

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH OUR LISTING ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:

(I) PUBLIC ISSUE OF 81,705,000 NEW ORDINARY SHARES OF RM0.50 EACH ("SHARES") IN THE FOLLOWING MANNER:

- 17,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE PUBLIC;
- 6,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP;
- 34,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY;
- 24,705,000 NEW SHARES BY WAY OF PLACEMENT TO SELECTED INVESTORS;

AND

(II) OFFER FOR SALE OF UP TO 49,500,000 EXISTING SHARES BY WAY OF PLACEMENT TO SELECTED INVESTORS,

AT AN ISSUE/OFFER PRICE OF RM1.50 PER SHARE, PAYABLE IN FULL UPON APPLICATION

Principal Adviser, Underwriter and Joint Placement Agent



Joint Placement Agents



PROSPECTUS

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 4 HEREIN FOR THE "RISK FACTORS".
THIS PROSPECTUS IS DATED 11 NOVEMBER 2013



TITIJAYA LAND BERHAD

TITIJAYA LAND BERHAD

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"The cover of this Prospectus contains illustrations of certain assets which do not belong to Titijaya Land Berhad and its subsidiaries, and are included herein for illustration purpose only"

PROSPECTUS

RESPONSIBILITY STATEMENTS

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

Alliance Investment Bank Berhad, being our Principal Adviser, 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 our Public Issue and Offer for Sale (as defined herein).

STATEMENTS OF DISCLAIMER

The Securities Commission of Malaysia ("SC") has approved the Public Issue and Offer for Sale (as defined herein) and a copy of this Prospectus has been registered by the SC. The approval and registration of this Prospectus should not be taken to indicate that the SC recommends our Public Issue and Offer for Sale or assumes responsibility for the correctness of any statement made or opinion or report expressed in this Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment.

The SC is not liable for any non-disclosure on our part and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN OUR COMPANY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the securities being offered. Our admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our Public Issue and Offer for Sale, our Company or our securities.

Bursa Securities is not liable for any non-disclosure on our part and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

The valuation utilised for the purpose of our Listing Scheme (as defined in the definition) should not be construed as an endorsement by the SC on the value of the subject assets.

A copy of this Prospectus, together with the application forms, has also been lodged with the Registrar of Companies of Malaysia ("CCM"), who takes no responsibility for its contents.

OTHER STATEMENTS

As with all investments, you should be aware of all potential risks in investing in such companies and should make the decision to invest after giving due and careful consideration by referring to amongst others, this Prospectus, our latest financial statements and corporate announcements. You are strongly recommended to seek advice from your stockbroker, solicitor, accountant or other professional advisers.

You are advised to note that recourse for false or misleading statements or acts made in connection with this Prospectus is directly available through Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 ("CMSA").

Securities listed on Bursa Securities are offered to the public premised on full and accurate disclosure of all material information concerning our Public Issue and Offer for Sale for which any of the persons set out in Section 236 of the CMSA, e.g. directors and advisers, are responsible.

This Prospectus is prepared and published solely for our Public Issue and Offer for Sale in Malaysia under the laws of Malaysia. Our IPO Shares (as defined herein) are issued/offered in Malaysia solely based on the contents of this Prospectus. Our Board, Promoters, Offeror, Principal Adviser, Underwriter and Joint Placement Agents have not authorised anyone to provide you with information which is not contained in this Prospectus.

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

We will not, prior to acting on any acceptance in respect of our Public Issue and Offer for Sale, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

It shall be your sole responsibility, if you are or may be subject to the laws of any country or jurisdiction other than Malaysia, to consult your legal and/or other professional advisers as to whether your application for our Public Issue and Offer for Sale would result in the contravention of any law of such country or jurisdiction.

Further, it shall also be your sole responsibility to ensure that your application for our Public Issue and Offer for Sale would be in compliance with the terms of this Prospectus and would not be in contravention of any law of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you have accepted our Public Issue and Offer for Sale in Malaysia and will at all applicable times be subjected only to the laws of Malaysia in connection therewith. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

The distribution of this Prospectus and the accompanying documents are subject to Malaysian laws. Our Board, Promoters, Offeror, Principal Adviser, Underwriter and Joint Placement Agents take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Board, Promoters, Offeror, Principal Adviser, Underwriter and Joint Placement Agents have not taken any action to permit a Public Issue and Offer for Sale of our securities based on this Prospectus or the distribution of this Prospectus outside Malaysia.

This Prospectus may not be used as an offer to sell or an invitation to buy our securities in any jurisdiction or in any circumstance in which such an offer or invitation is not authorised or is unlawful. This Prospectus shall also not be used to make an offer of or invitation to buy our securities to any person to whom it is unlawful to do so. Our Board, Promoters, Offeror, Principal Adviser, Underwriter and Joint Placement Agents require you to inform yourself and to observe such restrictions.

ELECTRONIC PROSPECTUS

This Prospectus can also be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the electronic Prospectus and the copy of this Prospectus registered with the SC are the same.

You may obtain a copy of the electronic prospectus from the website of Affin Bank Berhad at www.affinOnline.com, the website of CIMB Investment Bank Berhad at www.eipocimb.com, and the website of CIMB Bank Berhad at www.cimbclicks.com.my. You may also obtain a copy of the electronic prospectus from the website of Malayan Banking Berhad at www.maybank2u.com.my, the website of Public Bank Berhad at www.pbebank.com and the website of RHB Bank Berhad at www.rhb.com.my via hyperlink to the website of Bursa Securities.

The internet is not a fully secured 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 control of the Internet Participating Financial Institution. These risks cannot be borne by the Internet Participating Financial Institution.

If you are in doubt about the validity or integrity of an electronic prospectus, you should immediately request from us, Malaysian Issuing House Sdn Bhd or our Principal Adviser 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. The electronic prospectus submitted to the SC and Bursa Securities is the same as the registered paper printed copy.

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

- (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, or the contents 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:

- (i) The Internet Participating Financial Institution is only liable in respect of the integrity of the contents of the electronic prospectus, i.e. to the extent that the content of the electronic prospectus on the web server of the Internet Participating Financial Institution may be viewed via web browser or other relevant software. The Internet Participating Financial Institution is not responsible for the integrity of the contents of the electronic prospectus, which has been obtained from the web server of the Internet Participating Financial Institution, and subsequently communicated or disseminated in any manner to you or other parties; and
- (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.

The Internet Participating Financial Institution is not liable (whether in tort or contract or otherwise) for any loss, damage or costs, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the electronic prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institution, and/or problems occurring during data transmission which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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 Securities is set out below:

EVENT	TENTATIVE DATE / TIME
Issuance of Prospectus/ Opening of application for our Public Issue and Offer for Sale	11 November 2013 at 10.00 a.m.
Closing of application for our Public Issue and Offer for Sale	18 November 2013 at 5.00 p.m.
Balloting of applications	20 November 2013
Allotment of shares to successful applicants	26 November 2013
Listing on the Main Market	27 November 2013

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 18 November 2013, or for such further period or periods as our Board, Promoters and Offeror, together with our Underwriter, in their absolute discretion may mutually decide.

In the event that the closing date of the application for the IPO is extended, the dates for the balloting, allotment and listing will be extended accordingly. Any extension of the abovementioned dates will be announced by way of advertisement in a widely circulated English and Bahasa Malaysia newspaper in Malaysia prior to the original closing date of the application. **Late applications will not be accepted.**

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” in this Prospectus are to Titijaya Land Berhad, while references to “our Group” are to our Company and our subsidiary companies. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to “Management” are to our Executive Directors and our Key Management Personnel as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Board.

Certain abbreviations, acronyms and technical terms 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 denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include companies and corporations.

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

Any reference to any enactment in this Prospectus shall be a reference to that enactment as for the time being amended or re-enacted.

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

In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by PA International Property Consultants (KL) Sdn Bhd, an independent market research firm. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, neither we nor our Principal Adviser have independently verified these data. Neither we nor our Principal Adviser make any representation as to the correctness, accuracy or completeness of such data, hence accordingly, you should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved and you should not place undue reliance on the third party projections cited in this Prospectus.

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

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FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than those of historical facts including amongst others, those regarding our Group's financial position, business strategies, plans and objectives of our Management for future operations. Some of these statements can be identified by words that have a bias towards or are forward-looking such as "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond our Group's control that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. As such, we cannot assure you that the forward-looking statements in this Prospectus will be realised.

Such forward-looking statements are based on numerous assumptions regarding our Group's present and future business strategies and the environment in which our Group operates. Additional factors that could cause our Group's actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 4 - Risk Factors and Section 12 - Management Discussion and Analysis of Financial Condition, Results of Operations and Prospects of this Prospectus.

These forward-looking statements are based on information available to us as at the date of this Prospectus. Subject to the provisions of Section 238(1) of the CMA and Paragraph 1.02 of the Prospectus Guidelines (Supplementary/Replacement Prospectus), we expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statements contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

You will be deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward looking statements that are contained herein.

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DEFINITIONS

Unless otherwise defined or the context otherwise requires, the following definitions shall apply throughout this Prospectus:

Acquisitions	: The acquisitions of the entire issued and paid-up share capital of NPO Development, SACC, City Meridian, Safetags, Liberty Park, Aman Kemensah, Terbit Kelana and Pin Hwa, collectively
Acquisition of Aman Kemensah	: Acquisition by Titijaya of the entire issued and paid-up share capital in Aman Kemensah comprising 1,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM31,087,251 which was wholly satisfied by the issuance of 31,468,000 new Titijaya Shares at an issue price of RM0.50 per Share and 30,706,502 new Titijaya RCPS at an issue price of RM0.50 per RCPS. The transaction was completed on 29 March 2013
Acquisition of City Meridian	: Acquisition by Titijaya of the entire issued and paid-up share capital in City Meridian comprising 250,000 ordinary shares of RM1.00 each for a total purchase consideration of RM233,000 which was wholly satisfied by the issuance of 466,000 new Titijaya Shares at an issue price of RM0.50 per Share. The transaction was completed on 29 March 2013
Acquisition of Epoch Property	: Acquisition by Titijaya of the entire issued and paid-up share capital in Epoch Property comprising two (2) ordinary shares of RM1.00 each for a cash consideration of RM100,000. The transaction was completed on 4 June 2013
Acquisition of Liberty Park	: Acquisition by Titijaya of the entire issued and paid-up share capital in Liberty Park comprising 250,000 ordinary shares of RM1.00 each for a total purchase consideration of RM243,000 which was wholly satisfied by the issuance of 486,000 new Titijaya Shares at an issue price of RM0.50 per Share. The transaction was completed on 29 March 2013
Acquisition of NPO Development	: Acquisition by Titijaya of the entire issued and paid-up share capital in NPO Development comprising 2,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM48,414,866.50 which was wholly satisfied by the issuance of 94,116,000 new Titijaya Shares at an issue price of RM0.50 per Share and 2,713,733 new Titijaya RCPS at an issue price of RM0.50 per RCPS. The transaction was completed on 29 March 2013
Acquisition of Pin Hwa	: Acquisition by Titijaya of the entire issued and paid-up share capital in Pin Hwa comprising 1,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM19,747,913.50 which was wholly satisfied by the issuance of 18,619,000 new Titijaya Shares at an issue price of RM0.50 per Share and 20,876,827 new Titijaya RCPS at an issue price of RM0.50 per RCPS. The transaction was completed on 29 March 2013
Acquisition of Prosperous Hectares	: Acquisition by Titijaya of the entire issued and paid-up share capital in Prosperous Hectares comprising two (2) ordinary shares of RM1.00 each for a cash consideration of RM2.00 on 8 July 2013
Acquisition of SACC	: Acquisition by Titijaya of the entire issued and paid-up share capital in SACC comprising 2,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM46,754,031 which was wholly satisfied by the issuance of 59,211,000 new Titijaya Shares at an issue price of RM0.50 per Share and 34,297,062 new Titijaya RCPS at an issue price of RM0.50 per RCPS. The transaction was completed on 29 March 2013

DEFINITIONS (Cont'd)

Acquisition of Safetags	: Acquisition by Titijaya of the entire issued and paid-up share capital in Safetags comprising 500,000 ordinary shares of RM1.00 each for a total purchase consideration of RM22,498 which was wholly satisfied by the issuance of 44,996 new Titijaya Shares at an issue price of RM0.50 per Share. The transaction was completed on 29 March 2013
Acquisition of Terbit Kelana	: Acquisition by Titijaya of the entire issued and paid-up share capital in Terbit Kelana comprising 1,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM32,644,938 which was wholly satisfied by the issuance of 53,884,000 new Titijaya Shares at an issue price of RM0.50 per Share and 11,405,876 new Titijaya RCPS at an issue price of RM0.50 per RCPS. The transaction was completed on 29 March 2013
Acquisition of Titijaya PMC	: Acquisition by Titijaya of the entire issued and paid-up share capital in Titijaya PMC comprising two (2) ordinary shares of RM1.00 each for a cash consideration of RM2.00 on 9 July 2013
Act	: Companies Act, 1965, as amended from time to time and any re-enactment thereof
ADA	: Authorised Depository Agent.
Alliance or Principal Adviser or Underwriter	: Alliance Investment Bank Berhad (21605-D)
Aman Kemensah	: Aman Kemeusah Sdn Bhd (429811-K)
Application Form(s)	: The printed application form(s) for the application of our IPO Shares accompanying this Prospectus
ATM(s)	: Automated Teller Machine(s)
Board or Directors	: Board of Directors of Titijaya
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	: Bursa Malaysia Securities Berhad (635998-W)
CDS	: Central Depository System
CDS Account	: An account established by Bursa Depository for a depositor for the recording of deposits or withdrawals of securities and for dealings in such securities by the depositor
Central Depositories Act	: The Securities Industry (Central Depositories) Act, 1991, as amended from time to time and any re-enactment thereof
CIDB	: Construction Industry Development Board Malaysia
City Meridian	: City Meridian Development Sdn Bhd (934265-V)
CMSA	: Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof

DEFINITIONS (Cont'd)

Completion of the Acquisition of Epoch Property Land	: Completion of acquisition of Epoch Property Land by Epoch Property on 28 August 2013 for a cash consideration of RM121,533,184.08. Please refer to Section 3.6(iii) of this Prospectus for further details on the acquisition of Epoch Property Land
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
Epoch Property	: Epoch Property Sdn Bhd (955473-D)
Epoch Property Land	: The piece of land held under title no. HSD 112756, Lot No PT1424, Mukim of Damansara. District of Petaling, Selangor Darul Ehsan
EPS	: Earnings per share
ESA or Electronic Share Application	: Application for our Public Issue Shares through a Participating Financial Institution's ATM
FYE	: Financial year ended
GP	: Gross profit
IMR Report	: Industry Overview Report by PA International Property Consultants (KL) Sdn Bhd
IPO	: Public Issue and Offer for Sale, collectively
IPO Price	: The issue/offer price of RM1.50 per IPO Share
IPO Share(s)	: The Public Issue Shares and the Offer for Sale Shares, collectively
Issuing House	: Malaysian Issuing House Sdn Bhd (258345-X)
Joint Placement Agents	: Alliance, RHBIB and KIBB, collectively
KIBB	: Kenanga Investment Bank Berhad (15678-H)
Liberty Park	: Liberty Park Development Sdn Bhd (934400-D)
Listing	: The admission to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM170,000,000 comprising 340,000,000 Shares on the Main Market of Bursa Securities
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, as amended or expanded from time to time
Listing Scheme	: The Acquisitions, Public Issue, Offer for Sale and Listing, collectively
LPD	: 5 September 2013, being the latest practicable date prior to the issuance of this Prospectus
Market Day	: Any day between Monday and Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
MITI	: Ministry of International Trade and Industry

DEFINITIONS (Cont'd)

MBSA	: Shah Alam City Council (Majlis Bandaraya Shah Alam)
MPAJ	: Ampang Jaya Municipal Council (Majlis Perbandaran Ampang Jaya)
MPK	: Klang Municipal Council (Majlis Perbandaran Klang)
MPSJ	: Subang Jaya Municipal Council (Majlis Perbandaran Subang Jaya)
MSID	: Malaysian Society of Interior Designers
NA	: Net assets
NTA	: Net tangible assets
NBV	: Net book value
NPO Development	: NPO Development Sdn Bhd (434271-A)
NPO Development Group	: NPO Development and its subsidiary companies namely, NPO Land and Sendi Bangga, collectively
NPO Land	: NPO Land Sdn Bhd (348591-M)
Offer for Sale	: Offer for sale by the Offeror of up to 49,500,000 Shares by way of placement to selected investors at the IPO Price
Offer for Sale Share(s) or Offer Share(s)	: Up to 49,500,000 Titijaya Shares to be offered for sale by the Offeror
Offeror	: TGSB
Participating Financial Institution(s)	: The participating financial institution(s) for the ESA as listed in Section 17 of this Prospectus
PAT	: Profit after tax/ profit for the financial year
PBT	: Profit before tax
PE Multiple	: Price-earnings multiple
Pin Hwa	: Pin Hwa Properties Sdn Bhd (568176-V)
Promoters	: TGSB, Tan Sri Dato' Lim Soon Peng, Lim Poh Yit and Lim Puay Fung, collectively
Prosperous Hectares	: Prosperous Hectares Sdn Bhd (1034984-H)
Prospectus	: This prospectus dated 11 November 2013 in relation to our IPO
Public	: All persons or members of the public but excluding our Directors, substantial shareholders and persons connected or associated with them (as defined in the Listing Requirements)
Public Issue	: The 81,705,000 new Titijaya Shares, representing approximately 24.03% of the enlarged issued and paid-up share capital of Titijaya upon listing of 340,000,000 Shares, at the IPO Price

DEFINITIONS (Cont'd)

Public Issue Share(s) or Issue Share(s)	: 81,705,000 Titijaya Shares to be issued pursuant to the Public Issue
QC	: Quality control
RCPS or Titijaya RCPS	: Redeemable convertible preference shares of RM0.50 each in our Company
REHDA	: Real Estate and Housing Developers' Association
RHBIB	: RHB Investment Bank Berhad (19663-P)
RM and sen	: Ringgit Malaysia and sen, respectively
SACC	: Shah Alam City Centre Sdn Bhd (221568-X)
Safetags	: Safetags Solution Sdn Bhd (755016-A)
SC	: Securities Commission of Malaysia
Sendi Bangga	: Sendi Bangga Development Sdn Bhd (650372-W)
Terbit Kelana	: Terbit Kelana Development Sdn Bhd (594783-M)
TGSB	: Titijaya Group Sdn Bhd (579358-P)
Titijaya or Company	: Titijaya Land Berhad (1009114-M)
Titijaya Group or Group	: Titijaya, NPO Development, NPO Land, Sendi Bangga, SACC, City Meridian, Safetags, Liberty Park, Aman Kemensah, Terbit Kelana, Pin Hwa, Epoch Property, Prosperous Hectares and Titijaya PMC collectively
Titijaya PMC	: Titijaya PMC Sdn Bhd (formerly known as Platinum Project Management Sdn Bhd) (1047442-P)
Titijaya Share(s) or Share(s)	: Ordinary share(s) of RM0.50 each in our Company
Underwriting Agreement	: The underwriting agreement dated 28 October 2013 made between our Company and our Underwriter for the underwriting of up to 17,000,000 Public Issue Shares
Yaelba	: Yaelba Sdn Bhd (formerly known as Titijaya Berhad) (905270-D)

Technical References

CFO	: Certificate of Fitness for Occupation
CCC	: Certificate of Completion and Compliance
GDV	: Gross Development Value
SoFo	: Small Office Flexible Office
SoHo	: Small Office Home Office
sq. ft.	: Square feet
sq. metre	: Square metre

TABLE OF CONTENTS

	PAGE
1. CORPORATE DIRECTORY	1
2. SUMMARY INFORMATION	6
2.1 Our History and Business	6
2.2 Promoters, Substantial Shareholders, Directors and Key Management Personnel	8
2.3 Summary of Our Public Issue	9
2.4 Financial Highlights	10
2.5 Dividend Policy	12
2.6 Risk Factors	13
3. PARTICULARS OF OUR IPO.....	14
3.1 Our IPO.....	14
3.2 Share Capital.....	18
3.3 Purposes of Our IPO and Listing	19
3.4 Pricing of Our IPO Shares.....	19
3.5 Dilution	20
3.6 Use of Proceeds.....	22
3.7 Financial Impact from Utilisation of Proceeds.....	24
3.8 Brokerage, Underwriting Commission and Placement Fee	25
3.9 Salient Terms of the Underwriting Agreement	25
3.10 Salient Terms of RCPS	28
4. RISK FACTORS.....	30
4.1 Risks Relating to Our Business and the Industry in Which we Operate	30
4.2 Risks Relating to Investment in Our Shares.....	38
5. INFORMATION ON OUR GROUP	40
5.1 Our Group	40
5.2 Share Capital.....	42
5.3 Subsidiary Companies.....	43
5.4 Listing Scheme.....	52
5.5 Key Achievements and Milestones	56
6. BUSINESS OVERVIEW.....	58
6.1 Our Principal Business Activities.....	58
6.2 Our Products and Services	59
6.3 Competitive Strength	79
6.4 Our Principal Markets	84
6.5 Seasonality	84
6.6 Types, Sources and Availability of Raw Materials/Input	84
6.7 Technology Used	85
6.8 Operating Capacities	85
6.9 Our Business and Operations Processes.....	86

TABLE OF CONTENTS (Cont'd)

6.10	Quality Assurance	91
6.11	Marketing and Distribution	91
6.12	Market and Customer Research	93
6.13	Major Customers	93
6.14	Major Suppliers	94
6.15	Major Licences, Permits and Registrations	96
6.16	Intellectual Property Rights	106
6.17	Dependency on Patents, Intellectual Property Rights, Licences, Industrial, Commercial or Financial Contracts or New Manufacturing Processes	106
6.18	Property, Plant and Equipment	107
6.19	Future Plans, Strategies and Prospects	117
7.	INDEPENDENT MARKET RESEARCH REPORT	123
8.	INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT PERSONNEL	180
8.1	Promoters and Substantial Shareholders	180
8.2	Board of Directors	184
8.3	Audit, Nomination and Remuneration Committees	198
8.4	Key Management Personnel	200
8.5	Involvement of Executive Directors/Key Management Personnel In Other Businesses or Corporations	203
8.6	Declarations by Promoters, Directors and Key Management Personnel	205
8.7	Family Relationships and Associations	205
8.8	Benefits Paid or Intended to be Paid	205
8.9	Agreements with Directors and Key Management Personnel	206
8.10	Information on Employees	206
9.	APPROVALS AND CONDITIONS	208
9.1	Approvals from Relevant Authorities	208
9.2	Moratorium on Sale of Shares	211
10.	RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST	212
10.1	Existing and Proposed Related Party Transactions	212
10.2	Non-recurrent Related Party Transactions	216
10.3	Transactions that are Unusual in Nature or Conditions	216
10.4	Conflicts of Interests	217
10.5	Loans Made by Our Group to or for the Benefit of Related Parties	223
10.6	Declaration by Experts	226
11.	PROFORMA HISTORICAL FINANCIAL INFORMATION	228
11.1	Proforma Consolidated Statements of Comprehensive Income	228
11.2	Proforma Consolidated Statements of Financial Position	229
11.3	Proforma Consolidated Statements of Cash Flows	231
11.4	Reporting Accountants' Report on the Compilation of Proforma Consolidated Financial Information Included in a Prospectus	233

TABLE OF CONTENTS (Cont'd)

12.	MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION, RESULTS OF OPERATIONS AND PROSPECTS	283
12.1	Overview	283
12.2	Results of Operations	287
12.3	Capitalisation and Indebtedness	326
12.4	Order Book	327
12.5	Impact of Inflation	327
12.6	Government/Economic/Fiscal/Monetary Policies	327
12.7	Dividend Policy	327
13.	ACCOUNTANTS' REPORT	328
14.	DIRECTOR'S REPORT	739
15.	VALUATION CERTIFICATES	740
16.	ADDITIONAL INFORMATION	891
16.1	Share Capital	891
16.2	Articles of Association	891
16.3	Material Contracts	899
16.4	Material Litigation, Claims or Arbitration	901
16.5	Repatriation of Capital and Remittance of Profit	902
16.6	Public Take-Over Offers	902
16.7	Consents	903
16.8	Documents Available for Inspection	904
16.9	Responsibility Statement	904
17.	PROCEDURES FOR APPLICATION AND ACCEPTANCE	905
17.1	Opening and Closing of Application	905
17.2	Methods of Application	905
17.3	Procedures for Application	905
17.4	Applications using Application Forms	906
17.5	Applications using Electronic Share Application	910
17.6	Applications using Internet Share Application	916
17.7	Over/Under-Subscription	925
17.8	Applications and Acceptances	925
17.9	CDS Accounts	926
17.10	Notice of Allotment	927
17.11	List of ADAs	928

1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name/Designation	Address	Occupation	Nationality
Tan Sri Dato' Hashim bin Meon <i>Independent Non-Executive Chairman</i>	6, Jalan JED 7/5 Seksyen 7 40000 Shah Alam Selangor Darul Ehsan	Director	Malaysian
Tan Sri Dato' Lim Soon Peng <i>Group Managing Director</i>	17, Jalan Rebung 4 Ambang Botanic 41200 Klang Selangor Darul Ehsan	Director	Malaysian
Lim Poh Yit <i>Chief Operating Officer</i>	17, Jalan Rebung 4 Ambang Botanic 41200 Klang Selangor Darul Ehsan	Director	Malaysian
Lim Puay Fung <i>Executive Director</i>	17, Jalan Rebung 4 Ambang Botanic 41200 Klang Selangor Darul Ehsan	Director	Malaysian
YB Datuk Wan Ahmad Fauzi bin Hashim @ Wan Husain <i>Non-Independent Non-Executive Director</i>	1, Seri Hasymi Jalan 1/3L, Mutiara Bangi 43650 Bandar Baru Bangi Selangor Darul Ehsan	Director	Malaysian
Dato' Ch'ng Toh Eng <i>Independent Non-Executive Director</i>	1, Jalan Jeram Satu 8/22A Section 8 40000 Shah Alam Selangor Darul Ehsan	Director	Malaysian
Chin Kim Chung <i>Independent Non-Executive Director</i>	19, Jalan BU6/7, Bandar Utama 47800 Petaling Jaya Selangor Darul Ehsan	Director	Malaysian

