125,921	722,684
Rights Shares to be issued pursuant to the Rights Issue with Warrants	531,480	80,147 <sup>*1</sup>
	<b>2,657,401</b>	<b>802,831</b>
Shares to be issued arising from the full exercise of the Warrants	531,480	116,926 <sup>*2</sup>
Reversal of warrant reserve pursuant to the full exercise of the Warrants	-	10,204 <sup>*3</sup>
<b>Enlarged issued share capital</b>	<b>3,188,881</b>	<b>929,961</b>

#### Notes:-

- \*1 Based on the issue price of RM0.17 per Rights Share and adjusted for the apportionment of its relative fair value between the share capital and warrant reserve
- \*2 Based on the exercise price of RM0.22 per Warrant
- \*3 Based on the theoretical fair value of RM0.0192 per Warrant extracted from Bloomberg's trinomial option pricing model as at the LTD

For avoidance of doubt, Mudajaya does not retain any treasury shares as at the LPD.

**9.2. Convertible securities**

As at the LPD, our Company does not have any outstanding convertible securities. Nevertheless, a total of up to 531,480,223 Warrants may be issued pursuant to the Rights Issue with Warrants.

This issuance will not result in non-compliance with Paragraph 6.50 of the Listing Requirements, which stipulates that a listed issuer must ensure that the number of new shares which will arise from the exercise or conversion of all outstanding convertible equity securities, does not exceed 50% of the total number of issued shares of the listed issuer (excluding treasury shares and before the exercise of the convertible equity securities) at all times.

No. of issued Shares after the issuance of Rights Shares (A)	2,657,401,118
No. of Warrants to be issued (B)	531,480,223
<b>(B) / (A)</b>	<b><u>20.00%</u></b>

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### 9.3. NA and gearing level

Based on the latest unaudited financial position of our Group as at 31 March 2024, the pro forma effects of the Rights Issue with Warrants on the consolidated NA and gearing of our Group are as follows:-

	Unaudited as at 31 March 2024 RM'000	I Subsequent adjustments up to the LPD <sup>*1</sup> RM'000	II After I and the Rights Issue with Warrants <sup>*2</sup> RM'000	III After II and assuming full exercise of the Warrants <sup>*5</sup> RM'000
Share capital	667,683	722,684	802,831	929,961
Warrant reserve	-	-	10,204 <sup>*3</sup>	-
Others	(335,932)	(335,932)	(337,072) <sup>*4</sup>	(337,072)
<b>Shareholders' equity/ NA</b>	<b>331,751</b>	<b>386,752</b>	<b>475,963</b>	<b>592,889</b>
Non-controlling interests	287,095	287,095	287,095	287,095
<b>Total equity</b>	<b>618,846</b>	<b>673,847</b>	<b>763,058</b>	<b>879,984</b>
No. of Shares in issue ('000)	1,875,921	2,125,921	2,657,401	3,188,881
<b>NA per Share (RM)</b>	<b>0.18</b>	<b>0.18</b>	<b>0.18</b>	<b>0.19</b>
Total borrowings (RM'000)	901,038	846,038	770,978	770,978
<b>Gearing ratio (times)</b>	<b>1.46</b>	<b>1.26</b>	<b>1.01</b>	<b>0.88</b>

**Notes:-**

- \*1 After the issuance of 250,000,000 Consideration Shares at RM0.22 each as partial settlement of the Amount Owing to MHL, our Group's total borrowings will be reduced by HKD91.67 million (equivalent to RM55.00 million)
- \*2 After the issuance of up to 531,480,223 Rights Shares at RM0.17 each and adjusted for the apportionment of its relative fair value between the share capital and warrant reserve, our Group's total borrowings will be reduced by HKD125.10 million (equivalent to RM75.06 million) following the settlement of the remaining Amount Owing to MHL using the rights issue proceeds
- \*3 After the issuance of up to 531,480,223 free Warrants at the theoretical fair value of RM0.0192 each, extracted from Bloomberg's trinomial option pricing model as at the LTD
- \*4 After deducting estimated expenses of RM1.14 million in relation to the Corporate Exercises
- \*5 After the exercise of up to 531,480,223 free Warrants at the exercise price of RM0.22 each and the corresponding reversal of the warrant reserve to share capital

#### 9.4. Earnings and EPS

The Rights Issue with Warrants is expected to contribute positively to the future earnings of our Group for the FYE 31 December 2024, premised on the interest savings and minimised exposure to foreign exchange rate fluctuations arising from the early settlement of the balance consideration. However, there will be a dilution in the EPS of our Group for the FYE 31 December 2024 due to the increase in the number of Shares in issue after the issuance and allotment of the Rights Shares.

