



SENTORIA
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SENTORIA GROUP BERHAD | PROSPECTUS

PROSPECTUS

SENTORIA
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SENTORIA GROUP BERHAD
(formerly known as Sentoria Development Sdn Bhd)
(Company No. 463344-K)
(Incorporated in Malaysia under the Companies Act, 1965)

THE INITIAL PUBLIC OFFERING ("IPO") OF 100,000,000 ORDINARY SHARES OF RM0.20 EACH ("SHARES") IN SENTORIA GROUP BERHAD IN CONJUNCTION WITH THE LISTING AND QUOTATION OF 400,000,000 SHARES ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:-

- (A) PUBLIC ISSUE OF 60,000,000 NEW SHARES ("PUBLIC ISSUE SHARES") IN THE FOLLOWING MANNER:-
- 20,000,000 PUBLIC ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC AT THE IPO PRICE OF RM0.85 PER SHARE (THE "IPO PRICE"), PAYABLE IN FULL UPON APPLICATION;
 - 10,000,000 PUBLIC ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY ELIGIBLE DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES OF SENTORIA GROUP BERHAD AND ITS SUBSIDIARIES AT THE IPO PRICE, PAYABLE IN FULL UPON APPLICATION; AND
 - 30,000,000 PUBLIC ISSUE SHARES MADE AVAILABLE FOR PRIVATE PLACEMENT TO SELECTED INVESTORS AT THE PLACEMENT PRICE OF RM0.87 (THE "PLACEMENT PRICE"), PAYABLE IN FULL UPON APPLICATION;

AND

- (B) OFFER FOR SALE OF 40,000,000 EXISTING SHARES MADE AVAILABLE FOR APPLICATION BY BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY AT THE PLACEMENT PRICE, PAYABLE IN FULL UPON APPLICATION

PRINCIPAL ADVISER AND MANAGING UNDERWRITER



AmInvestment Bank Berhad
(Company No.: 23742-V)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

JOINT PLACEMENT AGENTS



UNDERWRITERS



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

THERE ARE CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER. TURN TO SECTION 3 FOR "RISK FACTORS".

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA.

THIS PROSPECTUS IS DATED 31 JANUARY 2012

RESPONSIBILITY STATEMENTS

OUR DIRECTORS, PROMOTERS AND OFFEROR HAVE REVIEWED AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION IN THIS PROSPECTUS. THEY CONFIRM, AFTER MAKING ALL REASONABLE ENQUIRIES THAT, TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

AmINVESTMENT BANK BERHAD, BEING OUR PRINCIPAL ADVISER, MANAGING UNDERWRITER, UNDERWRITER AND JOINT PLACEMENT AGENT ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE INITIAL PUBLIC OFFERING ("IPO").

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INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

THE VALUATION UTILISED FOR THE PURPOSE OF THE CORPORATE EXERCISE SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT BY THE SC ON THE VALUE OF THE SUBJECT ASSETS.

APPROVAL HAS BEEN OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("**BURSA SECURITIES**") FOR THE LISTING OF AND QUOTATION FOR THE SECURITIES BEING OFFERED. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE IPO, OUR COMPANY OR OUR SECURITIES.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE HEREIN BY US AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS. BURSA SECURITIES MAKES NO REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF THIS PROSPECTUS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THIS PROSPECTUS.

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THE ACCEPTANCE OF APPLICATIONS FOR THE SHARES IS CONDITIONAL UPON PERMISSION BEING GRANTED BY BURSA SECURITIES FOR THE QUOTATION OF THE ENTIRE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ON THE MAIN MARKET OF BURSA SECURITIES. ACCORDINGLY, ALL MONIES PAID IN RESPECT OF ANY APPLICATION ACCEPTED WILL BE RETURNED WITHOUT INTEREST TO THE APPLICANTS IF THE AFORESAID PERMISSION IS NOT GRANTED WITHIN SIX (6) WEEKS FROM THE DATE OF ISSUE OF THIS PROSPECTUS (OR SUCH LONGER PERIOD AS MAY BE SPECIFIED BY THE SC), PROVIDED THAT THE COMPANY IS NOTIFIED BY BURSA SECURITIES WITHIN THE AFORESAID TIME FRAME. IF SUCH MONIES ARE NOT REPAID WITHIN FOURTEEN (14) DAYS AFTER THE COMPANY BECOMES LIABLE TO DO SO, THE PROVISION OF SUB-SECTION 243(2) OF THE CMSA SHALL APPLY ACCORDINGLY.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT <http://www.bursamalaysia.com>. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

YOU MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF CIMB INVESTMENT BANK BERHAD AT <http://www.eipocimb.com>, THE WEBSITE OF CIMB BANK BERHAD AT <http://www.cimbclicks.com.my>, THE WEBSITE OF MALAYAN BANKING BERHAD AT <http://www.maybank2u.com.my>, THE WEBSITE OF RHB BANK BERHAD AT <http://www.rhb.com.my>, THE WEBSITE OF AFFIN BANK BERHAD AT <http://www.affinOnline.com> AND THE WEBSITE OF PUBLIC BANK BERHAD AT <http://www.pbepbank.com> VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. INTERNET APPLICATIONS MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

IF YOU ARE IN DOUBT ABOUT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR ADVISER OR THE MALAYSIAN ISSUING HOUSE SDN BHD, A PAPER / PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER / PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER / PRINTED COPY OF THIS PROSPECTUS, WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC, SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "**THIRD PARTY INTERNET SITES**") WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, INVESTORS ACKNOWLEDGE AND AGREE THAT:-

- (I) WE DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, THE CONTENT ON, OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND

- (III) ANY DATA FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:-

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- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

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THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA. THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH THE OFFERING OR YOU ARE OR MIGHT BE SUBJECT. NEITHER WE NOR THE ADVISER NOR ANY OTHER ADVISERS IN RELATION TO THE OFFERING SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

THE CIRCULATION OF THIS PROSPECTUS AND THE ISSUE, OFFER OR INVITATION OF THE SECURITIES MAY BE RESTRICTED IN CERTAIN JURISDICTIONS OUTSIDE MALAYSIA AND THEREFORE PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS COMES SHALL SEEK ADVICE ON AND OBSERVE ANY SUCH RESTRICTIONS. THIS PROSPECTUS DOES NOT CONSTITUTE AN ISSUE, OFFER OR INVITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH ISSUE, OFFER OR INVITATION IS NOT AUTHORISED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH ISSUE, OFFER OR INVITATION.

IT SHALL BE YOUR SOLE RESPONSIBILITY IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE OFFERING WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR THE OFFERING WOULD BE IN COMPLIANCE WITH THE TERMS OF THE OFFERING AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECT. WE WILL FURTHER ASSUME THAT YOU HAD RECEIVED THE PROSPECTUS AND ACCEPTED THE OFFERING IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECT ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

WE WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE OFFERING, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE AN ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

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INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Malaysia Securities Berhad is set out below:-

<u>Date</u>	<u>Event</u>
31 January 2012	: Issue of Prospectus / opening date of the Initial Public Offering ("IPO")

Tentative Dates

10 February 2012	: Closing date of the IPO
14 February 2012	: Tentative date for balloting of applications
15 February 2012	: Tentative date for allotment of IPO Shares
23 February 2012	: Tentative listing date

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES.

THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 P.M. ON 10 FEBRUARY 2012 OR FOR SUCH FURTHER PERIOD OR PERIODS AS OUR DIRECTORS, PROMOTERS AND OFFEROR TOGETHER WITH OUR MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY MUTUALLY DECIDE. WE WILL NOT ACCEPT LATE APPLICATIONS.

IN THE EVENT THAT THE CLOSING DATE FOR THE APPLICATIONS IS EXTENDED, YOU WILL BE NOTIFIED OF THE CHANGE IN A WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPER IN MALAYSIA. SHOULD THE APPLICATION PERIOD BE EXTENDED, THE DATES FOR THE BALLOTING OF THE APPLICATIONS AND THE LISTING OF OUR COMPANY WILL BE EXTENDED ACCORDINGLY.

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DEFINITIONS

In this Prospectus, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:-

Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Admission	:	Admission of the entire issued and paid-up capital of Sentoria to the Official List of the Main Market of Bursa Securities
AmInvestment Bank	:	AmInvestment Bank Berhad (23742-V)
Application	:	The application for the IPO Shares by way of Application Forms or by way of Electronic Share Application or Internet Share Application
Application Form(s)	:	The printed Application Form(s) for the application for the IPO Shares
Arabian Bay	:	Arabian Bay Resort
ATM	:	Automated Teller Machine
Blue Sky Leisure	:	Blue Sky Leisure Sdn Bhd (954663-D)
Board or Directors	:	Board of Directors of Sentoria
Bonus Issue	:	Bonus Issue of 330,000,000 new Shares in our Company at par to the existing shareholders of our Company on the basis of approximately thirty three (33) Bonus Shares for every existing one (1) Share held in our Company
Bonus Shares	:	The 330,000,000 new Shares in our Company issued pursuant to the Bonus Issue
Bukit Gambang Resort	:	Bukit Gambang Resort City
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W), a subsidiary of Bursa Securities
Bursa Securities or Stock Exchange	:	Bursa Malaysia Securities Berhad (635998-W)
CAGR	:	Compound annual growth rate
Caribbean Bay	:	Caribbean Bay Resort
CCC	:	Certificate of Completion and Compliance
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
Central Depositories Act	:	Securities Industry (Central Depositories) Act, 1991

DEFINITIONS (Cont'd)

CF	:	Certificate of Fitness for Occupation
CIDB	:	Construction Industry Development Board
CMSA	:	Capital Markets and Services Act 2007
Converging Knowledge	:	Converging Knowledge Pte Ltd (200200797W)
Deposited Security	:	A security in our Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Central Depositories Act and the Rules
Desa Hijauan	:	Desa Hijauan (also known as Taman Gambang Damai)
Depositor	:	A holder of a Securities Account
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
ECE	:	East Coast Expressway
ECER	:	East Coast Economic Region
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Electronic Share Application or ESA	:	An application for the IPO Shares through a Participating Financial Institutions' ATM
EPS	:	Earnings per Share
ESOS	:	Employee Share Option Scheme
ESOS By-Laws	:	The rules, terms and conditions of the ESOS as amended from time to time
ESOS Options	:	The right to subscribe for new Shares upon acceptance of an offer under the ESOS
F&B	:	Food and beverage(s)
FPE	:	Financial period ended 31 July
FRS	:	Financial Reporting Standards
FYE	:	Financial year ended / ending 30 September
GDP	:	Gross domestic product
GDV	:	Gross development value
GP	:	Gross profit
IBS	:	Industrialised building system
IMRR	:	Independent Research on the Property Development and Theme Park Industry in Malaysia, 2012, prepared by Converging Knowledge

DEFINITIONS (Cont'd)

Internet Participating Financial Institution(s)	:	Participating organisations in the Internet Share Application, as listed in Section 16.6(II) of this Prospectus
Internet Share Application	:	Application for the IPO Shares through an Internet Participating Financial Institution
IPO	:	Initial public offering comprising the Public Issue and the Offer For Sale, collectively
IPO Price	:	RM0.85 per Share, being the price payable by applicants under Retail Offering
IPO Share(s)	:	The Public Issue Shares and Offer Shares, collectively
ISO	:	International Organisation for Standardisation, a developer and publisher of international standards
Joint Placement Agents	:	AmInvestment Bank and Kenanga Investment Bank Berhad
JV	:	Joint venture
km	:	Kilometre(s)
Listing	:	Admission to the Official List and the listing of and quotation for our entire issued and paid up share capital of RM80,000,000 comprising 400,000,000 Shares on the Main Market of Bursa Securities
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
Listing Scheme	:	The Subdivision, Bonus Issue, Public Issue, Offer for Sale, ESOS and Listing collectively
LPD	:	31 December 2011, being the latest practicable date prior to the registration of this Prospectus
Malaysian Public or Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Managing Underwriter	:	AmInvestment Bank
Mantap Selaras	:	Mantap Selaras Sdn Bhd (<i>formerly known as Sentoria Engineering Sdn Bhd</i>) (685061-U)
Market Day	:	A day on which the stock market of the Bursa Securities is open for trading in securities
MI	:	Minority interests
MICE	:	Meetings, incentives, conferences and exhibitions
MIH or Issuing House	:	Malaysian Issuing House Sdn Bhd (258345-X)
MITI	:	Ministry of International Trade and Industry
Morib Beach Resort	:	Morib Beach Resort City
NA	:	Net assets
NBV	:	Net book value

DEFINITIONS (Cont'd)

NTA	:	Net tangible assets
Offer for Sale or Offer	:	Offer for sale by the Offeror of 40,000,000 Offer Shares made available for application by Bumiputera investors approved by MITI at the Placement Price
Offer Shares	:	Existing Shares which are the subject of the Offer for Sale
Official List	:	The official list of the Main Market of Bursa Securities
Participating Financial Institution(s)	:	The participating financial institution(s) for Electronic Share Application as listed in Section 16.5(ii)(p) of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
Period Under Review	:	The period comprising FYE 2008, FYE 2009, FYE 2010 and FPE 2011
Pink Form Shares	:	The 10,000,000 Public Issue Shares of our Company representing approximately 2.50% of the enlarged issued and paid-up share capital of our Company at the IPO Price to the eligible Directors, employees and business associates of our Group
Placement	:	Offering of 30,000,000 Public Issue Shares and 40,000,000 Offer Shares at the Placement Price to be allocated in the following manner:- <ul style="list-style-type: none"> (i) 30,000,000 Public Issue Shares made available for private placement to selected investors; and (ii) 40,000,000 Offer Shares made available for application by Bumiputera investors approved by MITI
Placement Price	:	The price per Share of RM0.87 to be paid by investors under the Placement
Prescribed Security	:	Shares of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the Central Depositories Act and the Rules
Principal Adviser	:	AmlInvestment Bank
Promoters	:	Sentoria Capital, Dato' Chan Kong San and Dato' Gan Kim Leong
Prospectus	:	This Prospectus dated 31 January 2012 issued by our Company in respect of the IPO

DEFINITIONS (Cont'd)

Public Issue	:	Public issue of the Public Issue Shares in the following manner:-
		(i) 20,000,000 Public Issue Shares made available for application by the Malaysian Public at the IPO Price;
		(ii) 10,000,000 Public Issue Shares made available for application by our eligible Directors, employees and business associates of Sentoria and its subsidiaries at the IPO Price;
		(iii) 30,000,000 Public Issue Shares made available for private placement to selected investors at the Placement Price
Public Issue Shares / Issue Shares	:	The 60,000,000 new Shares in the Company which are the subject of the Public Issue
Rahim & Co or Independent Registered Valuers	:	Collectively, Rahim & Co Chartered Surveyors Sdn Bhd (69437-W), Rahim & Co (Pahang) Sdn Bhd (57152-P) and Rahim & Co Chartered Surveyors (NS) Sdn Bhd (726327-X)
Record of Depositors	:	A record provided by Bursa Depository to our Company under Chapter 24 of the Rules
REHDA	:	Real Estate And Housing Developers' Association Malaysia
Retail Offering	:	Offering of 30,000,000 Public Issue Shares at the IPO Price, to be allocated in the following manner:-
		(i) 20,000,000 Public Issue Shares made available for application by the Malaysian Public; and
		(ii) 10,000,000 Public Issue Shares made available for application by our eligible Directors, employees and business associates of Sentoria and its subsidiaries
RM and sen	:	Ringgit Malaysia and sen respectively
RPT(s)	:	Related-party transaction(s)
Rules	:	Rules of Bursa Depository
R&D	:	Research and development
SC	:	Securities Commission Malaysia
SC Guidelines	:	SC's Equity Guidelines
Securities Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Sempurna Resort Kuantan	:	Sempurna Resort Kuantan Sdn Bhd (955706-H)
Sentoria or the Company	:	Sentoria Group Berhad (<i>formerly known as Sentoria Development Sdn Bhd</i>) (463344-K)
Sentoria Alam	:	Sentoria Alam Sdn Bhd (625769-P)
Sentoria Alfa	:	Sentoria Alfa Sdn Bhd (632951-M)

DEFINITIONS (Cont'd)

Sentoria Bina	:	Sentoria Bina Sdn Bhd (477814-V)
Sentoria Capital or Offeror	:	Sentoria Capital Sdn Bhd (734953-X)
Sentoria Group or the Group	:	Sentoria and our subsidiaries
Sentoria Harta	:	Sentoria Harta Sdn Bhd (599658-M)
Sentoria Morib	:	Sentoria Morib Sdn Bhd (955328-A)
Sentoria Properties	:	Sentoria Properties Sdn Bhd (477817-P)
Sentoria Resorts	:	Sentoria Resorts Sdn Bhd (682753-T)
Sentoria Themeparks	:	Sentoria Themeparks and Resorts Sdn Bhd (747796-W)
Sentoria Vacation Club	:	Sentoria Vacation Club Berhad (850929-U)
Share(s)	:	Ordinary share(s) of RM0.20 each in Sentoria
sq ft	:	Square foot / feet
Subdivision	:	Subdivision of every one (1) ordinary share of RM1.00 each into five (5) subdivided shares of RM0.20 each in the Company
UK	:	United Kingdom
Underwriters	:	AmlInvestment Bank, Inter-Pacific Securities Sdn Bhd, Kenanga Investment Bank Berhad, Mercury Securities Sdn Bhd and OSK Investment Bank Berhad
Underwriting Agreement	:	The underwriting agreement dated 12 January 2012 between our Company, Managing Underwriter and the Underwriters
US	:	United States of America

Words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include a company or a corporation.

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

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PRESENTATION OF INFORMATION

All references to "Sentoria" and "Company" in this Prospectus are to Sentoria. References to "our Group" are to our Company and our subsidiaries, and references to "we", "us", "our" and "ourselves" are to our Company, and where the context requires, includes our subsidiaries.

Unless the context otherwise requires, references to "management" are to our Directors and key management personnel as at the date of this Prospectus. Statements as to our beliefs, expectations, estimates and opinions are those of our Directors.

Certain acronyms, technical terms and other abbreviations used are defined in the "Definitions" section of this Prospectus. Words denoting the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include companies or corporations.

Any reference in this Prospectus, the Application Form(s), Electronic Share Applications or Internet Share Applications to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision for the time being as amended or re-enacted, and to any repealed legislation, statute or statutory provision which it re-enacts (with or without modification). Any word defined in the Act, CMSA, Listing Requirements or any statutory modification thereof and used in this Prospectus and the Application Form(s) shall, where applicable, have the meaning ascribed to it under the Act, CMSA, Listing Requirements or any statutory modification thereof (as the case may be).

Any reference to a time of day in this Prospectus, the Application Form(s), Electronic Share Applications or Internet Share Applications shall be a reference to Malaysia time unless otherwise stated.

The information on our websites, or any website directly or indirectly linked to such websites does not form part of this Prospectus and you should not rely on it.

The term "entity" includes a corporation, an unincorporated association, a partnership and the government of any state, but does not include a trust.

The word "approximately" used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest tenth/ hundredth or one / two decimal places. Any numeric discrepancies in the tables included in this Prospectus between the listed amounts and the totals thereof are due to rounding differences.

This Prospectus contains forward-looking statements, which are statements other than statements of historical facts, and are based on assumptions that are subject to known and unknown risks, uncertainties and contingencies. The words, such as "believe", "plan", "expect", "intend", "estimate" and similar expressions are used to identify such forward-looking statements. These forward-looking statements represent our Directors' views and beliefs with respect to the future of our Group, and do not constitute a guarantee of the future performance of our Group.