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1. CORPORATE DIRECTORY (Cont'd)

AUDIT COMMITTEE

Name	Designation	Directorship
Chin Kim Chung	Chairman	Independent Non-Executive Director
Tan Sri Dato' Hashim bin Meon	Member	Independent Non-Executive Chairman
Dato' Ch'ng Toh Eng	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Tan Sri Dato' Hashim bin Meon	Chairman	Independent Non-Executive Chairman
YB Datuk Wan Ahmad Fauzi bin Hashim @ Wan Husain	Member	Non-Independent Non-Executive Director
Chin Kim Chung	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Dato' Ch'ng Toh Eng	Chairman	Independent Non-Executive Director
Tau Sri Dato' Lim Soon Peng	Member	Group Managing Director
Chin Kim Chung	Member	Independent Non-Executive Director

COMPANY SECRETARY

: Ireneaus Bay Nutt Soo (LS 002519)
 44, Jalan Gambus 14
 Taman Desawan
 41200 Klang
 Selangor Darul Ehsan

Yeoh Choug Keat (MIA 2736)
 4, Jalan 12/19
 46200 Petaling Jaya
 Selangor Darul Ehsan

Rebecca Leong Siew Kwan (MAICSA 7045547)
 No. 13, Jalan S3
 Taman Sakapp
 43000 Kajang
 Selangor Darul Ehsan

REGISTERED OFFICE

: Suite 11.1A, Level 11 Menara Weld
 76, Jalan Raja Chulan
 50200 Kuala Lumpur
 Tel: (603) 20311988
 Fax: (603) 20319788

HEAD OFFICE

: N-16-01, Penthouse, Level 16
 First Subang
 Jalan SS15/4G
 47500 Subang Jaya
 Selangor Darul Ehsan
 Tel: (603) 8022 9999
 Fax: (603) 8022 9888
 Website: www.titijaya.com.my

1. **CORPORATE DIRECTORY (Cont'd)**

REPORTING ACCOUNTANTS & AUDITORS	: Baker Tilly Monteiro Heng (AF 0117) Baker Tilly MH Tower Level 10, Tower 1, Avenue 5 Bangsar South City 59200 Kuala Lumpur Tel: (603) 2297 1000 Fax: (603) 2282 9980
SOLICITORS	: Azman Davidson & Co Suite 13.03, 13 th Floor Menara Tan & Tan 207, Jalan Tun Razak 50400 Kuala Lumpur Tel: (603) 2164 0200 Fax: (603) 2164 0280
INDEPENDENT MARKET RESEARCHER	: PA International Property Consultants (KL) Sdn Bhd (748916-W) 29A & 31A, Jalan 52/1 Petaling Jaya New Town 46200 Petaling Jaya Selangor Darul Ehsan Tel: (603) 7958 5933 Fax: (603) 7957 5933
INDEPENDENT PROPERTY VALUERS	: C H Williams Talhar & Wong Sdn Bhd (18149-U) 30-01, Level 30, Menara Multi-Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel: (603) 2616 8888 Fax: (603) 2616 8899 Rahim & Co Chartered Surveyors Sdn Bhd (69437-W) Level 17, Menara Uni-Asia 1008, Jalan Sultan Ismail 50250 Kuala Lumpur Tel: (603) 2691 9922 Fax: (603) 2691 9992 VPC Alliance (PJ) Sdn Bhd (479204-W) No. 6, 1 st Floor, Jalan SS26/4 Taman Mayang Jaya 47301 Petaling Jaya Selangor Darul Ehsan Tel: (603) 7880 0155 Fax: (603) 7880 0166
PRINCIPAL BANKERS (in alphabetical order)	: Alliance Bank Malaysia Berhad (88103-W) Level 3, Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel: (603) 2604 3333 Fax: (603) 2694 6727

1. CORPORATE DIRECTORY (Cont'd)

PRINCIPAL BANKERS <i>(in alphabetical order) (cont'd)</i>	<p>: HSBC Bank Malaysia Bhd (127776-V) No.2, Leboh Ampang 50100 Kuala Lumpur Tel : (603) 2070 0744 Fax : (603) 2070 1146</p> <p>: OCBC Bank (Malaysia) Berhad (295400-W) Menara OCBC 18, Jalan Tun Perak 50050 Kuala Lumpur Tel: (603) 2034 5034 Fax: (603) 2698 4363</p> <p>: United Overseas Bank (Malaysia) Behad (271809-K) 7th Floor, Menara UOB Jalan Raja Laut 50738 Kuala Lumpur Tel : (603) 2692 7722 Fax : (603) 2691 8418</p>
ISSUING HOUSE	<p>: 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 Tel: (603) 7841 8000 Fax: (603) 7841 8150</p>
SHARE REGISTRAR	<p>: Symphony Share Registrars Sdn Bhd (378993-D) Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Tel: (603) 7841 8000 Fax: (603) 7841 8151</p>
PRINCIPAL ADVISER, UNDERWRITER AND JOINT PLACEMENT AGENT	<p>: Alliance Investment Bank Berhad (21605-D) Level 3, Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel: (603) 2604 3333 Fax: (603) 2694 6200</p>
JOINT PLACEMENT AGENTS <i>(in alphabetical order)</i>	<p>: Kenanga Investment Bank Berhad (15678-H) 8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel: (603) 2164 9080 Fax: (603) 2713 7881</p>

1. **CORPORATE DIRECTORY** *(Cont'd)*

JOINT PLACEMENT AGENTS *(cont'd)* : RHB Investment Bank Berhad (19663-P)
(in alphabetical order)

Level 10, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Tel: (603) 9287 3888
Fax: (603) 9287 4770

LISTING SOUGHT : Main Market of Bursa Securities

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2. SUMMARY INFORMATION

THIS INFORMATION SUMMARY SETS OUT THE SALIENT INFORMATION CONTAINED IN THIS PROSPECTUS. YOU SHOULD READ AND UNDERSTAND THIS INFORMATION SUMMARY TOGETHER WITH THE FULL TEXT OF THIS PROSPECTUS BEFORE YOU DECIDE WHETHER TO INVEST IN OUR SHARES.

2.1 OUR HISTORY AND BUSINESS

Our history began with the incorporation of NPO Development in 1997. NPO Development was founded by our Group Managing Director and Promoter, Tan Sri Dato' Lim Soon Peng. NPO Land became a wholly-owned subsidiary of NPO Development in 2003. In 2005, Sendi Bangga became a wholly-owned subsidiary of NPO Development.

Tan Sri Dato' Lim Soon Peng began his journey in property development back in the 1980s, where he undertook the construction of holiday bungalows in Fraser's Hill and subsequently went on to develop the Silverpark Apartments in Fraser's Hill, Pahang Darul Makmur via a joint venture development with Malaysian General Investment Corporation Berhad. Through Titijaya (M) Sdn Bhd which is currently inactive, Tan Sri Dato' Lim Soon Peng undertook the development of Taman Bukit Cheras, Kuala Lumpur comprising double-storey terrace houses, and three-storey (3) and three and a half (3½)-storey shop offices in 1996.

Over the years, our business has grown under the leadership of Tan Sri Dato' Lim Soon Peng, who is the key driver of our success. This is also a result of culminated efforts and support from our directors and employees.

NPO Development undertook its first development in 2001 with the launch of the Mutiara Bukit Raja project comprising 298 units of double-storey terrace houses, residential lots and low-cost apartments in Klang, Selangor Darul Ehsan. The said project with a total GDV of RM55.47 million was completed in 2005. The development was a gated and guarded residential development which was planned to create an exclusive and secured living environment and value for its residents.

In 2004, we launched our first high rise development project, E-Tiara Serviced Apartments located in Subang Jaya, Selangor Darul Ehsan, comprising 315 units of serviced apartments and 24 retail lots. It is strategically located within walking distance from the Kerctapi Tanah Melayu Komuter Station, Carrefour (now known as AEON BIG) hypermarket and Subang Parade in Subang Jaya, Selangor Darul Ehsan. The total GDV of the project was RM65.85 million and was completed in 2007. A majority of the units were sold within six (6) months from the launch, marking a successful beginning for our Group's venture into high rise development and paving the way for other high rise development in the following years.

In 2004, we also launched the sale of 221 units of shop offices which form part of Klang Sentral Commercial Centre located in Klang, Selangor Darul Ehsan with a total GDV of RM181.19 million. The said project was completed in 2009. The project is strategically located opposite Setia Alam township and two (2) major hypermarkets, namely Tesco and Giant located within the vicinity. The development is accessible via the New Klang Valley Expressway-Meru Link.

In 2005, we launched our second high rise development project, Casa Tiara Serviced Suites located in Subang Jaya, Selangor Darul Ehsan comprising 679 units of serviced apartments and 42 retail lots. This development is located next to E-Tiara Serviced Apartments. The total GDV of the project was RM175.51 million and was completed in 2008. During 2005, we also launched Tiara Square Business Centre project in UEP Subang Jaya (USJ), Selangor Darul Ehsan comprising a commercial development of 94 units of two (2)-storey and three (3)-storey shop offices. The said project, with a total GDV of RM59.86 million was completed in 2008.

2. SUMMARY INFORMATION (Cont'd)

We are of the view that the success of our past projects has helped bolster the demand for our on-going developments. A mixed commercial development of office suites and retail lots, named First Subang, with a total GDV of RM182.35 million, was launched in 2007. The project is strategically located in the business centre of Subang Jaya, Selangor Darul Ehsan. The said project was completed in 2011 with the obtaining of the CCC for the said property. The development was awarded the Highly Commended Office Development Malaysia by the International Property Awards in association with Bloomberg Television in 2011.

We also pride ourselves upon One SOHO (formerly known as Subang SOHO), the RM117.37 million commercial development project comprising SoHo suites and retail shops. The development, which was launched in 2008, won the Silver Award for the Residential Interior Category of the MSID Interior Design Awards in 2008. It was also awarded the Best Mixed Use Development, Malaysia at the Bloomberg Television Asia Pacific International Property Award in 2010.

In 2009, we launched Subang Parkhomes (Phase 1), our first low rise and low density condominiums located off the most western tip of Jalan Kemajuan Subang, which links Subang Jaya to the Federal Highway as well as Temasya Industrial Park, Shah Alam. The total GDV of Subang Parkhomes (Phase 1) was RM263.53 million and the project was completed in 2013. The development was awarded the Highly Commended Apartment Malaysia by the International Property Awards in association with Bloomberg Television in 2011.

As at the LPD, we are undertaking the following projects:

- (i) Subang Parkhomes (Phase 2) development in Subang Jaya, Selangor Darul Ehsan comprising low rise and low density condominiums with an estimated GDV of RM168.08 million;
- (ii) Seri Alam Industrial Park (Phase 1 and Phase 2) development in Klang, Selangor Darul Ehsan comprising vacant land plots for construction of individual light industrial factory units which has an estimated GDV of RM218.40 million;
- (iii) Zone Innovation Park @ Sungai Kapar Indah development in Klang, Selangor Darul Ehsan comprising semi-detached factories with an estimated GDV of RM159.51 million;
- (iv) The Galleria development in Klang Sentral, Selangor Darul Ehsan comprising three (3)-storey shop offices with an estimated GDV of RM137.36 million; and
- (v) 3Elements (Phase 1, 3, 4 and 5) development in Bandar Putra Permai, Seri Kembangan, Selangor Darul Ehsan comprising shop offices, SoFo suites, serviced apartments and retail lots with an estimated GDV of RM399.28 million.

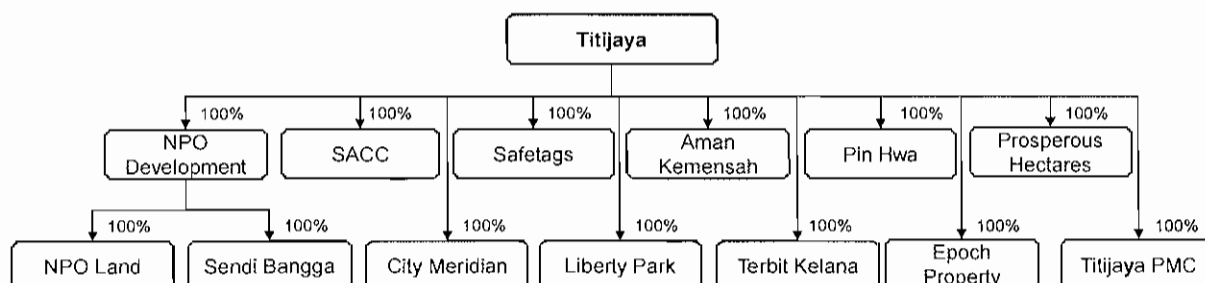
Further details of our completed, on-going and future projects are set out in Section 6.2 of this Prospectus.

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2. SUMMARY INFORMATION (Cont'd)

Our Company completed the Acquisitions on 29 March 2013. In addition, our Company had, on 4 June 2013, 8 July 2013 and 9 July 2013 acquired the entire issued and paid-up share capital in Epoch Property, Prosperous Hectares and Titijaya PMC respectively. Details on the Acquisitions are set out in Section 5.4.1 of this Prospectus while details on the Acquisition of Epoch Property, Acquisition of Prosperous Hectares and Acquisition of Titijaya PMC are set out in Section 16.3 of this Prospectus.

As at the LPD, our Group structure is as follows:



We have completed the development of more than 3,000 units of properties with a total GDV of approximately RM1.14 billion since 2001 up to the LPD.

Further details of our history and our Group are set out in Section 5 of this Prospectus.

2.2 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT PERSONNEL

Our Promoters, substantial shareholders, directors and key management personnel are as follows:

Name	Designation
<u>Promoters and Substantial Shareholders</u>	
TGSB	-
Tan Sri Dato' Lim Soon Peng	Group Managing Director
Lim Poh Yit	Chief Operating Officer
Lim Puay Fung	Executive Director
<u>Directors</u>	
Tan Sri Dato' Hashim bin Meon	Independent Non-Executive Chairman
Tan Sri Dato' Lim Soon Peng	Group Managing Director
Lim Poh Yit	Chief Operating Officer
Lim Puay Fung	Executive Director
Dato' Ch'ng Toh Eng	Independent Non-Executive Director
YB Datuk Wan Ahmad Fauzi bin Hashim @ Wan Husain	Non-Independent Non-Executive Director
Chin Kim Chung	Independent Non-Executive Director
<u>Key Management Personnel</u>	
Wong Chow Won	Group Financial Controller
Wong Chiew Meng	General Manager of Property Development & Project
Ng Che Chin	Contract Manager of Property Development & Project

2. SUMMARY INFORMATION (Cont'd)**2.3 SUMMARY OF OUR PUBLIC ISSUE**

Size of our Public Issue : 81,705,000 new Titijaya Shares, representing approximately 24.03% of our Company's enlarged issued and paid-up share capital of 340,000,000 Shares which are reserved for the application by the Public, eligible Directors, employees and persons who have contributed to the success of our Group, Bumiputera investors and selected investors, of which at least 50% of the Public Tranche (as defined in Section 3.1.1(i) of this Prospectus) will be to the extent possible allocated to Bumiputera individuals, companies, societies, co-operatives and institutions

Size of our Offer for Sale : Up to 49,500,000 Titijaya Shares, representing approximately up to 14.56% of our Company's enlarged issued and paid-up share capital of 340,000,000 Shares to be offered for sale by the Offeror to selected investors

IPO Price : RM1.50 per IPO Share

Utilisation of proceeds from the Public Issue : The gross proceeds from the Public Issue amounting to RM122.56 million is intended to be utilised in the following manner:

Purpose	RM'000	%
Working capital	49,458	40.35
Repayment of bank borrowings	15,000	12.24
Repayment of advances from the previous shareholders of Epoch Property	24,300	19.83
Purchase of land bank	30,000	24.48
Estimated listing expenses	3,800	3.10
Total gross proceeds	122,558	100.00

Total enlarged issued and paid-up share capital after Listing : RM220,000,000 comprising 340,000,000 Titijaya Shares and 100,000,000 Titijaya RCPS

Market capitalisation upon Listing : RM510,000,000

Further details of our IPO and utilisation of proceeds from our Public Issue are set out in Sections 3.1 and 3.6 respectively of this Prospectus.

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2. SUMMARY INFORMATION (Cont'd)

2.4 FINANCIAL HIGHLIGHTS

2.4.1 Proforma Consolidated Statements of Comprehensive Income

The following table sets out our proforma consolidated statements of comprehensive income for the five (5) FYE 30 June 2009 to FYE 30 June 2013 which have been prepared for illustrative purposes only based on the assumption that our current Group structure has been in existence throughout the financial years under review.

You should read the summary of the proforma consolidated financial statements of comprehensive income presented below together with the management's discussion and analysis of financial condition and results of operations as set out in Section 12 of this Prospectus, the Reporting Accountants' Report on the Compilation of Proforma Consolidated Financial Information Included in a Prospectus as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	Proforma				
	Audited				
	FYE 30 June				
	2009	2010	2011	2012	2013
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	151,112	101,831	137,182	118,252	193,766
Cost of sales	(126,290)	(72,445)	(93,500)	(71,650)	(100,391)
Gross profit	24,822	29,386	43,682	46,602	93,375
Other income	2,088	16,312	3,686	13,364	2,032
Selling and distribution expenses	(3,064)	(2,229)	(3,206)	(7,395)	(10,714)
Administrative expenses	(4,006)	(3,998)	(4,626)	(6,137)	(7,922)
Other expenses	(1,344)	(1,940)	(5,393)	(2,581)	(4,433)
Operating profit	18,496	37,531	34,143	43,853	72,338
Finance costs	(483)	(4,725)	(3,554)	(632)	(1,306)
PBT	18,013	32,806	30,589	43,221	71,032
Taxation	(4,600)	(5,610)	(8,065)	(9,081)	(18,836)
PAT	13,413	27,196	22,524	34,140	52,196
EBITDA	18,159	33,907	33,907	43,469	71,518
Effective tax rate (%)	25.54	17.10	26.37	21.01	26.52
GP margin (%)	16.43	28.86	31.84	39.41	48.19
PBT margin (%)	11.92	32.22	22.30	36.55	36.66
PAT margin (%)	8.88	26.71	16.42	28.87	26.94
Number of ordinary shares of RM0.50 each assumed to be in issue ('000) *	258,295	258,295	258,295	258,295	258,295
Gross EPS (RM) **	0.07	0.13	0.12	0.17	0.28
Net EPS (RM) ***	0.05	0.11	0.09	0.13	0.20
Diluted EPS (RM) @	0.05	0.09	0.08	0.12	0.18

Notes:

* Based on the number of Shares in issue after the Acquisitions but before our Public Issue.

** The gross EPS is computed based on the consolidated PBT divided by the number of Shares in issue after the Acquisitions but before our Public Issue.

*** The net EPS is computed based on the consolidated PAT divided by the number of Shares in issue after the Acquisitions but before our Public Issue.

@ The diluted EPS is computed based on the consolidated PAT divided by the number of Shares in issue after the Acquisitions but before our public issue and assume the full conversion of the RCPS.

2. SUMMARY INFORMATION (Cont'd)

2.4.2 Proforma Consolidated Statements of Financial Position

Our proforma consolidated statements of financial position have been prepared for illustrative purpose only based on our audited consolidated statements of financial position as at 30 June 2013 and have been prepared on the assumption that the Listing had been effected as at that date.

We advise you to read the proforma consolidated statements of financial position presented below together with the notes and assumptions included in the Reporting Accountants' Report on the Compilation of Proforma Consolidated Financial Information Included in a Prospectus as set out in Section 11.4 of this Prospectus.

	Audited Consolidated Statement of Financial Position as at 30 June 2013 RM'000	Proforma I After the Acquisition of Titijaya PMC, Acquisition of Prosperous Hectares and Completion of the Acquisition of Epoch Property Land RM'000	Proforma II After Proforma I and the Public Issue RM'000	Proforma III After Proforma II and the Utilisation of Proceeds RM'000	Proforma IV After Proforma III and Assuming Full Conversion of RCPS RM'000
ASSETS					
Non-current Assets					
Property, plant and equipment	4,327	4,327	4,327	4,327	4,327
Investment properties	76,506	76,506	76,506	76,506	76,506
Land held for property development	165,145	286,678	286,678	316,678	316,678
Other investments	5	5	5	5	5
Goodwill on consolidation	1,596	1,601	1,601	1,601	1,601
Total Non-current Assets	247,579	369,117	369,117	399,117	399,117
Current Assets					
Property development costs	158,708	158,708	158,708	158,708	158,708
Inventories	14,146	14,146	14,146	14,146	14,146
Trade and other receivables	61,903	32,309	32,309	32,309	32,309
Accrued billings in respect of property development costs	78,807	78,807	78,807	78,807	78,807
Tax recoverable	2,589	2,589	2,589	2,589	2,589
Fixed deposits with licensed banks	3,698	3,698	3,698	3,698	3,698
Cash and bank balances	26,435	17,596	140,154	67,054	67,054
Total Current Assets	346,286	307,853	430,411	357,311	357,311
Total Assets	593,865	676,970	799,528	756,428	756,428
EQUITY AND LIABILITIES					
Equity Attributable to Owners of Titijaya					
Share capital	129,148	129,148	170,000	170,000	186,667
Share premium	-	-	81,706	79,256	112,589
RCPS – equity component	12,388	12,388	12,388	12,388	-
Reserve arising from reverse acquisition	(47,426)	(47,426)	(47,426)	(47,426)	(47,426)
Retained earnings	107,013	107,013	107,013	105,663	105,663
Total Equity	201,123	201,123	323,681	319,881	357,493
Non-current Liabilities					
Hire purchase payables	313	313	313	313	313
Bank borrowings	43,915	127,015	127,015	127,015	127,015
RCPS – liability component	33,483	33,483	33,483	33,483	-
Deferred tax	39,499	39,499	39,499	39,499	35,370
Total Non-current Liabilities	117,210	200,310	200,310	200,310	162,698

2. SUMMARY INFORMATION (Cont'd)

	Audited Consolidated Statement of Financial Position as at 30 June 2013 RM'000	Proforma I After the Acquisition of Titijaya PMC, Acquisition of Prosperous Hectares and Completion of the Acquisition of Epoch Property Land RM'000	Proforma II After Proforma I and the Public Issue RM'000	Proforma III After Proforma II and the Utilisation of Proceeds RM'000	Proforma IV After Proforma III and Assuming Full Conversion of RCPS RM'000
Current Liabilities					
Trade and other payables	150,818	150,823	150,823	126,523	126,523
Progress billings in respect of property development costs	89,460	89,460	89,460	89,460	89,460
Hire purchase payables	158	158	158	158	158
Bank borrowings	29,339	29,339	29,339	14,339	14,339
Current tax payable	5,757	5,757	5,757	5,757	5,757
Total Current Liabilities	275,532	275,537	275,537	236,237	236,237
Total Liabilities	392,742	475,847	475,847	436,547	398,935
Total Equity and Liabilities	593,865	676,970	799,528	756,428	756,428
Number of ordinary shares assumed to be in issue of RM0.50 each ('000)	258,295	258,295	340,000	340,000	373,333
NA per ordinary share (RM)	0.78	0.78	0.95	0.94	0.96
NTA per ordinary share (RM)	0.77	0.77	0.95	0.94	0.95

2.5 DIVIDEND POLICY

Upon Listing, our Board intends to adopt a stable and sustainable dividend policy to allow our shareholders to participate in the profits of our Group whilst maintaining an optimal capital structure and ensuring sufficient funds for our future growth. In this regard, we envisage a dividend payout ratio of up to 30% of our future net profits to our shareholders in each financial year. Investors should take note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect of our Company's future dividends, which are subject to our Board's absolute discretion.

Our Board will consider the following factors that they currently intend to apply when recommending dividends for approval by our shareholders or when declaring any interim dividends:

- (i) The level of cash and level of indebtedness;
- (ii) Required and expected interest expense, cash flow, our profits and return on equity and retained earnings;
- (iii) Our expected results of operations and future level of operations; and
- (iv) Our projected levels of capital expenditure and other investment plans.

As our Company is a holding company, our income and therefore, our ability to pay dividends is dependent upon the dividends and other distributions by our subsidiary companies which are subject to the above factors. There can be no assurance as to whether dividend distribution will occur as intended, the amount of dividend payment or timing of such payment.

Details of our dividend policy are also set out in Section 12.7 of this Prospectus.

2. SUMMARY INFORMATION (Cont'd)**2.6 RISK FACTORS**

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risks and investment considerations as set out in Section 4 of this Prospectus (which may not be exhaustive), and are summarised below:

Risks relating to our business and the industry in which we operate:

- Delay in completion of projects;
- Scarcity of land in prime locations;
- Property development land conversion;
- Government policies, legislations and regulations;
- Political and economic conditions in Malaysia;
- Performance of the Malaysian property market;
- Property overhang;
- Dependence on key personnel;
- Dependence on third party contractors and consultants;
- Dependence on supply of foreign workers;
- Competition from other developers;
- Claims during the defect liability period;
- Fluctuation in raw material prices;
- Exposure to fluctuation in interest rates;
- Covenants on bank borrowings;
- Adequacy of insurance coverage and timely claims;
- Material litigation, claims or arbitration proceedings; and
- Adoption of IC Interpretation 15: Agreements for the Construction of Real Estate by the Malaysian Accounting Standards Board.