For illustrative purposes only, based on the latest unaudited consolidated statements of our Group for the 3-month FPE 31 March 2024, the pro forma effects of the Rights Issue with Warrants on the earnings of our Group and EPS are as follows:-

	Unaudited as at 31 March 2024 RM'000	Subsequent adjustments up to the LPD <sup>*1</sup> RM'000	I After I and the Rights Issue with Warrants <sup>*2</sup> RM'000	II After I and assuming full exercise of the Warrants <sup>*3</sup> RM'000
LAT attributable to shareholders of our Company	(10,066)	(10,066)	(10,066)	(10,066)
Add: Interest saving from early settlement of the balance consideration	-	-	1,578	1,578
<b>Adjusted</b>	<b>(10,066)</b>	<b>(10,066)</b>	<b>(8,488)</b>	<b>(8,488)</b>
No. of Shares in issue ('000)	1,875,921	2,125,921	2,657,401	3,188,881
<b>Basic LPS (sen)</b>	<b>(0.54)</b>	<b>(0.47)</b>	<b>(0.32)</b>	<b>(0.27)</b>

#### Notes:-

\*1 After the issuance of 250,000,000 Consideration Shares as partial settlement of the Amount Owing to MHL

\*2 After the issuance of up to 531,480,223 Rights Shares, followed by the settlement of the remaining Amount Owing to MHL using the rights issue proceeds. The early settlement of the balance consideration of HKD199.00 million (equivalent to RM119.40 million) by August 2024 is expected to result in interest cost savings of up to HKD2.63 million (equivalent to RM1.58 million):-

Vendor financing	Amount outstanding HKD'000	Annual interest rate %	Interest cost savings of up to 3 months (Sep'24 - Nov'24)	
			HKD'000	RM'000
Balance consideration	199,000	5.0	2,633	1,578

\*3 After the exercise of up to 531,480,223 free Warrants



### 9.5. Substantial shareholders' shareholdings

The pro forma effects of the Rights Issue with Warrants on the substantial shareholders' shareholdings are as follows:-

Substantial Shareholders	I				I			
	<-----Shareholdings as at the LPD----->				<-----After the Rights Issue with Warrants----->			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	% <sup>*1</sup>	No. of Shares	% <sup>*1</sup>	No. of Shares	% <sup>*2</sup>	No. of Shares	% <sup>*2</sup>
YSSB	1,318,371,467	62.0	-	-	1,647,964,333	62.0	-	-
MHL	250,000,000	11.8	-	-	312,500,000	11.8	-	-
Ample Full Profits Limited	-	-	1,318,371,467	62.0 <sup>*4</sup>	-	-	1,647,964,333	62.0 <sup>*4</sup>
Jovial Day Holdings Limited	-	-	1,318,371,467	62.0 <sup>*5</sup>	-	-	1,647,964,333	62.0 <sup>*5</sup>
Cheerful Talent Holdings Limited	-	-	1,318,371,467	62.0 <sup>*6</sup>	-	-	1,647,964,333	62.0 <sup>*6</sup>
Kuo Jen-Hao	-	-	1,318,371,467	62.0 <sup>*7</sup>	-	-	1,647,964,333	62.0 <sup>*7</sup>
Master Cheers Enterprises Limited	-	-	250,000,000	11.8 <sup>*8</sup>	-	-	312,500,000	11.8 <sup>*8</sup>
Mastery Holdings Limited	-	-	250,000,000	11.8 <sup>*9</sup>	-	-	312,500,000	11.8 <sup>*9</sup>
Cheng Lung Don	-	-	250,000,000	11.8 <sup>*10</sup>	-	-	312,500,000	11.8 <sup>*10</sup>

  