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CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Address	Occupation	Nationality
Aznam Bin Mansor	Independent Non-Executive Chairman	C-G-1 Madge Residences No. 15, Jalan Madge 55000 Kuala Lumpur	Advocate and Solicitor	Malaysian
Dato' Chan Kong San	Joint Managing Director	No. 15, Persiaran Sungai Long 5, Bandar Sungai Long 11 ¼ Miles, Jalan Cheras 43000 Kajang Selangor Darul Ehsan	Company Director	Malaysian
Dato' Gan Kim Leong	Joint Managing Director	Unit 40, Kiara Hills No. 1, Jalan 32/70A Taman Sri Hartamas 50480 Kuala Lumpur	Company Director	Malaysian
Thean Yain Peng	Executive Director	0035, Jalan J-1 Taman Melawati 53100 Kuala Lumpur	Company Director	Malaysian
Lee Chaing Huat	Independent Non-Executive Director	4, Jalan TR6/1 Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Chung Wai Choong	Independent Non-Executive Director	51, Jalan 7 A Kemensah Heights 68000 Ampang Selangor Darul Ehsan	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Chung Wai Choong	Chairman of Audit Committee	Independent Non-Executive Director
Aznam Bin Mansor	Member of Audit Committee	Independent Non-Executive Chairman
Lee Chaing Huat	Member of Audit Committee	Independent Non-Executive Director

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CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARY** : Ng Yen Hoong (LS008016)
42A, Jalan PJU 3/18H
Tropicana Indah
47410 Petaling Jaya
Selangor Darul Ehsan
- Wong Peir Chyun (MAICSA 7018710)
15 Solok Nona
Off Jalan Meru
41050 Klang
Selangor Darul Ehsan
- REGISTERED OFFICE** : Level 18, The Gardens North Tower
Mid Valley City
Lingkarannya Syed Putra
59200 Kuala Lumpur
Telephone No. : (03) 2264 8888
Facsimile No. : (03) 2282 2733 / 2264 8997
- HEAD OFFICE** : No. 56 & 58 Jalan Dagang SB 4/2,
Taman Sg. Besi Indah,
43300 Seri Kembangan,
Selangor Darul Ehsan
Telephone No. : (03) 8943 8388
Facsimile No. : (03) 8943 5388
Website : www.sentoria.com.my
- SHARE REGISTRAR** : Tricor Investor Services Sdn Bhd (118401-V)
Level 17, The Gardens North Tower
Mid Valley City, Lingkarannya Syed Putra
59200 Kuala Lumpur
Telephone No. : (03) 2264 3883
Facsimile No. : (03) 2282 1886
- REPORTING ACCOUNTANTS AND AUDITORS** : SJ Grant Thornton (AF: 0737)
Level 11, Sheraton Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone No. : (03) 2692 4022
Facsimile No. : (03) 2732 5119
- SOLICITORS FOR THE IPO** : Mah-Kamariyah & Philip Koh
Advocates & Solicitors
3A07, Block B, Phileo Damansara II
15 Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor Darul Ehsan
Telephone No. : (03) 7956 8686
Facsimile No. : (03) 7956 2208

CORPORATE DIRECTORY (Cont'd)

**INDEPENDENT REGISTERED
VALUERS**

Rahim & Co Chartered Surveyors Sdn Bhd (69437-W)
Level 17, Menara Uni.Asia
1008 Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone No. : (03) 2691 9922
Facsimile No. : (03) 2691 9992

Rahim & Co (Pahang) Sdn Bhd (57152-P)
B60 GF Lorong Tun Ismail 8
Sri Dagangan 2
25000 Kuantan
Pahang Darul Makmur
Telephone No. : (09) 513 6633
Facsimile No. : (09) 513 1575

Rahim & Co Chartered Surveyors (NS) Sdn Bhd (726327-X)
124 1st Floor
Jalan Dato' Bandar Tunggal
70000 Seremban
Negeri Sembilan Darul Khusus
Telephone No. : (06) 763 2492 / 764 8151
Facsimile No. : (06) 762 0796

PRINCIPAL BANKERS

: Hong Leong Bank Berhad (97141-X)
12th Floor, Menara EON Bank
No. 288, Jalan Raja Laut
50350 Kuala Lumpur
P.O. Box 12996
50796 Kuala Lumpur
Telephone No. : (03) 2694 1188
Facsimile No. : (03) 2694 0537

CIMB Bank Berhad (13491-P)
1st Floor, 3 Jalan Barat
46200 Petaling Jaya
Selangor Darul Ehsan
Telephone No. : (03) 7955 0808
Facsimile No. : (03) 7954 6891

RHB Bank Berhad (6171-M)
No. 30, First Floor
Jalan 7/108C
Taman Sungai Besi
57100 Kuala Lumpur
Telephone No. : (03) 7981 4009 / 3986
Facsimile No. : (03) 7984 7893

**INDEPENDENT MARKET
RESEARCH CONSULTANTS**

: Converging Knowledge Pte Ltd
43 B&C Tras Street
Singapore 078982
Telephone No. : +65 6225 8781
Facsimile No. : +65 6323 0132

ISSUING HOUSE

: Malaysian Issuing House Sdn Bhd (258345-X)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46, 47301 Petaling Jaya
Selangor Darul Ehsan
Telephone No. : (03) 7841 8000
Facsimile No. : (03) 7841 8150

CORPORATE DIRECTORY (Cont'd)

**PRINCIPAL ADVISER,
MANAGING UNDERWRITER** : AmInvestment Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Telephone No. : (03) 2036 2633
Facsimile No. : (03) 2070 8596

JOINT PLACEMENT AGENTS AmInvestment Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Telephone No. : (03) 2036 2633
Facsimile No. : (03) 2070 8596

Kenanga Investment Bank Berhad (15678-H)
8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone No. : (03) 2027 5555
Facsimile No. : (03) 2161 6690

UNDERWRITERS : AmInvestment Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Telephone No. : (03) 2036 2633
Facsimile No. : (03) 2070 8596

Inter-Pacific Securities Sdn Bhd (12738-U)
West Wing, Level 13
Berjaya Times Square
No. 1, Jalan Imbi
55100 Kuala Lumpur
Telephone No. : (03) 2117 1888
Facsimile No. : (03) 2144 1686

Kenanga Investment Bank Berhad (15678-H)
8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone No. : (03) 2027 5555
Facsimile No. : (03) 2161 6690

Mercury Securities Sdn Bhd (113193-W)
L-7-2, No. 2, Jalan Solaris
Solaris Mont' Kiara
50480 Kuala Lumpur
Telephone No. : (03) 6203 7227
Facsimile No. : (03) 6203 7117

OSK Investmet Bank Berhad
20th Floor, Plaza OSK
Jalan Ampang
50450 Kuala Lumpur
Telephone No. : (03) 2333 8331
Facsimile No. : (03) 2175 3391

LISTING SOUGHT : Main Market of Bursa Securities

1. INFORMATION SUMMARY

THE INFORMATION SUMMARY IS ONLY A SUMMARY OF THE SALIENT INFORMATION ABOUT OUR GROUP. YOU SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER OR NOT TO INVEST IN OUR COMPANY'S SHARES. THE INFORMATION SUMMARY SET OUT BELOW IS DERIVED FROM THIS PROSPECTUS AND SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THIS PROSPECTUS.

1.1 HISTORY, PRINCIPAL ACTIVITIES AND GROUP STRUCTURE

We were incorporated in Malaysia under the Act on 2 June 1998 as a private limited company under the name of Sentoria Development Sdn Bhd. We subsequently changed our name to Sentoria Group Sdn Bhd on 16 March 2011. On 3 May 2011, we were converted to a public limited company and assumed our present name.

We are principally engaged in investment holding, whilst our subsidiaries are principally engaged in property development, general and civil engineering contractor services, project management, and hospitality and theme park operations.

Our subsidiary companies and their respective principal activities are as follows:-

Corporation	Date / Place of Incorporation	Issued and Paid-up Share Capital (RM)	Equity Interest (%)	Principal Activities
Sentoria Properties (477817-P)	26 February 1999 / Malaysia	300,000	100.0	Property development
Sentoria Harta (599658-M)	23 November 2002 / Malaysia	1,000,000	100.0	Property development
Sentoria Alam (625769-P)	22 August 2003 / Malaysia	250,000	100.0	Property development
Sentoria Bina (477814-V)	26 February 1999 / Malaysia	750,000	100.0	Provision of general contractor services
Sentoria Alfa (632951-M)	31 October 2003 / Malaysia	250,000	70.0	Property development and project management services
Sentoria Resorts (682753-T)	1 March 2005 / Malaysia	500,000	100.0	Property development
Sentoria Themeparks (747796-W)	19 September 2006 / Malaysia	6,900,000	100.0	Hotel and water park operator
Sentoria Vacation Club (850929-U)	24 March 2009 / Malaysia	1,000,000	100.0	Vacation club operator
Subsidiaries held by Sentoria Themeparks				
Sentoria Morib (955328-A)	1 August 2011 / Malaysia	2	100.00	Hotel and water park operator*
Sempurna Resort Kuantan (955706-H)	4 August 2011 / Malaysia	2	100.00	Hotel operations
Blue Sky Leisure (954663-D)	27 July 2011 / Malaysia	50,000	100.00	Travel agent*

1. INFORMATION SUMMARY (Cont'd)

Note:-

* *Presently dormant*

Our Group does not have any associate companies.

Our Promoters, Dato' Chan Kong San and Dato' Gan Kim Leong, are instrumental in the growth, success and development of Sentoria. Collectively, they have more than 40 years of experience in the field of property development, construction and civil engineering. Their depth of knowledge and know-how has successfully led our Group to become an established player in new markets in a short time frame, as evidenced from our showcase projects in Kuantan, Pahang.

Our debut into property development took place in May 2001, when we entered into a JV with Starprint Technology Sdn Bhd to develop an area of 16.1 acres comprising 219 units of single-storey, low, low-medium and medium cost terrace houses and 11 units of double-storey shop offices, named Taman Sentoria. Taman Sentoria commenced construction in June 2002 and was completed in October 2004. All units in this project were fully sold.

We embarked on our second JV with Alfa Sempurna Sdn Bhd to develop a large-scale residential township development named Taman Indera Sempurna 1, in December 2002. This project covering an area of 100.0 acres, comprised 953 units of single-storey terrace houses, single-storey semi-detached houses and single-storey shop offices. We commenced construction of Taman Indera Sempurna 1 in May 2004 and completed in April 2006. All units in this project were fully sold.

In May 2005, we inked our third JV with H.A. Properties Sdn Bhd to develop a 246.0-acre, 99-year leasehold land, named Taman Indera Sempurna 2 (of which 13.0 acres has been allocated for construction of public amenities). Adjoining Taman Indera Sempurna 1, this project was divided into six (6) blocks and comprises 2,288 units of single-storey terrace houses, semi-detached houses, bungalows and shop offices. The first parcel of Taman Indera Sempurna 2 comprising 761 units (599 units of single-storey terrace houses in Block A and 162 units of semi-detached houses in Block C) was launched in October 2006. The aforesaid 761 units were completed and delivered in May 2008. Our Group went on to launch further parcels under Taman Indera Sempurna 2. As at LPD, 1,787 units were completed and fully sold. Please refer to Section 4.2.3(i) of this Prospectus for further information.

Our first step into the leisure and hospitality industry began with the acquisition of land bank in Gambang, Kuantan, Pahang. The first acquisition was 117.0 acres of freehold land in September 2002. In July 2007, Perbadanan Setiausaha Kerajaan Negeri Pahang agreed to alienate several adjoining plots of lands aggregating to 430.0 acres to us pursuant to a privatisation agreement. The combined acreage of 547.0 acres saw the birth of Bukit Gambang Resort. Currently, Bukit Gambang Resort comprises resort suites, residential developments, theme park and other attractions including Bukit Gambang Water Park, one of the largest water parks in Malaysia. In addition, the Bukit Gambang Resort also boasts one of the largest MICE facilities in Malaysia.

Construction of Caribbean Bay and Bukit Gambang Water Park, both under the ambit of Bukit Gambang Resort, commenced in September 2007. This was followed by the construction of the first phase of Bukit Gambang Resort's residential development, Desa Hijauan in August 2008. Please refer to Section 4.2.3(i) of this Prospectus for further information.

Bukit Gambang Water Park was completed in June 2009 and opened its doors in the following month. The opening of Bukit Gambang Water Park was officiated by the Chief Minister of Pahang and was attended by more than 500 dignitaries. In August 2009, Bukit Gambang Water Park welcomed its 10,000th guest.

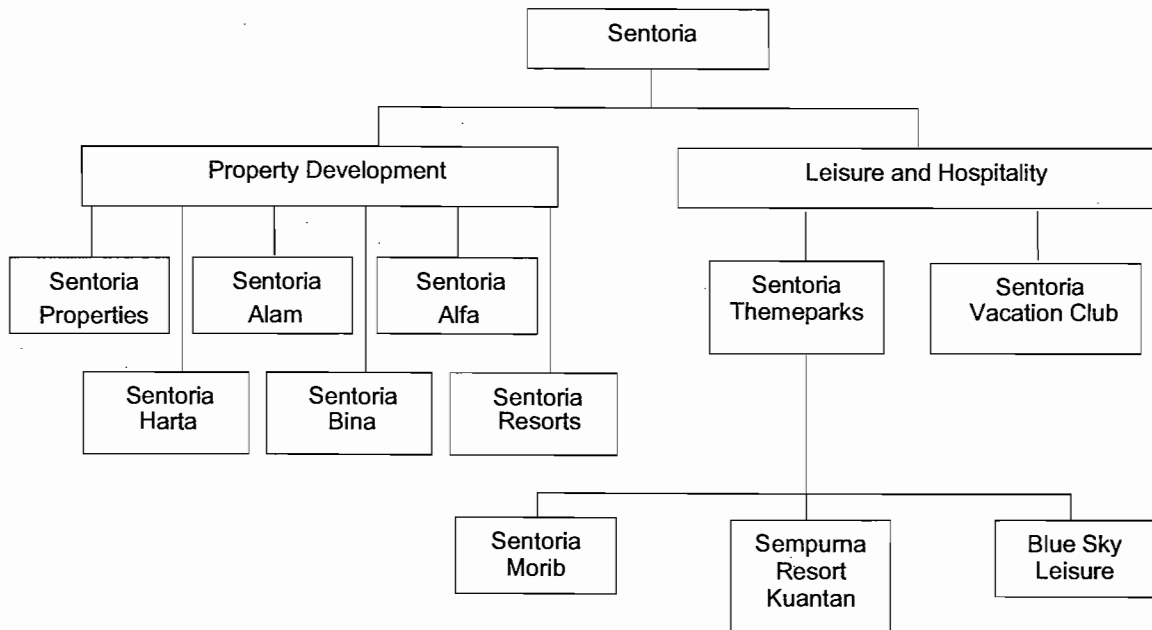
1. INFORMATION SUMMARY (Cont'd)

Bukit Gambang Water Park is currently the third ranked theme park by number of guests in Malaysia (*Source: IMRR*). For FYE 2010, Bukit Gambang Water Park recorded a total guest count of approximately 521,000, a significant milestone since its opening.

Caribbean Bay, with 578 units of resort suites was delivered in stages to unit owners by end 2009. Save for 58 retained units, all units under Caribbean Bay were fully sold. As at LPD, 40 units of double-storey shop offices, 508 units of single-storey terrace houses and 42 units of single-storey semi-detached houses under Desa Hijauan were completed and fully sold.

We have had an illustrious journey since our modest beginnings. Today, our Group's business straddles two (2) complementary core business divisions, property development as well as leisure and hospitality. Over a short span of time, we have built a track record of completing a total of 4,138 units of residential and commercial properties since our inception. Save for 113 retained units, all units were fully sold and delivered to purchasers. Approximately 95.7% of sold units were delivered ahead of schedule.

As at LPD, our corporate structure is as follows: -



Further details on our history and business of our Group are set out in Section 4 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.2 COMPETITIVE ADVANTAGES AND KEY STRENGTHS**

We have created a business with competitive advantages and key strengths to compete against other service providers, and at the same time provide us with the platform to grow our business. Our competitive advantages and key strengths include the following:-

- (i) Established track record and market reputation;
- (ii) Ability to penetrate new markets;
- (iii) Shorter construction cycle;
- (iv) Financial management capabilities;
- (v) Experienced management team;
- (vi) Strategic location and accessibility of Bukit Gambang Resort;
- (vii) Development potential of Bukit Gambang Resort; and
- (viii) Large and flexible capacity of MICE facilities.

Further details on our competitive advantages and key strengths are set out in Section 4.3 of this Prospectus.

1.3 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT OF OUR GROUP

Our Promoters, substantial shareholders, Directors and key management are as follows:-

Name	Designation
<u>Promoters and Substantial Shareholders</u>	
Sentoria Capital	Promoter and substantial shareholder
Dato' Chan Kong San	Joint Managing Director
Dato' Gan Kim Leong	Joint Managing Director
<u>Directors</u>	
Aznam Bin Mansor	Independent Non-Executive Chairman
Dato' Chan Kong San	Joint Managing Director
Dato' Gan Kim Leong	Joint Managing Director
Thean Yain Peng	Executive Director
Lee Chaing Huat	Independent Non-Executive Director
Chung Wai Choong	Independent Non-Executive Director
<u>Key Management</u>	
Yap Meow Hin	General Manager – Planning & Development
Ngan Yok Ming	General Manager – Projects & Construction
Yip Lye Ying	Assistant General Manager – Property Sales & Procurement
Ku Chin We	General Manager – Bukit Gambang Resort
Ian Chin Shi Hon	Assistant General Manager – Sales & Marketing
Nikolas Jules Cassimon	Director – Park Operations and Environment

Further details of our Promoters, substantial shareholders, Directors and key management are set out in Section 6 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)**1.4 PRINCIPAL STATISTICS RELATING TO THE LISTING SCHEME**

	No. of Shares	Share Capital (RM)
Authorised share capital	500,000,000	100,000,000
Existing issued and fully paid-up share capital	340,000,000	68,000,000
New Shares to be issued pursuant to the Public Issue	60,000,000	12,000,000
Enlarged issued and paid-up share capital upon Listing	400,000,000	80,000,000
New Shares to be issued assuming full exercise of ESOS Option	40,000,000	8,000,000
Enlarged share capital assuming full exercise of ESOS Option	440,000,000	88,000,000
Offer for Sale	40,000,000	8,000,000
IPO Price		RM0.85
Placement Price		RM0.87
Proforma consolidated NA (after the IPO and deducting estimated Listing expenses of RM3.7 million)		RM155.8 million
Proforma consolidated NA per Share (based on the enlarged issued and paid-up share capital of 400,000,000 Shares upon Listing)		RM0.39
Market Capitalisation (based on the Placement Price and enlarged share capital of 400,000,000 Shares upon Listing).		RM348.0 million

Further details on the Listing Scheme are set out in Section 2.3 and Section 4.1.5 of this Prospectus.

1.5 UTILISATION OF PROCEEDS

The total gross proceeds arising from the Public Issue of approximately RM51.6 million will be utilised by our Group in the following manner: -

Description	Estimated timeframe for utilisation upon Listing	Amount (RM'000)	% of Total Gross Proceeds
Repayment of bank borrowing	Within 6 months	11,200	21.7
Purchase of property, plant and equipment	Within 12 months	9,000	17.4
Working capital	Within 12 months	27,700	53.7
Estimated listing expenses	Immediate	3,700	7.2
Total proceeds		51,600	100.0

1. INFORMATION SUMMARY (Cont'd)Notes:-

The total proceeds are calculated based on the following issue prices for the:-

- (i) 30,000,000 Public Issue Shares under Retail Offering at IPO Price of RM0.85; and
(ii) 30,000,000 Public Issue Shares under Placement at Placement Price of RM0.87

The Offer for Sale is expected to raise gross proceeds of approximately RM34.8 million. The entire proceeds of the Offer for Sale, net of relevant fees, will accrue to the Offeror.

Further information on the utilisation of proceeds is set out in Section 2.6 of this Prospectus.

1.6 HISTORICAL FINANCIAL INFORMATION

The following selected historical audited consolidated results of our Group for the past three (3) FYEs 2008, 2009 and 2010 as well as for the FPE 2010 and the FPE 2011, have been derived from the audited consolidated financial statements of our Group and should be read in conjunction with the Accountants' Report and related notes in Section 11 and with Section 10.4 of this Prospectus.

	Audited			Unaudited ⁽¹⁾	Audited
	FYE 2008	FYE 2009	FYE 2010	FPE 2010	FPE 2011
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	84,868	91,371	123,202	93,669	143,670
Cost of sales	(61,392)	(65,926)	(84,566)	(65,205)	(92,547)
GP	23,476	25,445	38,636	28,464	51,123
Other operating income	1,450	1,462	809	506	2,304
Administration expenses	(5,083)	(7,298)	(14,800)	(13,160)	(17,631)
Other expenses	(91)	(4)	(19)	(1)	(212)
Finance costs	(361)	(446)	(2,068)	(1,524)	(2,023)
PBT	19,391	19,159	22,558	14,285	33,561
Taxation	(5,191)	(5,772)	(3,298)	(2,429)	4,646
PAT	14,200	13,387	19,260	11,856	38,207
Other comprehensive income	-	-	-	-	-
Total comprehensive income	14,200	13,387	19,260	11,856	38,207
Attributable to:-					
- Equity holders of Sentoria	14,195	13,349	19,255	11,855	38,179
- Non-controlling interest	5	38	5	1	28
No. of Shares in issue ('000) ⁽²⁾	340,000	340,000	340,000	340,000	340,000
Gross EPS (sen)	5.7	5.6	6.6	4.2	9.9
Net EPS (sen)	4.2	3.9	5.7	3.5	11.2
Fully diluted EPS ⁽³⁾ (sen)	3.6	3.4	4.8	3.0	9.6
EBITDA	20,798	21,382	27,760	18,407	38,866
Effective tax rate (%)	26.8	30.1	14.6	17.0	(13.8)
GP margin (%)	27.7	27.8	31.4	30.4	35.6
PBT margin (%)	22.8	21.0	18.3	15.3	23.4
PAT margin (%)	16.7	14.7	15.6	12.7	26.6

1. INFORMATION SUMMARY (Cont'd)Notes:-

- (1) Unaudited and included for comparison purposes only
 (2) Based on the issued and paid-up share capital of 340,000,000 Shares after the Subdivision and Bonus Issue
 (3) Fully diluted EPS in the aforementioned context is calculated based on PAT divided by the enlarged issued and paid-up share capital after the Listing Scheme of 400,000,000 Shares (excluding ESOS)

The financial information of our Group is detailed in Section 10 of this Prospectus.

1.7 SUMMARISED PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Our summarised proforma consolidated statements of financial position as at 31 July 2011 set out below have been prepared for illustrative purposes only to show the effects of the Listing Scheme on our audited consolidated statements of financial position, had the Listing Scheme been implemented and completed on 31 July 2011 and is prepared on the basis consistent with the accounting policies adopted by our Group.

The summarised proforma consolidated statements of financial position should be read in conjunction with the accompanying notes and assumptions included in the Proforma Consolidated Financial Information set out in Section 10.3 of this Prospectus.

	Audited as at 31 July 2011	Proforma		
		(I) After incorporating the effect of Subdivision and Bonus Issue	(II) After incorporating the effect of Proforma I and Public Issue	(III) After Proforma II and utilisation of gross proceeds arising from Public Issue
	RM'000	RM'000	RM'000	RM'000
Share capital	2,000	68,000	80,000	80,000
Share premium	-	-	39,600	37,974
Revaluation reserve	2,271	2,271	2,271	2,271
Unappropriated profit	103,592	37,592	37,592	35,518
	107,863	107,863	159,463	155,763
Non-controlling interest	150	150	150	150
Total Equity	108,013	108,013	159,613	155,913
Number of Shares assumed in issue ('000)	10,000 ⁽¹⁾	340,000	400,000	400,000
NA per Share (RM)	10.79	0.32	0.40	0.39
Total Borrowings	50,085	50,085	50,085	38,885
Gearing (Times)	0.46	0.46	0.31	0.25

Note:-

- (1) Assuming after the completion of the Subdivision.

1. INFORMATION SUMMARY (Cont'd)

1.8 SUMMARY OF MATERIAL RISK FACTORS

In evaluating an investment in the IPO Shares, you should carefully consider all information contained in this Prospectus, including but not limited to the general and specific risks set out below.

1.8.1 Risks relating to our business

1.8.1.1 Property Development

- (i) Scarcity of strategically located land bank;
- (ii) Cost of development for property projects and demand risks;
- (iii) Delay in completion of projects;
- (iv) Competition from other property developers;
- (v) Property overhang;
- (vi) Inherent risks in the property development industry;
- (vii) Performance of Malaysian property market;
- (viii) Defects liability;
- (ix) Dependence on foreign labour supply; and
- (x) Malay Reserve Land.

1.8.1.2 Leisure and Hospitality

- (i) Attractiveness of attractions;
- (ii) Competition from other leisure and hospitality destinations;
- (iii) Control and continued usage of Bukit Gambang Resort's hotel and accommodation facilities;
- (iv) Disruption in our businesses operations;
- (v) Reputation may be adversely affected by mishaps;
- (vi) External factors beyond the control of our Group; and
- (vii) Seasonality risks.

1.8.2 Risks relating our operations

- (i) Financial risks;
- (ii) We are subject to debt covenants;
- (iii) Our operations may be affected by material litigation, claims or arbitration;
- (iv) Non-renewal of / failure to obtain permits, licences and certificates;
- (v) Certain tax incentives may no longer be available in the future;
- (vi) Government policies, legislation and regulations and requirements;
- (vii) Accounting outcome may be affected by changes in FRS;
- (viii) Political and economic conditions in Malaysia;
- (ix) Insurance coverage may not be adequate for our operations;
- (x) Reliance on the Directors and key management personnel;
- (xi) Control by our Promoters; and
- (xii) Disclosure regarding forward-looking statements.