Risks relating to investment in our Shares:

- Delay or abortion of our listing;
- Risk of failure of redemption of the RCPS;
- Risk of dilution upon conversion of RCPS;
- No prior market for our Shares and possible volatility of our share price;
- Control by Promoters;
- Dividend payments; and
- Risk of additional funding.

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3. PARTICULARS OF OUR IPO

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY BEFORE APPLYING FOR OUR IPO SHARES.

3.1 OUR IPO

3.1.1 Public Issue

Our Public Issue is subject to the terms and conditions of this Prospectus, and upon acceptance, will be allocated the aggregate of 81,705,000 new Shares in the manner explained below which is subject to clawback and reallocation:

(i) Public ("Public Tranche")

17,000,000 Public Issue Shares, representing 5.00% of our enlarged issued and paid-up share capital of 340,000,000 Shares, will be available for application by the Public, of which at least 50% shall be set aside for Bumiputera investors including individuals, companies, societies, co-operatives and institutions.

Any Public Issue Shares reserved under the Public Tranche which are not fully subscribed for by the Public will be made available for subscription by our eligible Directors, employees and persons who have contributed to the success of our Group under the Pink Form Tranche as described in Section 3.1.1(ii) below. Any remaining Public Issue Shares will subsequently be made available for subscription by our selected investors under the Placement Tranche and the Offer for Sale as described in Sections 3.1.1(iv) and 3.1.2 below and, if undersubscribed, such Public Issue Shares will be subscribed by our Underwriter based on the terms of the Underwriting Agreement.

(ii) Our Eligible Directors, Employees and Persons who have Contributed to the Success of our Group ("Pink Form Tranche")

In recognition of their contributions to the success of our Group, we have reserved 6,000,000 Public Issue Shares, representing approximately 1.76% of our enlarged issued and paid-up share capital of 340,000,000 Shares, for subscription by our eligible Directors, employees and persons who have contributed to the success of our Group.

We will allocate the Public Issue Shares to our eligible Directors, employees and persons who have contributed to the success of our Group in the following manner:

Eligibility	No. of Eligible Persons	No. of Shares Allocated '000
Our eligible Directors ⁽¹⁾	5	1,330
Our eligible employees ⁽²⁾	34	1,065
Eligible persons who have contributed to the success of our Group ⁽³⁾	45	3,605
Total	84	6,000

3. PARTICULARS OF OUR IPO (Cont'd)**Notes:**

- (1) *As approved by our Board, the criteria for allocation to our eligible Directors are based on, amongst others, their position in our Group. The Public Issue Shares under the Pink Form Tranche to be allocated to our eligible Directors are as follows:*

<i>Name</i>	<i>Designation</i>	<i>No. of Shares Allocated</i>
<i>Tan Sri Dato' Lim Soon Peng</i>	<i>Group Managing Director</i>	<i>280,000</i>
<i>Lim Poh Yit</i>	<i>Chief Operating Officer</i>	<i>355,000</i>
<i>Lim Puay Fung</i>	<i>Executive Director</i>	<i>245,000</i>
<i>Dato' Ch'ng Toh Eng</i>	<i>Independent Non-Executive Director</i>	<i>250,000</i>
<i>Chin Kim Chung</i>	<i>Independent Non-Executive Director</i>	<i>200,000</i>
		<i>1,330,000</i>

- (2) *As approved by our Board, the criteria for allocation to our eligible employees are based on, amongst others, seniority, length of service, category of employee and job performance in our Group.*
- (3) *The criteria for allocation to eligible persons who have contributed to the success and growth of our Group, based on amongst others, length of relationship, contribution and support to the growth of our Group.*

The Public Issue Shares reserved under the Pink Form Tranche are subject to the eligible Directors, employees and eligible persons who have contributed to the success of our Group subscribing to their respective allocations. Any Public Issue Shares reserved under the Pink Form Tranche not subscribed will be re-offered to other eligible Directors, employees and persons who have contributed to the success of our Group. The Public Issue Shares reserved under the Pink Form Tranche are not underwritten as written irrevocable undertakings to subscribe for these Public Issue Shares have been procured from the respective eligible Directors, employees and persons who have contributed to the success of our Group.

(iii) Bumiputera Investors Approved by MITI ("MITI Tranche")

34,000,000 Public Issue Shares, representing 10.00% of our enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for Bumiputera investors approved by the MITI.

The Public Issue Shares for placement to Bumiputera investors approved by the MITI shall be subject to the following reallocation provisions:

- (a) Any of the Public Issue Shares not subscribed by the Bumiputera investors under the MITI Tranche shall be made available for application by the Bumiputera public who are applicants under the Public Tranche;

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

- (b) If there are insufficient Bumiputera public applicants under the Public Tranche for reallocation of unsubscribed Public Issue Shares pursuant to paragraph (a) above, such unsubscribed Public Issue Shares shall be made available for the application by the Public; and
- (c) Subsequently, any unsubscribed Public Issue Shares by the Public pursuant to paragraph (b) above will be made available for subscription by our selected investors and/or our eligible directors, employees and persons who have contributed to the success of our Group.

(iv) Selected Investors via Placement ("Placement Tranche")

24,705,000 Public Issue Shares, representing approximately 7.27% of our Company's enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for placement to selected investors.

The Public Issue Shares reserved under the Placement Tranche are not underwritten as written irrevocable undertakings to subscribe for these Public Issue Shares have been procured from the respective selected investors.

The basis of allocation for our Public Issue Shares takes into account the desirability of distributing the Public Issue Shares to a reasonable number of applicants with a view of broadening our shareholders base to meet the public spread requirements as per the Listing Requirements and to establish a liquid and adequate market for our Shares.

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

The salient terms of the Underwriting Agreement are set out in Section 3.9 of this Prospectus.

3.1.2 Offer for Sale

Concurrent with our Public Issue, the Offeror will offer for sale up to 49,500,000 Offer Shares, representing approximately up to 14.56% of our enlarged issued and paid-up share capital of 340,000,000 Shares to selected investors, identified by us, the Offeror or our Joint Placement Agents.

The Offer for Sale Shares are not underwritten by our Underwriter as written irrevocable undertakings to subscribe for these Offer for Sale Shares have been procured from the respective selected investors.

3.1.3 Listing on Bursa Securities

Bursa Securities had on 24 July 2013, approved the admission of our Company to its Official List and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM170,000,000 comprising 340,000,000 Shares on the Main Market of Bursa Securities. Bursa Securities had vide the same letter, approved the listing of the new Shares to be issued upon conversion of the unlisted RCPS.

3. PARTICULARS OF OUR IPO (Cont'd)

The details and shareholding of the Offeror in our Shares before and after the Offer for Sale are as follows:

Offeror/ Address	Relationship with our Group	< ---- Before IPO ---- >		<----- Offer for Sale of Shares ----->		< -----After IPO ----->	
		No. of Shares held	% held*	No. of Shares held	% held^	No. of Shares held	% held^
TGSB/ No. 52A, Lebu Enggang, 41150 Klang, Selangor Darul Ehsan	Promoter and substantial shareholder	238,295,000	100.00	49,500,000	19.16	208,795,000	61.41

Notes:

- * Based on our issued and paid-up share capital of 238,295,000 Shares after the Acquisitions but before the IPO.
^ Based on our enlarged issued and paid-up share capital of 340,000,000 Shares after the Acquisitions and the IPO.

The details and RCPS holding of the Offeror before and after the Offer for Sale are as follows:

Offeror/ Address	Relationship with our Group	< ---- Before IPO ---- >		<----- Offer for Sale of Shares ----->		< -----After IPO ----->	
		No. of RCPS held	% held*	No. of RCPS held	% held^	No. of RCPS held	% held^
TGSB/ No. 52A, Lebu Enggang, 41150 Klang, Selangor Darul Ehsan	Promoter and substantial shareholder	100,000,000	100.00	-	-	100,000,000	100.00

Notes:

- * Based on our issued and paid-up share capital of 100,000,000 RCPS after the Acquisitions but before the IPO.
^ Based on our enlarged issued and paid-up share capital of 100,000,000 RCPS after the Acquisitions and the IPO.

3. PARTICULARS OF OUR IPO (Cont'd)

3.2 SHARE CAPITAL

	Number of RCPS	Number of Shares	Share Capital (RM)
<i>Authorised share capital</i>	100,000,000	500,000,000	300,000,000
<i>Issued and fully paid-up share capital as at the date of this Prospectus</i>	100,000,000	258,295,000	179,147,500
<i>To be issued and credited as fully paid-up pursuant to our Public Issue</i>	-	81,705,000	40,852,500
<i>Enlarged share capital</i>	100,000,000	340,000,000	220,000,000
<i>Existing Shares to be offered for sale</i>	-	49,500,000	24,750,000
<i>IPO price (RM)</i>			1.50
<i>Market capitalisation upon listing ⁽¹⁾</i>			510,000,000

Note:

(1) Based on the IPO price multiply by the number of enlarged issued and paid up Shares.

We have two (2) classes of shares in our Company, namely the Shares, all of which rank *pari passu* with the existing Shares; and the RCPS, all of which rank *pari passu* with the existing RCPS. Our Public Issue Shares will upon allotment rank *pari passu* in all respects with our existing Shares, including voting rights and the rights to all dividends and other distributions that may be declared subsequent to the date of allotment thereof.

The new Shares to be issued arising from the conversion of the RCPS shall, upon allotment and issue, rank *pari passu* in all respect with the then existing issued Shares, except that the new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new Shares.

Subject to any special rights attached to any shares which we may issue in the future, our shareholders shall, in proportion to the capital paid-up on the shares held by them, be entitled to share in the whole of the distributable profits paid out by us as dividends and other distributions, and in the event of our liquidation, our shareholders shall be entitled to any surplus in proportion to the capital paid-up at the commencement of the liquidation, in accordance with our Articles of Association and the provisions of the Act.

Each shareholder is entitled to vote at our general meetings in person or by proxy or by attorney and on a show of hands, every person present who is a shareholder or authorised representative or proxy or attorney of a shareholder shall have one (1) vote, and on a poll, every shareholder present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share held. A proxy may but need not be a member of our Company or a qualified legal practitioner or an approved company auditor or a person approved by CCM and the provisions of Section 149(1) of the Act shall not apply to our Company.

Please refer to Section 3.10 of this Prospectus for the salient terms of the RCPS, including their voting rights.

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

3.3 PURPOSES OF OUR IPO AND LISTING

The purposes of our IPO and Listing are:

- (i) to enable us to gain access to the capital market to raise funds for our future expansion and growth when the need arises in the future, through other forms of capital raising avenues;
- (ii) to provide an opportunity for investors and institutions to participate in the continuing growth of our Group; and
- (iii) to enhance our stature and heighten our public profile as well as increase market awareness of our products and services so as to assist us in expanding our customer base.

3.4 PRICING OF OUR IPO SHARES

The IPO Price was determined and agreed upon by our Directors, Promoters, Offeror and Alliance as our Principal Adviser, Underwriter and Joint Placement Agent, after taking into account the following factors:

- (i) A net PE multiple of 7.50 times based on our Group's proforma net EPS of approximately RM0.20 (computed based on our Group's proforma PAT of approximately RM52.20 million for the FYE 30 June 2013 and our issued and paid-up share capital of 258,295,000 Shares before our Public Issue). In addition, the PE multiple will be 8.33 times if it is calculated based on our Group's pro forma diluted EPS of approximately RM0.18 (computed based on our Group's pro forma PAT of approximately RM52.20 million for the FYE 30 June 2013 and our issued and paid-up share capital of 291,628,333 Shares before our Public Issue but assuming the full conversion of the RCPS);
- (ii) Our proforma consolidated NA per share of approximately RM0.78 per Share, computed based on our Group's proforma NA of approximately RM201.12 million as at 30 June 2013 and our issued and paid-up share capital of 258,295,000 Shares before our Public Issue;
- (iii) The future plans, strategies and prospects of our Group which include expansion of our land bank within Malaysia and continuous strengthening of our position within the Klang Valley. We are continuously looking out for opportunities to expand and grow our property development activities within Malaysia to further enhance our Group's presence and in order to sustain revenue and profits. In addition, we intend to leverage on the track record of our completed and on-going development projects to undertake future development projects in order to enhance our reputation and strengthen our position within the Klang Valley. Please refer to Section 6.19 of this Prospectus for further details of our future plans, strategies and prospects;
- (iv) The outlook of the property development industry in Malaysia. The volume and value of property transaction changing hands in the Malaysian property market has been experiencing an increase between the years of 2002 to 2012, of which Selangor contributed 34.47% to the national value of transactions in 2012. In addition, our Group's land bank is currently concentrated in Selangor, whereby Selangor is having a larger proportion of income-earning population. This bodes well for our Group as this population group is deemed as potential property buyers generating high demand for properties. Please refer to Sections 6.19.3 and 7 of this Prospectus for further details of the outlook of the property development industry;
- (v) Our competitive strengths, as set out in Section 6.3 of this Prospectus, such as strategically located land bank, established track record, market reputation and strong customer base as well as diversified property development projects; and

3. PARTICULARS OF OUR IPO (Cont'd)

- (vi) The market conditions and market valuations of comparables companies listed under the Property Sector of Bursa Securities, which were selected based on the type of projects and the location of the projects undertaken. The comparable companies had PE multiples ranging from 5.70 times to 12.17 times and an average PE multiples of 9.18 times during the period of the pricing of our IPO Shares. Hence, our IPO price has been determined at a PE multiple (of 7.50 times if based on net EPS and 8.33 times if based on diluted EPS) which is lower than the average PE multiple of the comparable companies of 9.18 times. We wish to highlight that the comparisons to the comparable companies is only to give an indication of market expectations and the comparable companies may not be directly comparable to our Company due to various factors which include, amongst others, marketability and liquidity of shares, scale and composition of business, profit track record, management strength, risk profile, financial strength and future prospects.

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties, which may affect the price of our Shares being traded. You should bear in mind the risk factors as set out in Section 4 of this Prospectus and form your own views on the valuation of our IPO Shares before deciding on whether to invest in our Shares.

3.5 DILUTION

Dilution is the amount by which the IPO Price to be paid by applicants for our IPO Shares exceeds our NA per share after the Public Issue as follows:

	RM
IPO Price	1.50
Proforma consolidated NA per share as at 30 June 2013 before our IPO	0.78
Increase in proforma consolidated NA per share contributed by new investors	0.16
Proforma consolidated NA per share after our IPO (after adjusting the effect of the utilisation of proceeds)	0.94
Dilution in the proforma consolidated NA per share to new investors	0.56
Dilution in the proforma consolidated NA per share as a percentage of the IPO Price	37.33%

The following table summarises the total number of Shares acquired by our Directors, substantial shareholders, key management personnel or persons connected to them during the past three (3) years prior to the date of this Prospectus and the average cost per Share to them and to the new investors who subscribe for our IPO Shares pursuant to the IPO:

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3. PARTICULARS OF OUR IPO (Cont'd)

Directors, Substantial Shareholders, Key Management Personnel or Persons Connected to Them	No. of Shares Before IPO	No. of Shares From IPO [^]	Total Consideration RM	Average Cost Per Share RM
<u>Directors, Substantial Shareholders and Key Management Personnel</u>				
Tan Sri Dato' Lim Soon Peng	-	280,000	420,000	1.50
Lim Poh Yit	-	355,000	532,500	1.50
Lim Puay Fung	-	245,000	367,500	1.50
<u>Other Substantial Shareholder</u>				
<u>TGSB</u>	258,295,000	-	129,147,500	0.50
<u>Other Directors</u>				
Tan Sri Dato' Hashim bin Meon	-	-	-	-
YB Datuk Wan Ahmad Fauzi bin Hashim @ Wan Husain	-	-	-	-
Dato' Ch'ng Toh Eng	-	250,000	375,000	1.50
Chin Kim Chung	-	200,000	300,000	1.50
<u>Other Key Management Personnel</u>				
Wong Chow Won	-	66,000	99,000	1.50
Wong Chiew Meng	-	45,000	67,500	1.50
Ng Che Chin	-	50,000	75,000	1.50
<u>New investors</u>				
Public Issue	-	80,214,000	120,321,000	1.50
Offer for Sale	-	49,500,000	74,250,000	1.50

Note:

[^] Assuming full subscription of his/her Pink Form Tranche allocation.

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3. PARTICULARS OF OUR IPO (Cont'd)

3.6 USE OF PROCEEDS

Our Company will not receive any proceeds from the Offer for Sale. The gross proceeds from the Offer for Sale amounting up to RM74.25 million will accrue entirely to the Offeror, and the Offeror shall bear all expenses such as brokerage, stamp duty, registration and share transfer fees relating to the Offer Shares.

Based on the IPO Price, gross proceeds of RM122.56 million will be raised from our Public Issue. The proceeds shall accrue entirely to our Company and are intended to be utilised in the following manner:

	Purposes	RM'000	%	Estimated Timeframe for use (from the Listing Date)
(i)	Working capital*	49,458	40.35	Within 12 months
(ii)	Repayment of bank borrowings	15,000	12.24	Within 6 months
(iii)	Repayment of advances from the previous shareholders of Epoch Property	24,300	19.83	Within 6 months
(iv)	Purchase of land bank	30,000	24.48	Within 18 months
(v)	Estimated listing expenses*	3,800	3.10	Within 3 months
	Total gross proceeds	122,558	100.00	

Note:

* If the actual listing expenses are higher than budgeted, the deficit will be funded out of the portion allocated for working capital. Conversely, if the actual listing expenses are lower than budgeted, the excess will be utilised for working capital purposes.

Brief details on the utilisation of proceeds are as follows:

(i) Working capital

Our requirement for working capital will increase in tandem with our future plans. Therefore, we expect to utilise approximately RM49.46 million of the proceeds raised as additional working capital to finance our day-to-day operations, including the following:

	Purposes	RM'000
(i)	Payment of:	
	- third-party contractors, land conversion premium and ancillary costs	33,500
	- consultants	958
	- other creditors	10,000
(ii)	staff costs	1,500
(iii)	advertising and promotional activities	1,500
(iv)	sales commission	2,000
	Total	49,458

(ii) Repayment of bank borrowings

We intend to utilise RM15.00 million from the proceeds arising from the Public Issue to pare down our Group's bank borrowings. As at FYE 30 June 2013, our Group's total proforma interest bearing borrowings amounted to approximately RM156.83 million after taking into consideration the Completion of the Acquisition of Epoch Property Land but before the utilisation of proceeds from our Public Issue, further details of which are set out in Section 12.3 of this Prospectus.

3. PARTICULARS OF OUR IPO (Cont'd)

The details of our Group's bank borrowings to be reduced are as follows:

No.	Interest Rates	Maturity of Facility	Purpose	Amount to be Repaid RM'000
(i)	Base financing rate + 1.5%	12 June 2014	Working capital purposes	6,000
(ii)	Base lending rate + 1.75%	Repayable on demand	Working capital purposes	5,000
(iii)	Base lending rate + 1.75%	17 November 2024	Working capital purposes	4,000

Such borrowings have been utilised to finance our Group's working capital which include, amongst others payment to third party contractors for services rendered to our Group and progressive development of our Group's property development projects.

Please refer to Section 3.7 of this Prospectus for the financial impact of the repayment of the abovementioned borrowings.

(iii) Repayment of advances from the previous shareholders of Epoch Property

Our Company had, on 7 May 2013, entered into a share sale agreement with Ang Lin Chu and Lim Kian Choon ("Epoch Property Vendors") to acquire from them the entire issued and paid-up share capital in Epoch Property. Please refer to Section 16.3 of this Prospectus for further details on the share sale agreement. The Acquisition of Epoch Property by our Company was completed on 4 June 2013.

Prior to the above share sale agreement, Epoch Property had, on 30 August 2012, entered into a sales and purchase agreement with Global Corporate Creations Sdn Bhd to acquire the Epoch Property Land for a purchase consideration of approximately RM121.53 million. Please refer to Section 6.18.1 of this Prospectus for further details on the said property.

Epoch Property had paid approximately RM24.30 million for the Epoch Property Land via advances from the Epoch Property Vendors prior to the completion of the Acquisition of Epoch Property by our Company. Subsequent to the completion of the Acquisition of Epoch Property by our Company on 4 June 2013 up to 30 June 2013, Epoch Property had further paid approximately RM5.29 million for the said property, financed by advances and capital injection by our Group of RM2.79 million and RM2.50 million, respectively. During the period from 1 July 2013 up to the Completion of the Acquisition of Epoch Property Land on 28 August 2013, Epoch Property had paid the remaining RM91.94 million for the said property, financed by advances by our Group and bank borrowings of RM8.84 million and RM83.10 million, respectively.

We intend to utilise RM24.30 million from the proceeds arising from the Public Issue to fully repay the advances made by the Epoch Property Vendors.

(iv) Purchase of land bank

We intend to utilise RM30.00 million from the proceeds arising from the Public Issue to acquire additional land bank. Please refer to Section 6.19.2 for further details.

3. PARTICULARS OF OUR IPO (Cont'd)

Should the Group resort to finance the purchase of the land bank prior to Listing, the Public Issue proceeds shall be used to repay the said financing. The balance of any unutilised proceeds will be utilised for working capital purposes. Any additional funding required will be met through internally generated fund and/or external funding.

(v) Estimated listing expenses

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

	RM'000
Professional advisory fees [^]	850
Fees to the authorities and Issuing House	285
Underwriting commission, placement fee and brokerage fees	2,000
Printing and advertising cost	165
Other incidental charges [#]	500
Total	3,800

Notes:

[^] Includes fees of the Principal Adviser, Reporting Accountants, Solicitors, Independent Market Researcher and other professional advisers for our IPO.

[#] Includes travelling expenses, other incidental or related expenses and contingencies in connection with the IPO. Any unutilised amount shall be used for our Group's working capital purposes

Pending the utilisation of the proceeds from our Public Issue as mentioned above, the proceeds will be placed in short-term deposits with licensed financial institutions or short-term money market instruments. The anticipated proceeds for each of the abovementioned categories are sufficient to fund its intended purposes.

3.7 FINANCIAL IMPACT FROM UTILISATION OF PROCEEDS

The financial impact from the utilisation of proceeds from the Public Issue on our Group is as follows:

(i) Improvement in future earnings

We are continuously looking out for strategically located and reasonably priced parcels of land for our Group's future development. The utilisation of approximately RM30.00 million for such acquisitions is expected to contribute positively to our Group's future earnings.

(ii) Interest savings

The utilisation of approximately RM15.00 million from our IPO proceeds to repay bank borrowings as described in Section 3.6(ii) is expected to result in annual interest savings of approximately RM1.24 million based on the respective borrowings' prevailing interest rates.

Based on our Group's proforma consolidated statements of financial position as FYE 30 June 2013 after the Listing and after taking into consideration the proposed utilisation of proceeds, the repayment of our Group's interest bearing borrowings will reduce our Group's gearing level from approximately 0.78 times to 0.44 times.

(iii) Improvement in working capital

The utilisation of approximately RM49.46 million for our Group's general working capital will allow our Group to reduce our dependency on bank borrowings and/or other sources of external funding for such purposes. This will also indirectly result in interest savings to our Group.

3. PARTICULARS OF OUR IPO (Cont'd)

3.8 BROKERAGE, UNDERWRITING COMMISSION AND PLACEMENT FEE

Brokerage

Brokerage relating to our Public Issue Shares made available for application by the Public is payable by us at the rate of one percent (1.00%) of the IPO Price, in respect of successful applications bearing the stamp of Alliance, a participating organisation of Bursa Securities, a member of the Association of Banks in Malaysia, a member of the Malaysian Investment Banking Association or the Issuing House.

Underwriting commission

Alliance, as our Underwriter, has agreed to underwrite up to 17,000,000 Public Issue Shares under the Public Tranche, which is reserved for application by the Public as set out in Section 3.1.1(i) of this Prospectus. Underwriting commission is payable by us to our Underwriter at the rate of 2.00% of the total value of the underwritten Shares at the IPO Price.

Placement fee

Our Joint Placement Agents have arranged for the placement of the IPO Shares under the MITI Tranche, the Placement Tranche and the Offer for Sale, as set out in Sections 3.1.1(iii), 3.1.1(iv) and 3.1.2 of this Prospectus, respectively, at a rate of between 0.50% and 2.00% of the value of the IPO Shares based on the IPO Price.

Our Company will pay the placement fee to be incurred on the sale of the IPO Shares under the MITI Tranche and the Placement Tranche while the Offeror will pay the placement fee to be incurred on the sale of the IPO Shares under the Offer for Sale.

3.9 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into an underwriting agreement with Alliance on 28 October 2013 to underwrite up to 17,000,000 Public Issue Shares as set out in Section 3.1.1(i) of this Prospectus subject to the clawback and reallocation provisions as set out therein. The following salient terms are reproduced from the Underwriting Agreement. The terms and numbering references used in this section shall have the respective meanings and numbering references as ascribed thereto in the Underwriting Agreement.