Substantial Shareholders	II			
	<---After I and assuming full exercise of the Warrants-->			
	<-----Direct----->		<-----Indirect----->	
	No. of Shares	% <sup>*3</sup>	No. of Shares	% <sup>*3</sup>
YSSB	1,977,557,199	62.0	-	-
MHL	375,000,000	11.8	-	-
Ample Full Profits Limited	-	-	1,977,557,199	62.0 <sup>*4</sup>
Jovial Day Holdings Limited	-	-	1,977,557,199	62.0 <sup>*5</sup>
Cheerful Talent Holdings Limited	-	-	1,977,557,199	62.0 <sup>*6</sup>
Kuo Jen-Hao	-	-	1,977,557,199	62.0 <sup>*7</sup>
Master Cheers Enterprises Limited	-	-	375,000,000	11.8 <sup>*8</sup>
Mastery Holdings Limited	-	-	375,000,000	11.8 <sup>*9</sup>
Cheng Lung Don	-	-	375,000,000	11.8 <sup>*10</sup>

**Notes:-**

- \*1 Based on the issued share capital of 2,125,920,895 Shares as at the LPD
- \*2 Based on the issued share capital of 2,657,401,118 Shares after the issuance of Rights Shares
- \*3 Based on the issued share capital of 3,188,881,341 Shares after the exercise of the Warrants
- \*4 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in YSSB
- \*5 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Ample Full Profits Limited
- \*6 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Jovial Day Holdings Limited
- \*7 Deemed interest pursuant to Section 8 of the Act by virtue of his shareholding in Cheerful Talent Holdings Limited
- \*8 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in MHL
- \*9 Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Master Cheers Enterprises Limited
- \*10 Deemed interest pursuant to Section 8 of the Act by virtue of his shareholding in Mastery Holdings Limited

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## 10. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES, MATERIAL COMMITMENTS AND MATERIAL TRANSACTIONS

### 10.1. 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. As at the LPD, our Group's cash and bank balances stood at RM200.7 million, together with total unutilised credit facilities of RM44.2 million.

Our Board is of the opinion that, after taking into consideration the funds generated from our operations, existing cash and bank balances, available credit facilities and 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.

### 10.2. Borrowings

As at the LPD, our Group has total outstanding borrowings of RM842.4 million. All of our borrowings are interest-bearing, further details of which are set out as follows:-

	Purpose of facility	Weighted average interest rate %	Outstanding as at the LPD RM'million
<b>Long term borrowings:-</b>			
Term loans denominated in USD	To finance Mudajaya Group's investments in overseas projects	7.5	98.9 <sup>1</sup>
Term loans	Refinancing of borrowings	5.6	58.6
Green SRI Sukuk Wakalah	To finance the development of a Large Scale Solar ("LSS") photovoltaic energy generating facility at Sungai Siput, Perak	5.7	167.8
			<b>325.3</b>
<b>Short term borrowings:-</b>			
Balance consideration denominated in HKD	To finance the acquisition of Real Jade	5.0	75.3 <sup>2</sup>
Third-party borrowings denominated in HKD	To finance working capital of Real Jade such as general administrative expenses, payment to suppliers and staff costs	5.0	179.2 <sup>2</sup>
Term loans	Refinancing of borrowings	5.6	36.5
Revolving credits	To finance working capital such as general administrative expenses, payment to subcontractors and staff costs	5.8	74.0
Invoice financing	To finance working capital such as payment to subcontractors and suppliers	5.2	5.7
Invoice financing in RMB	To finance working capital such as payment to suppliers	3.0	131.6 <sup>3</sup>
Green SRI Sukuk Wakalah	To finance the development of a LSS photovoltaic energy generating facility at Sungai Siput, Perak	5.7	14.8
			<b>517.1</b>
<b>Total</b>			<b>842.4</b>

**Notes:-**

- \*1 Comprising USD-denominated term loans of USD21.0 million, converted based on the exchange rate of USD1:RM4.7105 as at the LPD
- \*2 Comprising HKD-denominated balance consideration of HKD125.0 million and third-party borrowings of HKD297.5 million, converted based on the exchange rate of HKD1:RM0.6025 as at the LPD
- \*3 Comprising RMB-denominated invoice financing of RMB198.6 million, converted based on the exchange rate of RMB1:RM0.6626 as at the LPD

There has not been any default on payments of either interest and/ or principal sums on any borrowings throughout the past one financial year and the subsequent financial period up to the LPD.