1.8.3 Risks relating to the IPO

- (i) Payment of dividends;
- (ii) No prior market for our Shares;
- (iii) Potential delay or failure of our Listing; and
- (iv) Capital market risks

Further details of these risk factors are set out in Section 3 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)

1.9 AUDITORS' QUALIFICATION

None of the financial statements of the companies within our Group for the past three (3) FYEs 2008 to 2010 and the FPE 2011 were subject to any audit qualification.

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2. PARTICULARS OF THE IPO

This Prospectus is dated 31 January 2012. The IPO is subject to the terms and conditions of this Prospectus.

A copy of this Prospectus has been registered with the SC and lodged with the Registrar of Companies who takes no responsibility for its contents.

The approval of the SC for the IPO (details of which are set out in Section 7 of this Prospectus) was obtained vide its letter dated 6 October 2011. The approvals of the SC shall not be taken to indicate that the SC recommends the IPO. You should rely on your own evaluation to assess the merits and risks of the IPO.

Bursa Securities has approved our admission to the Official List of the Main Market of Bursa Securities and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM80,000,000 comprising 400,000,000 Shares on the Main Market of Bursa Securities, vide its letter dated 23 November 2011. Listing of and quotation for our Shares will commence after, amongst others, receipt of confirmation from Bursa Depository of the receipt of allotment and allocation information for the crediting of the IPO Shares, and receipt of an undertaking that all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing of and quotation for the Shares, failing which any allotment and allocation made on an Application to subscribe for and/or purchase of our Shares pursuant to this Prospectus is required under Malaysian law to be void.

Pursuant to Section 14(1) of the Central Depositories Act, Bursa Securities has prescribed our Shares as a Prescribed Security. In consequence thereof, our Shares offered through this Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the aforesaid Act and the Rules.

Persons submitting Applications by way of Application Forms or by way of Electronic Share Application or Internet Share Application must have a CDS Account. If you do not have a CDS account, you may open one (1) by contacting any of the ADAs listed in Section 16.10 of this Prospectus. In the case of an Application by way of Application Form, an applicant should state his / her CDS Account number in the space provided in the Application Form. In the case of an Application by way of Electronic Share Application or Internet Share Application, only an applicant who is an individual and has a CDS Account can make an Electronic Share Application or Internet Share Application. A corporation or institution cannot apply for the IPO Shares by way of Electronic Share Application or Internet Share Application.

Pursuant to the Listing Requirements, we must have at least 25% of our total number of Shares for which listing is sought in the hands of a minimum of 1,000 public shareholders holding not less than 100 Shares each at the point of Listing. In the event that the above requirement is not met pursuant to the IPO, we may not be allowed to proceed with our Listing on the Main Market of Bursa Securities. In the event thereof, monies paid in respect of all Applications will be returned if the said permission is not granted.

The SC and Bursa Securities assume no responsibility for the correctness of any statements made or opinions or report expressed in this Prospectus. Admission to the Official List is not to be taken as an indication of our merit or the merit of our Shares.

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2. PARTICULARS OF THE IPO (Cont'd)

No person is authorised to give any information or to make any representation not contained herein in connection with the IPO and if given or made, such information or representation must not be relied upon as having been authorised by us. Neither the delivery of this Prospectus nor any IPO made in connection with this Prospectus shall, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date hereof.

Nonetheless, should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of issue of this Prospectus up to the date of Listing, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238 of the CMSA.

The distribution of this Prospectus and the making of the IPO in certain other jurisdictions outside Malaysia may be restricted by law. The distribution of this Prospectus and the sale of any part of the IPO Shares are subject to Malaysian laws and our Company takes no responsibility for the distribution of this Prospectus and the offer of any part of the IPO Shares outside Malaysia, which may be restricted by law in certain other jurisdictions. Persons who may come into possession of this Prospectus are required to inform themselves of and to observe such restrictions. This Prospectus does not constitute and may not be used for the purpose of an invitation to subscribe for the IPO Shares in any jurisdiction in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

If you are in doubt concerning this Prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant, or any other professional advisers.

2.1 PURPOSES OF THE IPO

The purposes of the IPO are as follows:-

- (i) To enable our Group to gain recognition and enhance our profile through listing status and further augment our corporate reputation;
- (ii) To further enhance the financial position of our Group and to enable us to gain access to the capital markets to raise funds for our future expansion, diversification and the overall continued growth of our Group;
- (iii) To further enhance our Group's visibility and presence in the property development and leisure and hospitality industry;
- (iv) To provide an opportunity for our eligible Director, employees and business associates as well as the Malaysian public to participate in our equity and continuing growth; and
- (v) To facilitate the listing of and quotation for our entire enlarged issued and paid-up share capital on Bursa Securities.

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2. PARTICULARS OF THE IPO (Cont'd)

2.2 SHARE CAPITAL

Details of our share capital are as follows:-

	No. of Shares	Share Capital (RM)
Authorised share capital	500,000,000	100,000,000
Existing issued and fully paid-up share capital	340,000,000	68,000,000
New Shares to be issued pursuant to the Public Issue	60,000,000	12,000,000
Enlarged issued and paid-up share capital upon Listing	400,000,000	80,000,000
New Shares to be issued assuming full exercise of ESOS Option	40,000,000	8,000,000
Enlarged share capital assuming full exercise of ESOS Option	440,000,000	88,000,000
Offer for Sale*	40,000,000	8,000,000

* *The Offer for Sale would not have an effect on our issued and paid-up share capital as the Offer Shares are already in existence prior to the IPO.*

2.2.1 Classes of Shares and Rights

As at the date of this Prospectus, we have only one (1) class of shares, being ordinary shares of RM0.20 each, all of which rank *pari passu* with one another. The rights and privileges of our Shares are stated in our Memorandum and Articles of Associations.

The Shares owned by our Directors and substantial shareholders are not entitled to any different voting rights from the Public Issue Shares. There is no founder, management or deferred Shares reserved for issuance for any purpose. The IPO Shares shall upon issuance and allotment, rank *pari passu* in all respects with our other existing Shares, including voting rights, liquidation rights, and rights to all dividends and distributions that may be declared subsequent to the date of allotment thereof.

Subject to any special rights attaching to any Shares which we may issue in the future, the holders of our Shares shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions, and in respect of surplus in the event of liquidation, in accordance with our Articles of Associations.

At every general meeting, each member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative (in the case of a member who is a corporation). On a show of hands, every person who is a member or proxy or attorney or representative of a member shall have one (1) vote; and on a poll, every member present in person or by proxy or attorney or representative shall have one (1) vote for each share he holds. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.

2. PARTICULARS OF THE IPO (Cont'd)

2.3 DETAILS OF THE IPO

2.3.1 Public Issue

The 60,000,000 Public Issue Shares representing 15.00% of our enlarged issued and paid-up share capital upon Listing will be allocated in the following manner:-

(i) Malaysian Public via Balloting

20,000,000 Public Issue Shares representing 5.00% of our enlarged issued and paid-up share capital upon Listing will be made available for application by the Malaysian Public, at the IPO Price, of which at least 50.00% will be set aside for Bumiputera investors.

(ii) Our Eligible Director, Employees and Business Associates of Our Group

10,000,000 Public Issue Shares representing approximately 2.50% of our enlarged issued and paid-up share capital upon Listing, will be made available for application by our eligible Director, employees and business associates of our Group at the IPO Price. As at LPD, the total number of persons eligible for the Pink Form Shares allocation is 743 comprising the Directors, employees and business associates of our Group.

Details of the Pink Form Shares allocation to our eligible Director, employees and business associates of our Group are as follows:-

Eligibility	Number of eligible persons / corporations	Pink Form Shares Allocation ('000)
Eligible Director of our Group ⁽¹⁾	1	100
Eligible employees of our Group ⁽²⁾	611	4,000
Eligible business associates of our Group ⁽³⁾	131	5,900
Total	743	10,000

Notes:-

- (1) The criteria for allocation to our eligible Director is based on, amongst others, position and contribution to our Group. The number of Pink Form Shares to be allocated to our eligible Director is as follows:-

Name	Designation	Pink Form Shares Allocation ('000)
Thean Yain Peng	Executive Director	100

- (2) The criteria for allocation to our eligible employees are based on, amongst others, length of service, position and contribution to our Group.
- (3) The criteria for allocation to our eligible business associates are based on, amongst others, volume of transaction and length of relationship with our Group.

However, the above Pink Form Shares allocation is subject to the eligible Director, employees and business associates of our Group subscribing to their respective allocations.

2. PARTICULARS OF THE IPO (Cont'd)

(iii) Selected Investors via Placement

30,000,000 Public Issue Shares, representing approximately 7.50% of our enlarged issued and paid-up share capital upon Listing will be placed out to selected investors who have been identified at the Placement Price.

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2. PARTICULARS OF THE IPO (Cont'd)

2.3.2 Offer for Sale

Concurrent with the Public Issue, the Offeror will offer for sale 40,000,000 Shares, representing approximately 10.00% of our enlarged issued and paid-up share capital at the Placement Price, payable in full on application upon such terms and conditions as set out in this Prospectus. A total of 40,000,000 Offer Shares will be allocated for Bumiputera investors approved by MITI.

Details of the Offeror are set out below:-

Offeror	Address	Relationship with Our Group	Shareholdings before the IPO ⁽¹⁾		Offer Shares		Shareholdings after the IPO ⁽²⁾	
			Direct	Indirect	No. of Shares	%	Direct	Indirect
			No. of Shares	%	No. of Shares	%	No. of Shares	%
Senioria Capital	56 & 58, Jalan Degang SB 4/2, Taman Sungai Besi Indah, Seri 43300 Kembangan, Selangor Darul Ehsan	Promoter and substantial shareholder	287,980,000	84.70	40,000,000	11.76	247,980,000	62.00
			-	-		10.00	-	-

Notes:-

- (1) Based on our issued and paid-up share capital of 340,000,000 Shares after the Subdivision
 (2) Based on our enlarged issued and paid-up share capital of 400,000,000 Shares after the IPO (excluding ESOS Options)

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2. PARTICULARS OF THE IPO (Cont'd)

In summary, the Public Issue Shares and Offer Shares will be allocated in the following manner:-

	Public Issue		Offer For Sale	
	No. of Shares	%	No. of Shares	%
(a) Malaysian Public (<i>via balloting</i>)	20,000,000	5.00	-	-
(b) Our eligible Director, employees and business associates	10,000,000	2.50	-	-
(c) Selected investors (<i>via private placement</i>)	30,000,000	7.50	-	-
(d) Bumiputera investors approved by MITI	-	-	40,000,000	10.00
	60,000,000	15.00	40,000,000	10.00

2.3.3 Underwriting and Allocation of the IPO Shares

All the 30,000,000 Public Issue Shares made available for application by the Malaysian Public and the eligible Director, employees and business associates of our Group under Sections 2.3.1(i) and 2.3.1(ii) respectively of this Prospectus have been fully underwritten.

Both the 30,000,000 Public Issue Shares to be allocated by way of private placement to selected investors under Section 2.3.1(iii) of this Prospectus and the 40,000,000 Offer Shares made available for application by Bumiputera investors approved by MITI under Sections 2.3.2 of this Prospectus, are not underwritten as irrevocable undertakings have been obtained from such investors.

In the event of an under-subscription of the 40,000,000 Offer Shares made available for application by Bumiputera investors approved by MITI under Section 2.3.2 of this Prospectus, the unsubscribed Offer Shares shall be made available for application by the Bumiputera Public as part of the balloting process. Subsequently, any of the unsubscribed Shares which are not taken up by the Bumiputera Public will be made available for application by the Malaysian Public and/or private placement to selected investors.

The allocations of the IPO Shares shall take into account the desirability of distributing the IPO Shares to a reasonable number of applicants with a view of broadening our Company's shareholding base to meet the public spread requirements of Bursa Securities and to establish a liquid and adequate market for our Company's Shares.

In the event of an under-subscription of the Public Issue Shares by the Malaysian Public under Section 2.3.1(i), the unsubscribed Public Issue Shares will be made available to the selected investors. Any Public Issue Shares which are not taken up by our eligible Director, employees and/or business associates will be reoffered to our Group's eligible Director, employees and/or business associates. Subsequently, any of the unsubscribed Shares reoffered which are not taken up will be made available for application by the Malaysian Public on a fair and equitable manner and/or selected investors via the private placement. Any further Public Issue Shares not subscribed for will be made available for subscription by the Underwriters based on the terms of the Underwriting Agreement.

2. PARTICULARS OF THE IPO (Cont'd)

2.3.4 ESOS

In conjunction with our Listing, we are implementing an ESOS which entails the issuance of up to ten percent (10%) of our issued and paid-up share capital (excluding treasury shares) at any one time pursuant to the options to be granted under the ESOS to our Group's eligible Directors and employees.

Our Directors may grant up to 40,000,000 ESOS Options to our Group's eligible Directors and employees prior to our Listing. The exercise price of such ESOS Options is the IPO Price.

During the tenure of the ESOS, not more than fifty percent (50%) of the new Shares available under the scheme would be allocated in aggregate, to the Directors and senior management of our Group. In addition, not more than ten percent (10%) of the new Shares available under the scheme shall be allocated to any individual Eligible Director and/or Eligible Employee (as defined therein in the ESOS By-Laws 1.1 and 4.1), who singly or collectively through persons connected with the Eligible Director and/or Eligible Employee, holds 20% or more of our issued and paid-up share capital (excluding treasury shares). Please refer to ESOS By-Law 4.1 in Section 13 of this Prospectus for further details of the basis of allotment and maximum allowable allocation of ESOS Options.

In addition to the initial grant, the ESOS committee established to administer the ESOS shall, within the duration of the ESOS, make offers to grant ESOS Options to the Eligible Employee in accordance with the ESOS By-Laws. Each such option which is not part of the initial grant shall be exercisable at a price which is the higher of:-

- the price based on the five (5) consecutive market days weighted average market price of our Shares immediately preceding the date of offer of such option, with a discount of not more than 10% (or such other permitted pricing mechanism); or
- the par value of our Shares.

The ESOS shall be in force for five (5) years. However, our Board at its sole discretion, upon the recommendation of the ESOS committee, may extend the ESOS for up to another five (5) years or any other duration that is allowed by the relevant authorities.

The new Shares to be issued upon the exercise of the ESOS Options will, upon issue and allotment, rank *pari passu* in all respects with our then existing issued and paid-up share capital, except that the new Shares will not be entitled to any dividend, rights, allotment or other distribution, the entitlement date of which is prior to the date of allotment of the said Shares. The new Shares will be subject to all the provisions of our Articles of Association.

Details of the proposed ESOS Options allocation to our eligible Directors and key management of our Group are as follows:-

Name	Designation	Proposed ESOS Options Allocation
<u>Directors</u>		
Aznam Bin Mansor	Independent Non-Executive Chairman	500,000
Dato' Chan Kong San	Joint Managing Director	4,000,000
Dato' Gan Kim Leong	Joint Managing Director	4,000,000
Thean Yain Peng	Executive Director	1,000,000
Lee Chaing Huat	Independent Non-Executive Director	500,000
Chung Wai Choong	Independent Non-Executive Director	500,000

2. PARTICULARS OF THE IPO (Cont'd)

Name	Designation	Proposed ESOS Options Allocation
<i>Key Management</i>		
Yap Meow Hin	General Manager – Planning & Development	1,000,000
Ngan Yok Ming	General Manager – Projects & Construction	1,000,000
Yip Lye Ying	Assistant General Manager – Property Sales & Procurement	1,000,000
Ku Chin We	General Manager – Bukit Gambang Resort	1,000,000
Ian Chin Shi Hon	Assistant General Manager – Sales & Marketing	1,000,000
Nikolas Jules Cassimon	Director – Park Operations and Environment	-

2.4 BASIS OF ARRIVING AT THE IPO PRICE AND PLACEMENT PRICE

The IPO Price and Placement Price was determined after taking into consideration, amongst others, the following factors:-

- (a) Our Group's operating and financial history and position as outlined in Section 4 and Section 10 of this Prospectus;
- (b) Our proforma consolidated NA as at 31 July 2011 of RM155.8 million or RM0.39 per Share based on the enlarged issued and paid-up share capital of 400,000,000 Shares;
- (c) The future plans and prospects of our Group as set out in Sections 4.16 and 4.17 of this Prospectus;
- (d) Our Group's annualised consolidated PAT of approximately RM45.8 million or approximately RM0.11 per Share (based on the issued and paid-up share capital of 400,000,000 Shares after the Public Issue) for FPE 2011;
- (e) Our competitive advantages and key strengths as listed in Section 4.3 of this Prospectus; and
- (f) The slight discount of the IPO Price over the Placement Price is to reward employees and as a token of appreciation to business associates and to encourage subscription by the Malaysian Public to meet the public shareholding spread.

Our Directors and the Offeror are of the opinion that the IPO Price and Placement Price is fair and reasonable after careful consideration of the abovementioned factors.

However, you should note that the market price of our Shares upon listing on Bursa Securities is subject to the vagaries of market forces and other uncertainties which may affect the price of our Shares when they are traded.

You should bear in mind the risk factors as set out in Section 3 of this Prospectus and form your own views on the valuation of the IPO Shares and the reasonableness of the bases used before deciding to invest in our Shares.

2.5 MARKET CAPITALISATION UPON LISTING

Based on the Placement Price and our enlarged issued and paid-up share capital of 400,000,000 Shares, our market capitalisation upon Listing will be approximately RM348.0 million.

2. PARTICULARS OF THE IPO (Cont'd)

2.6 UTILISATION OF PROCEEDS

The Public Issue Shares will raise gross proceeds of RM51.6 million. We intend to utilise the proceeds raised in the following manner:-

Description	Note	Estimated timeframe for utilisation upon Listing	Amount (RM'000)	% of Total Gross Proceeds
Repayment of bank borrowings	(a)	Within 6 months	11,200	21.7
Purchase of property, plant and equipment	(b)	Within 12 months	9,000	17.4
Working capital	(c)	Within 12 months	27,700	53.7
Estimated listing expenses	(d)	Immediate	3,700	7.2
Total proceeds			51,600	100.0

Notes:-

The total proceeds are calculated based on the following assumed issue prices for the:-

- (i) 30,000,000 Public Issue Shares under Retail Offering at IPO Price of RM0.85; and
- (ii) 30,000,000 Public Issue Shares under Placement at Placement Price of RM0.87

(a) Repayment of bank borrowings

Our Group shall set aside RM11.2 million of the proceeds for the repayment of our Group's bank borrowings.

As at 31 July 2011, our Group's total bank borrowings are approximately RM50.1 million.

The allocation for the repayment of our Group's bank borrowings is as set out below:-

Type of Facility / Financing Bank	Interest Rate / Terms of Repayment / Maturity Date	Purpose	Outstanding amount as at 31 July 2011 (RM'000)	Repayment of Bank Borrowings (RM'000)	Outstanding amount after repayment (RM'000)
Term Loan / Hong Leong Bank Berhad ⁽¹⁾	BLR + 1.25% per annum / RM203,438 per month for 6 years and RM30,627 per month for 8 years / January 2016 and January 2018	Development and construction of water park	11,939	11,200	10,466
Term Loan / Hong Leong Bank Berhad ⁽¹⁾	BLR + 1.75% per annum / RM100,000 per month for 5 years / August 2014	Development and construction of Sempurna Resort	3,727		
Term Loan / Hong Leong Bank Berhad ⁽¹⁾	BLR + 1.25% per annum / RM1,000,000 per quarter to commence from July 2013 for 1.5 years / October 2014	Construction of Arabian Bay	6,000		
Total			21,666	11,200	10,466

2. PARTICULARS OF THE IPO (Cont'd)**Note:-**

- (1) *The Term Loan was initially obtained from EON Bank Berhad, the entire assets and liabilities of which was transferred to Hong Leong Bank Berhad with effect from 1 July 2011 pursuant to a Vesting Order granted by the High Court of Malaya dated 17 June 2011.*

Such borrowings have been utilised to finance, inter alia, the development and construction of buildings and facilities, working capital requirements of our Group, which include the payment of creditors, purchase of raw materials and operating expenses.

The repayment of such borrowings will reduce our Group's gearing level from approximately 0.46 times to 0.25 times (based on our Group's proforma total borrowings and shareholders' funds as at 31 July 2011 after taking into consideration of the Subdivision, Bonus Issue, IPO and utilisation of proceeds). At the prevailing average interest rate of approximately 7.98% per annum, our Group would be able to save interest cost of approximately RM0.9 million per annum.

The repayment is subject to the final redemption amount at the point of payment. As such, any unutilised amount will be used towards working capital.

(b) Purchase of property, plant and equipment

Our Group shall set aside RM9.0 million of the proceeds for capital expenditures in Bukit Gambang Resort to enhance its resort-style accommodation, MICE facilities and attractions. These capital expenditures includes amongst others furniture and fittings, electrical appliances, kitchen equipment, air-conditioning installation to cater for over 500 units of Arabian Bay resort suites, one (1) grand ballroom and six (6) banquet halls and purpose-built trams to increase the attraction factor of Bukit Gambang Resort. Any unutilised amount will be used towards working capital.

(c) Working Capital

Of the total proceeds, approximately RM27.7 million will be used as general working capital to finance our day-to-day operations, including, amongst others, the payment to suppliers, sub-contractors and consultants, payment of salaries and defrayment of finance, operational and marketing expenses.

The projects being undertaken / planned by our Group will mainly include the following:-

- (i) Arabian Bay, a proposed development of 546 units of resort suites and Bukit Gambang Safari Park, a new attraction within Bukit Gambang Resort;
- (ii) Taman Indera Sempurna 2, a mixed residential and commercial development which divided into six (6) blocks, comprising 2,288 units of single-storey terrace houses, semi-detached houses, bungalows and shop offices, in Kuantan, Pahang;
- (iii) Global Heritage South, a proposed development of 490 units themed resort villas and a boutique hotel comprising of 273 resort suites in Bukit Gambang Resort, Kuantan, Pahang, which is expected to be launched by first quarter of 2012; and
- (iv) Taman Bukit Rangin, a proposed residential development of 474 units of single-storey terrace houses and semi-detached houses in Kuantan, Pahang, which is expected to be launched by early 2012.