8. TERMINATION

8.1 Notwithstanding anything herein contained, the Underwriter may by notice in writing to the Company given at any time before the Closing Date, terminate, cancel or withdraw its commitment to underwrite the Underwritten Shares if:

8.1.1 there is any breach by the Company of any of the representations, warranties or undertakings contained in Clause 3, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to the Company to the satisfaction of the Underwriter, or by the Closing Date, whichever is earlier; or

8.1.2 there is withholding of information which is required to be disclosed to the Underwriter pursuant to this Agreement, and if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to the Company, which, in the opinion of the 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 Initial Public Offering, or the distribution or sale of the Public Issue Shares; or

3. PARTICULARS OF OUR IPO (Cont'd)

8.1.3 there shall have occurred, happened or come into effect any of the following circumstances:

- (a) any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions or the occurrence of any combination of any of the foregoing;
- (b) any new law, regulation, directive, policy or ruling or any material change in law, regulation, directive, policy or ruling in any jurisdiction or any change in the interpretation or application thereof by any court or other competent authority which would prohibit or impede the obligations of the Underwriter or any event or series of events beyond the reasonable control of the Underwriter;
- (c) any material and adverse change to the business or financial condition of the Company or the Group;
- (d) approval for the Initial Public Offering is withdrawn, modified and/or subject to terms and conditions not acceptable to the Underwriter;

which would have or can reasonably be expected to have, a material adverse effect on the success of the Initial Public Offering, or the distribution or sale of the Public Issue Shares, or which has or is likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms; or

8.1.4 there is failure on the part of the Company to perform any of its obligations herein contained; or

8.1.5 if the Closing Date is more than two (2) calendar months from the date of this Agreement or any later date as the Company and the Underwriter may mutually agree upon, this Agreement will automatically lapse without the requirement for any notice in writing to be given to such effect and the Underwriter will be released and discharged from its obligations.

8.2 Subject to prior consultation with the Company, the Underwriter may by notice in writing to the Company given at any time before the Closing Date, terminate, cancel or withdraw its commitment to underwrite the Underwritten Shares if any of the following occurs:

8.2.1 there is a material change in any law, regulation, directive, policy or ruling in any jurisdiction which seriously affects or will seriously affect the business or financial condition of the Company and/or any company in the Group;

8.2.2 any material adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), economic conditions or exchange control or currency exchange rates which in the reasonable opinion of the Underwriter is likely to have a material adverse effect (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, if the FBM KLCI is, at the close of normal trading on Bursa Securities, on any Market Day:

- (i) on or after the date of this Agreement; and
- (ii) prior to the Listing Date,

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

lower than 85%, of the level of index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of this Agreement and remains at or below that level for at least three (3) consecutive Market Days, it shall be deemed a material adverse change in the stock market condition; or

8.2.3 the imposition of any moratorium, suspension or material restriction on trading in all securities generally on Bursa Securities for three (3) or more consecutive Market Days.

8.3 Upon such notice(s) being given under this Clause 8, the Underwriter shall be released and discharged of its obligations under this Agreement without prejudice to its rights whereby this Agreement shall be of no further force or effect and no Party shall be under any liability to any other in respect of this Agreement, except that the Company shall remain liable in respect of its obligations and liabilities under Clause 3, any antecedent breaches and under Clause 12 for the payment of the costs and expenses already incurred up to the date of termination or in connection with such termination and for the payment of any taxes, duties or levies within seven (7) days from the date of the same being due.

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3. PARTICULARS OF OUR IPO (Cont'd)**3.10 SALIENT TERMS OF RCPS**

Issuer	: Titijaya
Issue size	: 100,000,000 RCPS
Issue price	: RM0.50 for each RCPS
Par value	: RM0.50 for each RCPS
Dividend rate	: Zero percent (0%) per annum. No dividends will be payable on the RCPS.
Tenure	: Five (5) years from and including the date of issue of the RCPS.
Issue date	: 29 March 2013
Maturity date	: 28 March 2018, being the last Market Day immediately before the 5 th anniversary of the date of issue. "Market Day" means a day on which the stock market of Bursa Securities is open for trading in securities.
Conversion price	: One (1) new Share for every three (3) RCPS held.
Voting rights	: The RCPS shall carry no right to vote at any general meeting of the Issuer except with regard to: <ul style="list-style-type: none"> • Any proposal to wind-up the Issuer; • During the winding-up of the Issuer; • On any proposal that affects the rights of the RCPS holders; • On a proposal to reduce the Issuer's share capital; or • On a proposal for the disposal of the whole of the Issuer's property, business and undertaking. <p>In any such case, the RCPS holders shall be entitled to vote together with the holders of ordinary shares and entitled to one (1) vote for each RCPS held.</p> <p>The right to attend any general meeting convened where the proposal to be submitted to the meeting directly affects the rights attached to the RCPS and to vote either in person or by proxy and only for such purpose.</p>
Ranking	: Each RCPS shall on winding up or upon a reduction of capital or other repayment of capital (other than redemption or conversion of the RCPS) rank pari passu in all respect with the existing RCPS in issue and confer on each holder of the RCPS the right to receive in priority to the ordinary shareholders in the capital of Titijaya the cash repayment in full of the nominal amount (including premium payable, if any) of that RCPS after the payment and discharge of all debts and liabilities of Titijaya and the costs of winding up or capital reduction exercise.
Conversion rights and Conversion period	: The registered holder will have the right to convert the RCPS at the Conversion Price into new fully paid-up Shares in Titijaya at any time from the Issue Date until the Maturity Date as follows:

3. PARTICULARS OF OUR IPO (Cont'd)

From Issue Date	Maximum Amount of RCPS Convertible
Day 1 to end of Month 12	20,000,000
Month 13 to end of Month 24	20,000,000
Month 25 to end of Month 36	20,000,000
Month 37 to end of Month 48	20,000,000
Month 49 to end of Month 60	20,000,000
	<u>100,000,000</u>

The maximum amount of RCPS convertible into Shares per annum is on a "first-come first-serve" basis. Where the maximum amount of the RCPS is not converted or any balance amount of RCPS not converted within a particular period, the amount not converted shall be carried forward to the next period and shall be in addition to the maximum amount for that period provided that no RCPS shall be carried forward beyond the Maturity Date.

- Redemption : Each RCPS shall be, at the sole option of Titijaya, be redeemed by payment by Titijaya in cash to the holder thereof, on any date during the tenure of the RCPS and before the Maturity Date, an amount equivalent to the issue price of each RCPS held. Any RCPS not converted or redeemed shall, on Maturity Date, be automatically redeemed by Titijaya by payment in cash to the holder thereof an amount equivalent to the issue price of each RCPS held.
- Listing : The RCPS will not be listed on the Main Market of Bursa Securities. However, the new Shares to be issued upon conversion of the RCPS will be listed on the Main Market of Bursa Securities.
- Transferability : The RCPS will not be transferable upon issue and allotment throughout its tenure.
- Ranking of new Shares from conversion : The new Shares in Titijaya to be issued pursuant to the conversion of the RCPS shall, upon allotment and issue, rank pari passu in all respects with the then existing issued Shares except that the new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new Shares.
- Governing law : Malaysian Law.

4. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS (WHICH MAY NOT BE EXHAUSTIVE) THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS BEFORE INVESTING IN OUR SHARES.

If you are in any doubt as to the information contained in this section, you should consult your stockbroker, bank manager, solicitors, accountants or other professional adviser.

4.1 RISKS RELATING TO OUR BUSINESS AND THE INDUSTRY IN WHICH WE OPERATE

4.1.1 Delay in Completion of Projects

In line with industry practices, we launch and sell our property development projects prior to the completion of construction works. Any delay in completion may give rise to additional costs to us. The timely completion of our projects is dependent upon many factors, some of which are beyond our control such as obtaining permits with conditions which are acceptable to us, obtaining regulatory approvals as scheduled, adequate supply of labour, favourable weather conditions, ability to secure construction materials in adequate amounts and at reasonable prices, absence of or minimal disputes with contractors, absence of or minimal instances of accidents, changes in the priorities and policies of the Government, reliability and the satisfactory performance of building contractors appointed to complete our development projects. There can be no assurance that any adverse changes in these factors will not lead to unforeseen and significant delays in the completion of our projects.

In the event of a failure or delay in the delivery of our properties to end purchasers, we may be liable for potential losses in the form of liquidated ascertained damages filed by end purchasers against our Group.

There is no assurance that we will not experience significant delays in the completion and/or delivery of the properties to end purchasers. In the event that we encounter any delays in the delivery of our properties and incur or suffer any of the aforesaid damages and compensation requirements, the results of our operations, our profitability and our reputation may be adversely affected. In the past, there were several claims for liquidated ascertained damages filed against our Group. Nonetheless, those claims have had no material impact to our Group's financial position.

During the past two (2) years prior to the LPD, our Group has generally experienced up to four (4) months delay in the handing over of the vacant possession for the One SOHO (formerly known as Subang SOHO) project and phase 1 of the Subang Parkhomes project. The delay was due to delay caused by our Group's third party contractors. Although liquidated ascertained damages amounting to RM0.84 million and RM0.42 million were paid out to the affected purchasers for the respective projects, our Group is able to claim back such liquidated ascertained damages from the third party contractors. As such, there was no material impact to our Group's financial position. As at the LPD, vacant possession for the said projects have been delivered.

The Directors and key management personnel of our Group have been monitoring and will continue to monitor the project schedules closely so that such delays are minimised and will appoint experienced, reliable and financially credible contractors and consultants to undertake our Group's development projects.

4.1.2 Scarcity of Land in Prime Locations

Property developers rely heavily on land bank to deliver sustainable growth in business operations and financial performance. As such, property developers constantly replenish their land bank for future development. Intense competition among property developers vying for strategically located parcels of land has resulted in scarcity of such land as well as corresponding increase in land costs.

4. RISK FACTORS (*Cont'd*)

As at the LPD, we have approximately 470 acres of land located around Klang Valley held for on-going and future development as set out in Sections 6.2 (ii) and 6.2 (iii) of this Prospectus. Although we were able to purchase relatively attractive and sizeable land parcels in the past, there can be no assurance that we will be able to continue to do so at commercially viable prices or terms.

Replenishment of land bank is dependent on various factors, including, amongst others, size and suitability of the land, location, government policies and future prospects of the location. We may not be able to identify and acquire new sites at commercially acceptable prices which may impair our ability to compete effectively with other property developers and in turn may have a material and adverse effect on our profitability and business growth.

Our Group will continue to look for strategic parcels of land as well as monitor the cost of land in our effort to sustain our Group's business.

4.1.3 Property Development Land Conversion

As at the LPD, our Group has launched certain property development projects as highlighted in Section 6.18.1 of this Prospectus although the land conversion for such property development projects has not been obtained. During the launch of these property development projects and upon signing the sales and purchase agreement, our Group had informed the respective buyers of such non-compliance in the land conversion. However our Group had, via the respective sales and purchase agreements with the respective end purchasers, undertake to obtain the approval for such land conversion.

In the event our Group is unable to obtain the approval for the respective land conversion, our Group will refund the monies paid by the respective end purchasers without any interest. Such refunds will not affect the profitability of our Group as the revenue from these property development projects has not been recognised as at the LPD.

4.1.4 Government Policies, Legislations and Regulations

The property development and construction industry in Malaysia is governed by regulations, acts and requirements which have been established to regulate and protect individual consumers as well as to determine the minimum standard for the property development and construction industry. These regulations, acts and requirements include, amongst others, the following:

- (i) the National Land Code (Act 56 of 1965) & Regulations;
- (ii) Malaysian Construction Industry Development Board Act 1994;
- (iii) the Housing Development (Control and Licensing) Act 1966;
- (iv) the Housing Development (Control and Licensing) Regulations 1989;
- (v) the Housing Development (Housing Development Account) Regulations 1991;
- (vi) the Strata Titles Act 1985 & Rules & Order;
- (vii) the Building and Common Property (Maintenance and Management) Act 2007;
- (viii) the Guidelines on the Acquisition of Properties by the Economic Planning Unit, Prime Minister's Department;
- (ix) the Street, Drainage and Building Act 1974;
- (x) the Town and Country Planning Act 1976 (Act 172); and
- (xi) the Local Government Act 1976 and Subsidiary Legislation.

4. RISK FACTORS (Cont'd)

Failure to comply with one or more of such regulations may affect our projects. Although to-date, we have been in compliance with all relevant legislations and regulations governing the conduct of our business, there can be no assurance that changes to and/or introduction of new regulations would not have any material and/or adverse effect on our business. However, we will closely monitor any changes as well as stay abreast of any updates in such regulations, via leveraging on our membership in REHDA, in order to keep up with the latest development in the property development industry.

For example, the “Build-Then-Sell (“BTS”) 10:90” mode of house ownership which is expected to be made mandatory by 2015 may have a material impact or pose a material risk to our Group. Nevertheless, the proposed timeframe for implementation of BTS by 2015 will provide our Group sufficient time to make the necessary changes to our current Group’s mode of operations with regard to BTS concept and put in place the necessary financial resources when such ruling is implemented. Upon implementation of the BTS concept and despite making the necessary changes to our current Group’s mode of operations, our Group may still experience an adverse impact as our Group may launch its property development projects on a smaller scale in line with our cash flow position at that point in time. However, our Listing is expected to enhance our ability to raise funding and strengthen our financial resources so that we are well positioned to undertake projects based on the BTS concept.

In an effort to further reduce the number of abandoned housing projects in Malaysia, the Ministry of Housing and Local Government is proposing to increase the existing deposit paid by developers from RM200,000 per project to 3% of construction costs prior to the issuance of the developers’ licence. As at the LPD, the proposal has yet to be implemented.

In the event that the proposal is implemented, our Group may have to rely on a combination of internally generated funds and/or external funding to comply with the said requirement, which will involve a significantly higher amount than the amount that our Group would have normally incurred. Although the deposit is refundable upon completion of each project, our operating cashflows may be adversely affected and our Group may need to incur additional financing cost on bank borrowings, depending on the size of our new development projects and mode of funding for these projects.

In addition to the above, as at the LPD, Bank Negara Malaysia had implemented the “Guidelines on Responsible Financing” in January 2012 with regard to financing of property purchases by end purchasers to manage the Malaysia household borrowings. In July 2013, Bank Negara Malaysia has reduced the maximum property loan tenure for end purchaser from a tenure of 45 years to 35 years. For the past 12 months up to the LPD, our Group had experienced a total of 110 cancellations from prospective purchasers which resulted in approximately RM58.16 million in loss opportunity for our Group as a result of the prospective purchasers being unable to secure financing for their purchases. Nevertheless, these units can be resold to other prospective purchasers.

On 25 October 2013, the Government announced in Budget 2014, amongst others the following:

- (a) Upward revision of Real Property Gains Tax (“RPGT”) - For properties disposed of within three (3) years of purchase, the RPGT rate has been revised from 20% currently to 30% effective 1 January 2014. For properties held and disposed in the fourth (4th) and fifth (5th) year of purchase, the new RPGT regime imposes a 20% and 15% tax on gains respectively while properties sold after five years are not subjected to RPGT for individual citizens and Malaysian permanent residents. For properties held by companies, a 5% tax on gains continues to be imposed for disposal made in the sixth (6th) and subsequent years. Meanwhile, for non-citizens, a flat rate RPGT of 30% is imposed on gains for disposal of properties within five (5) years. For disposal made in the sixth (6th) and subsequent years, the RPGT rate for non-citizens is 5%;
- (b) Prohibition on property developers from implementing projects that has features of Developer Interest Bearing Scheme (“DIBS”) to prevent developers from incorporating the interest rates on loans in house price during the construction period. Financial institutions are prohibited from providing the final funding for projects involved in the DIBS scheme; and

4. RISK FACTORS (Cont'd)

- (c) The minimum price of property that can be purchased by foreigners will be increased from RM500,000 to RM1,000,000.

Moving forward, our Group may experience slower take up rates for property development launches and/or higher cancellations from end purchaser due to the above guidelines and developments.

4.1.5 Political and Economic Conditions in Malaysia

Adverse development in the political and economic conditions in Malaysia may materially and adversely affect our business and prospects. Such political and economic uncertainties include, but are not limited to, changes in political leadership, monetary and fiscal policies, taxation laws, and currency exchange controls, and nationalisation. While we adopt prudent financial management and operating procedures, there can be no assurance that such adverse political and economic developments which are beyond our control, will not materially and adversely affect our business operations and financial performance.

4.1.6 Performance of the Malaysian Property Market

As all our projects are located within Malaysia, our financial performance is largely dependent on the performance of the Malaysian property sector. Any adverse development affecting the Malaysian property sector such as downturn in property demand and property rental market in Malaysia, may affect our business and financial performance.

This was evident when our revenue for FYE 30 June 2009 was affected as a result of uncertainties surrounding the global financial crisis which began in the second half of 2008, which caused the property market to soften somewhat in early 2009. This is evident by the slower take-up rates in the first half of 2009 (1H 2009: Volume: 155,190 and Value: RM34,147.73 million; 2H 2008: Volume: 168,968 and Value: RM41,884.72 million) which affected the local property market as well as our profitability. We had to defer some of our property project launches in 2009 which had affected our revenue in FYE 30 June 2009 and FYE 30 June 2010, respectively. Further details of which are set out in Section 12.2.1 of this Prospectus.

Nevertheless, in planning our future development, we will diligently monitor the development and changes within the Malaysian property sector in order to allow us to minimise the effects of any adverse economic conditions.

4.1.7 Property Overhang

Property overhang is inherent in any uncontrolled property development in a particular area and is *inter-alia* caused by an oversupply and/or low demand for new property launches. Other factors contributing to property overhang include economic downturns and unfavourable financial conditions. Any occurrence of property overhang will affect property developers.

Whilst there can be no assurance that we will be able to maintain favourable take-up rates for our property development projects, we will continue to monitor market conditions of the property development industry as well as conduct feasibility studies prior to any new property launches.

4.1.8 Dependence on Key Personnel

We believe that our continued success is, to a certain extent, dependent on the abilities, skills, experience, competency and continued efforts of our existing Directors and key management. Our Group will strive to continue attracting and retaining qualified and experienced personnel which is essential towards providing the required skills and services to support our operations.

4. RISK FACTORS *(Cont'd)*

In addition, every effort is being made to groom the junior members of our management team to gradually take over from the senior members to ensure a smooth transition in the management team should changes occur. Any loss of our key management without suitable and timely replacement or our inability to attract and retain other qualified personnel could adversely affect our Group's ability to effectively compete in the property development industry.

Details of our Executive Directors, key management personnel and our management succession plan are set out in Sections 8.2.1, 8.4.1 and 8.10.3 of this Prospectus, respectively.

4.1.9 Dependence on Third Party Contractors and Consultants

We engage third party contractors and consultants to provide us with various services such as design, construction, piling and foundation, mechanical and electrical engineering and interior design services. There can be no assurance that the services rendered by these third party contractors and consultants will be satisfactory or match the quality level expected by us and the end purchasers. Moreover, contractors may experience financial and/or other difficulties such as procuring labour that may affect their ability to carry out the work for which they were contracted for, thus giving rise to additional costs to be incurred as a result of the delay in completion of our projects. Delay by third party contractors may cause us to absorb the damages and not passed the cost to our customers. Any of these factors could materially and adversely affect the results of our Group's operations and our reputation. Consequently, any adverse effect to our reputation may adversely affect the take up rate of our future development projects and hence, our future financial performance.

Our Group exercises prudent measures in selecting and monitoring our contractors and consultants and their work progress. Such measures include preliminary screening on the background of these third party contractors and consultants in terms of experience, track record and qualification as well as financial strength prior to engaging their services and periodic updates and reports on work progress.

4.1.10 Dependence on Supply of Foreign Workers

As at the LPD, our Group does not employ any foreign workers. Foreign workers are usually employed by our third party contractors. Nevertheless, our business operations are indirectly dependent on foreign workers due to the shortage of local workers in the construction industry.

The Government allows the hiring of foreign workers in the construction industry subject to certain conditions. The conditions imposed by the relevant authorities may change from time to time. Generally, applications to employ foreign workers will only be considered when efforts to find qualified local workers have failed. In the event that there is a shortage of supply of foreign workers or a restriction is imposed on the number of foreign workers allowed to be employed for our development projects, the completion of the construction of our property development projects may be delayed, resulting in an increase in overheads which may adversely affect our business operations and financial performance.

However, moving forward, we anticipate that our third party contractors will be more receptive towards fully adopting the Industrialised Building System ("IBS"), a construction method where components are manufactured in a controlled environment (on or off site), transported, positioned and assembled into a structure with minimal additional site works. By adopting the IBS, manufactured components such as concrete wall and precast wall panels will be used, thus reducing the need for on site works, such as layering of bricks, carpentry and wall plastering. With lesser on site work, the number of construction workers required to work on our projects will be reduced and, consequently, our third party contractors will need to hire fewer foreign workers.

4. RISK FACTORS *(Cont'd)*

4.1.11 Competition from Other Developers

Whilst the property development industry generally has a higher barrier to entry, our Group faces competition from existing industry players as well as new market entrants in areas, such as securing strategically located land bank.

We have taken pro-active and responsive marketing strategies to mitigate such risks in response to the changing market conditions as well as adopting different concepts and innovative designs to correctly position ourselves in meeting the needs of our target market. Pro-active marketing strategy is undertaken during prelaunch period to create market awareness and to capture the interest of potential customers towards the property. For responsive marketing strategy, our Group gather feedbacks provided by end purchasers and incorporate such feedbacks, if practicable, into our Group's new property development projects to enhance our Group's competitiveness in the industry. One example of results from such initiatives is evident by our achievements as set out in Section 5.5 of this Prospectus.

In addition to location and pricing, the track record and reputation of property developers play an important role in ensuring the successful launch of new property development projects.

Although our Group seeks to remain competitive by taking such pro-active measures, there can be no assurance that these measures will be effective to mitigate the effects of competition on our business.

4.1.12 Claims During the Defect Liability Period

We extend a defect liability period of up to 24 months for our property development projects. As a result, we will be exposed to claims by end purchasers during such period.

Although the costs involved in rectification works are borne by third party contractors, there can be no assurance that these third party contractors will honour the rectification works or works are done in a timely manner. As a result, we may need to assume such rectification works ourselves and/or engaged other contractors to assume the rectification works.

Costs of rectification works and/or cost of engaging other contractors to assume the rectification works which is borne by us may have a material and/or adverse effect on our financial position as well as reputation. However, we have the right to claim for the costs associated with such rectification works undertaken by us from the respective contractors. In the event the respective contractors do not honour such claims, it could materially affect our Group's ability to grow our business and maintain profitability.

During the past 12 months up to the LPD, our Group has experienced claims for rectification work during the defect liability period. However, there was no financial impact on our Group as such rectification was carried out by the respective contractors directly.

4.1.13 Fluctuation in Raw Material Prices

We enter into fixed price contracts with third party contractors for all of our Group's projects. However, if the costs of raw materials increase after the sale of our properties but prior to us entering into construction contracts with third party contractors, we would not be able to pass on such increase to our customers. This in turn may have a material and adverse effect on our Group's financial performance.

Notwithstanding that a fixed price contract is entered into with the third party contractor, in the event that our Group is able to source building materials which meet our specifications at lower price, our Group may purchase such building materials to be utilised in our property development projects. As a result, our Group may be able to renegotiate the contract price with the respective third party contractor and enjoy the resultant cost savings. During the past 12 months up to the LPD, none of our Group's

4. RISK FACTORS (Cont'd)

third party contractors, which has been awarded a fixed contract by our Group, has renegotiated the contract price as a result of fluctuation in raw material prices.

Our Board and Management have been monitoring and will continue to closely monitor our projects' costing and budget prior to the sale of our properties.

4.1.14 Exposure to Fluctuation in Interest Rates

Significant fluctuations in interest rates may affect our financial performance as a certain portion of our Group's working capital requirements are funded via borrowings as set out in Section 12.2.4 (iii) of this Prospectus. Our Board and management will continue to closely monitor the movement in interest rates in an effort to minimise any risk associated with rising interest rates. Notwithstanding this, there can be no assurance that any fluctuation in the interest rates will not affect our Group's financial performance in the future.

Further thereto, most of our purchasers would obtain financing to fund their purchases. They are also subject to interest rate fluctuations. Should interest rates increase substantially, this may affect their decision to acquire properties as instalments made for purchases may increase due to unfavourable monetary policies. This may be further aggravated by economic uncertainties.

As at the LPD, our Group has not been materially affected by any unfavourable movement in interest rates and has not experienced having substantially unsold units for our Group's property development.

4.1.15 Covenants on Bank Borrowings

Pursuant to credit facility agreements that we may have entered into and/or will enter into with banks and/or financiers, we may be bound by certain covenants which may limit our operating and financial flexibility. The aforesaid covenants are commonly contained in credit facility agreements.

Any of our actions falling within the ambit or scope of such covenant will require the consent of the relevant bank or financiers. Breach of such covenants may give rise to a right by the bank and/or financier to terminate the relevant credit facility and/or enforce any security granted in relation to that credit facility. During the past 12 months up to the LPD, our Group has not breached any terms and conditions or covenants associated with our credit facility agreements which resulted in any of our credit facilities being terminated due to such breaches. Our Board is aware of such covenants and has taken and shall continue to take all precautions necessary to prevent any breaches.

4.1.16 Adequacy of Insurance Coverage and Timely Claims

There are certain losses for which insurance coverage is not available as it is not commercially viable to do so, such as losses due to natural disasters, war or civil disorders. If we suffer any uninsured losses and/or delays in claims for damages and liabilities in the course of our operations and property development, we may not have sufficient funds to cover any such losses, damages or liabilities or to replace any property development which has been destroyed. In addition, any payment we make to cover any losses, damages or liabilities could have a material adverse effect on our business, operations and financial condition and put a strain on our cash flows for other development projects.

Our Group is aware of the adverse consequences arising from inadequate insurance coverage given that our Group's operations are vulnerable to general risks such as fire breakouts, flood and other accidents. In ensuring that such risks are maintained at a minimum, our Group has insured and/or caused to be insured our material assets including all on-going projects under construction and completed properties.

4. RISK FACTORS (Cont'd)

There can be no assurance that these risks will continue to be insurable in the future and/or that the amount insured would equal the replacement cost of these insured assets or the predictability on the timely claims process. We will nevertheless continue to review on a regular basis and ensure adequate coverage for our Group's material assets. During the past 12 months up to the LPD, our Group has not submitted any insurance claims.

We will nevertheless continue to review on a regular basis and ensure adequate coverage for our Group's material assets.