**10.3. Contingent liabilities**

As at the LPD, our Board confirms that there are no contingent liabilities which, upon becoming enforceable, may have a material impact on the financial results/ position of our Group.

**10.4. Material commitments**

As at the LPD, our Board confirms that save as disclosed the below, there are no material commitments incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/ position of our Group:-

<b>Capital commitments contracted for but not provided for</b>	<b>RM'000</b>
Capital contribution to a joint venture	250,245
Acquisition of intangible assets	83,774
Acquisition of property, plant and equipment	522
	<b>334,541</b>

Our Company intends to fund the material commitments via a combination of internally generated funds and external borrowings, the actual proportion of which can only be determined at a later stage.

**10.5. Material transactions**

Our Board confirms that save for the Corporate Exercises, there are no other transactions which may have a material effect on the operations, financial position and results of our Group since our latest interim financial report for the 3-month FPE 31 March 2024.

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

### 11.1. 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 11.5.3 and 11.9.3** 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>.

### 11.2. 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.

### 11.3. 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* <sup>1</sup>	All Entitled Shareholders
NRS	All Entitled Shareholders
Bursa Anywhere* <sup>2</sup>	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

**11.4. 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.

**11.5. Procedure for full acceptance and payment**

**11.5.1. 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 Warrant. 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 11.9** 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 ACC" 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 AND/ OR THEIR RENOUNCEE(S) AND/ OR TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE OR WARRANT CERTIFICATES WILL BE ISSUED.**

#### **11.5.2. 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 11.5.2(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.pbebank.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 11.5.2(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 11.5.2(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.

### 11.5.3. 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 ACC**  
Bank Account No : **514012491703**

- (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.

#### **11.5.4. 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 11.5.4(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.

#### **11.6. 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 11.5** 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.

#### **11.7. 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 11.5 and 11.6** 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>.

#### **11.8. Procedure for acceptance by renounce(s)/ transferee(s)**

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 11.5 and 11.6** 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.**

**11.9. Procedure for application of Excess Rights Shares with Warrants**

**11.9.1. 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 11.5 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 ACC" 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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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.**

**Effective 1 January 2024, the Inland Revenue Board of Malaysia ("IRBM") has terminated the usage of revenue stamp as a stamping method at all IRBM stamping duty counters and district stamping offices.**

**In connection thereto, the application and payment of stamp duty for the RSF to be performed online via IRBM system namely Stamp Duty Assessment and Payment System ("STAMPS") at <https://stamps.hasil.gov.my>. The payment of stamp duty must be made via from the same link. The Stamp Certificate/ Official Receipt will be issued via STAMPS as a proof of payment of stamp duty.**

**You, your renounees and/ or transferees (if applicable) must attach a copy of the Stamp Certificate to the RSF before submitting the RSF to the Share Registrar.**



### 11.9.2. 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 11.5.2** 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 11.5.2** 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 our 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 11.9.1** above.

### 11.9.3. 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 11.5.3** of this Abridged Prospectus save and except for the amount payable to be directed to "**MUDAJAYA EXCESS RIGHTS ISSUE ACC**" (**BANK ACCOUNT NO. 514012491710 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 11.5.3** 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 our 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 11.9.1** above.

### 11.9.4. 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 11.5.4** 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 11.5.4** 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.

#### **11.10. 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 11.9** of this Abridged Prospectus.

#### 11.11. 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 and/ or their renounee(s) and/ or transferee(s) (if applicable) who do not have a registered address in Malaysia. However, such Foreign Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (if applicable) are or may be subject. Foreign Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such jurisdiction.

The Foreign Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (if applicable) are or may be subject to;

- (ii) the Foreign Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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 and/ or their renounee(s) and/ or transferee(s) (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.

**12. TERMS AND CONDITIONS**

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

**13. 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**



**JAMES WONG TET FOH**  
Non-Independent Executive Chairman

## APPENDIX I - INFORMATION ON OUR COMPANY

### 1. SHARE CAPITAL

As at the LPD, our issued share capital is RM722,683,967.38 comprising 2,125,920,895 Mudajaya Shares.