2. PARTICULARS OF THE IPO (Cont'd)**(d) Estimated Listing Expenses**

The estimated listing expenses for the Listing to be borne by us are as follows:-

Expenses	RM'000
Fees to authorities	160
Professional fees ⁽¹⁾	1,600
Underwriting, placement and brokerage fees	1,522
Printing, advertising and other expenses in relation to the Listing	350
Other miscellaneous expenses ⁽²⁾	68
Total	3,700⁽³⁾

Notes:-

- (1) *Includes fees for the Adviser, Reporting Accountants, Solicitors, Independent Market Research Consultants, Independent Registered Valuers and other professional advisers, as well as the Issuing House*
- (2) *Other incidental or related expenses in connection with the IPO*
- (3) *If the actual listing expenses are higher than budgeted, a portion of the amount allocated for working capital purposes will be utilised to fund the deficit. Conversely, if the actual listing expenses are lower than budgeted, the excess will be utilised for working capital purposes*

The Offer for Sale is expected to raise proceeds of RM34.8 million. The entire proceeds of the Offer for Sale shall accrue entirely to the Offeror and no part of the proceeds is receivable by our Company. The Offeror shall bear all expenses such as placement, management and miscellaneous fees relating to the Offer Shares estimated to be approximately RM0.87 million.

Pending the utilisation of the proceeds from the Public Issue as mentioned above, the funds will be placed in short-term deposits with financial institutions.

2.7 FINANCIAL IMPACT FROM UTILISATION OF PROCEEDS

Our utilisation of the proceeds from the IPO is expected to have a financial impact on our Group as follows:-

(i) Enhancement of working capital

We will utilise approximately RM27.7 million of the Public Issue proceeds for our expected increase in working capital requirements, which includes the payment to suppliers, sub-contractors and consultants, payment of salaries and defrayment of finance, operational and marketing expenses. Our cash equivalent balance will be increased to approximately RM39.8 million after the Listing. This will allow us to be less reliant on external funding to finance our expected growth in business activities.

(ii) Interest savings

The utilisation of the Public Issue proceeds by our Group is expected to result in interest savings. The repayment of RM11.2 million of borrowings will reduce our Group's gearing level from approximately 0.46 times to 0.25 times (based on our Group's proforma total borrowings and shareholders' funds as at 31 July 2011 after taking into consideration the Subdivision, Bonus Issue, IPO and utilisation of proceeds as disclosed in Section 2.6 of this Prospectus). At the prevailing interest rate of approximately 7.98% per annum, our Group would be able to save interest cost of approximately RM0.9 million per annum.

2. PARTICULARS OF THE IPO (Cont'd)

2.8 UNDERWRITING COMMISSION, PLACEMENT FEE AND BROKERAGE**(i) Placement Fee**

We will pay the Joint Placement Agents a placement fee at the rate of 2% of the value of the 30,000,000 Public Issue Shares reserved for private placement under Section 2.3.1(iii) of this Prospectus (being the number of Public Issue Shares reserved for private placement multiplied by the Placement Price).

The Offeror will pay the Joint Placement Agents a placement fee at the rate of 2% of the value of the 40,000,000 Offer Shares reserved for private placement under Sections 2.3.2 of this Prospectus (being the number of Offer Shares reserved for private placement multiplied by the Placement Price).

(ii) Underwriting Commission

We will pay the Underwriters an underwriting commission at the rate of 2.75% of the value of the total underwritten 30,000,000 Public Issue Shares made available for application by the Malaysian Public and our eligible Director, employees and/or business associates under Sections 2.3.1(i) and 2.3.1(ii) of this Prospectus (being the number of Public Issue Shares made available for application by the Malaysian Public and our eligible Director, employees and/or business associates multiplied by the IPO Price).

(iii) Brokerage Fee

We will pay the brokerage fee to be incurred on the sale of the 20,000,000 Public Issue Shares under Section 2.3.1(i) at the rate of 1.0% of the IPO Price in respect of successful applications by the Malaysian Public which bear the stamp of member companies of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or Issuing House.

2.9 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

The salient clauses of the Underwriting Agreement dated 12 January 2012 entered into between our Company, the Managing Underwriter and Underwriters ("**Agreement**"), which may allow the Managing Underwriter and/or Underwriters to withdraw from its obligations under the agreement after the IPO as extracted from the Agreement, are set out below.

Unless otherwise stated, all capitalised terms herein shall bear the same meanings as prescribed in the Underwriting Agreement.

"(i) CONDITIONS PRECEDENT

(1) *Unless waived in writing by the Underwriters (in which case any condition precedent or any part thereof so waived shall be deemed to have been satisfied), the obligations of the Underwriters under this Agreement shall be conditional upon the following:-*

(a) *this Agreement having been duly executed by all the parties hereto and duly stamped;*

(b) *the issue of the Public Issue Shares having been approved by the SC or any other relevant authority and the shareholders of the Company in a general meeting;*

2. PARTICULARS OF THE IPO (Cont'd)

- (c) *the listing and quotation of the Public Issue Shares/issued and paid up capital of the Company on the Official List having been unconditionally approved-in-principle by the Bursa Securities or subject only to conditions which are acceptable to the Managing Underwriter and the Underwriters and such approval is not withdrawn and the Managing Underwriter and the Underwriters being reasonably satisfied that such listing and quotation shall be granted within two (2) clear Market Days after an application for quotation is made to the Bursa Securities;*
- (d) *the Prospectus being in form and substance satisfactory to the Managing Underwriter and the Underwriters;*
- (e) *the Prospectus having been issued and registered with the SC and lodged with the CCM within two (2) months from the date of this Agreement ("Issue Date"), or within such other period as the parties may mutually agree upon;*
- (f) *there shall not have occurred, on or prior to the Closing Date, in the opinion of the Underwriters (whose opinion is final and binding) any material adverse change or any development reasonably likely to involve a prospective material adverse change in the condition (financial or otherwise) of the Group from that existing as at the date of this Agreement which is material in the context of the Public Issue or the occurrence of any event rendering untrue, inaccurate or incorrect in any material respect any of the representations or warranties contained in Clause 5(1) hereof;*
- (g) *there shall not have occurred, on or prior to the Closing Date, any material breach of and/or failure to perform any of the undertakings contained in Clause 5(1) hereof;*
- (h) *the Managing Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the expenses referred to in Clause 19 hereof;*
- (i) *the Public Issue not being prohibited by any statute, order, rule, regulation or directive promulgated or issued by any legislative, executive or regulatory body or authority in Malaysia;*
- (j) *the delivery of the following documents to the Managing Underwriter and the Underwriters on or before the Closing Date:*
 - (i) *such reports and confirmations dated the Closing Date from the board of directors of the Company as the Managing Underwriter and the Underwriters may reasonably require to confirm that there has not been any material adverse change or any development reasonably likely to involve a prospective material adverse change in the condition (financial or otherwise) of the Group from that existing as at the date of this Agreement which is material in the context of the Public Issue and the listing and quotation of the Public Issue Shares and/or the Underwritten Shares; and*
 - (ii) *a certificate, in the form or substantially in the form contained in the Third Schedule hereto, dated the Closing Date signed by a duly authorised officer of the Company on the letterhead of the Company stating that, to the best of his knowledge and belief, having made all reasonable enquiries, there has been no such change, development or occurrence as is referred to in Clause 4(1)(j)(i) above;*

2. PARTICULARS OF THE IPO (Cont'd)

- (k) *the Managing Underwriter and the Underwriters receiving a copy duly certified by a director or secretary of the Company to be a true copy of a resolution of the Board of Directors of the Company approving the Listing Exercise, the Prospectus and this Agreement and the transactions contemplated by it, the issue and offer of the Public Issue Shares and authorising a person or persons to sign this Agreement on behalf of the Company;*
- (l) *the Managing Underwriter and the Underwriters having been satisfied that the Company has in relation to the issue and offer of the Shares complied with and is in compliance with all policies, guidelines and requirements of the relevant authorities of Malaysia and any other jurisdiction within which such Shares are offered and all revisions; amendments and/or supplements thereto and have complied with all conditions imposed by the relevant authorities of Malaysia in respect of their approvals for the Public Issue Shares; and*
- (m) *Nothing has come to the knowledge of the Managing Underwriter and/or the Underwriters, up to the Closing Date, which shall prevent, impede or prohibit the Listing Exercise including but not limited to occurrence of such events which shall invalidate or nullify any approvals, consents from relevant authorities pertaining to the Listing Exercise.*
- (2) *The Underwriters may, without prejudice to their power, rights and remedies under this Agreement, waive all or any of the Conditions Precedent except for those required by a mandatory rule of law or a mandatory requirement of governmental, public or regulatory authorities in connection with this Agreement.*
- (3) *If any one of the Conditions Precedent to the extent not waived is not satisfied by the Closing Date, the Underwriters shall be entitled to terminate this Agreement. Upon termination, the parties hereto shall be released and discharged from their respective obligations hereunder and this Agreement shall become null and void and of no further force and effect but without prejudice to the rights of the Underwriters under Clause 12, Clause 16 and Clause 19.*
- (ii) **TERMINATION**
- (1) *Subject to Clause 14(2) below but notwithstanding any other provision herein contained, the Managing Underwriter or any Underwriter may by notice in writing to the Company given at any time before the completion of the Listing Exercise, terminate and cancel and withdraw the commitment of such Underwriter to underwrite the Underwritten Shares if:-*
- (a) *any of the Conditions Precedent set out in Clause 4 hereof are not duly satisfied by the Closing Date; or*
- (b) *there is any material breach by the Company of any of the representations, warranties or undertakings contained in Clause 5(1) hereof, which is not capable of remedy or, if capable of remedy, is not remedied to the reasonable satisfaction of such Underwriter within ten (10) Market Days from the date the Company is notified by such Underwriter of such breach; or*
- (c) *there is failure on the part of the Company to perform in any material respect any of its obligations herein contained; or*

2. PARTICULARS OF THE IPO (Cont'd)

- (d) *there is withholding of information by the Company which, in the reasonable opinion of such Underwriter, would have or can reasonably be expected to have a material adverse effect on the business or operations of the Group, the success of the Public Issue, or the distribution or sale of the Public Issue Shares; or*
- (e) *the approval of the SC in respect of the Listing Exercise or the approval-in-principle of Bursa Securities for the listing and quotation of its entire issued and paid-up share capital on the Official List is withdrawn; or*
- (f) *there shall have occurred, or happened any material and adverse change in the business or financial condition of the Company or the Group; or*
- (g) *a petition is presented or an order is made or a resolution is passed for the winding up of the Company; or*
- (h) *an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Company; or*
- (i) *the Company or its subsidiaries becomes insolvent or is unable to pay its/their debts or admits in writing its inability to pay its debts as they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors; or*
- (j) *the Company or its subsidiaries ceases/cease or threatens to cease to carry on the whole or any substantial part of its business; or*
- (k) *this Agreement is terminated by the Managing Underwriter or any other Underwriter for any reason deemed to be reasonable; or*
- (l) *there shall have occurred, or happened any of the following circumstances:-*
 - (i) *any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions or exchange control or currency exchange rates (including but not limited to conditions on the stock market in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or the occurrence of any combination of any of the foregoing; or*
 - (ii) *any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of the Managing Underwriter or such Underwriter (including without limitation, acts of God, national disorder, declaration of a state of national emergency, pandemics, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents);*

which, would have or can reasonably be expected to have, in the reasonable opinion of the Managing Underwriter or such Underwriter, a material adverse effect on, and/or materially prejudice the business or the operations of the Company or the Group as a whole,

2. PARTICULARS OF THE IPO (Cont'd)

the success of the Public Issue, or the distribution or sale of the Public Issue Shares, or which has or is reasonably likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms.

- (2) *In the event that this Agreement is terminated pursuant to Clause 14(1)(f) or Clause 14(1)(l), the Managing Underwriter, the Underwriters and the Company may confer with a view to deferring the Public Issue by amending its terms or the terms of this Agreement and may enter into a new underwriting agreement accordingly, but neither the Managing Underwriter, the Underwriters nor the Company shall be under any obligation to enter into a fresh agreement.*

(iii) FORCE MAJEURE

- (1) *Notwithstanding anything herein contained, the Managing Underwriter and/or the Underwriters may in their reasonable opinion at any time before the completion of the Listing Exercise, by notice in writing delivered to the Company terminate the obligations of the Managing Underwriter and/or the Underwriters under this Agreement and/or request for the Closing Date to be extended to such reasonable date as the Managing Underwriter and the Underwriters may decide, upon the occurrence of the following events:-*

- (i) *changes in national or international monetary, financial, political, economic or stock market conditions or exchange control or currency exchange rates or interest rates or otherwise as would in the reasonable opinion of the Underwriters prejudice materially and adversely the success of the Public Issue and the listing and quotation of the Public Issue Shares;*
- (ii) *national disorder, outbreak of war, armed conflict or serious threat of the same, hostilities, embargo, detention, revolution, riot, looting, labour disputes, any unavailability of transportation or severe economic dislocation, outbreak of disease, declaration of pandemic, tsunami, respiratory virus, Act of God or the declaration of a state of national emergency;*
- (iii) *material changes in law, regulation, directive, policy or ruling in any jurisdiction which may seriously affect the business of the Group;*
- (iv) *the FTSE Bursa Malaysia KLCI Index falling below 1,150 points and remaining below 1,150 points for three (3) consecutive Market Days; or*
- (v) *the imposition of any moratorium, suspension, or material restriction on trading in all securities generally on Bursa Securities for three (3) Market Days;*

and thereupon the parties shall (except for the liability of the Company in the payment of costs and expenses referred to in Clause 19 above incurred prior to or in connection with such termination) be released and discharged from their respective obligations hereunder.

- (2) *In the event of a delivery of a request for the Closing Date to be extended by the Managing Underwriter and the Underwriters to the Company, the Company shall consent to such request for the extension of the Closing Date.*
- (3) *The delivery of a request under Clause 36(2) shall not preclude the Managing Underwriter and/or the Underwriters from giving a further request for the*

2. PARTICULARS OF THE IPO (Cont'd)

extension of the Closing Date or from giving a notice to terminate pursuant to Clause 36(1)."

2.10 DILUTION

Dilution is the amount of which our proforma consolidated NA per Share immediately after the implementation of the Listing Scheme is less than the IPO Price and Placement Price. The proforma consolidated NA per Share as at 31 July 2011 based on the issued and paid-up share capital of 340,000,000 Shares before the IPO is RM0.32.

Pursuant to the Public Issue of 60,000,000 new Shares and after adjusting for the effects of the utilisation of proceeds, the proforma consolidated NA per Share of our Group as at 31 July 2011 will increase to RM0.39 per Share based on the enlarged issued and paid-up share capital of 400,000,000 Shares after the IPO. This represents an immediate increase in adjusted NA of RM0.07 per Share to our existing shareholders and an immediate dilution in NA of up to RM0.48 per Share to our new investors. The following table illustrates such dilution on a per Share basis:-

	RM
IPO Price	0.85
Placement Price	0.87
Proforma consolidated NA per Share as at 31 July 2011 (after Subdivision and Bonus Issue)	0.32
Increase in proforma consolidated NA per Share contributed by new investors	0.07
Proforma consolidated NA per Share after the IPO	0.39
Dilution in NA per Share to new investors:-	
- Retail investors	0.46
- Places	0.48
Dilution in NA per Share to new investors as a percentage:-	
- Retail investors	54.1%
- Places	55.2%

Save as disclosed in the table below which summarises the total number of Shares acquired by our Directors, Promoters and substantial shareholders, the total consideration paid by them and the average effective cash cost per Share to our Directors, Promoters and substantial shareholders of Shares acquired by them and to the new investors who subscribe for and/or purchase the Public Issue Shares and the Offer Shares pursuant to the Public Issue and the Offer for Sale, there has been no other equity transaction and/or right to acquire by our Directors, senior management, substantial shareholders or persons connected to them during the past three (3) years prior to the date of this Prospectus:-

	Before the IPO No. of Shares	Total consideration RM	Average effective cash cost per Share RM
Promoter and substantial shareholder Sentoria Capital	287,980,000	57,596,000	0.20
Director, Promoter and substantial shareholder Dato' Gan Kim Leong	*	-	-
Dato' Chan Kong San	*	-	-
New investors			
- from Retail Offering	-	25,500,000	0.85
- from Placement	-	26,100,000	0.87

Note:-

* Deemed interest by virtue of their interest in Sentoria Capital pursuant to Section 6A of the Act

3. RISK FACTORS

Before deciding to invest in our IPO shares, you should carefully consider the following risk factors (which may not be exhaustive) along with other information contained herein before you make your investment decision. If you are in doubt as to the information contained in this section, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers.

3.1 RISKS RELATING TO OUR BUSINESS

3.1.1 Property Development

(i) Scarcity of strategically located land bank

The success of our Group in the property development industry relies heavily on the location of our land bank to deliver sustainable growth. Our success in the residential and commercial segments is highly dependent on the stringent selection of locations that suit our target markets. However, the intense competition among property developers vying for the identification and acquisition of strategically located land bank may result in scarcity of such land and an increase in the costs of land acquisition.

The suitability of location for development of leisure and hospitality properties depends on, amongst others, accessibility and availability of other recreational sites such as beach fronts, forest reserves / national parks and heritage sites. Such types of land are not usually privately owned and may be scarce due to stringent governmental or environmental regulations.

As at LPD, our Group's remaining land available for development (consisting of land owned by our Group as well as those under joint development) spans an area of 548.9 acres. In addition, we are also in advanced negotiation with third party land owners for the acquisition and/or joint development of a few parcels of land located in Morib and Nilai aggregating 405.0 acres. The list of the aforementioned land banks are as follows:-

Name of Project	Development Stage			Total (acres)
	Ongoing (acres)	Upcoming (acres)	Future (acres)	
Taman Indera Sempurna 2	71.60	-	-	71.60
Desa Hijauan	35.30	12.10	-	47.40
Sungai Karang Beach Resort	-	-	2.60	2.60
Bukit Gambang Resort	103.20	161.70	115.90	380.80
Fasa Bunga Raya	3.10	-	-	3.10
Taman Bukit Tinggi	-	4.00	-	4.00
Morib and Nilai	-	130.00	275.00	405.00
Taman Bukit Rangin	-	39.40	-	39.40
Total	213.20	347.20	393.50	953.90

The total 953.9 acres of land is expected to satiate our future development needs for the next foreseeable ten (10) years.

3. RISK FACTORS (Cont'd)

A point to note is our ability to create value from less strategic land bank, capitalising from our past experience in creating and harnessing the value from less desirable land bank. For example, we were able to transform swampy landscape into the township of Taman Indera Sempurna 1 and Taman Indera Sempurna 2 and secondary jungle into our integrated resort city, Bukit Gambang Resort, making this once undeveloped outskirts of Kuantan into a sought-after address. We believe we will be able to replicate our success in other less developed locations in Malaysia.

While our Group was able to acquire relatively attractive and sizeable land bank in the past and has also entered into JV agreements for future development, there can be no assurance that our Group will be able to continue to do so at commercially-viable prices or terms.

Nevertheless, our Group will continue to identify strategic land bank to acquire in order to sustain our business and operations. Further, our Group may also enter into JVs with land owners to jointly develop such land on commercially viable profit sharing terms.

(ii) Cost of development for property projects and demand risks

Appreciation of land costs and the fluctuation of construction costs are inherent risks in the property development industry. Higher cost of land and construction costs, such as cost of materials (including iron and steel, cement and tiles), labour costs, subcontractor fees and overheads, will affect our profit margin, as the selling prices of properties are relatively inelastic and is largely determined by the vigour of Malaysia's property market at a particular point in time. While our Group may be able to increase the selling prices of our properties, there is no assurance that the demand for these properties will not be adversely affected.

As highlighted in Section 3.1.1(i) above, our current land bank is expected to satiate the development of our current and future projects for the next foreseeable ten (10) years. Hence, we are less vulnerable to the risk of increase in land costs. To mitigate such risk, we will also diligently pursue JV opportunities with land owners to reduce the holding cost of land acquisition.

Our Group aims to keep construction costs low by having our own in-house construction division, which undertakes planning and construction of projects. This will mitigate our reliance on sub-contractors and enable us to better manage our construction costs. Our in-house construction division also enables us to shorten property development turnaround time and increase our competitiveness.

In addition, our Group has a large pool of suppliers and sub-contractors. Thus, we believe that we will be able to maintain a continuous supply of construction materials and sub-contracting services at reasonable prices.

However, there can be no assurance that any change in the costs of development projects will not have any material impact on our Group's financial performance and financial position. As such, we will continue to manage and closely monitor construction costs while making all reasonable efforts to maintain the quality of our projects and products.

3. RISK FACTORS (Cont'd)

(iii) Delay in completion of projects

In line with industry practice, our Group launches and sells our properties prior to the completion of construction of our projects. However, the completion of our projects is dependent on many external factors, some of which are beyond the control of our Group. These include, but are not limited to, obtaining approvals and permits from various relevant regulatory authorities, adverse weather conditions, sourcing and securing quality construction materials in adequate amounts and at reasonable prices, satisfactory performance of sub-contractors as well as accidents at project sites. There can be no assurance that the aforementioned factors will not lead to delays in the completion of our projects. Any delay in completion may give rise to additional costs and may adversely affect our Group's reputation and financial performance.

To mitigate such risk, our Group's in-house construction division allows better control over the progress of construction of projects. In addition, to minimise delays in the completion of projects, we carefully plan and monitor our project schedule and coordinate closely with sub-contractors and suppliers. Our Group has a proven track record for timely completion of projects as shown in Section 4.3.3 of this Prospectus.

As at LPD, we have completed 4,138 units of properties, of which approximately 95.7% of such units were completed ahead of schedule. 59.0% of the completed units were delivered more than six (6) months ahead of schedule.

(iv) Competition from other property developers

Although the barriers to entry in respect of the property development industry are relatively high, our Group faces competition from existing industry players as well as better capitalised new market entrants in respect of the availability of strategically located and reasonably priced land bank, the supply of labour and raw materials as well as the positioning / marketing and selling prices of properties.

Our Group constantly seeks to take proactive measures to mitigate these risks, including constantly reviewing our development and marketing strategies in response to the ever-changing market conditions and the adoption of different development concepts and techniques that position our Group to meet the needs of our target markets.

We constantly strive to offer quality and reasonably-priced properties that are designed to meet customer needs and preferences. The high take up rate of our properties as highlighted in Section 4.3.1 of this Prospectus is a testament of our success in identifying and meeting our customers' needs and preferences.

For resort city development, we possess the necessary capability and know-how to plan, develop, operate and maintain an integrated resort city consisting amongst others theme parks, recreational facilities, MICE facilities, hotels and resort-style accommodation. In addition, in developing resort cities such as Bukit Gambang Resort, we were able to unlock the value of our land bank in this integrated resort city and its surrounding areas, by attracting buyers to this once undeveloped outskirts of Kuantan. By doing so, we have shown our ability to open up new markets instead of competing in other more saturated markets.

3. RISK FACTORS (Cont'd)

While we seek to stay competitive as a property developer, there is no assurance that our proactive measures can effectively mitigate the potential adverse effects of competition on our Group's financial performance and position.

(v) Property overhang

Property overhang is commonly caused by oversupply and/or low take-up rate of new property launches by existing developers. Other factors contributing to property overhang include economic downturns and unfavourable market conditions. Any prolongation or rise in property overhang would inevitably have an adverse impact on our Group's financial performance and financial position.