4.1.17 Material Litigation, Claims or Arbitration Proceedings

As at the LPD, save as disclosed in Section 16.4 of this Prospectus, we are not engaged in any material litigation, claims or arbitration proceedings, either as a plaintiff or defendant, and we are currently unaware of any proceeding, pending or threatened or of any fact likely to give rise to any proceeding which may materially affect our business or financial position.

There can, however, be no assurance that there will be no proceedings in the future that could adversely affect our operations and profitability. Our Board is aware of such risks and has taken and shall continue to take all precautions necessary to prevent the occurrence of any event which may lead to such claims arising.

4.1.18 Adoption of IC Interpretation 15: Agreements for the Construction of Real Estate by the Malaysian Accounting Standards Board

The adoption of IC Interpretation 15 may result in significant changes in the preparation of our financial statements. The Malaysian Financial Reporting Standards ("MFRSs") are mandatory for adoption by all entities other than private entities for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 *Agriculture* and/or IC Int 15 *Agreements for the Construction of Real Estate* ("Transitioning Entities"). The Transitioning Entities are given an option to defer adoption of the MFRSs for an additional three (3) years. Accordingly, our Group which is a Transitioning Entity has chosen to defer adoption of the MFRSs framework to the financial year ending 30 June 2016. Pursuant to the adoption of IC Interpretation 15, our revenue and corresponding development costs will be recognised only upon completion of our development project(s), as opposed to the percentage of completion method as presently adopted by the industry.

In the event we do not complete any property development project in any given financial year, our profitability for the said financial year may be materially and adversely affected. Hence, the timing for the completion of our development projects will be crucial in ensuring our continued profitability after the adoption of IC Interpretation 15.

Notwithstanding the above measures, steps and efforts undertaken by our Group to mitigate the abovementioned risks relating to our business and industry, there can be no assurance and guarantee that we can successfully manage all the risks including our ability to compete successfully in the future, and our ability to obtain sufficient supply of services and materials from our regular suppliers.

Further, there is no assurance that our future property development projects will continue to attract buyers at the same levels as we had experienced previously, or our ability to attract and to retain our key management personnel with similar level of experience and capabilities.

Failure to do so could have a material and adverse impact on our business, financial condition and the results of our operations.

4. RISK FACTORS (Cont'd)

4.2 RISKS RELATING TO INVESTMENT IN OUR SHARES

4.2.1 Delay or Abortion of our Listing

Our Listing may be potentially delayed or aborted in the event of the following:

- (a) Our Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations; or
- (b) We are unable to meet the public spread requirement of at least 25% of our enlarged issued and paid-up share capital to be held by a minimum of 1,000 public shareholders holding not less than 100 Shares each, at the time of our Listing.

We expect to meet the public shareholding requirement at the point of Listing by allocating the IPO Shares to the required number of public shareholders during the balloting/private placement processes. However, in the event that we are unable to meet the above requirement, monies paid in respect of any application accepted will be returned to you without interest within fourteen (14) days after we become liable to repay it in compliance with the provisions of subsection 243(2) and 243(6) of the CMSA.

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

4.2.2 Risk of Failure of Redemption of the RCPS

The registered holder will have the rights to convert the RCPS at the conversion price into new fully paid-up Shares in Titijaya at any time from the issue date until the maturity date of the RCPS. Any RCPS not converted or redeemed shall, on the maturity date, be automatically redeemed by Titijaya by payment in cash to the holder of RCPS an amount equivalent to the issue price of each RCPS held. In the event of no conversion of the RCPS, Titijaya will be obligated to redeem the entire RCPS. The failure of Titijaya to raise adequate funds, whether internal funds or external funds, to redeem the RCPS will result in Titijaya having to convene a class meeting of the RCPS to amend the provisions of the Articles of Association governing the rights of the RCPS.

4.2.3 Risk of Dilution Upon Conversion of RCPS

The Acquisitions were satisfied partly by the issuance of the RCPS after taking into consideration that Titijaya Group will only commence developing its current land bank in the future. The issuance of RCPS will mitigate the immediate dilutive effect on the EPS of Titijaya Group.

Any conversion of RCPS at any time from the issue date to the maturity date by our Promoters to Shares will increase their respective shareholdings within our Company. Assuming our Promoters fully convert their RCPS holdings, our Promoters will collectively hold approximately 65.09% of our enlarged issued and paid-up share capital.

Any conversion of RCPS at any time from the issue date to the maturity date to Shares would also result in a dilution in the EPS and NA per Share of our Group, as disclosed in Sections 2.4.1, 2.4.2, 11.1 and 11.2 of this Prospectus. However, as set out in the salient terms of the RCPS, the conversion of the RCPS are staggered over a period of five (5) years and hence such dilution would be minimised. Please refer to Section 3.10 of this Prospectus for the salient terms of the RCPS.

4. RISK FACTORS (Cont'd)

4.2.4 No Prior Market for our Shares and Possible Volatility of our Share Price

There is no prior market for our Shares. Accordingly, there can be no assurance that an active market for our Shares will develop upon our Listing or if developed, that such market will be sustained. In addition, our Shares could trade at prices that may be lower than our IPO Price as a result of many factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These include, amongst others, prevailing global and local economic conditions, the depth and liquidity of the market for our Shares and investors' individual perceptions of our Group.

4.2.5 Control by Promoters

Upon Listing, our Promoters will collectively hold approximately 61.66% of our enlarged issued and paid-up share capital of 340,000,000 Shares. Depending on how they choose to vote and because of their shareholdings, our Promoters will generally be expected to have significant influence on the outcome of certain matters requiring the vote of our shareholders, unless they are required to abstain from voting by law and/or as required by the relevant authorities.

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

4.2.6 Dividend Payments

Our Company, being an investment holding company derives income mainly from dividends received from our subsidiary companies. Hence, our ability to pay future dividends is largely dependent on the performance of our subsidiary companies.

In determining the size of any dividend recommendation, we will also take into consideration a number of factors, including but are not limited to our financial performance, cash flow requirements, debt servicing and financing commitments, future expansion plans, loan covenants and compliance with regulatory requirements. Whilst we endeavour to make payments of dividends, no assurance can be given that we are able to pay any dividends in the future as a result of factors stated above. Please refer to Section 12.7 of this Prospectus for further information on our dividend policy.

4.2.7 Risk on Additional Funding

Although we have identified our future plans as set out in Section 6.19 of this Prospectus as avenues to pursue growth in our business, the proceeds from the Public Issue may not be sufficient to fully cover the estimated costs of implementing these future plans.

We may also find opportunities to grow through acquisitions that cannot be predicted at this juncture. Under such circumstances, secondary issue(s) of securities after the Listing may be necessary to raise the required capital to develop these growth opportunities.

If we then fail to utilise the new equity to generate an increase in earnings, our EPS will be diluted, and this could lead to a decline in our share price. Any additional debt financing may increase our Group's interest expense and gearing, contain restrictive covenants with respect to dividends payment, future fund-raising exercises and other financial and operational matters, which may adversely affect our Group's financial performance or our growth.

5. INFORMATION ON OUR GROUP

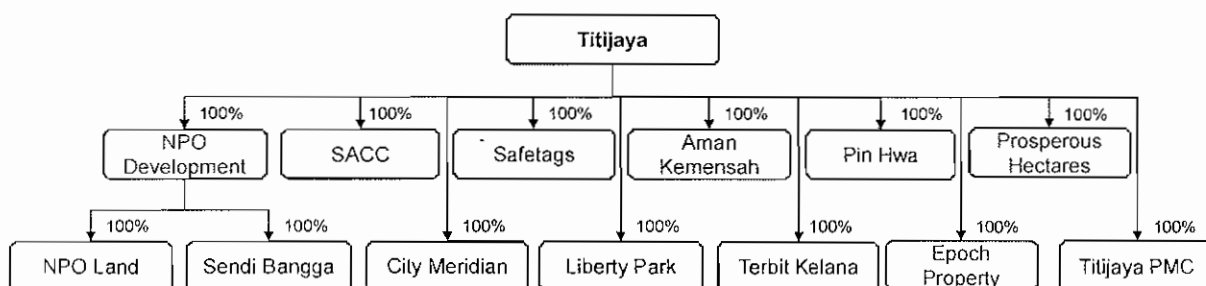
5.1 OUR GROUP

Overview

Titijaya was incorporated in Malaysia under the Act on 9 July 2012 as a private limited company under the name of Meridian Flagship Sdn Bhd. Subsequently, we converted to a public limited company on 30 July 2012 and changed our name to Titijaya Land Berhad on 17 August 2012.

Our Company completed the Acquisitions on 29 March 2013. In addition, our Company had, on 4 June 2013, 8 July 2013 and 9 July 2013 acquired the entire issued and paid-up share capital in Epoch Property, Prosperous Hectares and Titijaya PMC respectively. Details on the Acquisitions are set out in Section 5.4.1 of this Prospectus while details on the Acquisition of Epoch Property, Acquisition of Prosperous Hectares and Acquisition of Titijaya PMC are set out in Section 16.3 of this Prospectus.

As at the LPD, our Group structure is as follows:



Our principal activities are as follows:

Company	Effective Equity Interest (%)	Issued and Paid-up Share Capital (RM)	Principal Activities
Titijaya	-	179,147,500	Investment holding
NPO Development	100.00	2,000,000	Property development
NPO Land	100.00	2,000,000	Property development
Sendi Bangga	100.00	3,000,000	Property development
SACC	100.00	2,000,000	Property development
City Meridian	100.00	250,000	Dormant ^
Safetags	100.00	500,000	Property development
Liberty Park	100.00	250,000	Dormant ^
Aman Kemensah	100.00	1,000,000	Property development
Terbit Kelana	100.00	1,000,000	Investment holding
Pin Hwa	100.00	1,000,000	Investment holding and joint venture for property development
Epoch Property	100.00	2,500,000	Property development
Prosperous Hectares	100.00	2	Inactive^
Titijaya PMC	100.00	2	Provision of management services to companies within our Group

5. INFORMATION ON OUR GROUP (Cont'd)

Note:

^ The intended activity is to undertake property development.

Our history began with the incorporation of NPO Development in 1997. NPO Development was founded by our Group Managing Director and Promoter, Tan Sri Dato' Lim Soon Peng. NPO Land became a wholly-owned subsidiary of NPO Development in 2003. In 2005, Sendi Bangga became a wholly-owned subsidiary of NPO Development.

Tan Sri Dato' Lim Soon Peng began his journey in property development back in the 1980s, where he undertook the construction of holiday bungalows in Fraser's Hill and subsequently went on to develop the Silverpark Apartments in Fraser's Hill, Pahang Darul Makmur via a joint venture development with Malaysian General Investment Corporation Berhad. Through Titijaya (M) Sdn Bhd which is currently inactive, Tan Sri Dato' Lim Soon Peng undertook the development of Taman Bukit Cheras, Kuala Lumpur comprising double-storey terrace houses, and three (3)-storey and three and a half (3½)-storey shop offices in 1996.

Over the years, our business has grown under the leadership of Tan Sri Dato' Lim Soon Peng, who is the key driver of our success. This is also a result of culminated efforts and support from our directors and employees.

NPO Development undertook its first development in 2001 with the launch of the Mutiara Bukit Raja project comprising 298 units of double-storey terrace houses, residential lots and low-cost apartments in Klang, Selangor Darul Ehsan. The said project with a total GDV of RM55.47 million was completed in 2005. The development was a gated and guarded residential development which was planned to create an exclusive and secured living environment and value for its residents.

In 2004, we launched our first high rise development project, E-Tiara Serviced Apartments located in Subang Jaya, Selangor Darul Ehsan, comprising 315 units of serviced apartments and 24 retail lots. It is strategically located within walking distance from the Keretapi Tanah Melayu Komuter Station, Carrefour (now known as AEON BIG) hypermarket and Subang Parade in Subang Jaya, Selangor Darul Ehsan. The total GDV of the project was RM65.85 million and was completed in 2007. A majority of the units were sold within six (6) months from the launch, marking a successful beginning for our Group's venture into high rise development and paving the way for other high rise development in the following years.

In 2004, we also launched the sale of 221 units of shop offices which form part of Klang Sentral Commercial Centre located in Klang, Selangor Darul Ehsan with a total GDV of RM181.19 million. The said project was completed in 2009. The project is strategically located opposite Setia Alam township and two (2) major hypermarkets, namely Tesco and Giant located within the vicinity. The development is accessible via the New Klang Valley Expressway-Meru Link.

In 2005, we launched our second high rise development project, Casa Tiara Serviced Suites located in Subang Jaya, Selangor Darul Ehsan comprising 679 units of serviced apartments and 42 retail lots. This development is located next to E-Tiara Serviced Apartments. The total GDV of the project was RM175.51 million and was completed in 2008. During 2005, we also launched Tiara Square Business Centre project in UEP Subang Jaya (USJ), Selangor Darul Ehsan comprising a commercial development of 94 units of two (2)-storey and three (3)-storey shop offices. The said project, with a total GDV of RM59.86 million was completed in 2008.

We are of the view that the success of our past projects has helped bolster the demand for our on-going developments. A mixed commercial development of office suites and retail lots, named First Subang, with a total GDV of RM182.35 million, was launched in 2007. The project is strategically located in the business centre of Subang Jaya, Selangor Darul Ehsan. The said project was completed in 2011 with the obtaining of the CCC for the said property. The development was awarded the Highly Commended Office Development Malaysia by the International Property Awards in association with Bloomberg Television in 2011.

5. INFORMATION ON OUR GROUP (Cont'd)

We also pride ourselves upon One SOHO (formerly known as Subang SOHO), the RM117.37 million commercial development project comprising SoHo suites and retail shops. The development, which was launched in 2008, won the Silver Award for the Residential Interior Category of the MSID Interior Design Awards in 2008. It was also awarded the Best Mixed Use Development, Malaysia at the Bloomberg Television Asia Pacific International Property Award in 2010.

In 2009, we launched Subang Parkhomes (Phase 1), our first low rise and low density condominiums located off the most western tip of Jalan Kemajuan Subang, which links Subang Jaya to the Federal Highway as well as Temasya Industrial Park, Shah Alam. The total GDV of Subang Parkhomes (Phase 1) was RM263.53 million and the project was completed in 2013. The development was awarded the Highly Commended Apartment Malaysia by the International Property Awards in association with Bloomberg Television in 2011.

As at the LPD, we are undertaking the following projects:

- (i) Subang Parkhomes (Phase 2) development in Subang Jaya, Selangor Darul Ehsan comprising low rise and low density condominiums with an estimated GDV of RM168.08 million;
- (ii) Seri Alam Industrial Park (Phase 1 and Phase 2) development in Klang, Selangor Darul Ehsan comprising vacant land plots for construction of individual light industrial factory units which has an estimated GDV of RM218.40 million;
- (iii) Zone Innovation Park @ Sungai Kapar Indah development in Klang, Selangor Darul Ehsan comprising semi-detached factories with an estimated GDV of RM159.51 million;
- (iv) The Galleria development in Klang Sentral, Selangor Darul Ehsan comprising three (3)-storey shop offices with an estimated GDV of RM137.36 million; and
- (v) 3Elements (Phase 1, 3, 4 and 5) development in Bandar Putra Permai, Seri Kembangan, Selangor Darul Ehsan comprising shop offices, SoFo suites, serviced apartments and retail lots with an estimated GDV of RM399.28 million.

Further details of our completed, on-going and future projects are set out in Section 6.2 of this Prospectus.

We have completed the development of more than 3,000 units of properties with a total GDV of approximately RM1.14 billion since 2001 up to the LPD.

5.2 SHARE CAPITAL

Our present authorised share capital is RM300,000,000 comprising 500,000,000 ordinary shares of RM0.50 each, and 100,000,000 RCPS of RM0.50 each, of which RM129,147,500 comprising 258,295,000 Shares and RM50,000,000 comprising 100,000,000 RCPS have been issued and credited as fully paid-up. Upon completion of our IPO, our issued and paid-up share capital will increase to RM220,000,000 comprising 340,000,000 Shares and 100,000,000 RCPS. The changes in our issued and paid-up share capital since our incorporation are as follows:

Date of Allotment	No. of Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
Shares				
09 Jul 2012	2	1.00	Subscribers' shares	2
27 Jul 2012	4	0.50	Share split	2
29 Mar 2013	258,294,996	0.50	Acquisitions	129,147,500
RCPS				
29 Mar 2013	100,000,000	0.50	Acquisitions	50,000,000

5. INFORMATION ON OUR GROUP (Cont'd)

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company.

5.3 SUBSIDIARY COMPANIES**5.3.1 NPO Development****(i) History and Business**

NPO Development was incorporated on 9 June 1997 in Malaysia under the Act as a private limited company under the name of NPO System Sdn Bhd. It assumed its present name on 24 January 2002. NPO Development commenced its operations on 11 June 1997 and is principally involved in property development.

(ii) Share Capital

NPO Development's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

There are no changes in the authorised, issued and paid up share capital of NPO Development for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in NPO Development.

(iii) Substantial Shareholders

NPO Development is a wholly-owned subsidiary of our Company.

(iv) Subsidiary and Associated Companies

As at the LPD, NPO Land and Sendi Bangga are wholly-owned subsidiary companies of NPO Development. NPO Development does not have any associated company.

5.3.2 NPO Land**(i) History and Business**

NPO Land was incorporated on 28 June 1995 in Malaysia under the Act as a private limited company under the name of Yellowstone Park Sdn Bhd. It changed its name to Terbit Kelana (Pahang) Sdn Bhd on 25 November 1995. It assumed its present name on 13 December 2004. NPO Land commenced its operations on 7 July 1995 and is principally involved in property development.

(ii) Share Capital

NPO Land's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

5. INFORMATION ON OUR GROUP *(Cont'd)*

There are no changes in the authorised, issued and paid up share capital of NPO Land for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in NPO Land.

(iii) Substantial Shareholders

NPO Land is a wholly-owned subsidiary company of NPO Development, which in turn is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

NPO Land does not have any subsidiary or associated company.

5.3.3 Sendi Bangga

(i) History and Business

Sendi Bangga was incorporated on 24 April 2004 in Malaysia under the Act as a private limited company. Sendi Bangga commenced its operations on 25 April 2004 and is principally involved in property development.

(ii) Share Capital

Sendi Bangga's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM3,000,000 comprising 3,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

There are no changes in the authorised, issued and paid up share capital of Sendi Bangga for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Sendi Bangga.

(iii) Substantial Shareholders

Sendi Bangga is a wholly-owned subsidiary company of NPO Development, which in turn is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Sendi Bangga does not have any subsidiary or associated company.

5.3.4 SACC

(i) History and Business

SACC was incorporated on 24 July 1991 in Malaysia under the Act as a private limited company under the name of O.P. Natural Products Sdn Bhd. The company changed its name to Titijaya Resort Sdn Bhd on 18 February 1995 and assumed its present name on 9 July 2009. SACC commenced its operations on 24 July 1991. It is principally involved in property development.

5. INFORMATION ON OUR GROUP (Cont'd)**(ii) Share Capital**

SACC's present authorised share capital is RM3,000,000 comprising 3,000,000 ordinary shares of RM1.00 each, of which RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

There are no changes in the authorised, issued and paid up share capital of SACC for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in SACC.

(iii) Substantial Shareholders

SACC is a wholly-owned subsidiary of our Company.

(iv) Subsidiary and Associated Companies

SACC does not have any subsidiary or associated company.

5.3.5 Safetags**(i) History and Business**

Safetags was incorporated on 1 December 2006 in Malaysia under the Act as a private limited company. Safetags commenced its operations on 4 December 2006 and is principally involved in property development.

(ii) Share Capital

Safetags' present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM500,000 comprising 500,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Safetags for the last three (3) years up to the LPD are as follows:

Date Allotment	of No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
10 Jun 2011	249,998	1.00	Cash	250,000
31 Dec 2011	250,000	1.00	Cash	500,000

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Safetags.

5. INFORMATION ON OUR GROUP *(Cont'd)*

(iii) Substantial Shareholders

Safetags is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Safetags does not have any subsidiary or associated company.

5.3.6 Aman Kemensah

(i) History and Business

Aman Kemensah was incorporated on 2 May 1997 in Malaysia under the Act as a private limited company under the name of Amberland Corporation Sdn Bhd. The company changed its name to Tenterajaya (M) Sdn Bhd on 25 October 1999 and assumed its present name on 8 May 2008. Aman Kemensah commenced its operations on 9 May 1997 and is principally involved in property development.

(ii) Share Capital

Aman Kemensah's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

There are no changes in the authorised, issued and paid up share capital of Aman Kemensah for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Aman Kemensah.

(iii) Substantial Shareholders

Aman Kemensah is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Aman Kemensab does not have any subsidiary or associated company.

5.3.7 City Meridian

(i) History and Business

City Meridian was incorporated on 1 March 2011 in Malaysia under the Act as a private limited company and has yet to commence operations as at the LPD but will principally be involved in property development.

(ii) Share Capital

City Meridian's present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM250,000 comprising 250,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

5. INFORMATION ON OUR GROUP (Cont'd)

The changes in the issued and paid-up share capital of City Meridian since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
01 Mar 2011	2	1.00	Subscribers' shares	2
18 Mar 2011	249,998	1.00	Cash	250,000

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in City Meridian.

(iii) Substantial Shareholders

City Meridian is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

City Meridian does not have any subsidiary or associated company.

5.3.8 Liberty Park**(i) History and Business**

Liberty Park was incorporated on 1 March 2011 in Malaysia under the Act as a private limited company and has yet to commence operations as at the LPD but will principally involved in property development.

(ii) Share Capital

Liberty Park's present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM250,000 comprising 250,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Liberty Park for the last three (3) years up to the LPD are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
01 Mar 2011	2	1.00	Subscribers' shares	2
18 Mar 2011	249,998	1.00	Cash	250,000

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Liberty Park.

5. INFORMATION ON OUR GROUP *(Cont'd)*

(iii) Substantial Shareholders

Liberty Park is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Liberty Park does not have any subsidiary or associated company.

5.3.9 Terbit Kelana

(i) History and Business

Terbit Kelana was incorporated on 4 October 2002 in Malaysia under the Act as a private limited company under the name of Sempani Development Sdn Bhd. It assumed its present name on 10 December 2002. Terbit Kelana commenced its operations on 24 October 2002 and is principally involved in investment holding.

(ii) Share Capital

Terbit Kelana's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

There are no changes in the authorised, issued and paid up share capital of Terbit Kelana for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Terbit Kelana.

(iii) Substantial Shareholders

Terbit Kelana is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Terbit Kelana does not have any subsidiary or associated company.

5.3.10 Pin Hwa

(i) History and Business

Pin Hwa was incorporated on 9 January 2002 in Malaysia under the Act as a private limited company under the name of Mayang Raya Enterprise Sdn Bhd. It assumed its present name on 19 November 2002. Pin Hwa commenced its operations on 28 August 2002 and is principally involved in investment holding and joint venture for property development.

(ii) Share Capital

Pin Hwa's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

5. INFORMATION ON OUR GROUP (Cont'd)

There are no changes in the authorised, issued and paid up share capital of Pin Hwa for the last three (3) years preceding the date of this Prospectus.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Pin Hwa.

(iii) Substantial Shareholders

Pin Hwa is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Pin Hwa does not have any subsidiary or associated company.

5.3.11 Titijaya PMC**(i) History and Business**

Titijaya PMC was incorporated on 23 May 2013 in Malaysia under the Act as a private limited company under the name of Platinum Project Management Sdn Bhd. It assumed its present name on 10 July 2013. Titijaya PMC commenced its operations on 2 August 2013. The principal activity is to provide management services, such as accounting, human resource and project management, to companies within our Group.

(ii) Share Capital

Titijaya PMC's present authorised share capital is RM400,000 comprising 400,000 ordinary shares of RM1.00 each, of which RM2 comprising two (2) ordinary shares of RM1.00 each have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Titijaya PMC since its incorporation up to the LPD are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
23 May 2013	2	1.00	Subscribers' shares	2

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Titijaya PMC.

(iii) Substantial Shareholders

Titijaya PMC is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Titijaya PMC does not have any subsidiary or associated company.

5. INFORMATION ON OUR GROUP (Cont'd)**5.3.12 Epoch Property****(i) History and Business**

Epoch Property was incorporated on 2 August 2011 in Malaysia under the Act as a private limited company. Epoch Property commenced its operations on 30 August 2012 and is principally involved in property development.

(ii) Share Capital

Epoch Property's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM2,500,000 comprising 2,500,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Epoch Property since its incorporation up to the LPD are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
02 Aug 2011	2	1.00	Subscribers' shares	2
28 June 2013	2,499,998	1.00	Other than cash ⁽¹⁾	2,500,000

Note:

(1) *Capitalisation of cash advances.*

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Epoch Property.

(iii) Substantial Shareholders

Epoch Property is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Epoch Property does not have any subsidiary or associated company.

5.3.13 Prosperous Hectares**(i) History and Business**

Prosperous Hectares was incorporated on 15 February 2013 in Malaysia under the Act as a private limited company. Prosperous Hectares is currently inactive. The intended principal activity is to undertake property development.

5. INFORMATION ON OUR GROUP (Cont'd)**(ii) Share Capital**

Prosperous Hectares' present authorised share capital is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which RM2 comprising two (2) ordinary shares of RM1.00 each have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Prosperous Hectares since its incorporation up to the LPD are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
15 Feb 2013	2	1.00	Subscribers' shares	2

There are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments. As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Prosperous Hectares.

(iii) Substantial Shareholders

Prosperous Hectares is a wholly-owned subsidiary company of our Company.

(iv) Subsidiary and Associated Companies

Prosperous Hectares does not have any subsidiary or associated company.