### 2. BOARD OF DIRECTORS

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

Name	Age	Address	Nationality
Ir. James Wong Tet Foh ( <i>Non-Independent Executive Chairman</i> )	63	25, Jalan Telawi 8, Bangsar Baru, 59100 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Malaysian
Dato' Amin Rafie Bin Othman ( <i>Independent Non-Executive Deputy Chairman</i> )	64	No. 40, Lorong SS1/11A, Kampung Tunku, 47300 Petaling Jaya, Selangor Darul Ehsan, Malaysia	Malaysian
Chew Hoy Ping ( <i>Senior Independent Non-Executive Director</i> )	66	B-30-1, Mont Kiara Aman, 4, Jalan Kiara 2, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Malaysian
Oei Su Lee ( <i>Independent Non-Executive Director</i> )	54	1, Buckhurst Avenue, Point Piper, New South Wales 2027, Australia	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
<b>2023</b>		
July	0.200	0.180
August	0.210	0.175
September	0.190	0.180
October	0.185	0.165
November	0.185	0.165
December	0.170	0.155
<b>2024</b>		
January	0.175	0.155
February	0.160	0.140
March	0.185	0.125
April	0.155	0.130
May	0.140	0.130
June	0.165	0.130
Last transacted market price on the LTD		0.175
Last transacted market price on the LPD		0.150
Last transacted market price on 4 July 2024 (being the Market Day immediately prior to the ex-date of the Rights Issue with Warrants)		0.145

(Source: Bloomberg)

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

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### 4. OPTION TO SUBSCRIBE FOR MUDAJAYA SHARES

As at the LPD, no option to subscribe for any securities of our Company has been granted or is entitled to be granted to anyone.

### 5. MATERIAL CONTRACTS

Save for the following, our 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:-

- (a) Variation agreement;
- (b) Underwriting agreement; and
- (c) Deed Poll

### 6. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board confirms that there are no other proceedings pending or threatened against us, or of any facts likely to give rise to any proceedings, which might materially or adversely affect our Group's financial position or business:-

#### i. **Shah Alam High Court, Writ No. BA-22NCvC-53-02/2018 MCB v Michael Chua Khian Keng & 3 Ors**

On 5 February 2018, MCB commenced legal action against Michael Chua Khian Keng, Tan Kah Luan, Joseph Chua Thian Song and Yeo Siok Boi.

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.

Full trial has completed on 6 July 2023, and both parties have filed and exchanged post-trial submissions and submissions in reply. On 7 June 2024, the court awarded in favour of MCB RM43,547,282.19 plus 5% annual interest and RM500,000.00 in costs, against the defendants. The court also extended the Mareva Injunction Order dated 21 October 2019 to aid in enforcement of the judgement.

The Board is of the view that this decision is not expected to materially affect our Group's earnings for the FYE 31 December 2024 until full repayment is made.

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

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**ii. 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 ("**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. The parties entered into judge-led mediation sessions that commenced on 1 April 2024, 3 April 2024 and 29 May 2024. However, both parties did not agree to the terms discussed during the mediation. As such, the trial is scheduled to continue from 14 October 2024 to 17 October 2024.

The Board and MCB's solicitors are of the view that there is a reasonable chance of success for MCB to enter into a settlement with Crest.

**iii. Kuala Lumpur High Court, Writ No. WA-22C-76-10/2021  
Crest v MCB**

Crest re-filed the liquidated ascertained damages ("**LAD**") claim in October 2021 after it was struck off with liberty to file in August 2021. An application to consolidate and transfer the case to case in item (ii) above was made by Crest. However, the consolidation application was dismissed on 27 October 2023 and Mudajaya has filed its defence on 8 December 2023.

Crest has filed its reply to MCB's statement of defence on 9 January 2024. The pre-trial case management was held on 20 February 2024 and the trial date is anticipated to be in August 2024.

The Board and MCB's solicitors are of the view that there is a reasonable chance of success to defend Crest's claims.

**iv. In a matter of an arbitration between MCB and Giga Engineering & Construction Sdn Bhd ("Giga")**

MCB has awarded Giga the substructure and superstructure works project. Disputes between the parties are in regard to outstanding payments, as well as in relation to the Final Account from MCB to Giga.