In the third quarter of 2011, the number of residential overhang in the Malaysian market decreased by 7.1% from 22,422 units in the previous quarter to 20,841 units. Similarly, in terms of value, a decrease of 8.6% from RM4.720 billion to RM4.312 billion was noted. In Pahang, 599 units or RM103.74 million in value of residential properties were unsold in the aforesaid quarter.

(Source: Property Market Status Report – Property Overhang Q3 2011, issued by Valuation and Property Services Department, Ministry of Finance Malaysia)

During our infancy years, we focused on affordable housing in Pahang and we have been successful, as evidenced by the high take up rate of our properties. We capitalised on our experience and ventured forward with other types of residential and commercial properties to suit different market needs, all the while maintaining a component of affordable housing as we believe affordable housing is less susceptible to fluctuations in market conditions and the prevalence of property overhang conditions.

Our Group will continue to monitor property market conditions and conduct feasibility studies before embarking on new developments. We will also continue to undertake various measures such as delivering quality products and services, timely completion of projects as well as managing construction costs to ensure that we stay competitive and are able to withstand the adverse effects of property overhang conditions. Further, by diversifying into leisure and hospitality business, we are able to reduce our reliance on our property development core business division as the income and cash flow stream of these two (2) core business divisions are different.

Nevertheless, there can be no assurance that our Group will be able to maintain favourable take-up rates for our existing and new property launches.

(vi) Inherent risks in the property development industry

Our Group is subject to inherent risks in the property development industry. These may include, *inter-alia*, changes in general economic conditions, inflation and changes in business conditions such as deterioration in prevailing market conditions, shortage of labour supply, increase in labour and raw material costs, rise in financing costs and fluctuating demand for real estate properties. Our Group endeavours to minimise these risks by developing quality properties to suit the needs and preferences of our target markets and deliver value to our existing and potential customers.

3. RISK FACTORS (Cont'd)

Notwithstanding that our Group has taken and will continue to take various steps to mitigate our business risks, there can however be no assurance that any changes to the factors mentioned above will not have any material adverse impact on our Group's financial performance and position.

(vii) Performance of the Malaysian property market

As all our property development projects are located within Malaysia, our Group's financial performance is largely dependent on the performance of the Malaysian property market. Any adverse developments affecting the Malaysian property market such as deterioration in property demand and the property rental market may have an adverse impact on our Group's business operations and financial performance.

While our operations and financial performance have not been materially and adversely affected by the performance of the Malaysian property market, our Group will diligently monitor the development and changes within the Malaysian property market in planning our future developments to maintain our competitiveness.

(viii) Defects liability

Construction contracts and sale and purchase agreements commonly stipulate a defects liability period for work done, which ranges from 12 to 24 months from the date of official hand over of the completed projects, depending on the nature of the contract. This renders the contractor / developer liable for the work carried out and for any repair, reconstruction or rectification of any faults or defects which may surface or be identified during the defects liability period at the sole cost and expense of the contractor/developer. Such rectification of defects will inevitably result in an increase in completion costs and affect the profitability of affected projects.

We firmly believe that with the experience and expertise of our Group and by working closely with our suppliers and sub-contractors to ensure that prescribed work specifications are met, any defects in our works will be minimised. However, there is no assurance that any repair, reconstruction or rectification works to be carried out during the specified defects liability period will not have a material and adverse impact on our Group's financial performance.

To mitigate the risk of defects occurring, our Group seeks to ensure that all suppliers and sub-contractors employed by our Group are trustworthy and reliable and have a good track record of completed work. Further, we often undertake much of the core construction activities in-house to alleviate the need to monitor and supervise sub-contractors. To date, our Group has not been subject to any material defect liability claims or incurred a significant adverse impact on our financial performance as a result of having to carry out rectification works.

(ix) Dependence on foreign labour supply

Our business operations are dependent on the continued supply of foreign labour. As at LPD, we have 144 foreign construction workers in our Group's payroll. These foreign workers can only be sourced from certain countries as prescribed by the government.

3. RISK FACTORS (Cont'd)

In general, approval is granted based on the merits of each case and is subject to conditions imposed by the relevant authorities from time to time. The government may from time to time impose additional conditions or revise its policy in relation to the employment of foreign workers. In the event that there is a shortage in the supply of foreign workers as a result of such changes to the governing conditions and policies or for any other reason the supply of foreign labour is restricted or ceases, the completion of our construction projects may be delayed and/or our project overheads may increase.

As set out in Section 4.5.1 of this Prospectus, we have made IBS a significant part of our construction process, which allows less reliance on unskilled construction workers, among other benefits. We also constantly monitor the work permits of our foreign workers to ensure continuous compliance with regulatory requirements.

We have not previously suffered any material adverse effects in respect of our business operations or financial performance as a result of any shortage of foreign workers. In the event of any shortage of supply, we anticipate that we will be able to employ local construction workers as a temporary measure. However, in such an event, our financial performance may be affected as the labour cost of local construction workers is relatively higher than that of foreign workers.

(x) Malay Reserve Land

Some of our Group's projects are developed on lands designated as "Malay Reservation" under the Malay Reservations Enactment. As at LPD, approximately 115.0 ⁽¹⁾ acres or 12.1% of our Group's remaining lands which are available for development (consisting of land owned by our Group as well as those under joint development, including a few parcels of land located in Morib and Nilai aggregating 405.0 acres, which are under advanced negotiation with third party land owners for the acquisition and/or joint development) are designated as "Malay Reservation", whereby only a restricted class of purchasers (i.e. Malay buyers) are entitled to purchase the properties developed on such development lands.

In this respect, subject to the approval of the state authorities, our Group can develop and sell properties having the designation of "Malay Reservation" or convert such development lands to lands which are not subject to any restrictions and not having the designation of "Malay Reservation" ("Open Title Land"). Properties developed on Open Title Land are not restricted from being sold or transferred to only Malay buyers.

It should be noted that out of the total 4,138 units of residential and commercial properties which have been completed by our Group as at LPD, 2,740 units were developed on lands designated as "Malay Reservation" and all of them have been fully sold to Malay buyers. Notwithstanding this, there is no assurance that we will be able to continue to successfully sell our properties developed on Malay Reserve Land to Malay buyers or to successfully undertake conversion of the status of such development lands to Open Title Land.

Note:-

(1) The land owner is in the midst of procuring the removal of the Malay Reserve Land status from the issue document of title of a few parcels of land aggregating 36.0 acres.

3. RISK FACTORS (Cont'd)

3.1.2 Leisure and Hospitality**(i) Attractiveness of attractions**

The success of our leisure and hospitality division will depend to a large extent on our ability to maintain the attractiveness of existing attractions and the successful introduction of new attractions. This may require significant capital expenditure for refurbishment and renovations for asset enhancements and/or the installation of new attractions in order for our Group to remain competitive.

Our ability to successfully undertake refurbishments / renovations / new installations will depend on, *inter-alia*, our ability to obtain financing on favorable terms. If our Group fails to raise additional financing in such amounts and at such times as our Group requires such financing, we may need to reduce our capital expenditure to a level that can be supported by our then available funding resources or delay the introduction of new attractions. In such event, our Group's operations and financial performance may be adversely affected. While we were able to obtain sufficient financing for the development of our attractions as well as for refurbishments / renovations / new installations in the past, there can be no assurance that such financing will continue to be available in amounts or on terms acceptable to our Group, or at all.

When we undertake refurbishments / renovations / new installations, our business operations may be affected as certain attractions may be temporarily closed. Accordingly, our financial performance may also be affected in such event. As at LPD, our business operations have not been materially and adversely affected by such refurbishments / renovations / new installations.

Furthermore, the introduction of new attractions may require the engagement of qualified experts, who may not be readily available. Our Group may also need to recruit and train new personnel in anticipation of the launching of new attractions. If we fail to engage / train the necessary personnel to operate new attractions, our business operations and financial performance may also be adversely affected.

In view of the above, we adopt careful planning to ensure that refurbishments / renovations / new installations do not materially affect our business operations. Further, we consistently monitor and maintain our leisure and hospitality assets to reduce the likelihood of major maintenance / rectification works which could interrupt our operations.

(ii) Competition from other leisure and hospitality destinations

Bukit Gambang Resort is an integrated resort city comprising resort-style accommodation, MICE facilities and multiple attractions including a water park and other outdoor activities. As such, the resort city faces competition from other recreational destinations such as similar resorts, beach front and island resorts, hillside resorts and shopping destinations.

Within the East Coast region, Bukit Gambang Resort faces competition from the multitude of beach front resorts dotting the eastern coast line of Peninsular Malaysia as well as island resorts such as those in Pulau Tioman and Pulau Perhentian. The resort city also faces competition from hillside holiday destinations such as Cameron Highlands, Berjaya Hills and Genting Highlands Resort.

3. RISK FACTORS (Cont'd)

However, a major draw factor of Bukit Gambang Resort is its integrated resort offerings, which are competitively priced to promote patronage. Attractions such as Bukit Gambang Water Park and Active Academy are within close proximity to Caribbean Bay and MICE facilities, providing guests with the convenience of a one-stop holiday destination. With the introduction of new attractions such as Bukit Gambang Safari Park and the opening of Arabian Bay to accommodate the expected increase in occupancy, Bukit Gambang Resort is anticipated to successfully draw more guests.

Further, Bukit Gambang Resort is easily accessible to and is poised to attract guests from the Klang Valley, Kuantan city centre and Singapore. The regular journey from Klang Valley and Singapore to Bukit Gambang Resort is estimated to be 2.5 hours and 4.5 hours respectively, hence making the resort city a convenient destination for weekend retreats as well as MICE activities.

Notwithstanding the above, should Bukit Gambang Resort fail to compete effectively with other holiday destinations, or fail to adapt to the changing and competitive market environment, our financial performance may be adversely affected.

(iii) Control and continued usage of Bukit Gambang Resort's hotel and accommodation facilities

Arabian Bay (which is expected to complete by the second half of 2012) and Caribbean Bay form an integral part of Bukit Gambang Resort's offerings. Out of the 578 units of suites in Caribbean Bay, 58 units are owned by our Group while the remaining 520 units are currently held and operated by our Group under a sale and leaseback scheme. A majority of the leases under the sale and leaseback scheme will expire in 2015. Arabian Bay, when completed, will have 546 suites, 66 of which will be retained by our Group while the remaining 480 units will be held and operated under a sale and leaseback scheme.

As our Group does not hold ownership of a large majority of the units comprised in Caribbean Bay and is similarly expected to sell most of the units comprised in Arabian Bay, there are inherent risks associated with our Group's control of, and the continued availability and usage of, Bukit Gambang Resort's hotel and accommodation facilities.

Firstly, during the tenure of the sale and leaseback scheme under which unit owners of Caribbean Bay and Arabian Bay have agreed to lease out their units to our Group, the aforesaid unit owners may dispose of the units held by them to third parties / sub-sale purchasers. In such event, the tenancy agreements which have been entered into by our Group with unit owners of Caribbean Bay and Arabian Bay pursuant to the sale and leaseback scheme may not be readily capable of enforcement against the unit owners or their sub-sale purchasers.

Secondly, unit owners may attempt to terminate the existing tenancy agreements prior to the expiry of their respective tenures. This may cause disruption to our Group's control over the Caribbean Bay and Arabian Bay units, including the common facilities comprised in the Caribbean Bay and Arabian Bay developments.

3. RISK FACTORS (Cont'd)

To mitigate the risk of unit owners of Caribbean Bay and Arabian Bay not honouring the terms in the sale and leaseback scheme, our Group has simultaneously with the signing of the tenancy agreements in respect of the sale and leaseback arrangement, obtained signed power of attorneys which take effect from the date of registration with the High Court of Malaya from each of the unit owners of Caribbean Bay and Arabian Bay for the purpose of effectively managing the Caribbean Bay and Arabian Bay units as well as the common facilities comprised in the Caribbean Bay and Arabian Bay developments, including conferment on our Group of the right to attend and vote at all meetings which unit owners are entitled to attend by virtue of being purchasers / proprietors of Caribbean Bay and Arabian Bay units pursuant to the Building and Common Property (Maintenance and Management) Act 2007 and the Strata Titles Act 1985.

There is also a possibility that the existing tenancies may not be renewed by certain unit owners. Such unit owners may elect not to renew their tenancies upon expiry or may only be willing to renew their tenancies on terms that are less favourable to our Group than the terms under the existing tenancies. In the event that any of the tenancies were to lapse and not be renewed or be terminated prior to their respective tenures and the aforesaid power of attorneys were to cease to take effect, we may no longer be able to effectively manage and operate Caribbean Bay and Arabian Bay in their entirety.

Our Group believes that we will be able to secure the leaseback of most of the units in Caribbean Bay and Arabian Bay, in view of the reasons set out in Section 4.2.1(iii)(a) of this Prospectus. However, there can be no assurance that our Group will be able to secure the leaseback of all units under the sale and leaseback arrangement, or that the negotiated rental rates upon renewal will not be significantly higher than the rental rate at which the units are presently leased by our Group. In such event, the operations of our Group and the continuity of an important component of our leisure and hospitality business may be adversely affected.

(iv) Disruption in our businesses operations

To remain competitive, our leisure and hospitality properties may require renovation or asset enhancement works from time to time to retain their attractiveness. When such renovation or asset enhancement works are carried out, the operation of these properties may be disrupted. The costs of maintaining these properties and the risk of unforeseen maintenance or repair may also increase over the age of these properties.

In addition, any physical damage to our leisure and hospitality properties resulting from natural disasters, fire or other causes may lead to a material disruption to our business operations. In order to address such damage or the need for renovation, our Group may have to procure the provision of maintenance and other related services from third parties, who might not be readily available.

Any disruption to the operations of our leisure and hospitality properties could reduce occupancy rate or patronage and may have an adverse impact on the financial performance and position of our Group. As at LPD, our business operations have not been materially affected by the factors set out above.

3. RISK FACTORS (Cont'd)

Notwithstanding that, our Group undertakes periodic maintenance of our leisure and hospitality properties to ensure they are in optimal condition. We also plan our refurbishment and renovation works to minimise any disruptions to our business operations. Further, by reviewing our insurance policies, we ensure that we have sufficient insurance coverage in respect of our properties at all times.

(v) Reputation may be adversely affected by mishaps

The reputation of our leisure and hospitality properties may be adversely affected should there be any major mishaps or accidents, which may or may not be caused by our Group.

To mitigate such risks, we are selective in the raw material supplies used for our leisure and hospitality projects. For example, the slides used in Bukit Gambang Water Park are sourced from ProSlide Technology Inc., a multiple-award winning custom manufacturer of water rides. We have also incorporated in-built safety features in our theme park attractions to minimise the likelihood of mishaps or accidents.

Further, our Group has in place safety measures such as on-going maintenance protocols and procedures, proper display of safety procedure signboards and ensuring that all staff understand and work under a safe and healthy environment and are adequately trained to handle any accidents that may take place at our leisure and hospitality properties. As at LPD, we are not aware of any major mishaps that have materially and adversely affected our reputation as a leisure and hospitality player.

Notwithstanding the above, there can be no assurance that mishaps or accidents will not occur. In such event, the reputation, business operations and financial performance of our Group may be adversely affected.

(vi) External factors beyond the control of our Group

The leisure and hospitality industry is generally cyclical and sensitive to changes in the global, regional and domestic economy. Since the demand for leisure and hospitality services in Malaysia is affected by the state of the economy and the level of economic growth, any deterioration in global, regional and domestic economic conditions may have a material adverse impact on the leisure and hospitality industry, which may in turn, adversely affect our Group's financial performance and position.

Other factors beyond our Group's control include political and civil unrest, natural disasters, outbreaks of disease, increases in energy costs and other travel expenses, international military conflicts, changes in law and other events which, if they were to occur in Malaysia or elsewhere in the world, may have a negative impact on the leisure and hospitality industry, including the level of business and leisure travel (whether domestic or international), occupancy rates and F&B services at hotels or resorts in Malaysia. The occurrence of one or more of these events may have an adverse effect on our Group's financial performance and position.

As at LPD, our operations and financial performance have not been materially affected by any of the factors set out above.

3. RISK FACTORS (Cont'd)

(vii) Seasonality risks

Our leisure and hospitality core business division is affected by seasonal demand. The number of guests to Bukit Gambang Resort is usually higher during weekends and the holiday season.

However, the resort city's MICE and Active Academy offerings also cater to the needs of corporate customers in the form of conferences, seminars and corporate team-building activities. Such functions will not only generate revenue on their own account, but will also generate spill-over effects for Bukit Gambang Resort, such as room occupancy in our resort-style accommodation and theme park attractions.

Further, our Group will continue to manage our staff force to ensure that the number of staff and overheads are kept at low levels during non-peak seasons. In furtherance of this, we will also continue to maintain our practice of employing part-time staff to cater for the increase in demand during peak seasons.

3.2 RISKS RELATING TO OUR OPERATIONS

(i) Financial risks

Our Group's working capital requirements are met partly by borrowings and partly via internally-generated funds. As at 31 July 2011, our Group's total interest-bearing borrowings amounted to approximately RM50.1 million, translating to a debt-to-equity ratio of 0.46 times.

Given that our Group has interest-bearing borrowings, future fluctuations in interest rates may have an impact on our Group's debt repayment obligations. There can be no assurance that our Group's financial performance will not be affected in the event of unfavourable changes in interest rates. As such, we adopt careful project planning and monitoring to ensure that our cash flows can be managed better. We also enjoy good credit standing with our bankers and have adequate credit facilities as we service our debt repayment obligations on time. Further, our two (2) core business divisions have different cash flow characteristics and are not significantly correlated. As such, we are able to mitigate our reliance on any single business division.

On the other hand, increase in interest rates will deter the purchase of real estate properties and may affect the demand for our Group's properties. Nevertheless, 61.2% of our Group's residential properties are bought by government sector employees as at LPD. This group of purchasers are more likely to obtain government financing rather than conventional bank borrowings, and hence are less susceptible to fluctuations in interest rates. Further, our strategy of providing affordable housing is attractive to our target markets as evidenced by the high take up rate of our properties.

As at LPD, our operations and financial performance have not been materially affected by any increase in interest rates. Further, our Listing is anticipated to be advantageous as it will enable our Group to tap into the Malaysian equity market to meet our existing and future funding requirements. The utilisation of equity capital will enhance our Group's profitability through interest savings and expansion of operations arising from utilisation of the proceeds under the Public Issue.

3. RISK FACTORS (Cont'd)

(ii) We are subject to debt covenants

Pursuant to credit facility agreements entered into by our Group with banks or financiers, we are bound by certain positive and negative covenants which may limit our operating and financial flexibility. The aforesaid covenants are of a nature which is commonly contained in credit facility agreements in Malaysia. Any act by our Group falling within the ambit or scope of such covenants will require the consent of the relevant banks / financiers. Breach of such covenants may give rise to a right by the banks / financiers to terminate the relevant credit facility and/or enforce any security granted in relation to that credit facility. Our Board is aware of such covenants and will take all necessary precautions to prevent any such breach.

To the best of our Directors' knowledge, as at LPD, neither we nor any of our subsidiaries are in breach of any terms and conditions or covenants associated with credit arrangements or bank loans, which can materially affect our business operations or financial position.

(iii) Our operations may be affected by material litigation, claims or arbitration

As at LPD, save as disclosed in Section 15.5 of this Prospectus, neither our Company nor our subsidiaries, are engaged in any litigation or arbitration proceedings which have or may have a material effect on our business operations or financial position, and our Directors are unaware of any proceedings threatened or of any fact likely to give rise to any proceedings which may materially affect our business operations or financial position.

However, there can be no assurance that there will be no proceedings in the future that could adversely affect the business operations and profitability of our Group.

(iv) Non-renewal of / failure to obtain permits, licences and certificates

Our Group has obtained all requisite permits, licences and certificates for our current business operations. However, some of these permits, licences and certificates (for example, CIDB / construction licences, housing development licences including developer's licences and advertising permits, business licenses, halal certificates and entertainment licenses) are subject to periodic review and renewal by the relevant government authorities. In addition, the standards of compliance required may from time to time be subject to changes. Non-renewal of our Group's permits, licences and certificates and/or changes imposed on the terms and conditions of licensing may have a material adverse impact on our business operations, hence affecting our financial performance and position.

Our Group may also need to apply from time to time for new permits, licences or certificates for the construction / development of new properties or the operation of new attractions at our leisure and hospitality properties. Failure to obtain such permits, licences or certificates may cause disruption or delay in relation to such new developments or attractions.

Although our Group has not experienced any difficulty in obtaining and maintaining the requisite permits and licences in the past, and our Group does not foresee any potential issues arising from the renewal of our existing permits and licenses, there is no assurance that existing permits and licenses will be renewed, or renewed within the anticipated timeframe, or that any new licences required by our Group will be obtained or obtained in a timely manner.

3. RISK FACTORS (Cont'd)

(v) Certain tax incentives may no longer be available in the future

One of our operating subsidiaries, Sentoria Themeparks is eligible for tax allowance incentive. For Sentoria Themeparks to benefit from the said tax incentive, certain conditions must be satisfied. The conditions imposed under the tax incentive relate to matters such as investment amounts, amongst others. Please refer to Section 10.4.1(vii) of this Prospectus for further information on the tax allowance incentive.

To the extent that the conditions for the tax allowance incentive are not met, the said tax incentive may no longer be available to us. Loss of such tax incentive could have an adverse effect on our financial performance and position.

(vi) Government policies, legislation and regulations and requirements

The construction, property development and leisure and hospitality industry in Malaysia is governed by government policies and legislation, regulations and requirements established to control and protect consumers as well as to determine minimum industry standards. The legislation, regulations and requirements that govern the construction and property development industries include, but are not limited to, the Malaysian Construction Industry Development Board Act 1994, the Housing Development (Control and Licensing) Act 1966 ("HDA"), the Housing Development (Control and Licensing) Regulations 1989, the Housing Development (Housing Development Account) Regulations 1991, the Strata Titles Act 1985, the Building and Common Property (Maintenance and Management) Act 2007, the Street, Drainage and Building Act 1974, the Uniform Building By-laws 1984, the Architects Act 1967, the Town and Country Planning Act, 1976, the Local Government Act 1976 and the Environmental Quality Act 1974.

Before commencing any project, a developer is required to apply for planning and building plan approvals, in relation to which the local government has a significant input in administering all aspects of property development including planning and building plan approvals as well as the maintenance of infrastructure such as street lighting, under amongst others the Street, Drainage and Building Act 1974, the Uniform Building By-laws 1984, the Town and Country Planning Act, 1976 and the Local Government Act 1976. After obtaining the aforesaid approvals, where applicable, the developer is required to obtain a housing developer's licence and advertising permit from the Ministry of Housing and Local Government under the Housing Development (Control and Licensing) Act 1966 and the Housing Development (Control and Licensing) Regulations 1989. Delays in the process of obtaining the requisite approvals or failure to comply with one or more of such legislation, regulations and requirements may affect the progress of our projects.