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5. INFORMATION ON OUR GROUP (Cont'd)

5.4 LISTING SCHEME

In conjunction with, and as an integral part of the listing of and quotation for our entire issued and paid-up share capital on the Main Market of Bursa Securities, our Company implemented the listing scheme set out as follows:

- (i) Acquisitions;
- (ii) IPO; and
- (iii) Listing of Titijaya Shares.

The above are inter-conditional and are viewed as one exercise undertaken to facilitate the Listing of our Company.

5.4.1 Acquisitions

We had entered into conditional share sale agreements, all dated 27 September 2012 with the respective vendors for the following acquisitions:

Companies	Vendors	% acquired	No. of ordinary shares of RM1.00 each to be acquired ('000)	Purchase consideration RM'000	To be satisfied via	
					Titijaya Shares issued @ RM0.50 per Share ('000)	Titijaya RCPS issued @ RM0.50 per RCPS ('000)
NPO Development [^]	TGSB	100.00	2,000	48,415	94,116	2,714
SACC	TGSB	100.00	2,000	46,754	59,211	34,297
City Meridian	Yaelba	100.00	250	233	466 [#]	-
Safetags	TGSB	100.00	500	22	45	-
Liberty Park	Yaelba	100.00	250	243	486 [#]	-
Aman Kemensah	TGSB	100.00	1,000	31,087	31,468	30,706
Terbit Kelana	Puan Sri Datin Chan Lian Yen*, Lim Puay Fung*, Muhidin bin Mohd Shari and Lim Soon Koon	100.00	1,000	32,645	53,884 [#]	11,406 [#]
Pin Hwa	Puan Sri Datin Chan Lian Yen*, Lim Puay Fung* and Segaran A/L Subbiramaniyam	100.00	1,000	19,748	18,619 [#]	20,877 [#]
Total				179,147	258,295	100,000

Notes:

[^] NPO Development has two (2) wholly-owned subsidiary companies namely, NPO Land and Sendi Bangsa.

* Puan Sri Datin Chan Lian Yen is the spouse of Tan Sri Dato' Lim Soon Peng and parent of Lim Poh Yit and Lim Puay Fung.

The consideration shares were issued directly to TGSB. Details on TGSB are set out in Section 8.1.3 of this Prospectus.

5. INFORMATION ON OUR GROUP (Cont'd)

The purchase considerations for the acquisitions of the above companies were arrived at on a willing buyer-willing seller basis after taking into account the respective companies' NA / adjusted NA /adjusted consolidated NA as at 31 December 2011. The adjusted NA / adjusted consolidated NA as at 31 December 2011 has taken into consideration the fair value adjustments and deferred taxation, for properties held for development and/or being developed by the respective companies.

The details of the adjustments and deferred taxation are as follows:

NPO Development	RM'000
Audited consolidated NA of NPO Development Group as at 31 December 2011	45,750
Add: Fair value adjustments*	3,553
Less: Deferred taxation*	(888)
Adjusted consolidated NA of NPO Development Group as at 31 December 2011	48,415

SACC	RM'000
Audited NA of SACC as at 31 December 2011	13,076
Add: Fair value adjustments*	44,904
Less: Deferred taxation*	(11,226)
Adjusted NA of SACC as at 31 December 2011	46,754

City Meridian	RM'000
Audited NA of City Meridian as at 31 December 2011	233
Add: Fair value adjustments	-
Less: Deferred taxation	-
Adjusted NA of City Meridian as at 31 December 2011	233

Safetags	RM'000
Audited NA of Safetags as at 31 December 2011	22
Add: Fair value adjustments	-
Less: Deferred taxation	-
Adjusted NA of Safetags as at 31 December 2011	22

Liberty Park	RM'000
Audited NA of Liberty Park as at 31 December 2011	243
Add: Fair value adjustments	-
Less: Deferred taxation	-
Adjusted NA of Liberty Park as at 31 December 2011	243

Aman Kemensah	RM'000
Audited NA of Aman Kemensah as at 31 December 2011	935
Add: Fair value adjustments*	40,203
Less: Deferred taxation*	(10,051)
Adjusted NA of Aman Kemensah as at 31 December 2011	31,087

Terbit Kelana	RM'000
Audited NA of Terbit Kelana as at 31 December 2011	4,068
Add: Fair value adjustments*	38,203
Less: Deferred taxation*	(9,551)
Adjusted NA of Terbit Kelana as at 31 December 2011	32,720

5. INFORMATION ON OUR GROUP (Cont'd)

Pin Hwa	RM'000
Audited NA of Pin Hwa as at 31 December 2011	985
Add: Fair value adjustments*	24,817
Less: Deferred taxation*	(6,204)
Adjusted NA of Pin Hwa as at 31 December 2011	19,598

Notes:

* The fair value adjustments and deferred taxation are as follows:

Company	(A)	(B)	(C) = (A) - (B)	
	Market Value [#] RM'000	NBV as at 31 December 2011 RM'000	Fair Value Adjustments RM'000	Deferred taxation [@] RM'000
NPO Development	10,300	10,261	39	9
NPO Land	4,440	926	3,514	879
Sendi Bangga	-	-	-	-
NPO Development Group	14,740	11,187	3,553	888
SACC	82,000	37,096	44,904	11,226
Aman Kemensah	70,500	30,297	40,203	10,051
Terbit Kelana	42,580	4,377	38,203	9,551
Pin Hwa	28,800	3,983	24,817	6,204

[#] The market value is based on the valuation conducted by the respective Independent Property Valuer in April 2012 and July 2012. Please refer to Section 15 of this Prospectus for further details on the valuation of the respective properties and Section 6.18 of this Prospectus for the details of the respective properties which were taken into consideration for the computation of the above fair value adjustments.

[@] Deferred taxation is computed based on the fair value adjustments multiple by the current corporate tax rate of 25%.

The Acquisitions were completed on 29 March 2013, resulting in our issued and paid-up share capital to increase from four (4) Shares to 258,295,000 Shares and 100,000,000 RCPS.

5. INFORMATION ON OUR GROUP (Cont'd)

5.4.2 Public Issue

In conjunction with our Listing, we will undertake a public issue of 81,705,000 new Shares, representing approximately 24.03% of our enlarged issued and paid-up share capital of 340,000,000 Shares, at the IPO Price to be allocated in the following manner:

(i) **Public Tranche**

17,000,000 Public Issue Shares, representing 5.00% of our enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for application by the Public, of which at least 50% shall be set aside for Bumiputera investors including individuals, companies, societies, co-operatives and institutions.

(ii) **Pink Form Tranche**

6,000,000 Public Issue Shares, representing approximately 1.76% of our enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for application by our eligible Directors, employees and persons who have contributed to the success of our Group.

(iii) **MITI Tranche**

34,000,000 Public Issue Shares, representing 10.00% of our enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for Bumiputera investors approved by the MITI.

(iv) **Placement Tranche**

24,705,000 Public Issue Shares, representing approximately 7.27% of our enlarged issued and paid-up share capital of 340,000,000 Shares, have been reserved for placement to selected investors.

The Public Issue Shares shall rank *pari passu* in all respects with our existing issued and paid-up Shares, including voting rights and the rights to all dividends and other distributions that may be declared subsequent to the date of allotment thereof.

5.4.3 Offer for Sale

In conjunction with our Listing, the Offeror will offer up to 49,500,000 Offer Shares, representing approximately up to 14.56% of our enlarged issued and paid-up share capital of 340,000,000 Shares at the IPO Price via placement to selected investors.

5.4.4 Listing on Bursa Securities

The admission and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM170,000,000 comprising 340,000,000 Shares on the Main Market of Bursa Securities.

5. INFORMATION ON OUR GROUP *(Cont'd)*

5.5 KEY ACHIEVEMENTS AND MILESTONES

Our key achievements and milestones since inception are as follows:

(i) **Key achievements and milestones**

Year	Key achievement and milestone
2001	<ul style="list-style-type: none"> Launch of first residential development project, Mutiara Bukit Raja in Klang, comprising double-storey terrace houses, residential lots and low-cost apartments
2002	<ul style="list-style-type: none"> Admitted as a member of REDHA
2004	<ul style="list-style-type: none"> Launch of first high rise development project, E-Tiara Serviced Apartments in Subang Jaya Launch of first integrated commercial development, Klang Sentral Commercial Centre in Klang
2005	<ul style="list-style-type: none"> Launch of first commercial development, Mutiara Point Business Park in Klang Launch of Casa Tiara Serviced Suites in Subang Jaya
2007	<ul style="list-style-type: none"> Launch of first high rise commercial development, First Subang, comprising office suites and retail lots in Subang Jaya
2008	<ul style="list-style-type: none"> Launch of first mixed development, One SOHO (formerly known as Subang SOHO) in Subang Jaya
2009	<ul style="list-style-type: none"> Launch of first exclusive high-end, low rise and low density condominiums, Subang Parkhomes (Phase 1) in Subang Jaya
2010	<ul style="list-style-type: none"> Launch of first industrial development, Zone Innovation Park @ Sungai Kapar Indah in Klang Launch of The Galleria development in Klang Sentral
2011	<ul style="list-style-type: none"> Launch of Phase 1 of 3Elements in Bandar Putra Permai, Seri Kembangan, comprising 4-storey and 6-storey shop offices with lifts
2012	<ul style="list-style-type: none"> Launch of Phases 3, 4 and 5 of 3Elements in Bandar Putra Permai, Seri Kembangan, comprising SoFo suites and serviced apartments

5. INFORMATION ON OUR GROUP (*Cont'd*)

(ii) Awards

Name of company	Award	Year Obtained
NPO Development	The 5 th Asia Pacific International Honesty Enterprise – Keris Honesty Enterprise Award 2006 by the Entrepreneur Development Association (Malaysia)	2007
Sendi Bangga	Silver Award for the Residential Interior Category by MSID	2008
Sendi Bangga	Best Mixed Use Development, Malaysia at the Bloomberg Television Asia Pacific International Property Award 2010 (One SOHO (formerly known as Subang SOHO))	2010
Sendi Bangga	International Property Awards in association with Bloomberg Television - Highly Commended Apartment Malaysia (Subang Parkhomes)	2011
NPO Development	International Property Awards in association with Bloomberg Television - Highly Commended Office Development Malaysia (First Subang)	2011

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6. BUSINESS OVERVIEW

6.1 OUR PRINCIPAL BUSINESS ACTIVITIES

Our business model is summarised as below:

Business Focus	Development of: (a) Residential properties; (b) Commercial properties; and (c) Industrial properties	
Target Market	Within the Klang Valley	
Revenue Streams	Our Group's revenue streams are: <ul style="list-style-type: none"> • Sale of property development; • Sale of completed properties; and • Others (sale of land and rental income) 	
Competitive Advantages	Established track record, market reputation and strong customer base	Experienced human capital
	Strategically located land bank	Diversified property development projects
	Innovative design and planning concepts	Emphasis on quality control

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6. BUSINESS OVERVIEW (*Cont'd*)

6.2 OUR PRODUCTS AND SERVICES

We focus on three (3) types of property development namely residential, commercial and industrial.

Within the residential property development, we have embarked on the development of the following types of properties:

(a) **Residential**

- (i) Condominiums;
- (ii) Residential vacant land lots; and
- (iii) Landed properties such as terrace houses and semi-detached houses;

Within the commercial property development, we have embarked on the development of the following types of properties:

(b) **Commercial**

- (i) Commercial centre;
- (ii) Retail shops;
- (iii) Serviced apartments/suites;
- (iv) Shop offices;
- (v) SoHo;
- (vi) SoFo; and
- (vii) Studio office suites.

Within the industrial property development, we will be developing the following types of properties:

(c) **Industrial**

- (i) Industrial lots;
- (ii) Semi-detached factories; and
- (iii) Detached factories.

We have developed more than 3,000 units of properties with a total GDV of approximately RM1.14 billion since 2001 up to the LPD.

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6. BUSINESS OVERVIEW (Cont'd)

A summary of our completed, on-going and future projects is as follows:

(i) Completed projects

Name of Completed Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development	GDV RM'000	Commencement/ Completion#
Mutiara Bukit Raja	NPO Development	Klang, Selangor Darul Ehsan	1,584,986	Freehold	<ul style="list-style-type: none"> Double-storey terrace houses; Residential lots; and Low-cost apartments 	55,465	2001/2005
E-Tiara Serviced Apartments	NPO Development	Subang Jaya, Selangor Darul Ehsan	72,086	Freehold	<ul style="list-style-type: none"> Serviced apartments; and Retail lots 	65,852	2004/2007
Klang Sentral Commercial Centre	NPO Development	Klang, Selangor Darul Ehsan	377,213	Freehold	3-storey shop offices	181,191	2004/2009
Mutiara Point Business Park (Phase 1)	NPO Development	Klang, Selangor Darul Ehsan	141,309	Freehold	<ul style="list-style-type: none"> 2-storey shop offices; and 3-storey shop offices 	35,765	2005/2008
Tiara Square Business Centre	Sendi Bangsa	Subang Jaya, Selangor Darul Ehsan	329,553	Freehold	<ul style="list-style-type: none"> 2-storey shop offices; and 3-storey shop offices 	59,860	2005/2008
Casa Tiara Serviced Suites	NPO Development	Subang Jaya, Selangor Darul Ehsan	144,172	Freehold	<ul style="list-style-type: none"> Serviced apartments; and Retail lots 	175,510	2005/2008
First Subang	NPO Development	Subang Jaya, Selangor Darul Ehsan	66,288	Freehold	<ul style="list-style-type: none"> Office suites; Studio suites; and Retail podium 	182,353	2007/2011
One SOHO (formerly known as Subang SOHO)	Sendi Bangsa	Subang Jaya, Selangor Darul Ehsan	69,879	Freehold	<ul style="list-style-type: none"> SoHo suites Retail shops 	117,372	2008/2012

6. BUSINESS OVERVIEW (Cont'd)

Name of Completed Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development	GDV RM'000	Commencement [^] / Completion [#]
Subang Parkhomes - Phase 1	Sendi Bangga	Subang Jaya, Darul Ehsan	333,368	Freehold	• Low rise and low density condominiums	263,525	2009/2013

Notes:

[^] Commencement date is based on the signing of the first sales and purchase agreement for the respective property development project.

[#] Completion date is based on the completion of the construction and obtaining of the CFO / CCC for the respective property development projects.

(ii) On-going projects

Name of On-Going Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development	Estimated GDV RM'000	Commencement [^] / Expected Completion	Percentage of completion [#] %
Subang Parkhomes - Phase 2	Sendi Bangga	Subang Jaya, Selangor Darul Ehsan	101,095	Freehold	Low rise and low density condominiums	168,082	2011/2014	23.77
Seri Alam Industrial Park - Phase 1 - Phase 2	NPO Land	Klang, Selangor Darul Ehsan	7,839,493	Freehold	Vacant land plots for the construction of individual light industrial factory units	218,397	2010/2015	* *
Zone Innovation Park @ Sungai Kapar Indah - Phase 1 - Phase 2	NPO Land	Klang, Selangor Darul Ehsan	1,341,648	Freehold	• 1½-storey detached units; and • 2½-storey detached units	159,508	2011/2016	* *
The Galleria	NPO Development	Klang Sentral, Selangor Darul Ehsan	172,891	Freehold	3-storey stratified shop offices	137,364	2011/2014	64.57

6. BUSINESS OVERVIEW (Cont'd)

Name of On-Going Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development	Estimated GDV RM'000	Commencement [^] / Expected Completion	Percentage of completion [#] %
3Elements	Safetags	Bandar Putra Permai, Seri Kembangan, Selangor Darul Ehsan	262,962	Leasehold	<ul style="list-style-type: none"> 4-storey and 6-storey shop offices with lifts; Retail lots SoFo suites; and Serviced apartments 	399,275	2011/2016	51.33
- Phase 1								**
- Phase 2								*
- Phase 3 and 4								*
- Phase 5								*

Notes:

Based on total project cost incurred as at the LPD divided by budgeted cost.

* As at the LPD, no revenue and cost of sales have been recognised as the progress of these projects has not reached a stage where the financial results can be reliably estimated.

** As at the LPD, our Group has not launched Phase 2 of the 3Elements development project.

^ Commencement date is based on the signing of the first sales and purchase agreement for the respective property development project.

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6. BUSINESS OVERVIEW (Cont'd)

(iii) Future projects

Name of Future Project*	Developer	Location	Land Area sq. ft.	Tenure	Type of Development*	Estimated GDV* RM'000	Expected Commencement*/ Completion *
Subsequent phases of Seri Alam Industrial Park	NPO Land	Klang, Selangor Darul Ehsan	7,919,208	Freehold	<ul style="list-style-type: none"> • Vacant land plots for the construction of individual light industrial factory units; • Residential; • Low cost 1-storey terrace factories; • Low cost apartments; and • Low medium and medium cost apartments 	204,073	2015/2020
Subsequent phases of Zone Innovation Park @ Sungai Kapar Indah	NPO Land	Klang, Selangor Darul Ehsan	479,596	Freehold	Industrial development comprising semi-detached and detached factories	69,200	2014/2018
Phase 2 of Mutiara Point Business Park	NPO Development	Klang, Selangor Darul Ehsan	99,301	Freehold	Double storey shop offices	27,450	2014/2017
Trio	SACC	Section U1, Shah Alam, Selangor Darul Ehsan	701,953	Freehold	Commercial development	1,512,031	2014/2020
Embun @ Kemensah	Aman Kemensah	Ulu Kelang, Selangor Darul Ehsan	641,152	Freehold	Residential development	214,373	2013/2017
H2O	Epoch Property	Ara Damansara, Selangor Darul Ehsan	263,059	Freehold	Mixed development (residential and commercial)	572,124	2014/2019
Klang Sentral Service Apartments	NPO Development	Klang, Selangor Darul Ehsan	526,226	Freehold	Serviced apartments	700,000	2015/2021

6. BUSINESS OVERVIEW (Cont'd)

Note:

* The name of the projects, type of development/ property mix, estimated GDV, expected commencement date and expected completion date may be varied during its eventual launching in the future.

Our Group is to develop approximately 170.23 acres of public amenities, such as roads, schools, mosques and power stations, under the Seri Alam Industrial Park project which we are required to hand over to the respective local authorities once the development project is completed.

Our completed and current property development projects as at the LPD are as follows:

(i) **Completed Projects**

(a) **Mutiara Bukit Raja**



In 2001, we launched Mutiara Bukit Raja in Klang, Selangor Darul Ehsan which is sited on 36.39 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Land Area sq. ft.	Built-up Area sq. ft.	GDV RM'000
<u>Phase 1</u>					
Double storey terrace houses	108	108	1,500	2,200	27,515
Residential lots	110	110	2,800 – 5,469	-	24,590
<u>Phase 2</u>					
Low-cost apartments	80	80	-	680	3,360

The Phase 1 of Mutiara Bukit Raja was completed and the CFO obtained in 2003. Subsequently, the Phase 2 of Mutiara Bukit Raja comprising low-cost apartments was completed and the CFO obtained in 2005.

6. BUSINESS OVERVIEW (Cont'd)

(b) E-Tiara Serviced Apartments



In 2004, we launched the E-Tiara Serviced Apartments project in Subang Jaya, Selangor Darul Ehsan comprising a 15-storey block with 5 levels of car park and a basement car park sited on 1.65 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Built-up Area sq. ft.	GDV RM'000
Serviced apartments	315	314	617 – 1,241	61,902
Retail lots	24	24	177 – 1,016	3,950

E-Tiara Serviced Apartments was completed and the CFO obtained in 2007.

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6. BUSINESS OVERVIEW (Cont'd)

(c) Klang Sentral Commercial Centre

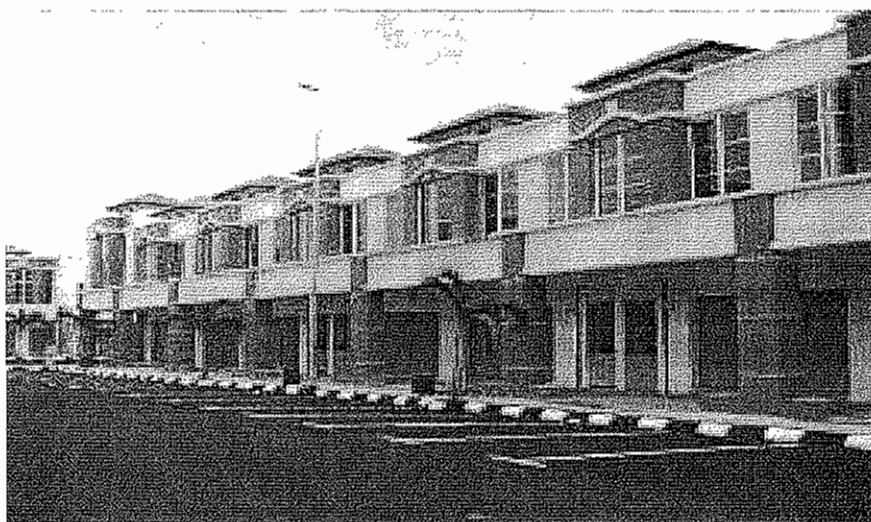


In 2004, we launched our Klang Sentral Commercial Centre in Klang, Selangor Darul Ehsan which is sited on 8.66 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Land Area sq. ft.	Built-up Area sq. ft.	GDV RM'000
3-storey shop offices:					
- Enbloc	87	87	1,540-	4,250	181,191
- Stratified	402	388	1,650		

The construction of Klang Sentral Commercial Centre was completed in 2008 and the CFO was obtained in 2009.

(d) Mutiara Point Business Park (Phase 1)



6. BUSINESS OVERVIEW (Cont'd)

In 2005, we launched Phase 1 of our Mutiara Point Business Park in Klang, Selangor Darul Ehsan which is sited on 3.24 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Land Area sq. ft.	Built-up Area sq. ft.	GDV RM'000
2-storey and 3-storey shop offices:			1,400 – 3,156	2,601 – 5,171	35,765
- Enbloc	53	53			
- Stratified	42	42			

The construction of Mutiara Point Business Park project was completed in 2007 and the CFO was obtained in 2008.

(c) Tiara Square Business Centre



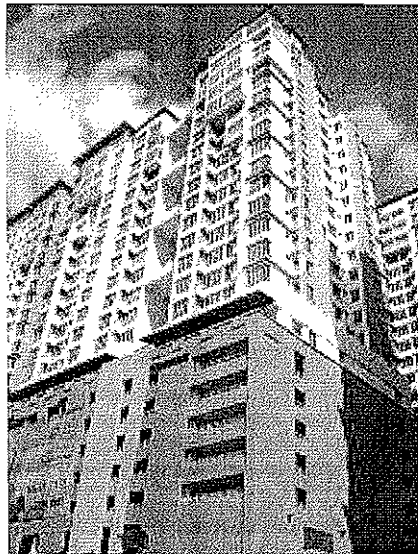
In 2005, we launched the Tiara Square Business Centre at USJ12, UEP Subang Jaya, Selangor Darul Ehsan which is sited on 7.57 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Land Area sq. ft.	Built-up Area sq. ft.	GDV RM'000
2-storey and 3-storey shop offices	94	94	1,540	2,883 – 4,424	59,860

The construction of Tiara Square Business Centre was completed in 2007 and the CFO was obtained in 2008.

6. BUSINESS OVERVIEW *(Cont'd)*

(f) Casa Tiara Serviced Suites



In 2005, we launched the Casa Tiara Serviced Suites in Subang Jaya, Selangor Darul Ehsan comprising a 21-storey block with a basement car park sited on 3.31 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Built-up Area sq. ft.	GDV RM'000
Serviced apartments	679	678	447 – 2,500	164,143
Retail lots	42	42	284 – 1,205	11,367

Casa Tiara Serviced Suites was completed and the CFO obtained in 2008.

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6. BUSINESS OVERVIEW *(Cont'd)*

(g) First Subang



In 2007, we launched First Subang in Subang Jaya, Selangor Darul Ehsan comprising two (2) 17-storey towers sited on 1.53 acres of commercial land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Typical Built-up Area sq. ft.	GDV RM'000
Office suites	106	106	455 – 13,224	59,272
Studio suites	261	261	437 – 926	73,831
Retail podium	1	1	83,000	49,250

The construction of First Subang was completed in 2010 and the CCC was obtained in 2011.

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6. BUSINESS OVERVIEW (*Cont'd*)

(h) One SOHO (formerly known as Subang SOHO)



In 2008, we launched One SOHO (formerly known as Subang SOHO) in Subang Jaya, Selangor Darul Ehsan comprising an 18-storey block with a five (5)-storey car park sited on 1.60 acres of freehold land. The details of the development are as follows:

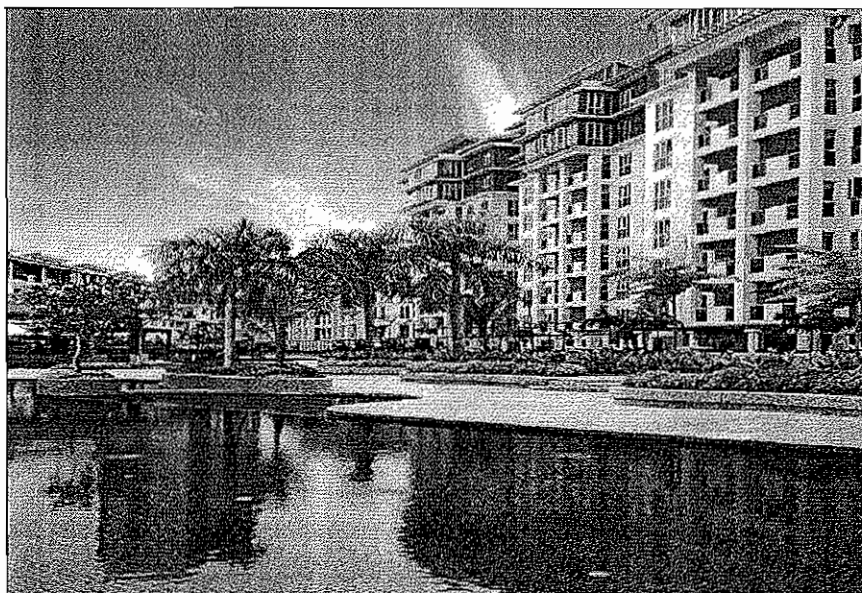
Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Typical Built-up Area sq. ft.	GDV RM'000
SoHo suites	448	448	400 – 690	115,838
Retail shops	10	8	253 - 479	1,534

The construction of One SOHO was completed in 2011 and the CCC was obtained in 2012.