On 29 November 2022, MCB commenced an arbitration against Giga with a total claim amount of RM26,942,862.15.

Due to the ongoing civil and criminal court cases involving Michael Chua Khian Keng, an ex-employee of MCB, the parties have agreed to keep the arbitration proceeding in abeyance.

The Board and MCB's solicitors are of the view that the parties will reach a settlement.



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

### 7. KEY FINANCIAL INFORMATION

Our audited consolidated financial information for the past 3 financial years up to the FYE 31 December 2023 and our most recent announced unaudited interim consolidated financial information for the 3-month FPE 31 March 2024 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
<b>Our annual report for the FYE 31 December 2021</b>	
Statements of financial position	96-97
Statements of profit or loss and other comprehensive income	98-99
Statements of changes in equity	100-102
Statements of cash flows	103-107
Notes to the financial statements	108-198
<b>Our annual report for the FYE 31 December 2022</b>	
Statements of profit or loss and other comprehensive income	109
Statements of financial position	110-112
Statements of changes in equity	113-115
Statements of cash flows	116-118
Notes to the financial statements	119-222
<b>Our annual report for the FYE 31 December 2023</b>	
Statements of profit or loss and other comprehensive income	130
Statements of financial position	131-132
Statements of changes in equity	133-135
Statements of cash flows	136-138
Notes to the financial statements	139-227
<b>Our quarterly report for the 3-month FPE 31 March 2024</b>	
Statements of profit or loss and other comprehensive income	2-3
Statements of financial position	4-5
Statements of changes in equity	6-7
Statements of cash flows	8-9
Notes to the financial statements	10-24

A summary of the financial information of our Group based on our audited financial statements for the past 3 FYEs 31 December 2021, 31 December 2022 and 31 December 2023 as well as the latest unaudited interim financial reports for the FPEs 31 March 2023 and 31 March 2024 are as follows:-

#### 7.1 Historical financial performance

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			3-month FPE 31 March	
	2021	2022	2023	2023	2024
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	250,898	305,192	460,701	103,730	80,495
Cost of sales	(215,488)	(257,022)	(421,668)	(87,590)	(67,123)
<b>Gross profit</b>	<b>35,410</b>	<b>48,170</b>	<b>39,033</b>	<b>16,140</b>	<b>13,372</b>
Other income	60,846	50,969	60,282	10,130	10,994
Distribution and selling expenses	-	(365)	(1,884)	(381)	(522)
Administrative expenses	(34,964)	(42,913)	(64,970)	(12,071)	(13,575)
Other expenses	(4,629)	(2,344)	(4,144)	(436)	(1,299)
Finance costs	(44,430)	(31,683)	(52,418)	(10,739)	(12,677)
Share of profit of associates	7,760	4,917	3,060	2,447	(1,638)
<b>PBT/ (LBT)</b>	<b>19,993</b>	<b>26,751</b>	<b>(21,041)</b>	<b>5,090</b>	<b>(5,345)</b>
Income tax expense	(6,092)	(5,424)	(10,212)	(3,471)	(2,808)
<b>PAT/ (LAT)</b>	<b>13,901</b>	<b>21,327</b>	<b>(31,253)</b>	<b>1,619</b>	<b>(8,153)</b>

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

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			3-month FPE 31 March	
	2021 RM'000	2022 RM'000	2023 RM'000	2023 RM'000	2024 RM'000
<b>Profit/ (Loss) attributable to owners of our Company</b>	12,328	14,455	(48,524)	(888)	(10,066)
Weighted average no. of Shares in issue ('000)	784,042	1,875,747	1,875,921	1,538,567	1,875,921
Basic EPS/ (LPS) (sen)	1.57	0.77	(2.59)	(0.06)	(0.54)