Our leisure and hospitality operations are also governed by legislations and regulations such as the Tourism Industry Act 1992.

Our Group has maintained and will continue to maintain compliance in all material respects with the applicable legislation, regulations and requirements in respect of our business operations. However, there can be no assurance that any changes to the present government policies, legislation, regulations or requirements or the introduction of any new policies, legislation, regulations or requirements will not have a material impact on our Group's operations or financial performance.

In particular, the following proposed changes in the regulations, policies, concessions and treatment in the property development industry in Malaysia by the authorities may materially and adversely affect our financial performance and position:-

- (a) the proposed introduction of the build-then-sell concept by the Malaysian government on all residential development projects.

3. RISK FACTORS (Cont'd)

The imposition of the build-then-sell concept by the Malaysian government on all residential development projects will increase financial costs and may possibly reduce profits (though some of the increased costs may be passed through to the purchasers) for our Group as construction of residential developments must be internally financed or through bank borrowings and not through progress billings to end-purchasers. However, it should be noted that our Group has a combination of commercial and residential developments and hence, will be less susceptible to the effects of the build-then-sell concept, should it come into effect. If the build-then-sell concept were to be imposed, our Group may consider launching residential development projects in smaller parcels in order to minimise fluctuation in revenue and to better manage our cash flow requirements under the build-then-sell concept.

The imposition of the build-then-sell concept will have an impact on our Group's timing of recognition of revenue as our Group will no longer be able to recognise revenue on a progressive percentage-of-completion basis but in one lump sum at the point of sale after the development projects have been completed. Whilst the timing of recognition of revenue may be delayed, the overall amount of profits earned in respect of such projects is not expected to be materially affected.

- (b) any increase in the deposit required to be made by a development company with the Controller of Housing pursuant to Section 6 of the HDA.

In the event the Malaysian government were to raise the deposit which currently amounts to not less than RM200,000 in cash (or in such other form as the Minister of Housing and Local Government may determine), then, depending on the level of such increase, our cash flow may be affected. However, our Group is of the opinion that we would be able to raise sufficient funds for the deposit requirements and as such, any increase in such deposit will not have a material and adverse effect on our financial condition and performance.

As stated above, our Group has a combination of commercial and residential developments and hence, will be less susceptible to the effects of the increase in the deposit, should it come into effect, as the deposit requirement is only applicable to residential property development. Our Group can also develop projects in smaller phases such that its immediate funding requirements in respect of the deposit may be minimised.

- (vii) **Accounting outcome may be affected by changes in FRS**

Our Group's financial reporting is made in accordance with the FRS. The FRS and related interpretations may change from time to time after the date of this Prospectus. In particular, it is noted that the Malaysian Accounting Standards Board has a number of ongoing projects to review the FRS and may release additional FRS or modify the existing FRS requirements from time to time. Any such additional standards or modifications may affect our accounting policies and accounting outcomes. Accordingly, different interpretations of the FRS may arise from time to time, and such change may result in different accounting outcomes for our Group.

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3. RISK FACTORS (Cont'd)

In particular, the coming into effect of IC Interpretation 15 "Agreements for the Construction of Real Estate" ("IC 15") issued by the IFRS Interpretations Committee of the International Accounting Standards Board on 1 January 2013 may affect the accounting outcome of our Group. There is currently no official conclusion drawn on IC 15 from the Malaysian accounting authorities. However, REHDA stated in its June 2011 bulletin that the industry representative believes that the percentage-of-completion method of recognising income is more reflective of the current business, legal and regulatory environment in Malaysia. The application of IC 15 will result in our Group's revenue being recognised only upon completion of projects. Whilst the timing of recognition of revenue may be delayed, the overall amount of profits earned in respect of such projects is not expected to be materially affected.

(viii) Political and economic conditions in Malaysia

The business operations of our Group are closely linked to the economic fundamentals and political stability of Malaysia. Any adverse developments in the political and economic environment in Malaysia could materially and adversely affect the financial performance and position of our Group. Political and economic uncertainties include, but are not limited to, risks of war, expropriation, nationalisation and unfavourable changes in government policies such as changes in interest rates, methods of taxation, exchange control regulations or the introduction of new rules and regulations. As at LPD, we have not been materially and adversely affected by any of the factors set out above.

Further, although our Group seeks to mitigate such risks by implementing prudent financial management and efficient operating procedures, there can be no assurance that any changes to these factors will not have a material adverse impact on the financial performance and position of our Group.

(xi) Insurance coverage may not be adequate for our operations

Our Group is aware of the adverse consequences arising from inadequate insurance coverage. To manage such risks, we review our insurance coverage to ensure adequate coverage for our material assets including theme park and other leisure and hospitality assets, all on-going projects and completed properties (up until cessation of defect liability period) and liabilities arising from construction and development works.

Although our Group has taken the necessary measures to ensure that all our assets and potential liabilities are adequately insured, there can be no assurance that our insurance coverage will be adequate to compensate for the replacement costs of such assets or any losses or damages arising from construction or development work liabilities.

(x) Reliance on the Directors and key management personnel

Our Group believes that our continued success will depend to a significant extent upon the abilities, skills, experience, competency and continuous efforts of our existing Directors and key management team. Our Group is led by Dato' Chan Kong San and Dato' Gan Kim Leong, who have been in the property development industry for more than 20 years each. They are supported by our key management team, whereby each member has more than 15 years of experience in their respective fields. Our Group will continue to endeavour to attract and retain qualified and experienced personnel to ensure our continuous growth.

Nevertheless, any significant or sudden loss of the services of our Directors and/or key management personnel without suitable and timely replacement may have an adverse effect on our Group's business operations.

3. RISK FACTORS (Cont'd)

Our Group also strives to groom and develop younger members of the management team to gradually assume greater responsibilities in preparation for our long-term expansion and in furtherance of our succession plan. As such, our Group has implemented a variety of internal and external training programmes to upgrade the knowledge and capabilities of our management. We also ensure that all employees are given recognition and are adequately rewarded for their contribution to the success of our Group.

(xi) Control by our Promoters

Upon our Listing, our Promoters, Dato' Chan Kong San and Dato' Gan Kim Leong, will indirectly hold approximately 62.0% of our enlarged issued and paid-up share capital (excluding ESOS options), as set out in Section 6.1.1 of this Prospectus. As a result, they will still be able to, in the foreseeable future, effectively control the business direction and management of our Group as well as influence the outcome of certain matters requiring the voting of our shareholders unless our Promoters are required to abstain from voting by law and/or by the relevant guidelines or regulations. The interests of our Promoters may differ from or have conflict with the interests of other shareholders of our Company.

Nevertheless, as a step towards good corporate governance, we have appointed three (3) Independent Directors and set up an Audit Committee to ensure that, *inter alia*, all future transactions involving related parties, if any, are entered into on an arm's-length basis, or normal commercial terms that are not more favourable to the related parties than those generally available to third parties and are not to the detriment of our minority shareholders.

(xii) Disclosure regarding forward-looking statements

Certain statements in this Prospectus are based on historical data, which may not be reflective of our future results and any forward-looking statements are subject to uncertainties and contingencies. All forward-looking statements are based on estimates, forecasts and assumptions made by our Company and Group, and although believed to be reasonable, are subject to unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements our Group to differ materially from the future results, performance and achievements expressed or implied in such forward-looking statements. Such factors include, *inter alia*, general economic and business conditions, competition and the impact of new laws and regulations affecting our Group. In the light of these and other uncertainties, the inclusion of any forward-looking statements in this Prospectus should not be regarded as a representation by our Company or our Company's adviser that the plans and objectives of our Group will be achieved.

3.3 RISKS RELATING TO THE IPO**(i) Payment of dividends**

The availability of funds for our Group to pay dividends or make other distributions to our shareholders depends upon our financial performance and the dividends or other distributions received from our subsidiaries.

If our Company or our subsidiaries incur debts or losses, our ability to pay dividends will be restricted. In addition, restrictive covenants in bank credit facilities or other agreements that we or our subsidiaries may enter into in the future may also restrict our ability to make dividends and other distributions to our shareholders.

3. RISK FACTORS (Cont'd)

Our ability to pay dividends or make other distributions to our shareholders is also subject to the future financial performance and cash flow position of our Group. There is no assurance that we will be able to record profits and have sufficient funds over and above our funding requirements, other obligations and business plans to declare dividends or make other distributions to our shareholders. Accordingly, our historical dividend distributions should not be used as a reference or basis to determine the level of dividends that may be declared and paid by us to our shareholders in the future.

Please refer to Section 10.7 of this Prospectus for details on our intended dividend policy.

(ii) No prior market for our Shares

Prior to our IPO, there has been no public market for our Shares. There can be no assurance that an active market for our Shares will develop and continue to develop upon or subsequent to our Listing or, if developed, that such a market can be or will be sustained.

The IPO Price and Placement Price has been determined after taking into consideration a number of factors, including but not limited to our Group's financial and operating history and condition, competitive strengths and advantages, future plans, strategies and prospects of our Group and prevailing market conditions. There can be no assurance that the IPO Price will correspond to the market price at which our Shares will trade on the Main Market of Bursa Securities upon or subsequent to our Listing.

Further, we believe that it is possible that our Shares will be subject to price volatility which may not have any correlation with our Group's net asset value, performance, profitability or financial position. Price volatility may be affected by the liquidity of our Shares, announcements of any developments relating to our business operations, fluctuations in our operating results, general market conditions in the industries in which we operate, as well as investors' perception of our financial performance and/or future prospects.

(iii) Potential delay or failure of our Listing

Our Listing may fail or be delayed should any of the following events occur:-

- (a) The Bumiputera investors approved by MITI fail to subscribe for the IPO Shares allocated to them;
- (b) The underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations thereunder;
- (c) The placees under the private placement fail to subscribe for the IPO Shares allocated to them;
- (d) Our Company is unable to meet the public spread requirements, i.e. at least 25% of the total enlarged issued and paid-up share capital of our Company must be held by a minimum of one thousand (1,000) public shareholders holding not less than one hundred (100) Shares each in our Company at the point of Listing; and
- (e) Unfavourable market conditions, which may give rise to a low subscription rate for the Public Issue Shares or a depressed share price upon Listing.

3. RISK FACTORS (Cont'd)

Our Group will endeavour to comply with the Listing Requirements and SC Guidelines whichever is applicable and relevant to the above factors. However, there can be no assurance that the abovementioned factors / events will not cause a delay in or abortion of our Listing.

(iv) Capital market risks

The performance of the local bourse is very much dependent on external factors such as the performance of the regional and world bourses, and the flow of foreign funds. Sentiments are also driven by internal factors such as political and economic conditions. These factors invariably contribute to the volatility of the local bourse. Our Shares upon Listing will be subject to the vagaries of the Malaysian capital markets. Nevertheless, the profitability of our Group is not dependent on the performance of Bursa Securities as the business activities of our Group have no direct correlation with the performance of Bursa Securities.

The market price of our Shares may fluctuate significantly and rapidly in response to, *inter alia*, the following factors, some of which are beyond our control:-

- (a) variations in our operating results;
- (b) changes in securities analysts' recommendations, perceptions or estimates of our financial performance or future prospects;
- (c) changes in market valuations and share prices of companies with similar businesses to our Company that may be listed in Malaysia;
- (d) announcements by us of significant acquisitions, disposals, strategic alliances or JVs;
- (e) fluctuations in stock market prices and trading volume;
- (f) our involvement in material litigation;
- (g) additions or departures of key personnel;
- (h) success or failure of our management in implementing business and growth strategies; and
- (i) changes in conditions affecting the industries in which we operate, general economic conditions or stock market sentiments.

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4. INFORMATION ON OUR GROUP

4.1 BACKGROUND INFORMATION

4.1.1 History of Our Group

Sentoria was incorporated in Malaysia on 2 June 1998 under the Act as a private limited company, with the name Sentoria Development Sdn Bhd. We changed our name to Sentoria Group Sdn Bhd on 16 March 2011. Subsequently, on 3 May 2011, we converted into a public limited company and have since assumed our present name. Our principal activity is investment holding, whilst our subsidiaries are principally engaged in property development, general and civil engineering contractor services, project management, and hospitality and theme park operations.

Our Promoters, Dato' Chan Kong San and Dato' Gan Kim Leong, are instrumental in the growth, success and development of Sentoria. Collectively, they have more than 40 years of experience in the field of property development, construction and civil engineering. Their depth of knowledge and know-how has successfully led our Group to become an established player in new markets in a short time frame, as evidenced from our showcase projects in Kuantan, Pahang.

Our debut into property development took place in May 2001, when we entered into a JV with Star Print Technology Sdn Bhd to develop an area of 16.1 acres comprising 219 units of single-storey, low, low-medium and medium cost terrace houses and 11 units of double-storey shop offices, named Taman Sentoria. Taman Sentoria commenced construction in June 2002 and was completed in October 2004. All units in this project were fully sold.

We embarked on our second JV with Alfa Sempurna Sdn Bhd to develop a large-scale residential township development named Taman Indera Sempurna 1, in December 2002. This project covering an area of 100.0 acres, comprised 953 units of single-storey terrace houses, single-storey semi-detached houses and single-storey shop offices. We commenced construction of Taman Indera Sempurna 1 in May 2004 and completed in April 2006. All units in this project were fully sold.

In May 2005, we inked our third JV with H.A. Properties Sdn Bhd to develop a 246.0-acre, 99-year leasehold land, named Taman Indera Sempurna 2 (of which 13.0 acres has been allocated for construction of public amenities). Adjoining Taman Indera Sempurna 1, this project was divided into six (6) blocks and comprises 2,288 units of single-storey terrace houses, semi-detached houses, bungalows and shop offices. The first parcel of Taman Indera Sempurna 2 comprising 761 units (599 units of single-storey terrace houses in Block A and 162 units of semi-detached houses in Block C) was launched in October 2006. The aforesaid 761 units were completed and delivered in May 2008. Our Group went on to launch further parcels under Taman Indera Sempurna 2. As at LPD, 1,787 units were completed and fully sold. Please refer to Section 4.2.3(i) of this Prospectus for further information.

Our first step into the leisure and hospitality industry began with the acquisition of land bank in Gambang, Kuantan, Pahang. The first acquisition was 117.0 acres of freehold land in September 2002. In July 2007, Perbadanan Setiausaha Kerajaan Negeri Pahang agreed to alienate several adjoining plots of land aggregating 430.0 acres to us, pursuant to a privatisation agreement. The combined acreage of 547.0 acres saw the birth of Bukit Gambang Resort. Currently, Bukit Gambang Resort comprises resort suites, residential developments, theme park and other attractions including Bukit Gambang Water Park, one of the largest water parks in Malaysia. In addition, Bukit Gambang Resort also boasts one of the largest MICE facilities in Malaysia.

4. INFORMATION ON OUR GROUP (Cont'd)

Construction of Caribbean Bay and Bukit Gambang Water Park, both under the ambit of Bukit Gambang Resort, commenced in September 2007. This was followed by the construction of the first phase of Bukit Gambang Resort's residential development, Desa Hijauan in August 2008. Please refer to Section 4.2.3(i) of this Prospectus for further information.

Bukit Gambang Water Park was completed in June 2009 and opened its doors in the following month. The opening of Bukit Gambang Water Park was officiated by the Chief Minister of Pahang and was attended by more than 500 dignitaries. In August 2009, Bukit Gambang Water Park welcomed its 10,000th guest.

Bukit Gambang Water Park is currently the third ranked theme park by number of guests in Malaysia (*Source: IMRR*). For FYE 2010, Bukit Gambang Water Park recorded a total guest count of approximately 521,000, a significant milestone since its opening.

Caribbean Bay, with 578 units of resort suites, was delivered in stages to unit owners by end 2009. Save for 58 retained units, all units under Caribbean Bay were fully sold. As at LPD, 40 units of double-storey shop offices, 508 units of single-storey terrace houses and 42 units of single-storey semi-detached houses under Desa Hijauan were completed and fully sold.

We have had an illustrious journey since our modest beginnings. Today, our Group's business straddles two (2) complementary core business divisions, property development as well as leisure and hospitality. Over a short span of time, we have built a track record of completing a total of 4,138 units of residential and commercial properties since our inception. Save for 113 retained units, all units were fully sold and delivered to purchasers. Approximately 95.7% of sold units were delivered ahead of schedule.

Save as disclosed above, there were no material changes in the mode of conducting our Group's business, and there were no material changes in the types of products produced or services rendered in the course of our Group's history up to LPD.

Save as disclosed in Section 9 of this Prospectus, there were no acquisitions or disposals of material assets other than in the ordinary course of our business for the past three (3) financial years up to LPD.

Our Group has never been involved in any bankruptcy, receivership or similar proceedings.

Please refer to Section 4.1.2 for the key achievements and milestones of our Group.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.1.2 Key Achievements / Milestones / Awards

(i) Key Milestones

The following are some of our key milestones:-

Year	Event
<u>2001</u> May	Entered into a JV to develop Taman Sentoria, our Group's first property development project.
<u>2002</u> September	Acquired 117.0 acres of freehold land in Gambang, Kuantan, Pahang. This tract of land was to form part of our future plans to develop Bukit Gambang Resort.
December	Entered into a JV to develop Taman Indera Sempurna 1, our Group's second property development project.
<u>2003</u> October	Official ground breaking ceremony of Taman Indera Sempurna 1 by the Chief Minister of Pahang.
<u>2004</u> May	Launched Taman Indera Sempurna 1.
<u>2005</u> May	Entered into a JV to develop Taman Indera Sempurna 2. This project was divided into six (6) blocks.
<u>2006</u> April	Delivered the residential units in Taman Indera Sempurna 1.
October	Launched the first parcel of Taman Indera Sempurna 2 (761 units of single-storey terrace houses and semi-detached houses) for sale.
<u>2007</u> July	Pursuant to a privatisation agreement, Perbadanan Setiausaha Kerajaan Negeri Pahang has agreed to alienate several adjoining plots of land aggregating 430.0 acres to us. Together with the adjoining 117.0 acres of freehold land acquired in September 2002, this will be developed into Bukit Gambang Resort.
September	Commenced construction of the first phase of Bukit Gambang Resort (Bukit Gambang Water Park and Caribbean Bay).
November	Launched the second parcel of Taman Indera Sempurna 2 (154 units of single-storey semi-detached houses under Block C).
<u>2008</u> April	Launched the third parcel of Taman Indera Sempurna 2 (438 units of single-storey terrace houses and single-storey shop office).
May	Delivered the first parcel of Taman Indera Sempurna 2 (761 units of single-storey terrace houses and semi-detached houses).
August	Launched the first parcel of Desa Hijauan (427 units of single-storey terrace houses and double-storey shop offices).
<u>2009</u> January	Launched the second parcel of Desa Hijauan (121 units of single-storey terrace houses).
March	Launched the fourth parcel of Taman Indera Sempurna 2 (200 units of single-storey terrace houses).

4. INFORMATION ON OUR GROUP (Cont'd)

Year	Event
May	Delivered the second parcel of Taman Indera Sempurna 2 (154 units of single-storey semi-detached houses under Block C).
June	Completed Bukit Gambang Water Park.
July	Opening ceremony of Bukit Gambang Water Park was officiated by the Chief Minister of Pahang and attended by more than 500 dignitaries.
August	First 10,000th guest to Bukit Gambang Water Park.
October	Launched third parcel of Desa Hijauan (106 units of single-storey semi-detached houses). Launched fifth parcel of Taman Indera Sempurna 2 (414 units of single-storey terrace houses).
2010	
January	Delivered the third parcel of Taman Indera Sempurna 2 (438 units of single-storey terrace houses and single-storey shop office).
February	Launched Arabian Bay.
May	Delivered 40 units of double-storey shop offices under the first parcel of Desa Hijauan.
June	Delivered 387 units of single-storey terrace houses under the first parcel of Desa Hijauan.
September	Bukit Gambang Water Park completed its first full year of operation, recording a total guest count of approximately 521,000.
December	Delivered the fourth parcel of Taman Indera Sempurna 2 (200 units of single-storey terrace houses).
2011	
February	Delivered the second parcel of Desa Hijauan (121 units of single-storey terrace houses).
April	Launched Fasa Bunga Raya.
June	Delivered part of the third parcel of Desa Hijauan (42 units of single-storey semi-detached houses). Commenced construction of Bukit Gambang Safari Park.
July	Delivered part of the fifth parcel of Taman Indera Sempurna 2 (234 units of single-storey terrace houses).
September	Bukit Gambang Water Park completed its second full year of operation with its cumulative guest count breaching the one (1)-million threshold.
November	On 27 November 2011, the single-day guest count in Bukit Gambang Water Park reached above 11,000, a pinnacle in the water park's short history of operation.

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4. INFORMATION ON OUR GROUP (Cont'd)**(ii) Awards**

Company / Development	Accreditation	Date Obtained	Endorsed/ Accredited/ Organised by
Sentoria Bina	ISO 9001:2008 / BS EN ISO 9001:2008 (Provision of Building Construction, Infrastructure and Specialised Works)	21 April 2011	Moody International Certification Limited
Bukit Gambang Resort	Award for creative and innovative tourism development and planning 2011	23 December 2011	Kuantan Municipal Council
Caribbean Bay	Award for 5-star management for stratified building 2011	23 December 2011	Kuantan Municipal Council

(iii) Enterprise and Trade Affiliations

Our Company, through our subsidiaries, is a member of the following associations:-

Company	Membership Organisation	Membership Number	Member since (Year)
Sentoria Harta	REHDA	HDA2222PH0106	2004
Sentoria	International Real Estate Federation (FIABCI)	IC0329	2006
Sentoria Themeparks	World Waterpark Association	58872043300	2006
Sentoria Themeparks	International Association of Amusement Parks and Attractions	338024	2007
Sentoria Bina	Master Builders Association Malaysia	MBAM 0619/07	2007
Sentoria Themeparks	Malaysian Association of Hotels	C / 0586 / 09 (Sempurna Resort)	2009
Sentoria Themeparks	Malaysian Association of Hotels	C / 0711 / 11 (Bukit Gambang Resort)	2011

Being part of the above-mentioned associations provide us with a platform to showcase Sentoria's brand name and capabilities, and at the same time, boost our market presence in Malaysia and internationally.