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6. BUSINESS OVERVIEW (Cont'd)

(i) Subang Parkhomes (Phase 1)



In 2009, we launched Subang Parkhomes (Phase 1) in Subang Jaya, Selangor Darul Ehsan comprising five (5) blocks of low-density and low rise condominium villas sited on 7.65 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Developed	Total Units/Lots Sold as at the LPD	Built-up Area sq. ft.	GDV RM'000
Phase 1 Condominiums (Block A, B, C, D and E)	302	286	1,093 – 2,870	263,525

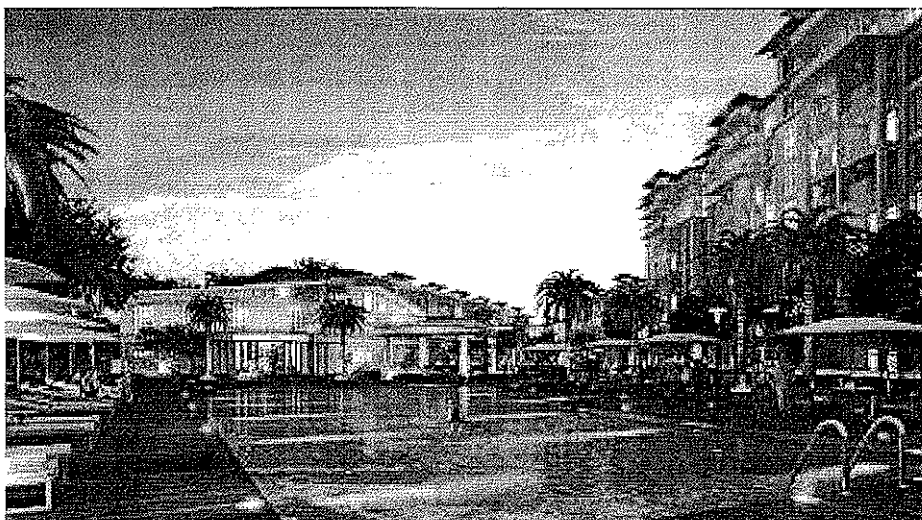
The construction of Phase 1 of Subang Parkhomes was completed and the CCC obtained in 2013.

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6. BUSINESS OVERVIEW (*Cont'd*)

(ii) On-Going Projects

(a) Subang Parkhomes (Phase 2)

*Artist Impression*

In 2011, we launched Subang Parkhomes (Phase 2) in Subang Jaya, Selangor Darul Ehsan comprising two (2) blocks of low-density and low rise condominium villas sited on 2.32 acres of freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Total Units/Lots Sold as at the LPD	Built-up Area sq. ft.	Estimated GDV RM'000
Phase 2 Condominiums (Block F & G)	176	92	1,308-2,342	168,082

The Subang Parkhomes (Phase 2) project is targeted to be completed by 2014.

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6. BUSINESS OVERVIEW (Cont'd)

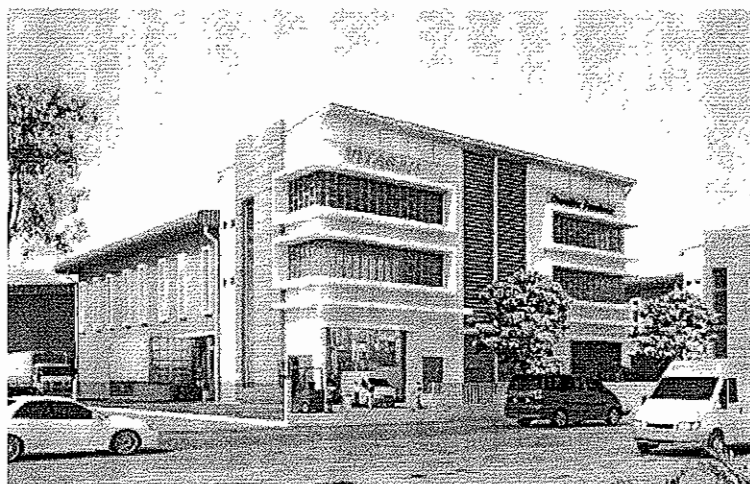
(b) Seri Alam Industrial Park (Phase 1 and Phase 2)

In 2010, we launched Phase 1 and Phase 2 of our Seri Alam Industrial Park project in Klang, Selangor Darul Ehsan which is sited on a freehold land. The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Total Units/Lots Sold as at the LPD	Typical Land Area sq. ft.	Estimated GDV RM'000
<u>Phase 1</u> Light industrial factory – vacant land plots for construction of own units	48	43	47,480 – 197,762	143,277
<u>Phase 2</u> Light industrial factory – vacant land plots for construction of own units	25	6	48,352 – 92,783	75,120

The Seri Alam Industrial Park (Phase 1 and Phase 2) project is targeted to be completed by 2015.

(c) Zone Innovation Park @ Sungai Kapar Indah



Artist Impression

In 2010 and 2011, we launched Phase 1 and Phase 2 of Zone Innovation Park @ Sungai Kapar Indah project respectively in Klang, Selangor Darul Ehsan which is sited on 30.80 acres of freehold land.

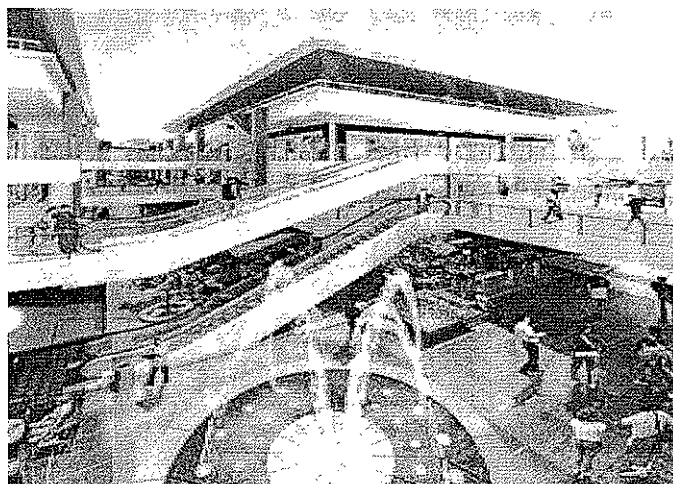
6. BUSINESS OVERVIEW (Cont'd)

The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Total Units/Lots Sold as at the LPD	Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
<u>Phase 1</u>					
1½-storey semi-detached factory units	20	14	11,304 – 13,415	6,204	37,212
2½-storey semi-detached factory units	20	7	11,304 – 13,415	8,084	43,317
<u>Phase 2</u>					
1½-storey semi-detached factory units	40	25	11,304 – 13,415	6,204	78,979

The Zone Innovation Park @ Sungai Kapar Indah is targeted to be completed by 2016.

(d) The Galleria



Artist Impression

In 2010, we launched The Galleria project in Klang Sentral, Klang, Selangor Darul Ehsan which is sited on 3.97 acres of freehold land.

6. BUSINESS OVERVIEW (Cont'd)

The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Total Units/Lots Sold as at the LPD	Typical Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
3-storey stratified shop offices	222	90	1,540	4,193 – 8,437 (en bloc)	137,364

The Galleria project is targeted to be completed by 2014.

(e) 3Elements



Artist Impression

In 2011 and 2012, we launched the Phase 1 and Phase 3 to Phase 5 of the 3Elements project respectively in Pusat Bandar Putra Permai, Seri Kembangan, Selangor Darul Ehsan which is sited on 6.03 acres of leasehold land.

6. BUSINESS OVERVIEW (Cont'd)

The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Total Units/Lots Sold as at the LPD	Typical Land Area sq. ft.	Typical Built-up area sq. ft.	Estimated GDV RM'000
<u>Phase 1</u> 4-storey and 6-storey shop offices with lifts	16 (Enbloc) / 72 stratified units	72 stratified units	1,540	4,828 – 7,594	40,519
<u>Phase 2</u> Retail Lots	22	-	-	6,015 – 14,502	*
<u>Phase 3 and 4</u> SoFo Suites	800	382	-	504 – 761	229,128
<u>Phase 5</u> Serviced Apartments	342	251	-	659 – 1,018	129,628

Note:

* As at the LPD, our Group has yet to launch Phase 2 and thus the selling prices for these units have not been formalised.

The 3Elements project is targeted to be completed by 2016.

(iii) Future Projects**(a) Subsequent Phases of Seri Alam Industrial Park**

We intend to develop further phases of Seri Alam Industrial Park in Klang, Selangor Darul Ehsan. The details of the proposed development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Typical Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
Light industrial factory – vacant land plots for construction of own units	22	49,658 – 92,347	n.a.	83,608
Residential	360	2,464 – 2,800	*	67,953*
Low cost 1-storey terrace factories	84	1,200	*	12,600*
Low cost apartments	532	386,377	*	22,344*
Low medium and medium cost apartments	216	157,252	*	17,568*

6. BUSINESS OVERVIEW (Cont'd)

*Notes:**n.a. Not applicable.*** As at the LPD, our Group has yet to formalise the details of the proposed building plans.*

We expect to commence the development of the subsequent phases of Seri Alam Industrial Park in 2015 and the development is targeted to be completed by 2020.

(b) Subsequent Phases of Zone Innovation Park @ Sungai Kapar Indah

We intend to develop the subsequent phases of Zone Innovation Park @ Sungai Kapar Indah in Klang, Selangor Darul Ehsan. The details of the development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Typical Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
Semi-detached factories	12	16,767 – 25,487	8,403 – 13,260	30,000
Detached factories	8	20,038 – 58,806	14,413	39,200

We expect to commence the development of the subsequent phases of Zone Innovation Park @ Sungai Kapar Indah in 2014 and the development is targeted to be completed by 2018.

(c) Phase 2 of Mutiara Point Business Park

We intend to develop Phase 2 of Mutiara Point Business Park in Klang, Selangor Darul Ehsan. The details of the proposed development are as follows:

Type of Development	Total Units/Lots Proposed to be Developed	Typical Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
Double-storey shop offices	61	1,400	2,681	27,450

We expect to commence the development of Phase 2 of Mutiara Point Business Park in 2014 and the development is targeted to be completed by 2017.

6. BUSINESS OVERVIEW (Cont'd)

(d) Trio

We intend to develop a mixed commercial development, sited on 16.12 acres of freehold land in Shah Alam, Selangor Darul Ehsan. The proposed development would consist of:

- (i) one (1) block of shopping complex, hotel, office tower and service apartment tower; and
- (ii) two (2) SoHo tower.

The above proposed development mix may be varied during its eventual launching in the future.

We expect to commence the development of Trio in 2014 and the development is targeted to be completed by 2020.

(e) Embun @ Kemensah

We intend to develop a gated residential community sited on 14.72 acres of freehold land in Ulu Kelang, Selangor Darul Ehsan. The proposed development consists of:

Type of Development	Total Units Proposed to be Developed	Typical Land Area sq. ft.	Typical Built-up Area sq. ft.	Estimated GDV RM'000
Superlink terrace houses	51	1,110 – 1,300	4,522 – 5,502	90,625
Semi-detached houses	52	3,480 – 5,244	*	123,748*

Note:

* The proposed development is currently pending the finalisation of the building plans

We expect to commence the development of Embun @ Kemensah in the fourth quarter of 2013 and the development is targeted to be completed by 2017.

(f) H2O

We intend to develop a mixed development, sited on 6.04 acres of freehold land in Ara Damansara, Selangor Darul Ehsan. The proposed development would consist of three (3) blocks of serviced apartments with 630 units, and one (1) block of SoHo with 165 units and 18 units of retail lots. We expect to commence the development of H2O in 2014 and the development is targeted to be completed by 2019.

(g) Klang Sentral Service Apartments

We intend to develop service apartments, sited on 12.08 acres of freehold land in Klang, Selangor Darul Ehsan. The proposed development would consist of four (4) phases encompassing 11 blocks of serviced apartments with approximately 2,400 units. We expect to commence the development in 2015 and the development is targeted to be completed by 2021.

6. BUSINESS OVERVIEW (Cont'd)

6.3 COMPETITIVE STRENGTH

We have a history in property development dating back to 2001. We believe that we benefit from a number of strengths and advantages that differentiate us from our competitors. These include the following:

(i) **Established Track Record, Market Reputation and Strong Customer Base**

Since 2001 up to the LPD, we have developed more than 3,000 units of properties with a total GDV of approximately RM1.14 billion.

Our numerous residential and commercial projects in Subang Jaya and Klang have been well received by the market, having registered good take-up rates and capital appreciations in the sub-sale market. An analysis of the performance of our completed projects is tabulated below:

Project Name	Type of Property	Take-up Rate as at the LPD %	Launch Year	Land Area sq. ft.	Built-up Area sq. ft.	Our Selling Price RM	Recently Transacted Prices as of August 2013 [^] RM	Capital Appreciation %
Mutiara Bukit Raja	<ul style="list-style-type: none"> Double-storey terrace houses Residential lots Low-cost apartments 	100.00	2001	1,500	2,200	228,888	360,000 ^{^1}	57.28
							n.a.	n.a.
							62,000 - 65,000 ^{^1} 85,000*	47.62 - 54.76 102.38
E-Tiara Serviced Apartments	<ul style="list-style-type: none"> Serviced apartments 	99.68	2004	-	617 - 1,241	190,800 (for built up of 692 sq. ft.)	430,000 ^{^1} 475,000 - 520,000* (for built up of 692 sq. ft.)	125.37 148.95 - 172.54
							515,000 ^{^1} 610,000 - 620,000* (for built up of 858 sq. ft.)	121.22 162.03 - 166.32
	<ul style="list-style-type: none"> Retail lots 	100.00	2004	-	177 - 1,016	From 87,000	n.a.	n.a.

6. BUSINESS OVERVIEW (Cont'd)

Project Name	Type of Property	Take-up Rate as at the LPD %	Launch Year	Land Area sq. ft.	Built-up Area sq. ft.	Our Selling Price RM	Recently Transacted Prices as of August 2013 [^] RM	Capital Appreciation %
Klang Sentral Commercial Centre	• Shop offices	97.14	2004	1,650	Enbloc	From 756,000	900,000 ^{^1}	19.05
				1,606	Enbloc	From 755,000	1,180,000 ^{^1}	56.29
Mutiara Point Business Park (Phase 1)	• 2-storey shop offices	100.00	2005	1,400 - 1,540	2,601 - 2,861	300,000 (for land area of 1,540 sq. ft.)	470,000 - 550,000 (for land area of 1,540 sq. ft.)	56.67 - 83.33
	• 3-storey shop offices	100.00	2005	3,156	5,171	1,548,000	1,500,000 ^{^2}	(3.10)
Tiara Square Business Centre	• 2-storey shop offices	100.00	2005	1,540	2,883	From 353,000	1,175,000 - 1,300,000	112.48 - 135.08
	• 3-storey shop offices	100.00	2005	1,540	4,424	From 738,000	n.a	n.a
Casa Tiara Serviced Suites	• Serviced apartments	99.85	2005	-	447 - 500	159,510 (for built up of 447 sq. ft.)	380,000 (for built up of 447 sq. ft.)	138.23
					800 - 849	250,777 (for built up of 849 sq. ft.)	460,000 ^{^1} 520,000 - 585,000* (for built up of 849 sq. ft.)	83.43 107.36 - 133.28
					880 - 921	265,000 (for built up of 880 sq. ft.)	526,000 ^{^1} 530,000 - 588,000* (for built up of 880 sq. ft.)	98.49 100.00 - 121.89
	• Retail lots	100.00	2006	-	1,205	1,024,250	1,200,000 ^{^1}	17.16
First Subang	• Office suites	100.00	2007	-	455 - 13,224	296,800 (for built up of 671 sq. ft.)	420,000 ^{^1} 430,000 - 555,000* (for built up of 671 sq. ft.)	41.51 44.88 - 86.99

6. BUSINESS OVERVIEW (Cont'd)

Project Name	Type of Property	Take-up Rate as at the LPD %	Launch Year	Land Area sq. ft.	Built-up Area sq. ft.	Our Selling Price RM	Recently Transacted Prices as of August 2013 [^] RM	Capital Appreciation %
	• Studio suites	100.00	2007	-	458 – 926	302,220 (for built up of 628 sq. ft.)	450,000 460,000 – 550,000* (for built up of 628 sq. ft.)	48.90 52.21 – 81.99
	• Retail podium	100.00	2007	-	83,000	49,250,000	n.a.	n.a.
One SOHO (formerly known as Subang SOHO)	• SoHo	100.00	2008	-	400 – 690	From 248,300 (for built up of 685 sq. ft.)	380,000 (for built up of 685 sq. ft.)	53.04
	• Retail Shops	80.00	2008	-	253 - 479	From 101,200 (for built up of 253 sq. ft.)	n.a.	n.a.
Subang Parkhomes (Phase 1)	• Condominiums	94.70	2009	-	1,093 – 2,870	From 585,000 (for built up of 1,093 sq. ft.)	760,000 - 835,000* (for built up of 1,093 sq. ft.)	29.91 - 42.74

Notes:

n.a. Not available.

[^] Based on recent transacted prices obtained from the Valuation and Property Services Department, Ministry of Finance, Malaysia as of August 2013.^{^1} There are no recent transacted prices as of 2013, hence our analysis was based on transacted prices in 2012 obtained from Valuation and Property Services Department, Ministry of Finance, Malaysia.^{^2} There are no recent transacted prices as of 2013 and 2012, hence our analysis was based on transacted prices in 2011 obtained from Valuation and Property Services Department, Ministry of Finance, Malaysia.

* Based on recent asking price as at LPD.

The successes of our projects have allowed us to build our reputation as well as strengthened our customer base in the localities of Subang Jaya and Klang.

6. BUSINESS OVERVIEW (Cont'd)**(ii) Experienced Human Capital**

Our Group's success is attributed to our experienced management team that has in-depth knowledge in the property development industry.

Our Group Managing Director, Tan Sri Dato' Lim Soon Peng, has more than 40 years of experience in the property development industry and has since established relationships with many of our suppliers and customers. He is supported by our Executive Directors, Lim Poh Yit who has nine (9) years of experience in the property development industry and our Executive Director Lim Puay Fung who has 10 years of experience in sales and marketing. Under their leadership, we have successfully completed property projects such as Mutiara Bukit Raja, Mutiara Point Business Park (Phase 1), E-Tiara Serviced Apartments, Casa Tiara Serviced Suites and One SOHO (formerly known as Subang SOHO).

As we acknowledge that an experience management team is imperative to our continued success, every effort is being taken by our Executive Directors to groom a dedicated management team to assist in our daily business management. Please refer to Section 8.2.1 and 8.4.1 of this Prospectus for the profiles of our Directors and key management respectively.

(iii) Strategically Located Land Bank

We own approximately 470 acres of land bank strategically located within the Klang Valley. Our land bank in Selangor Darul Ehsan is mainly concentrated in the Districts of Petaling and Klang with the former being the most populous and densely-populated district in the state and the latter being the third most populous in the state. Selangor Darul Ehsan is also the country's richest and most developed state which garnered 21.25% of total foreign investments in manufacturing projects in Malaysia in 2012. Accordingly, most of our land bank has development potential as they are situated within the Districts of Petaling and Klang.

(source: IMR report)

Please refer to Section 6.18.1 of this Prospectus for further details of the land bank held by our Group for development.

(iv) Diversified Property Development Projects

With the launch of our Seri Alam Industrial Park and Zone Innovation Park @ Sungai Kapar Indah projects, our Group has also embarked on developing industrial properties in addition to residential and commercial properties.

(v) Innovative Design and Planning Concepts

Our major selling point is our ability to incorporate contemporary concepts, architecture and designs in our development projects. Our design and planning concepts are diligently planned and are aimed at catering to the needs of our target customers. This has enabled us to remain competitive, yet profitable.

6. BUSINESS OVERVIEW (Cont'd)

Our successful design and planning concepts is underscored by the Silver Award for the Residential Interior Category of the prestigious MSID's Interior Design Awards 2008 for One SOHO (formerly known as Subang SOHO). One SOHO (formerly known as Subang SOHO) was also awarded the Best Mixed Use Development, Malaysia at the Bloomberg Television Asia Pacific International Property Award 2010 held in Hong Kong. Our Group's Subang Parkhomes and First Subang projects were also awarded the Highly Commended Apartment Malaysia and Highly Commended Office Development Malaysia respectively by the International Property Awards in association with Bloomberg Television in 2011.

(vi) Emphasis on Quality Control

Our selection process for third party contractors to undertake our construction works include assessing the track record and reputation of the contractors and interviewing shortlisted contractors. Furthermore, our emphasis on using quality materials for our projects has enabled us to develop a reputation in delivering quality residential and commercial development properties. Our commitment to deliver quality development properties to customers regardless of the type of development we undertake, has allowed us to develop projects which are well received by our customers as evident in the take up rate as disclosed in Section 6.3(j) of this Prospectus. Please refer to Section 6.10 of this Prospectus for further details on our Group's quality assurance.

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6. BUSINESS OVERVIEW (Cont'd)**6.4 OUR PRINCIPAL MARKETS**

As at the LPD, our property development activities are focused within the Klang Valley. We are looking forward to expand our geographical presence in Malaysia. We will continue to identify opportunities that will enable us to strengthen our presence within the property market.

Please refer to Section 6.19 of this Prospectus for further details of our expansion plans.

The breakdown of our revenue for FYE 30 June 2013 is as follows:

Revenue by Business Segment	FYE 30 June 2013	
	RM'000	%
Property development	189,464	97.78
Sale of completed properties	3,186	1.64
Others*	1,116	0.58
Total	193,766	100.00

Note:

* Others consist of sale of vacant lands and rental income.

6.5 SEASONALITY

The Malaysian property market is generally not subjected to any seasonality factor. However, property development in general is subject to the performance of the Malaysian economy and property sector.

The details on economic and sector risks are set out in Sections 4 of this Prospectus.

6.6 TYPES, SOURCES AND AVAILABILITY OF RAW MATERIALS/INPUT

As set out in Section 6.9 of this Prospectus, we award our construction works and certain consultancy services to third party contractors who are responsible for the construction of the proposed development including the procurement of building materials.

For the past five (5) FYE 30 June 2009 to FYE 30 June 2013, we have incurred the following construction costs:

FYE 30 June	2009		2010		2011		2012		2013	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Building construction works*	66,814	74.29	47,784	98.65	60,939	89.92	54,845	81.97	77,926	76.02
Site clearing, earthwork road, drainage and other infrastructure works*	20,584	22.89	157	0.32	5,177	7.64	8,890	13.29	8,973	8.75
Piling works*	2,535	2.82	498	1.03	1,652	2.44	3,172	4.74	15,610	15.23
TOTAL	89,933	100.00	48,439	100.00	67,768	100.00	66,907	100.00	102,509	100.00

Note:

* As a component of our Group's cost of goods sold.

All our construction related works and services are undertaken by local contractors. As at the LPD, we have not experienced any shortage in the supply of contractor services.

6. BUSINESS OVERVIEW *(Cont'd)*

6.7 TECHNOLOGY USED

Our Group, being involved in the property development industry, engages external consultants such as architects and engineers for the property development design conception and/or implementation of our Group's property development projects. As such, our Group is not directly exposed to building technologies. Our Group has, through these external consultants, incorporated certain technologies into our Group's 3Elements project to comply with the Green Building Index (GBI).

GBI is Malaysia's industry recognised green rating tool for buildings to promote sustainability in the built environment and raise awareness among developers, architects, engineers, planners, designers, contractors and the public about environmental issues and our responsibility to the future generations. It was officially launched in May 2009 and it is a profession driven initiative to lead the Malaysian property industry to be more environmentally-friendly. Technology that may be used in our Group's property development includes solar panel, rain water harvesting and energy saving light-emitting diode (LED) light fittings. The rating system provides opportunity for the design and construction of green and sustainable environment, better connectivity to public transport and the adoption of recycling and greenery for the projects as well as reducing the impact on the environment. The GBI Malaysia rating is based on six (6) key criteria:

- Energy efficiency;
- Indoor environmental quality;
- Sustainable site planning and management;
- Material and resources;
- Water efficiency; and
- Innovation

According to the GBI assessment framework, achieving points in these categories will indicate that the building will likely be more environmental friendly compared to buildings which are not GBI recognised. The GBI assessment also involves assessment at the design stage leading to the award of the provisional GBI rating. The final award is given one (1) year after the building is first occupied. Buildings are also required to be re-assessed every three (3) years in order to maintain their GBI rating to ensure that the buildings are well-maintained. Buildings are awarded GBI Status depending on the scores achieved – Platinum (86 points and above), Gold (76 to 85 points), Silver (66 to 75 points) or Certified (50 to 65 points) ratings.

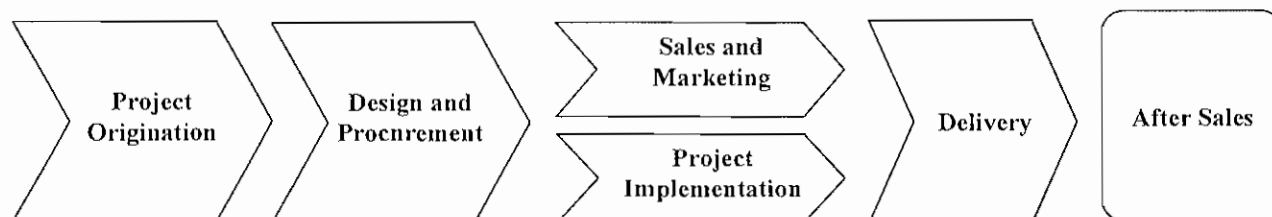
6.8 OPERATING CAPACITIES

As at 30 June 2013, we do not have machinery and equipment for our operations as we award all our construction work to third party contractors.