## 7.2 Historical financial position

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			3-month FPE 31 March	
	2021 RM'000	2022 RM'000	2023 RM'000	2023 RM'000	2024 RM'000
Non-current assets	478,599	631,738	642,450	652,174	636,097
Current assets	541,499	1,292,024	1,537,847	1,280,424	1,454,076
<b>Total assets</b>	<b>1,020,098</b>	<b>1,923,762</b>	<b>2,180,297</b>	<b>1,932,598</b>	<b>2,090,173</b>
Non-current liabilities	369,324	554,513	383,461	540,387	405,574
Current liabilities	347,973	693,399	1,175,159	716,423	1,065,753
<b>Total liabilities</b>	<b>717,297</b>	<b>1,247,912</b>	<b>1,558,620</b>	<b>1,256,810</b>	<b>1,471,327</b>
Share capital	502,054	663,450	667,683	663,450	667,683
Reserves	(237,341)	(262,444)	(329,150)	(264,824)	(335,932)
<b>Shareholders' funds/ NA</b>	<b>264,713</b>	<b>401,006</b>	<b>338,533</b>	<b>398,626</b>	<b>331,751</b>
Non-controlling interests	38,088	274,844	283,144	277,162	287,095
<b>Total equity</b>	<b>302,801</b>	<b>675,850</b>	<b>621,677</b>	<b>675,788</b>	<b>618,846</b>
<b>Total equity and liabilities</b>	<b>1,020,098</b>	<b>1,923,762</b>	<b>2,180,297</b>	<b>1,932,598</b>	<b>2,090,173</b>

## 7.3 Historical cash flows

	<-----Audited----->			<-----Unaudited----->	
	FYE 31 December			3-month FPE 31 March	
	2021 RM'000	2022 RM'000	2023 RM'000	2023 RM'000	2024 RM'000
<b>Net cash generated from/ (used in)</b>					
Operating activities	115,205	(30,168)	30,868	(241)	(138,706)
Investing activities	168,302	106,385	(112,908)	(2,256)	78,401
Financing activities	(280,357)	55,555	47,747	(30,420)	(10,611)
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>3,150</b>	<b>131,772</b>	<b>(34,293)</b>	<b>(32,917)</b>	<b>(70,916)</b>
Effect of exchange rate fluctuations on cash held	(5,984)	(20,504)	18,374	4,319	36,992
Cash and cash equivalents at beginning of year/ period	59,935	57,101	168,369	168,369	152,450
<b>Cash and cash equivalents at end of year/ period</b>	<b>57,101</b>	<b>168,369</b>	<b>152,450</b>	<b>139,771</b>	<b>118,526</b>

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


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**FYE 31 December 2022**

For the FYE 31 December 2022, our Group recorded revenue of RM305.19 million, compared to the preceding financial year of RM250.90 million. The increase in revenue of approximately RM54.29 million or 21.64% was mainly attributable to:-

- i. the consolidation of two months revenue from Real Jade following the completion of its acquisition in November 2022. This had resulted in our manufacturing & trading segment recording higher revenue of RM60.29 million (FYE 31 December 2021: RM31.81 million); and
- ii. the active progress of the LRT3 GS01 project, which had resulted in our construction segment recording a higher revenue of RM218.97 million (FYE 31 December 2021: RM182.28 million).

For the FYE 31 December 2022, our Group recorded PBT of RM26.75 million, compared to the preceding financial year of RM19.99 million. The increase in PBT of approximately RM6.76 million or 33.82% was in the with the higher revenue recorded and lower finance costs during the year of RM31.7 million (FYE 31 December 2021: RM44.43 million), resulted from the early repayment of our Group's term loans, partially offset by higher administrative expenses of RM42.91 million (FYE 31 December 2021: RM34.96 million), primarily incurred for due to the consolidation of Real Jade as mentioned above.

**FYE 31 December 2023**

For the FYE 31 December 2023, our Group recorded revenue of RM460.70 million, compared to the preceding financial year of RM305.19 million. The increase in revenue of approximately RM155.51 million or 50.95% was mainly attributed to the consolidation of revenue from Real Jade, which resulted in the manufacturing & trading segment recording higher revenue by 4.6 times to RM279.96 million (FYE 31 December 2022: RM60.29 million). However, this was partially offset by lower revenue recorded for the construction segment of RM158.38 million (FYE 31 December 2022: RM218.97 million), following the nearing completion of the LRT3 GS01 project, expected to be in September 2024.