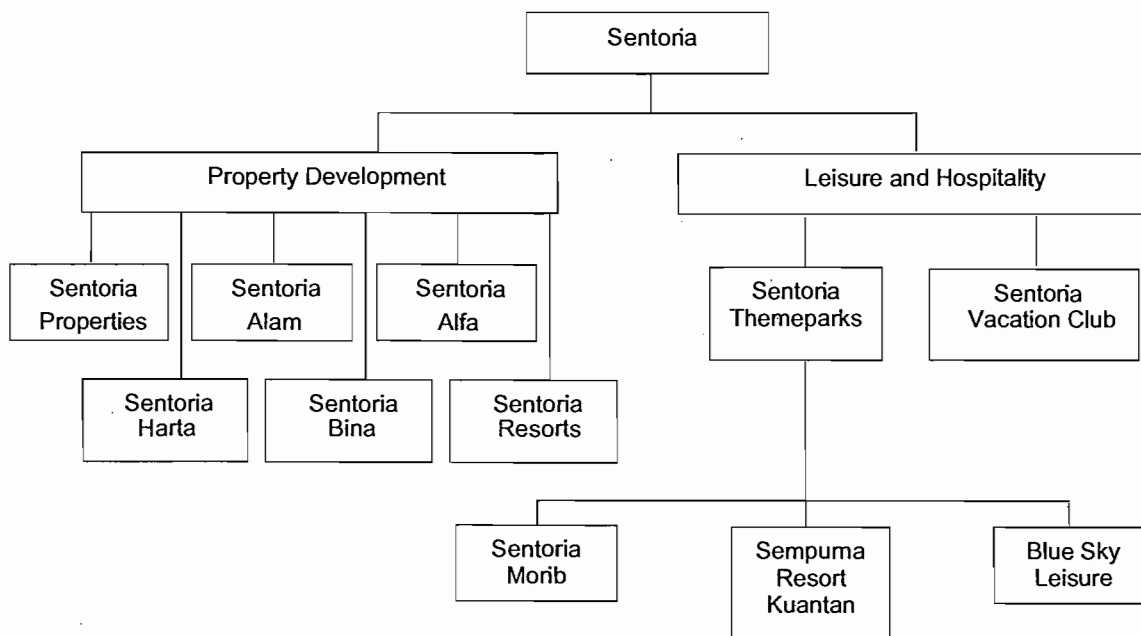
In addition, these associations present us with networking and information-sharing opportunities with industry peers or foreign counterparts in the same or related fields. Our Group is kept constantly abreast of market trends through news dissemination by these associations.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.1.3 Group structure

As at LPD, our corporate structure is as follows:-



Our subsidiaries and their respective principal activities are as follows:-

Corporation	Date / Place of Incorporation	Issued and Paid-up Share Capital (RM)	Equity Interest (%)	Principal Activities
Direct Subsidiaries				
Sentoria Properties	26 February 1999 / Malaysia	300,000	100.0	Property development
Sentoria Harta	23 November 2002 / Malaysia	1,000,000	100.0	Property development
Sentoria Alam	22 August 2003 / Malaysia	250,000	100.0	Property development
Sentoria Bina	26 February 1999 / Malaysia	750,000	100.0	Provision of general contractor services
Sentoria Alfa	31 October 2003 / Malaysia	250,000	70.0	Property development and project management services
Sentoria Resorts	1 March 2005 / Malaysia	500,000	100.0	Property development
Sentoria Themeparks	19 September 2006 / Malaysia	6,900,000	100.0	Hotel and water park operator
Sentoria Vacation Club	24 March 2009 / Malaysia	1,000,000	100.0	Vacation club operator
Subsidiaries held by Sentoria Themeparks				
Sentoria Morib	1 August 2011 / Malaysia	2	100.0	Hotel and water park operator*
Sempuma Resort Kuantan	4 August 2011 / Malaysia	2	100.0	Hotel operations

4. INFORMATION ON OUR GROUP (Cont'd)

Corporation	Date / Place of Incorporation	Issued and Paid-up Share Capital (RM)	Equity Interest (%)	Principal Activities
Blue Sky Leisure	27 July 2011 / Malaysia	50,000	100.0	Travel agent*

Note:-

(1) Presently dormant

4.1.4 Share capital and changes in share capital

Our present authorised share capital is RM100,000,000 comprising 500,000,000 Shares, of which RM68,000,000 comprising 340,000,000 Shares have been issued and fully paid-up.

Details of the changes in our issued and paid-up share capital since incorporation are as follows:-

Date of Allotment	No. of Shares Allotted	Par Value (RM)	Consideration	Cumulative Issued and Paid-up Share Capital (RM)
02.06.1998	2	1.00	Cash	2
08.09.1998	8	1.00	Cash	10
30.03.1999	219,990	1.00	Cash	220,000
17.05.1999	280,000	1.00	Cash	500,000
28.09.1999	500,000	1.00	Cash	1,000,000
28.05.2001	200,000	1.00	Cash	1,200,000
27.02.2003	400,000	1.00	Cash	1,600,000
03.03.2005	200,000	1.00	Cash	1,800,000
16.01.2006	200,000	1.00	Cash	2,000,000
23.11.2011	10,000,000	0.20	Subdivision	2,000,000
24.11.2011	330,000,000	0.20	Bonus Issue	68,000,000

As at LPD, there are no outstanding warrants, options, convertible securities or uncalled capital of Sentoria.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.1.5 Listing Scheme

In conjunction with, and as an integral part of the listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities, we implemented the Listing Scheme as set out below. The exercises within the Listing Scheme are inter-conditional and should be viewed as one exercise undertaken to facilitate the Listing.

- (i) Subdivision;
- (ii) Bonus Issue
- (iii) IPO;
- (iv) ESOS; and
- (v) Listing.

4.1.5.1 Subdivision

On 23 November 2011, we effected a subdivision of every one (1) existing ordinary share of RM1.00 each in our authorised and issued and paid-up share capital into five (5) Shares, resulting in an authorised share capital of RM5,000,000 comprising 25,000,000 Shares, and an issued and paid-up share capital of RM2,000,000 comprising 10,000,000 Shares.

Following the Subdivision, we increased our authorised share capital from RM5,000,000 comprising 25,000,000 Shares to RM100,000,000 comprising 500,000,000 Shares.

4.1.5.2 Bonus Issue

Our Company undertook a bonus issue of 330,000,000 new Shares each to our existing shareholders on the basis of thirty three (33) new Shares for every one (1) existing Share held in our Company. The Bonus Issue was affected through the capitalisation of RM66,000,000 out of our Company's audited retained earnings as at 31 July 2011.

The Bonus Issue was completed on 24 November 2011 and resulted in an increase in the issued and paid-up share capital of our Company from RM2,000,000 to RM68,000,000.

All the new Shares issued pursuant to the Bonus Issue ranked *pari passu* in all respect with the existing Shares of our Company except that they will not be entitled to any dividends, rights, allotments declared, made or paid prior to the allotment of the said new Shares.

4.1.5.3 IPO

The IPO comprises both the Public Issue and Offer for Sale.

Public Issue

We are undertaking a Public Issue of 60,000,000 new Shares or approximately 15.00% of the enlarged issued and paid-up share capital (after the IPO) in the manner set out in Section 2.3.1 of this Prospectus.

Offer For Sale

The Offer for Sale of 40,000,000 Shares, representing approximately 10.00% of the enlarged issued and paid-up share capital of the Company, will be undertaken in the manner set out in Section 2.3.2 of this Prospectus.

4. INFORMATION ON OUR GROUP (Cont'd)

4.1.5.4 ESOS

In conjunction with the Listing, we are implementing an ESOS which entails the issuance of up to ten percent (10%) of our issued and paid-up share capital (excluding treasury shares) at any one time pursuant to the options to be granted under the ESOS, to eligible Directors and employees of our Group, in the manner set out in Section 2.3.4 of this Prospectus.

Details of the ESOS have been set out in the By-Laws in Section 14 of this Prospectus.

4.1.5.5 Listing

Simultaneous with the IPO, we will seek a listing and quotation of our entire enlarged issued share capital comprising 400,000,000 Shares on the Main Market of Bursa Securities. The board lot size for our enlarged issued share capital upon listing will be standardised at 100 Shares per board lot.

4.1.6 Location of Principal Place of Business

We currently operate from the following principal place of business premises:-

Operations of our Group	Approximate Building Built-up Area (sq ft)	Location of Facility
Head Office	17,060.0	No. 56 & 58, Jalan Dagang SB 4/2, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan.
Kuantan Office	4,200.0	B-2, Jalan IM 3/10, BIM Point, Bandar Indera Mahkota, 25200 Kuantan, Pahang Darul Makmur.
Caribbean Bay	812,799.6	Jalan Bukit Gambang Utama, Bukit Gambang Resort City, 26300 Kuantan, Pahang Darul Makmur.
Bukit Gambang Water Park	165,389.0	Jalan Bukit Gambang Utama, Bukit Gambang Resort City, 26300 Kuantan, Pahang Darul Makmur.

The details of the abovementioned premises and our land and buildings are set out in Section 9.1 of this Prospectus.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.2 OUR BUSINESS

4.2.1 Overview of business activities

(i) Vision

Our Group aims to be a dynamic and progressive business organisation, with sustainable operations throughout Malaysia and the Asian region.

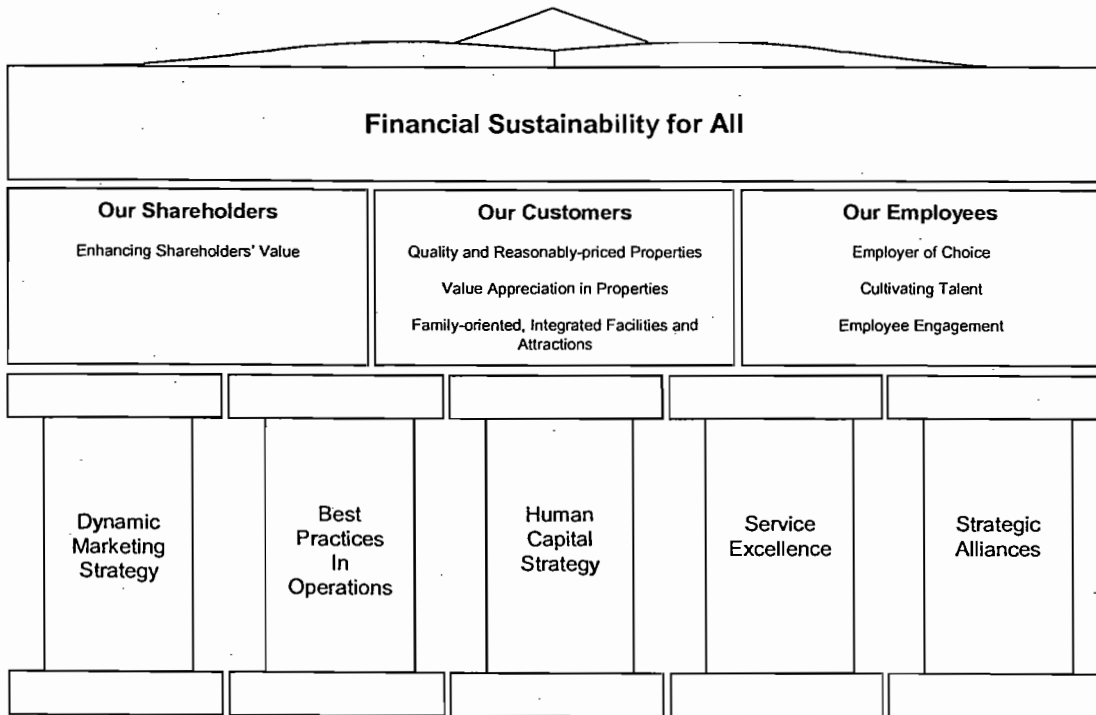
(ii) Mission

We strive to attain financial sustainability and a high level of satisfaction among our customers by:-

- (a) being a competitive and premier property developer in our selected market niches, through timely delivery of attractive, well-designed and reasonably-priced real estate properties; and
- (b) being an innovative and distinctive leisure and hospitality group offering affordable, conducive, quality service and family-oriented leisure attractions.

(iii) Business Model

Our Group's business model is based on our ingrained philosophy to provide financial sustainability to our shareholders, our customers, and our employees. This is depicted in the illustration below:-



4. INFORMATION ON OUR GROUP (Cont'd)

Our Group's business model focuses on five (5) strategic pillars:-

- (a) Dynamic Marketing Strategy;
- (b) Best Practices in Operations;
- (c) Human Capital Strategy;
- (d) Service Excellence; and
- (e) Strategic Alliances.

(a) Dynamic Marketing Strategy

Our Group's sales and marketing strategy focuses on three (3) core areas to maximise income and business growth. They are:-

- Understanding our target markets;
- Identifying the suitable product mix; and
- Creating value-for-money products / services.

We endeavour to study and understand the needs and preferences of our target markets and tailor our product mix to address such needs and preferences. We further undertake to create value-for-money products / services to meet and exceed our customers' expectations. As a property developer, we have the ability to create value from our land banks as we carefully consider the optimal return that can be derived from a particular land bank.

For example, based on our understanding of the market conditions in Kuantan, Pahang, we embarked on the strategy of developing affordable housing in this area. Further, we conceived the idea of developing Bukit Gambang Resort from the undulating secondary jungle terrain in this area as it is more suitable for such a development compared to residential properties. By developing an integrated resort city, we also encouraged the influx of residents to this area, thereby creating value for the residential and commercial properties that we developed. The influx of residents and guests will also generate recurring income for Bukit Gambang Resort, creating sustainability for our Group.

Our leisure and hospitality business operations consist of the construction and operation of theme parks as well as development and management of resort-style accommodation. This product diversification strategy provides complimentary income and mitigates reliance on any one core business division.

Our resort-style accommodation (namely Caribbean Bay and Arabian Bay) are mainly financed through a sale and leaseback arrangement, creating a win-win situation for our customers and our Group.

4. INFORMATION ON OUR GROUP (Cont'd)

The sale and leaseback arrangement provides recognition of property development income to our Group and lowers the overall Group gearing. In addition, our leisure and hospitality core business division will have access to the leased properties for our leisure and hospitality services. Our customers, on the other hand, enjoy attractive returns in the form of guaranteed rental and entitlement to free stay at the resort for a certain number of days a year, amongst others.

For Caribbean Bay and Arabian Bay, the sale and leaseback arrangement is for a period of three (3) years with an option to renew for another two (2) years. Thereafter, both parties may mutually agree to extend the arrangement. We are confident that the sale and leaseback arrangement will be extended in view of the following:-

- Most customers purchase Caribbean Bay and/or Arabian Bay for investment;
- Caribbean Bay and Arabian Bay are designed for short-term stay and not purpose-built for permanent dwelling;
- The returns offered by us are attractive;
- Our commitment in timely payment of rental; and
- Availability of residential properties such as Desa Hijauan, which are more suitable for permanent dwelling in the surrounding areas of Bukit Gambang Resort.

(b) Best Practices in Operations

Property Development

Our Group's operations are integrated, whereby most core functions of property development are undertaken internally. These functions include, but not limited to, the following:-

- Project planning and management;
- Procurement of building materials and sub-contractors;
- Construction of buildings and structures;
- Civil works; and
- Project monitoring, supervision and site inspection.

Our integrated operations allow us to enjoy the following advantages:-

- Enhance product quality and service;
- Provide properties of good value to our customers, as we manage the entire property development process;

4. INFORMATION ON OUR GROUP (Cont'd)

- Better profit margins by reducing sub-contracting works;
- Raise productivity levels and shorten property development cycle, as we have an in-house construction division;
- Allow better planning across functions;
- Respond faster to market needs, as our critical functions are carried out in-house; and
- Continued synergy through our property development activities and our leisure and hospitality operations.

Leisure and Hospitality

Our Group manages all our leisure and hospitality functions internally. These functions include, but not limited to, the following:-

- Property management;
- Leisure and hospitality operations;
- Safety and maintenance of facilities and attractions; and
- Staff retention and training.

(c) Human Capital Strategy

We believe the continued success of our Group's business will depend on the stewardship of our Directors and management as well as the dedication of our employees. Thus, our human capital strategy focuses on hiring the right candidates to further realise our Group's strategy and goals. We also believe in being the employer of choice, cultivating our employees' talent, providing care and benefits and giving due recognition to competencies that are highly valued.

Our key management personnel have extensive experience and strong track record in their respective fields. We reinforce their expertise and provide them the opportunity to grow and exert their capabilities through a combination of on-the-job training and dedicated training programmes.

(d) Service Excellence

Our Group focuses on offering value-added products and services, upholding safe practices as well as working towards continuous improvement. This is imminent in the level of detail we place on our property development projects as well as the warm hospitality we extend to guests in Bukit Gambang Resort.

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4. INFORMATION ON OUR GROUP (Cont'd)

Our Group aims to be one of the premier property developers in Malaysia. We give our utmost attention to on-time completions and quality real estate properties. We aspire, and are working towards our goal to be one of the leading integrated themed resort city operators in Malaysia. We also strive to attain a high level of customer satisfaction and provide reasonable financial returns to our employees, business partners and shareholders.

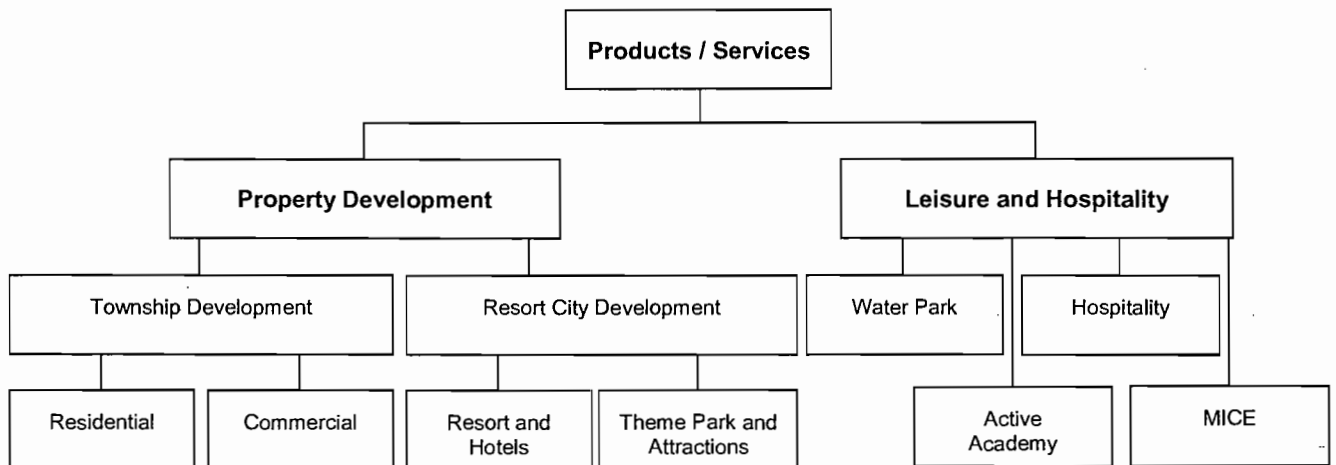
(e) Strategic Alliances

Our Group seeks to partake in strategic alliances with our business partners including our employees, suppliers, sub-contractors and JV partners to create win-win situations.

Our strategic alliances with JV partner(s) (i.e. land owners) enable us to undertake projects without having to compete directly with other property developers for the acquisition of land bank. Our JV partner(s) will contribute land while we will develop the said land at our own costs. Thereafter, the returns from the development will be shared according to a negotiated basis.

4.2.2 Types of Products and Services

The business activities of our Group are depicted in the figure below:-



Our Group has two (2) complementary core business divisions - property development and leisure and hospitality. Our property development core business division specialises in developing township developments and resort city developments, while our leisure and hospitality core business division owns / leases, manages and operates the hotel / resorts and theme park facilities and attractions that we have built.

We have made significant growth in establishing ourselves as a niche property developer, being a major player on the East Coast of Malaysia to develop a combination of township and resort city developments.

4. INFORMATION ON OUR GROUP (Cont'd)

With an integrated development process and dedicated in-house construction division, we are able to manage development quality, construction schedule and different aspects of conceptualisation. This allows us to shorten construction cycle, which translates to shorter property development turnaround time and lower overall cost structure. As such, we will be able to respond faster to market demand and exercise flexibility to improve market share and/or profit margin.

For FPE 2011, revenue from property development and leisure and hospitality core business divisions represented approximately 69.7% and 30.3% of our Group's total revenue respectively.

4.2.3 Property Development

In township development, we focus on building residential and commercial properties. Within residential property developments, our Group has developed low-cost and low-medium cost housing, single-storey terrace houses, semi-detached houses and bungalows. Our Group has also developed shop offices within/near our residential properties to support the growth of communities essential in township development.

In resort city development, we develop theme parks and attractions for our leisure and hospitality core business division. We also develop resort suites that are sold, but managed by our leisure and hospitality core business division. Caribbean Bay, the first resort-style accommodation within Bukit Gambang Resort, was successfully sold on a sale and leaseback strategy to allow recognition of property development income, and at the same time, provide accommodation to support our other resort city offerings such as MICE and theme park attractions.

We capitalised our experience and knowledge in developing affordable housing in the early years of our construction engagements to move forward confidently into other forms of real estate developments, such as resort-style bungalows and themed residential living.

Our Group takes pride in our commitment to plan, construct and manage all our projects and properties. We have a hands-on approach in respect of planning, construction and project management to ensure consistency in quality, practicality of design, aesthetic appeal and on-time delivery.

Planning

Planning is an important stage for every project development. It involves due diligence, addressing risks issues, ensuring viability of projects and meeting the needs and demands of our target markets.

Some of the project planning activities undertaken by our Group include:-

- (i) Urban design and planning;
- (ii) Development and building conceptualisation;
- (iii) Development planning;
- (iv) Project feasibility study;
- (v) Land use, space and topography analysis;

4. INFORMATION ON OUR GROUP (Cont'd)

- (vi) Type of property developments; and
- (vii) Market analysis and feasibility studies.

Our Group works closely with architects, civil engineers, structural engineers, mechanical and electrical personnel, quantity surveyors and interior designers to prepare the drawings and specifications for project developments and for proposal submissions to the Ministry of Housing, Local Government and other relevant authorities.

Construction

Our in-house construction activities are managed and operated by Sentoria Bina. Sentoria Bina is a civil and building construction company registered with CIDB as a Class G7 contractor, which allows the company to tender for government and private sector projects of any size and amount.

The building and construction activities undertaken by our Group include:-

- (i) Project planning and management;
- (ii) Procurement;
- (iii) Construction of buildings and structures;
- (iv) Civil works; and
- (v) Monitoring, site inspection and supervision.

Our Group sub-contracts some of our construction work to external parties, including, but not limited to:-

- (i) Plumbing and sanitary;
- (ii) Electrical and mechanical;
- (iii) Roof trusses;
- (iv) Road and earth works;
- (v) Plaster ceiling; and
- (vi) Painting.

For FPE 2011, sub-contracted works constitute 30.9% of the total cost of sales of our Group.

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4. INFORMATION ON OUR GROUP (Cont'd)

(i) Completed and On-going Projects

The details of our completed and on-going projects as at LPD are as follows:-

Name of Project	Location	Developer	Land Owner	Type of development	Size (Acres)	GDV (RM' million)	Commencement and Completion / Expected Completion Dates
Taman Sentoria	Taman Sentoria, Perkampungan Seri Mahkota Jaya, 25990 Kuantan, Pahang Darul Makmur	Sentoria Properties	Star Print Technology Sdn Bhd	Single-storey terrace house, double-storey shop office	16.1	12.7	June 2002 - October 2004
Taman Indera Sempurna 1	Perumahan Penor Perdana, Kilometre 15 Jalan Kuantan - Pekan, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	Alfa Sempurna Sdn Bhd	Single-storey terrace house, single-storey semi-detached house, single-storey shop office	100.0	78.1	May 2004 - April 2006
Taman Indera Sempurna 2 - Block A	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey terrace house	42.7	48.6	November 2006 - May 2008
Taman Indera Sempurna 2 - Block B	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey terrace house, single-storey shop office	36.0	38.2	April 2008 - January 2010
Taman Indera Sempurna 2 - Block C	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey semi-detached house	43.3	51.7	November 2006 - May 2009 ⁽¹⁾

4. INFORMATION ON OUR GROUP (Cont'd)

Name of Project	Location	Developer	Land Owner	Type of development	Size (Acres)	GDV (RM million)	Commencement and Completion / Expected Completion Dates
Taman Indera Sempurna 2 - Block D (Type H and I)	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey terrace house	34.4	44.4	March 2009 - July 2011 ⁽²⁾
Desa Hijauan - Phase 3	Taman Gambang Damai, 26300 Kuantan, Pahang Darul Makmur	Sentoria Alam	Sentoria Alfa	Double-storey shop office	7.0	14.7	August 2008 - May 2010
Desa Hijauan - Phase 1	Taman Gambang Damai, 26300 Kuantan, Pahang Darul Makmur	Sentoria Alam	Sentoria Alfa	Single-storey terrace house	41.6	36.5	January 2009 - February 2011
Desa Hijauan - Phase 2 (Pesona Ingggeris)	Taman Gambang Damai, 26300 Kuantan, Pahang Darul Makmur	Sentoria Alam	Sentoria Alfa	Single-storey semi-detached house	4.0	6.6	October 2009 - June 2011
Caribbean Bay	Jalan Bukit Gambang Utama, Bukit Gambang Resort City, 26300 Kuantan, Pahang Darul Makmur	Sentoria Harta	Sentoria Alfa	Studio suite, family suite, deluxe suite	15.0	87.7	September 2007 - August 2009
On-going Projects							
Taman Indera Sempurna 2 - Block D (Type J)	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey terrace house	15.3	20.1	August 2010 - March 2012
Taman Indera Sempurna 2 - Block E	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Single-storey semi-detached house / single-storey bungalow	41.6	30.6	October 2010 - October 2012

4. INFORMATION ON OUR GROUP (Cont'd)

Name of Project	Location	Developer	Land Owner	Type of development	Size (Acres)	GDV (RM million)	Commencement and Completion / Expected Completion Dates
Taman Indera Sempurna 2 - Block F	Perkampungan Indera Sempurna, 25150 Kuantan, Pahang Darul Makmur	Sentoria Harta	H.A. Properties Sdn Bhd	Double-storey shop office	14.7	14.0	September 2010 - September 2013
Desa Hijauan - Phase 2 (Pesona Jerman, Pesona Tropika A, B and B1 and Perancis A and B)	Taman Gambang Damai, 26300 Kuantan, Pahang Darul Makmur	Sentoria Alam	Sentoria Alfa	Single-storey semi-detached house	21.9	25.6	November 2009 - December 2013
Desa Hijauan - Phase 1	Taman Gambang Damai, 26300 Kuantan, Pahang Darul Makmur	Sentoria Alam	Sentoria Alfa	Single-storey terrace house	13.4	19.2	October 2010 - October 2012
Arabian Bay	Jalan Bukit Gambang Utama, Bukit Gambang Resort City, 26300 Kuantan, Pahang Darul Makmur	Sentoria Harta	Sentoria Alfa	Family suite / hotel suite / penthouse suite	12.0	92.0	February 2010 - September 2012
Fasa Bunga Raya	Desa Pinggiran Bayu, Pajam, Negeri Sembilan	Sentoria Properties	Sentoria	Double-storey terrace house	3.1	19.2	April 2011 - April 2013

Notes:-

- (1) Taman Indera Sempurna 2 - Block C was completed and delivered in phases, with the completion of the last phase in May 2009.
(2) Taman Indera Sempurna 2 - Block D was completed and delivered in phases, with the completion of Type I in July 2011.

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4. INFORMATION ON OUR GROUP (Cont'd)

(a) Taman Sentoria

In 2002, our Group commenced construction of our first residential development project at Jalan Gambang, Kuantan, Pahang, named Taman Sentoria. This project is developed on 16.1 acres of freehold land and comprised 219 units of single-storey, low, low-medium and medium cost terrace houses and 11 units of double-storey shop offices, which were completed and fully sold in 2004. Further details of this project are as follows:-

Type of Development	Type of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Residential	Single-Storey Terrace House (Low Cost)	20' x 37'	52	52	35.0 - 50.0
Residential	Single-Storey Terrace House (Low-Medium Cost)	20' x 50'	60	60	60.0 - 72.0
Residential	Single-Storey Terrace House (Medium Cost)	20' x 54'	107	107	70.0 - 113.0
Commercial	Double-Storey Shop Office	20' x 65'	11	11	198.0 - 238.0
		TOTAL	230	230	



Single Storey
Low Cost Terrace



Single Storey
Low Medium
Terrace



Double Storey Shop Office

(b) Taman Indera Sempurna 1

Taman Indera Sempurna 1 was developed on 100.0 acres of 99-year leasehold land along Kilometre 15, Jalan Kuantan-Pekan and comprised 953 units of single-storey terrace houses, single-storey semi-detached houses and single-storey shop offices.

Construction of Taman Indera Sempurna 1 commenced in 2004. All units were fully sold and completed ahead of schedule. Further details of this project are as follows:-

Type of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Residential	Single-Storey Terrace House (Low Cost)	-	20' x 50'	140	140	35.0 - 50.8
Residential	Single-Storey Terrace House (Low Medium Cost)	-	20' x 55'	140	140	48.0 - 73.0

4. INFORMATION ON OUR GROUP (Cont'd)

Type of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Residential	Single-Storey Terrace House (Medium Cost)	Type A	20' x 65'	214	214	75.0 - 110.0
Residential	Single-Storey Terrace House (Medium Cost)	Type B	20' x 60'	190	190	63.0 - 98.8
Residential	Single-Storey Semi Detached House	Type A - Persona	40' x 80'	40	40	148.8 - 184.8
Residential	Single-Storey Semi Detached House	Type B - Impian	40' x 75'	58	58	128.8 - 174.8
Residential	Single-Storey Semi Detached House	Type C - Idaman	40' x 70'	112	112	108.8 - 167.8
Commercial	Single-Storey Shop Office	-	20' x 70'	59	59	97.2 - 250.0
TOTAL				953	953	



Single Storey Terrace

Single Storey Semi-Detached

Single Storey Shop Office

(c) Taman Indera Sempurna 2

Adjoining Taman Indera Sempurna 1, Taman Indera Sempurna 2 is developed on 246.0 acres of 99-year leasehold land (of which 13.0 acres has been allocated for construction of public amenities). This project is divided into six (6) blocks, comprising 2,288 units of single-storey terrace houses, semi-detached houses, bungalows and shop offices.

The first parcel of Taman Indera Sempurna 2 comprising 761 units (599 units of Block A and 162 units of Block C) of single-storey terrace houses and semi-detached houses was launched in October 2006. As at LPD, we have fully sold and completed 1,787 units in Taman Indera Sempurna 2. This project is expected to be fully completed by 2013. Further details of this project are as follows:-

Type Of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
BLOCK A	COMPLETED			599	599	
Residential	Single-Storey Terrace House	Blk A1 - Selesa	20' x 55'	292	292	68.8 - 111.0
Residential	Single-Storey Terrace House	Blk A2 - Mewah	20' x 60'	229	229	75.8 - 117.6
Residential	Single-Storey Terrace House	Blk A2 - Mewah	20' x 64'	78	78	81.8 - 115.8

4. INFORMATION ON OUR GROUP (Cont'd)

Type Of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
BLOCK B	COMPLETED			438	438	
Residential	Single-Storey Terrace House	Blk B - Type E	20' x 56'	175	175	74.8 - 94.8
Residential	Single-Storey Terrace House	Blk B - Type F	20' x 56'	156	156	78.8 - 118.8
Residential	Single-Storey Terrace House	Blk B - Type G	20' x 58'	99	99	83.8 - 141.8
Commercial	Single-Storey Shop Office	Blk B - Shoplots	20' x 70'	8	8	162.0 - 188.0
BLOCK C	COMPLETED			316	316	
Residential	Single-Storey Semi-Detached House	Blk C1 - Seri Menawan 1	45' x 63'	32	32	138.8 - 164.5
Residential	Single-Storey Semi-Detached House	Blk C1 - Seri Anggun 1	45' x 75'	46	46	150.0 - 189.0
Residential	Single-Storey Semi-Detached House	Blk C2 - Seri Menawan 1	45' x 70'	18	18	142.8 - 174.8
Residential	Single-Storey Semi-Detached House	Blk C2 - Seri Menawan 2	45' x 70'	32	32	142.8 - 190.0
Residential	Single-Storey Semi-Detached House	Blk C2 - Seri Anggun 1	45' x 75'	34	34	162.8 - 219.8
Residential	Single-Storey Semi-Detached House	Blk C3 - Seri Menawan 1	45' x 63'	24	24	149.8 - 189.8
Residential	Single-Storey Semi-Detached House	Blk C3 - Seri Menawan 2	45' x 63'	28	28	148.8 - 183.8
Residential	Single-Storey Semi-Detached House	Blk C3 - Seri Anggun 2	45' x 63'	28	28	164.8 - 196.8
Residential	Single-Storey Semi-Detached House	Blk C4 - Seri Menawan 1	45' x 63'	26	26	154.8 - 217.8
Residential	Single-Storey Semi-Detached House	Blk C4 - Seri Menawan 2	45' x 63'	32	32	154.8 - 240.0
Residential	Single-Storey Semi-Detached House	Blk C4 - Seri Anggun 1	45' x 63'	8	8	171.0 - 204.8
Residential	Single-Storey Semi-Detached House	Blk C4 - Seri Anggun 2	45' x 63'	8	8	169.8 - 208.8
BLOCK D	COMPLETED			434	434	
Residential	Single-Storey Terrace House	Blk D - Type H	20' x 58'	200	200	95.8 - 128.8
Residential	Single-Storey Terrace House	Blk D - Type I	20' x 60'	234	234	99.8 - 133.8
Residential	ON-GOING			180	164	
Residential	Single-Storey Terrace House	Blk D - Type J	20' x 61'	180	164	104.8 - 156.0

4. INFORMATION ON OUR GROUP (Cont'd)

Type Of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
BLOCK E	ON-GOING			287	176	
Residential	Single-Storey Semi-Detached House	Seri Sentosa (A)	45' x 63'	124	124	198.8 - 248.8
Residential	Single-Storey Semi-Detached House	Seri Sentosa (B)	45' x 63'	4	4	198.8 - 248.8
Residential	Single-Storey Bungalow	Seri Carcosa	55' x 100'	9	2	398.0 - 465.0
Residential	Single-Storey Semi-Detached House	Seri Harmoni (A)	40' x 70'	92	40	238.0 - 280.0
Residential	Single-Storey Semi-Detached House	Seri Harmoni (B)	40' x 70'	4	4	238.0 - 280.0
Residential	Single-Storey Semi-Detached House	Seri Harmoni (C)	53' x 70'	4	2	238.0 - 280.0
Residential	Single-Storey Semi-Detached House	Seri Sempurna	40' x 90'	50	-	278.0 - 298.0
BLOCK F	ON-GOING			34	34	
Commercial	Double-Storey Shop Office	Sempurna Ria	22' x 70'	34	34	398.0 - 458.0
TOTAL				2,288	2,161	



Block D - Type I, Single-Storey Terrace House



Single Storey Semi Detached – A

Single Storey Semi Detached – B

Single Storey Semi Detached – C

Artist impression of Taman Indera Sempurna 2 - Seri Harmoni

(d) Bukit Gambang Resort

In 2007, our Group embarked on the development of Bukit Gambang Resort. This project covers an area of 547.0 acres and is surrounded by lush greenery. It is situated only 218km from Kuala Lumpur and 35km from Kuantan city centre.

4. INFORMATION ON OUR GROUP (Cont'd)



- | | |
|---|---|
| <p>Completed projects</p> <p>1 Bukit Gambang Water Park and Lake</p> <p>2 Caribbean Bay</p> <p>3 Active Academy Site</p> <p>On-going projects</p> <p>4 Desa Hijauan</p> <p>5 Arabian Bay</p> <p>6 Bukit Gambang Safari Park</p> <p>Upcoming projects⁽¹⁾</p> <p>7 Global Heritage South</p> <p>8 Mediterranean Bay Resort</p> <p>9 East Coast Bazaar</p> | <p>Future projects⁽²⁾</p> <p>10 Adventure Land</p> <p>11 Rainforest Eco Suite 1</p> <p>12 Rainforest Eco Suite 2</p> <p>13 Rainforest Eco Suite 3</p> <p>14 Hawaiian Bay Resort</p> <p>15 Business Hotel and Convention Centre</p> <p>16 Promenade Retail Suites</p> <p>17 Global Heritage North</p> <p>18 Aquarium Park</p> <p>19 Andaman Bay Resort</p> <p>20 Heritage Square</p> |
|---|---|

Notes:-

- (1) *Upcoming projects refer to projects which are expected to commence during the current calendar year to 2014.*
- (2) *Future projects refer to projects which are expected to commence from 2015 to 2020.*

4. INFORMATION ON OUR GROUP (Cont'd)

The development of Bukit Gambang Resort will be undertaken in phases. The table below summarises the completed, upcoming, on-going and future projects within Bukit Gambang Resort.

Project Name	Land Area (Acre)	Completed Projects		On-Going Projects		Upcoming Projects		Future Projects		Total	
		Unit	GDV (RM million)	Unit	GDV (RM million)	Unit	GDV (RM million)	Unit	GDV (RM million)	Unit	GDV (RM million)
Desa Hijauan	100.0	603	57.8	302	44.8	57	12.6	-	-	962	115.2
Caribbean Bay	15.0	578	87.7	-	-	-	-	-	-	578	87.7
Arabian Bay	12.0	-	-	546	92.0	-	-	-	-	546	92.0
Other Suites, Villas and Commercial Properties	175.2	-	-	-	-	1,394	370.0	2,401	890.0	3,795	1,260.0
Attractions	244.8	2	50.0	1	48.0	-	-	2	200.0	5	298.0
Total	547.0	1,183	195.5	849	184.8	1,451	382.6	2,403	1,090.0	5,886	1,852.9

The table below lists the completed and on-going projects within Bukit Gambang Resort.

Projects	Description	Date
Caribbean Bay	Resort suites	Completed and fully sold in 2009.
Arabian Bay	Resort suites	Launched in February 2010 and expected to complete by September 2012.
Desa Hijauan	Residential	Three (3) phases. Third phase completed and fully sold. First and second phases expected to complete by October 2012 and July 2013 respectively.
Bukit Gambang Water Park	Water park	Completed in June 2009.
Bukit Gambang Safari Park	Nature-based attraction	Commenced construction in June 2011 and expected to complete by end 2012.

Please refer to Sections 4.2.3(ii) and 4.2.3(iii) for the upcoming and future projects within Bukit Gambang Resort.

Caribbean Bay

Developed on 15.0 acres of 99-year leasehold land, Caribbean Bay comprises a total of 578 units of resort suites - 420 units of two (2)-bedroom family suites, 140 units of studio suites and 18 units of deluxe suites. Construction of Caribbean Bay began in September 2007 and was completed and fully sold in 2009, in spite of the dampened market sentiment during the global financial crisis in 2008.

4. INFORMATION ON OUR GROUP (Cont'd)



Caribbean Bay is located within walking distance to multiple attractions including Bukit Gambang Water Park and Active Academy, with more attractions to be developed in the future. Further details of this project are as follows:-

Type of Development	Type of Property	Name of Property	Gross Built Up (sq ft)	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Commercial	Resort suite	Studio Suite	470	140 ⁽¹⁾	120 ⁽¹⁾	98.8 - 144.8
Commercial	Resort suite	Family Suite	810	420 ⁽¹⁾	400 ⁽¹⁾	148.8 - 193.8
Commercial	Resort suite	Deluxe Suite	639 - 985	18 ⁽²⁾	_(⁽²⁾)	_(⁽²⁾)
TOTAL				578	520	

Notes:-

(1) 20 units from each type of suite owned and retained by our Group.

(2) All units owned and retained by our Group.

Caribbean Bay offers the following facilities:-

Within the property	Within each suite
- Function rooms	- Fully-furnished air-conditioned rooms
- Swimming Pool	- Dining and living room
- Gymnasium	- Hot and cold shower
- Karaoke room and box	- Pantry
- Arcade games room	- Mini bar
- Steam bath and jacuzzi	- Tea and coffee making facilities
- Amusement rides	- Balcony
- Funfair stalls	
- Coffee House	
- Bistro	
- Mini-convenience store	
- Gift shop	

Arabian Bay

Located adjacent to Caribbean Bay and developed on 12.0 acres of 99-year leasehold land, Arabian Bay comprises 546 units of resort suites - 320 units of two (2)-bedroom family suites, 216 units of hotel suites and 10 units of penthouse suites.

4. INFORMATION ON OUR GROUP (Cont'd)



Artist impression of Arabian Bay

Construction of Arabian Bay began in February 2010 and is expected to complete by September 2012. Upon completion, Arabian Bay will have a club house, a corporate centre and will boast the largest ballroom on the East Coast of Malaysia.

Riding on the success of Caribbean Bay, Arabian Bay is 85.2% sold as at LPD, excluding the 66 units expected to be retained by our Group. Further details of this project are as follows:-

Type of Development	Type of property	Name of Property	Gross Built Up (sq ft)	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Commercial	Resort suite	Blk A - Family Suite	738	160 ⁽¹⁾	132	190.8 - 212.8
Commercial	Resort suite	Blk B - Family Suite	738	160	158	178.8 - 200.8
Commercial	Resort suite	Blk C - Studio Suite	413	216 ⁽²⁾	119	132.8 - 142.8
Commercial	Resort suite	Blk C - Penthouse Suite	824 - 1,876	10 ⁽³⁾	-	198.8 - 298.8
TOTAL				546	409	

Notes:-

- (1) 20 units are expected to be retained by our Group.
 (2) 36 units are expected to be retained by our Group.
 (3) 10 units are expected to be retained by our Group.

Desa Hijauan

The residential component within Bukit Gambang Resort, Desa Hijauan is developed on 100.0 acres of 99-year leasehold land. This project is divided into three (3) phases, comprising 962 units of affordable housing, where most are sold below RM200,000.

The first phase focused on single-storey low and low-medium cost terrace houses. The second phase moved a notch higher to develop single-storey semi-detached houses and bungalows; and the third phase will comprise double-storey shop office.

4. INFORMATION ON OUR GROUP (Cont'd)

As at LPD, 508 units from the first phase comprising 521 units of residential property, 42 units from the second phase and all units from the third phase has been completed and sold. The remaining phases are expected to complete by 2013. Further details of this project are as follows:-

Type of Development	Type of Property	Name of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Phase 1	COMPLETED			521⁽¹⁾	508⁽¹⁾	
Residential	Single-Storey Terrace House - Low Cost	-	20' x 50'	147	147	35.0 - 48.0
Residential	Single-Storey Terrace House - Low Medium Cost	-	20' x 55'	144	144	59.8 - 89.8
Residential	Single-Storey Terrace House	Lily	20' x 60'	96	96	80.8 - 115.0
Residential	Single-Storey Terrace House	Orkid	20' x 63'	134	121	95.8 - 143.0
Phase 1	ON-GOING			168	165	
Residential	Single-Storey Terrace House	Tulip Type B	20' x 65'	85	85	105.0 - 136.0
Residential	Single-Storey Terrace House	Tulip Type A	20' x 65'	83	80	116.0 - 157.0
Phase 2	COMPLETED			42	42	
Residential	Single-Storey Semi-Detached House	Pesona Inggeris	40' x 70'	42	42	158.8 - 188.8
Phase 2	ON-GOING			134	123	
Residential	Single-Storey Semi-Detached House	Pesona Jerman	45' x 65'	64	61	168.8 - 239.8
Residential	Single-Storey Semi-Detached House	Pesona Tropika A, B, B1	45' x 65'	30	28	178.8 - 218.8
Residential	Single-Storey Semi-Detached House	Perancis A and B	45' x 65'	40	34	188.8 - 229.8
Phase 2	UPCOMING			57	-	
Residential	Single-Storey Semi-Detached House	Sepanyol	45' x 80'	42	-	198.8 - 257.8
Residential	Single-Storey Bungalow	Belanda - Bungalow	19' x 60'	15	-	338.8 - 375.8
Phase 3	COMPLETED			40	40	
Commercial	Double-Storey Shop Office	Pesona Heritage	22' x 70'	40	40	318.8 - 585.0
TOTAL				962	878	

4. INFORMATION ON OUR GROUP (Cont'd)

Note:-

(1) The actual number of residential properties approved under Phase 1 is 521 units but only 508 units were constructed.



Pesona Inggeris



**Single Storey Semi Detached
Pesona Jerman**

**Single Storey Semi Detached
Pesona Tropika**

Artist impression of Desa Hijauan - Pesona Jerman and Pesona Tropika

Fasa Bunga Raya



Fasa Bunga Raya

Fasa Bunga Raya comprises 135 units of double-storey terrace houses located within the Desa Pinggiran Bayu development in Pajam, Negeri Sembilan. This project is situated within the vicinity of the established residential area of Bayu Lakehomes, Starfield Golf Club, Tuanku Jaafar College, College Heights and Kolej Legenda. It also has easy access to the Kuala Lumpur International Airport ("KLIA"), Putrajaya and Cyberjaya.

4. INFORMATION ON OUR GROUP (Cont'd)

This project was launched in April 2011. Further details of this project as at LPD are as follows:-

Type of Development	Type of Property	Lot Size	No. of Units Developed	No. of Units Sold	Price range (RM'000)
Residential	Double-Storey Terrace House	16' x 55'	135	44	135.8 - 225.6

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