For the FYE 31 December 2023, our Group recorded LBT of RM21.04 million, compared to the preceding financial year's PBT of RM26.75 million. Despite the increase in revenue, we recorded a lower gross profit of RM39.03 million (FYE 31 December 2022: RM48.17 million), mainly due to higher expenses incurred for the LRT3 GS01. This increase followed the project's completion delay from November 2023 to September 2024, with further details explained in **Section 8.7.1** of this Abridged Prospectus. Accordingly, our gross profit margin declined to 8.47% (FYE 31 December 2022: 15.78%). The LBT recorded in the current financial year was also attributable to:-

- i. the higher administrative expenses of RM64.97 million (FYE 31 December 2022: RM42.91 million), incurred after consolidating Real Jade's account for the full financial year compared to 2 months results in the corresponding year. These expenses were mainly attributed to depreciation of non-current assets, employee benefits expenses, general expenses (i.e. travelling expenses, repair and maintenance research expenses) of Mudajaya; and
- ii. the higher finance costs of RM52.42 million (FYE 31 December 2022: RM31.68 million), resulted from the drawdown of vendor financing since November 2022 to finance the acquisition of Real Jade.

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

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**3-month FPE 31 March 2024**

For the 3-month FPE 31 March 2024, our Group recorded revenue of RM80.50 million, compared to the preceding corresponding financial period of RM103.73 million. The decrease in revenue of approximately RM23.23 million or 22.39% was mainly attributed to lower sales of cement, in tandem with the weak sentiment observed in the cement industry in the PRC, as highlighted in **Section 8.6** of this Abridged Prospectus. In terms of sales volume, Real Jade recorded a lower 76,500 tonnes of total cement sales (3-month FPE 31 March 2023: 155,300 tonnes), whilst the average cement selling price in the PRC was RMB320 (equivalent to RM210) per tonne on 31 March 2024 (3-month FPE 31 March 2023: RMB429 (equivalent to RM276) per tonne).

For the 3-month FPE 31 March 2024, our Group recorded LBT of RM5.35 million, compared to the preceding corresponding financial period's PBT of RM5.09 million. The LBT was in tandem with the lower revenue recorded, resulting in us recording a gross loss of RM0.73 million, as opposed to the gross profit of RM3.69 million recorded in the 3-month FPE 31 March 2023. Additionally, in the current financial period, we recognised a share of loss of RM1.64 million from our associated companies (3-month FPE 31 March 2023: RM2.45 million share of profit). This was mainly attributed to our associated company, PT Harmoni Energy Indonesia, due to lower power sales and lower power output as a result of decreased demand from the offtaker. Further, the inefficient coal utilisation had also contributed to the losses incurred.

**8. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS**

Please refer to **Section 9.5** of this Abridged Prospectus for information on the substantial shareholders' shareholdings before and after the Rights Issue with Warrants.

**9. DIRECTORS' SHAREHOLDINGS**

As at the LPD, none of the Directors have any direct and/ or indirect shareholding in our Company.

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## APPENDIX II - ADDITIONAL INFORMATION

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### 1. CONSENTS

The written consents of our Principal Adviser, Underwriter, solicitors, company secretaries, Share Registrar, and Independent Market Researcher for the Rights Issue with Warrants for the inclusion in this Abridged Prospectus of their names and all references thereto in the form and context in which they appear have been given before the issuance of this Abridged Prospectus and have not been subsequently withdrawn.

Bloomberg has given and has not subsequently withdrawn its written consent before the date of issue of this Abridged Prospectus with the inclusion of its name as the source of our historical share prices as disclosed in this Abridged Prospectus and all references thereto in the form and context in which they are included in this Abridged Prospectus.

### 2. DOCUMENTS FOR INSPECTION

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

- (i) the Constitution of Mudajaya;
- (ii) the undertaking letters referred to in **Section 3.1** of this Abridged Prospectus;
- (iii) the Independent Market Researcher Report referred to in **Section 8** of this Abridged Prospectus;
- (iv) the material contracts referred to in **Section 5 of Appendix I** of this Abridged Prospectus;
- (v) the relevant cause papers referred to in **Section 6 of Appendix I** of this Abridged Prospectus; and
- (vi) the letters of consent as referred to in **Section 1 of 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 Principal Adviser and Underwriter 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.