6. BUSINESS OVERVIEW (Cont'd)

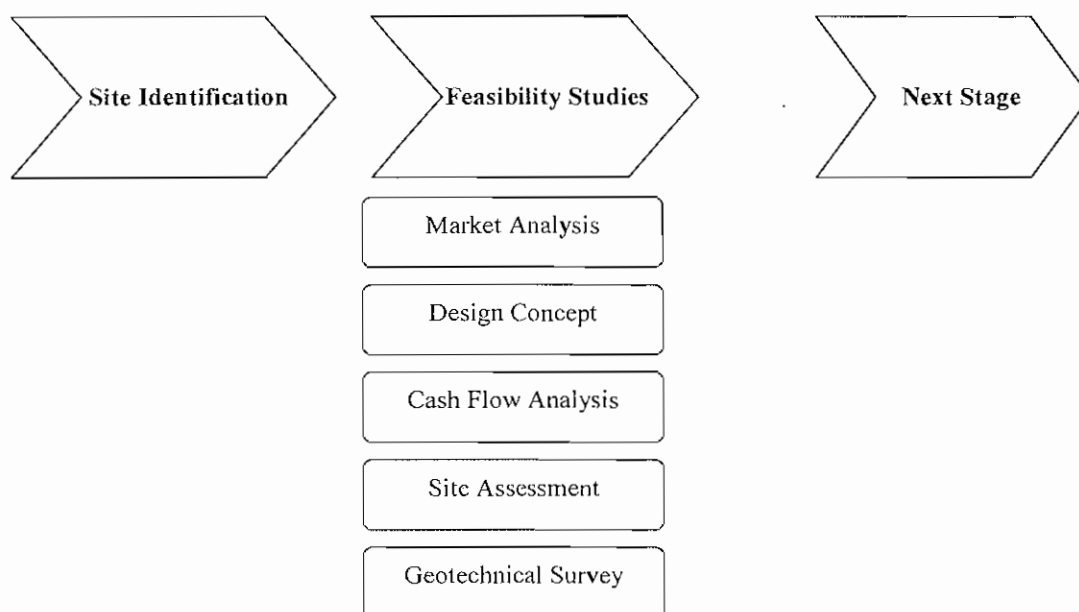
6.9 OUR BUSINESS AND OPERATIONS PROCESSES

Our property development process flow is set out in the diagram below:



(i) Project Origination

The diagram below illustrates our project origination process:



The project origination process begins with the identification of suitable land for our development, either from our existing land bank, joint ventures with landowners or acquisition of new land bank.

We then undertake feasibility studies on the identified land. Such studies would encompass, *inter alia*, the following:

- (a) market analysis to ascertain market demand and pricing for the proposed development;
- (b) preliminary design concept to determine the most suitable product to be developed on the proposed site;
- (c) cash flow analysis to determine the viability and profitability of the proposed development including an analysis of the estimated GDV and gross development cost for the proposed development;

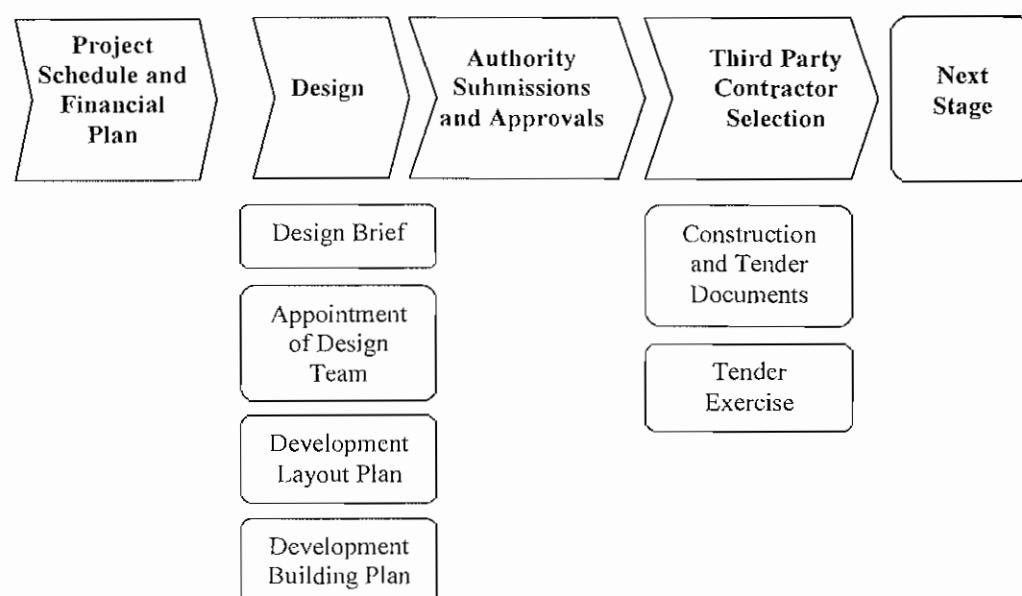
6. BUSINESS OVERVIEW (Cont'd)

- (d) site assessment to determine whether the proposed development is in line with the local plan endorsed by the relevant authorities; and
- (e) geotechnical surveys are also undertaken by geotechnical experts to determine the necessary construction methods and the suitability of the land for the proposed development.

Once the feasibility studies have been completed and the proposed development is approved by our management and Board, we will enter into joint venture agreement(s) with land owners or sale and purchase agreement(s) for land acquisition, if the identified land does not belong to us. The project will then progress to the next stage of the property development process, which is the design and procurement stage.

(ii) Design and Procurement

The diagram below illustrates our design and procurement stage:



The first step of design and procurement stage begins with the preparation of a detailed project schedule and financial plan. The project schedule is prepared for the purpose of monitoring the progress of the development activities whilst the project financial plan is prepared to monitor revenue and costs of the project against budgets.

The design stage would encompass, amongst others, the following:

- (a) Our project team comprising representatives from our management, projects and property development department, sales and marketing team as well as our Group's accounts and finance department will be responsible for the preparation of a detailed design brief for the proposed development. The design brief represents a critical success factor of the proposed development in ensuring that the proposed development considers the right product targeted at the right market segment;

6. BUSINESS OVERVIEW (Cont'd)

- (b) The project team will then proceed with the appointment of the proposed development's design team comprising architects, engineers, quantity surveyors and other consultants;
- (c) Upon completion of the design briefing, the design team will proceed with the development layout plan and building plan for submission to the relevant authorities.

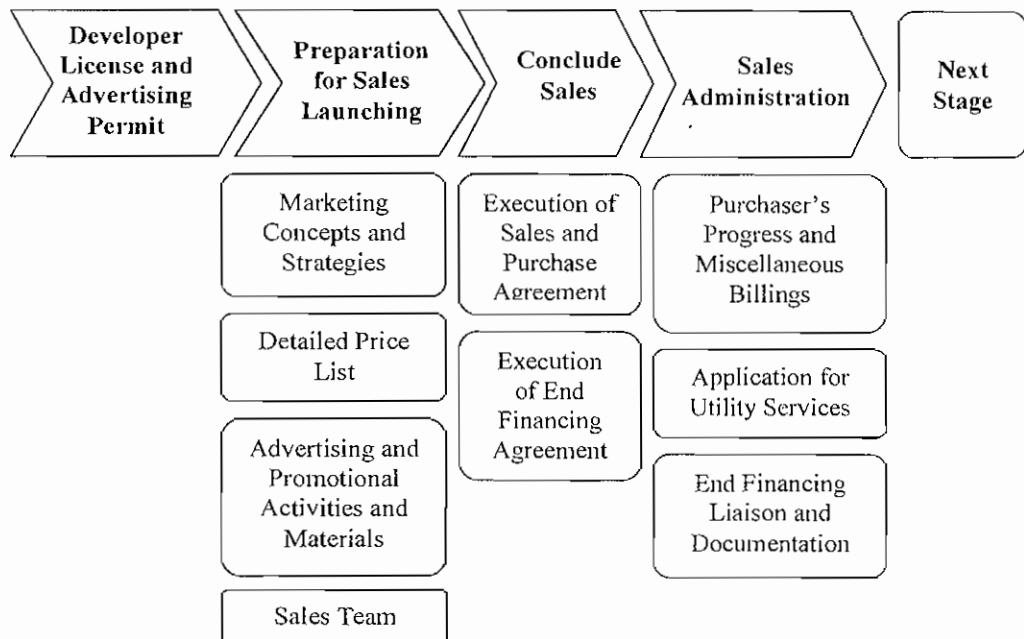
The project team will liaise closely with the authorities to ensure the compliance of project development plans with the relevant rules and regulations.

As we engage third party contractors to undertake the construction works for our projects, the respective project team shall commence the preparation of tender documents to invite tenders from third party contractors for construction works. Upon the closing of the tender period, the tenders are reviewed to ensure that all materials and services to be provided meet our quality standards and are procured at competitive market prices.

Our Group awards construction works of the property development projects to third party contractors. Third party contractors are selected based on their experience, track record, reputation and pricing.

(iii) Sales and Marketing

The diagram below illustrates our sales and marketing stage:



The sales and marketing department, together with the respective project team, will then develop marketing concepts and strategies, advertising and promotional activities and a detailed price list for the proposed development. Once approved by our management and Board, the sales and marketing teams will be mobilised to commence preparations of the sales and marketing activities.

6. BUSINESS OVERVIEW (Cont'd)

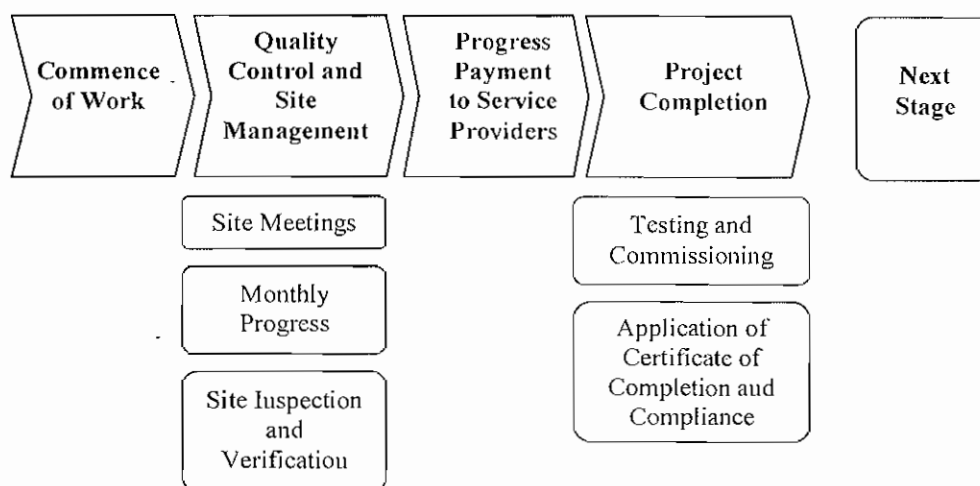
Our marketing team will then begin its advertising and promotional activities through the distribution of brochures and advertisement in internet portals, newspapers and magazines. We commence our advertising and promotional activities for our Group's development projects upon receipt of our advertising permits and/or the respective property development project's development order.

The sales team will follow through and conclude sales upon execution of sale and purchase agreement and payment of deposit is made by the end purchasers.

Upon execution of the sale and purchase agreement, the sales administration department will then handle all progress billings and collections in accordance with the architect's progress certificate and payment schedule in accordance with the sale and purchase agreement. The sales administration department also assists on all purchaser request and enquiries.

(iv) Project Implementation

The diagram below illustrates our construction and implementation stage:



The construction and implementation stage will begin upon obtaining all relevant authorities' approval. Our project team will work with our site supervision team to jointly manage the development site.

The site supervision team will actively monitor the progress of the project and review work progress reports which are issued to our management on a monthly basis. In addition, the site supervision team will supervise and inspect the construction works by third party contractors to ensure that their deliverables are of an acceptable quality and the workmanship is in accordance with the approved building plans, design and specifications. This will enable our management to identify problems early and meetings will be held with consultants and/or the contractors to rectify such problems, if any.

As the construction of the project progresses, progressive payments are made to the contractors and consultants involved in the project based on the respective project architect's progress certificates.

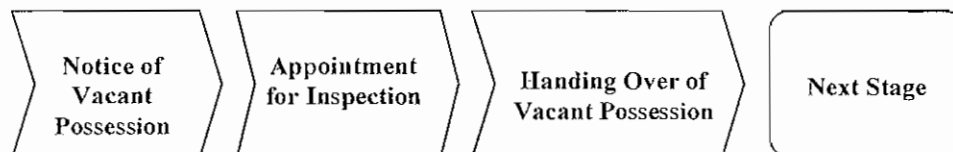
6. BUSINESS OVERVIEW (Cont'd)

Upon completion of the project, our project team, tender committee and design team will undertake a final inspection which includes testing and commissioning each aspect of the development to determine if any rectification works is required. The relevant authorities will then inspect the completed development to ensure compliance with the authorities' requirements. Upon satisfactory inspection by the relevant authorities, the project architect will then issue a CCC.

Concurrently, building survey works will be carried out for the purpose of strata title application, if applicable.

(v) Delivery

The diagram below illustrates our delivery stage:



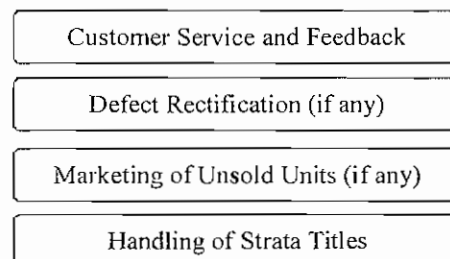
This is the final stage of the property development process. Our sales administration department will issue final billings and notice of vacant possession to the end purchasers.

Upon receipt of full payment of the amount outstanding from the end purchasers and/or the end purchasers' financiers, appointments will be made with the end purchasers for inspection of their unit. End purchasers are allowed to lodge their defect rectification request within the defect liability period. Our contractors will be notified to rectify such defects and our site supervision team will conduct inspections to ensure all rectification works done by our contractors are satisfactory.

Subsequently, our Group will hand over vacant possession of the respective units to the respective purchasers in accordance with the terms and conditions of the sales and purchase agreement.

(vi) After Sales

The diagram below illustrates our after sales service stage:



We believe in providing continuous after sales service to our purchasers. Such services will also enhance our reputation and reliability over time. During this stage, our customer service team will assist the purchasers in all requests, enquiries and feedback which are deemed practical with regard to the property purchased by the purchasers. Besides that, the team will continue to accept defect rectification requests, if any, as specified in the sale and purchase agreement.

6. BUSINESS OVERVIEW *(Cont'd)*

Besides customer service and defect rectification, our sales and marketing teams will continue to sell and market the unsold units, if any to reduce our inventory.

For stratified properties, our sales administration department will arrange for the transfer and registration of the strata title in the purchasers name upon issuance of the strata title.

6.10 QUALITY ASSURANCE

We have a team of qualified and experienced project managers and on-site supervisors who work closely to monitor the design and construction of our development projects.

Over the past years, we have built a reputation in delivering quality residential and commercial developments, which is synonymous with our Group's vision of providing quality developments as evident by the awards won by our Group as set out in Section 5.5 (ii) of this Prospectus.

In addition, we have endeavoured to place significant emphasis on quality and adherence to stringent quality standards which will, in turn provide our customers with a certain degree of comfort and assurance of the quality of our developments. This is reflected by our Group's First Subang project being assessed using Quality Assessment System in Construction formulated by the CIDB ("QLASSIC-CIDB"). QLASSIC-CIDB is a system or method to measure and evaluate the quality of workmanship of a construction work based on the relevant approved standard.

6.11 MARKETING AND DISTRIBUTION

(a) Marketing Strategies

Lim Puay Fung, our Group's Promoter, substantial shareholder and Director, also leads our sales and marketing activities and is supported by the sales and marketing personnel.

Our sales and marketing team adopts, amongst others, the following marketing strategies to sustain and expand our business:

- (i) Emphasising our reputation as a reputable property developer with award winning property development projects and showcasing innovative architecture and interior designs;
- (ii) Emphasising our competitive strengths such as emphasis on quality control and an established track record in property development;
- (iii) Building and promoting the "Titijaya" brand name with the aim of increasing awareness and building a strong image and brand equity. As part of our sales and marketing initiative to gain market visibility via media coverage, we advertise on property portals, newspapers, magazines, billboards, buntings and banners. Our Group also believes in developing market awareness through continuous public relations with the media and non-governmental organisations such as REHDA and FIABCI Malaysia;
- (iv) Keeping abreast of new architectural and engineering designs and trends to stay ahead of competition as well as to better meet the needs of potential customers; and
- (v) Attending property conferences and seminars to understand the latest trends in the property market and consumer preference. We have, amongst others, attended the following seminars:

6. BUSINESS OVERVIEW (Cont'd)

Year	Name of Seminar	Organiser
2010	• Solar System In Malaysia	EQ Solar Technology International Sdn Bhd
2010	• Green Building Index	FIABCI Malaysia
2010	• Development on Hilly & Highland Area	Department of Town, Country and Planning of Selangor Darul Ehsan and REHDA
2010	• International Property Awards Networking Day	Asia Pacific Property Awards Bloomberg
2011	• Property Summit 2011 Asia Pacific	Asia Pacific Property Awards Bloomberg
2013	• GreenRe Seminar	REHDA

As part of our strategy to promote our development projects, we actively participate in exhibitions by setting-up display booths to exhibit our development projects.

Since January 2009 up to the LPD, we have participated, amongst others, in the following exhibitions:

Names of Exhibition	Location	Organiser	Year
Malaysia Property Expo	Mid Valley	REHDA Malaysia	2013, 2012, 2011 and 2010
Iproperty Expo	Kuala Lumpur Convention Centre, Mid Valley, Sunway Pyramid Convention Centre	Iproperty.Com Event Sdn Bhd	2013, 2012, 2011, 2010
Iluxury	Kuala Lumpur Convention Centre	Iproperty.Com Event Sdn Bhd	2010
iProperty.com Expo "The Luxury Collection" / iproperty.com Expo	Kuala Lumpur Convention Centre	Iproperty.Com Event Sdn Bhd	2009
Property Fair / Property Show / Property Roadshow	Subang Parade	Lime Werx Enterprise	2013, 2012 and 2011
FIABCI APREC Property	One Utama	FIABCI Malaysia Chapter	2011

(b) Distribution Network

We primarily adopt a direct distribution channel strategy through our appointed sales team and in-house marketing team to sell our products directly to purchasers including owner-occupiers and investors. This strategy enables us to work closely with our purchasers and attain a better understanding of the customers' requirements, which serves as a feedback mechanism for continuous improvements.

6. BUSINESS OVERVIEW (Cont'd)

We also engage property agencies to assist our Group during our project launches and/or other sales activities in relation to our Group's property development projects. Our Group has engaged CB Richard Ellis (Malaysia) Sdn Bhd, CBD Properties Sdn Bhd, Big House Management Services Sdn Bhd and S.K. Brothers Realty (M) Sdn Bhd to assist our Group during launches for our completed, on-going and future development projects and/or other sales activities. These property agencies are responsible for the marketing and sales of our property development projects based on our marketing strategies and are supervised by our in-house marketing team. Through them, we are able to gain immediate access to their customer base and also to their readily available sales and marketing personnel. In addition, we are able to manage our costs as their engagement is on contract basis.

(c) Marketing Team

As at the LPD, our Group has 11 marketing personnel in the marketing team, which is led by Lim Puay Fung, our Group's Promoter, substantial shareholder and Director.

6.12 MARKET AND CUSTOMER RESEARCH

Our Group is mainly involved in property development. We place emphasis on market and customer research activities and have undertaken various research tasks. Routine methodologies that are undertaken include performing regular market updates for our various development projects against our Group's competitors and existing properties within the same vicinity.

For each of our projects, we identify key competitive developments within the designated area and our key areas of research include product comparisons, monitoring of sales status and competitors' marketing activities. We also monitor new developments in consumer behaviour, property market trends, changes in lifestyle trends, economy and competitors activities and how these will impact on our Group's future property development projects.

We strive to keep up to date with the potential purchaser's preferred designs and needs in the residential, commercial and industrial market segments and continually seek to provide better housing and environmental designs in each of our Group's property development projects, in order to meet the needs and expectations of the customers. This is evident by our achievements in winning several awards as set out in Section 5.5 of this Prospectus.

In addition, we are involved in continuous product improvement and refinement to meet our customers' lifestyle trends. We are also constantly in communication with our suppliers on current market trends and exploration of refinement of the products to meet our customers' specifications.

6.13 MAJOR CUSTOMERS

We do not have any major customers (i.e. those who contributed 10% or more of our Group's total sales) for the past five (5) FYE 30 June 2009 to FYE 30 June 2013 as our customers are mainly individuals. For the past five (5) FYE 30 June 2009 to FYE 30 June 2013, corporate clients mainly purchase for their own business needs and do not contribute 10% or more of our Group's total sales.

6. BUSINESS OVERVIEW (Cont'd)

6.14 MAJOR SUPPLIERS

6.14.1 Types, Sources and Availability of Materials

Our Group is principally involved in property development activities and awards the construction works to third party contractors, as mentioned in Section 6.9 of this Prospectus. Hence, our major suppliers mainly comprise third party contractors for our Group's property development projects. For the past five (5) FYE 30 June 2009 to FYE 30 June 2013, our Group's major suppliers (i.e. third party contractors) contributing 10% or more of our Group's cost of sales are as follows:

Suppliers/Major Contractors	Types of Products Supplied	Approximate Length of Relationship (years)	<-----FYE 30 June----->						>-----FYE 30 June----->					
			2009	2010	2011	2012	2013	2009	2010	2011	2012	2013		
			RM'000	%*	RM'000	%*	RM'000	%*	RM'000	%*	RM'000	%*	RM'000	%*
Binastra Construction (M) Sdn Bhd ("Binastra")	Building contractor for Casa Tiara Serviced Suites, First Subang and One SOHO (formerly known as Subang SOHO)	9	46,959	37.18	46,581	64.30	46,143	49.35	9,266	12.93	-	-	-	-
Pembinaan Infra E & J Sdn Bhd ("Pembinaan Infra")	Infrastructure contractor	6	14,010	11.09	-	-	5,546	5.93	2,356	3.29	708	0.71	708	0.71
Syarikat Pembinaan TPSE Sdn Bhd ("Pembinaan TPSE")	Building contractor for Subang Parkhomes	3	-	-	-	-	1,430	1.53	37,032	51.68	45,073	44.90	45,073	44.90
Horizon Construction Sdn Bhd ("Horizon Construction")	Piling contractor for 3Elements	1	-	-	-	-	-	-	-	-	14,842	14.78	14,842	14.78
Yeu Kat Huat Sdn Bhd ("Yeu Kat Huat")	Building contractor for The Galleria	2	-	-	-	-	-	-	4,134	5.77	15,630	15.57	15,630	15.57
Total			60,969	48.27	46,581	64.30	53,119	56.81	52,788	73.67	76,253	75.96	76,253	75.96

6. BUSINESS OVERVIEW (Cont'd)

Note:

* Based on the cost of sales of the respective financial years under review.

We are dependent on Binastra, Pembinaan Infra, Pembinaan TPSB, Horizon Construction and Yeu Kat Huat as they collectively contributed 48.27%, 64.30%, 56.81%, 73.67% and 75.96% of our total cost of sales for the past five (5) FYE 30 June 2009 to FYE 30 June 2013. The dependency of Binastra increased from 37.18% in FYE 30 June 2009 to 64.30% in FYE 30 June 2010 due to the concurrent on-going development for First Subang and One SOHO (formerly known as Subang SOHO). The dependency on Binastra decreased to 49.35% in FYE 30 June 2011 and 12.93% in FYE 30 June 2012 due to the development of First Subang project nearing its completion in FYE 30 June 2011 and One SOHO (formerly known as Subang SOHO) in FYE 30 June 2012.

The increased dependency on Pembinaan TPSB from 1.53% in FYE 30 June 2011 to 51.68% in FYE 30 June 2012 was due to the increasing construction work for our Group's Subang Parkhomes project. The dependency on Pembinaan TPSB decreased to 44.90% in FYE 30 June 2013 due to the development of Subang Parkhomes (Phase 1) project nearing its completion in FYE 30 June 2013.

In FYE 30 June 2013, our Group appointed Horizon Construction for the piling works for our 3Element project.

The increased dependency on Yeu Kat Huat from 5.77% in FYE 30 June 2012 to 15.57% FYE 30 June 2013 was due to the increasing construction work for our Group's The Galleria project.

We have good business relationships with these suppliers (i.e. third party contractors) and we believe our good business relationships will continue into the future. Nevertheless, our Group is not exposed to the risk of over reliance on a single supplier (i.e. third party contractors) as our Group can easily source alternative suppliers (i.e. third party contractors), should the need arise.

In addition, the following factors serve to mitigate our Group's dependency on our suppliers (i.e. third party contractors):

- (i) Our Group will invite local construction companies to tender for our Group's property development projects; and
- (ii) Our Group will continue to seek long-term business relationship with additional local construction companies to enhance our pool of suppliers (i.e. third party contractors).

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6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
		6 August 2009 (amended 19 December 2011)	<u>Building Plan</u> <u>Ref. No.: MPK/BGN-P0230-07-P</u> Approval on building plan of proposed development of 74 units of shops/offices in 3 floors; where shops are on the ground floor and offices are on the first and second floor.	No major conditions imposed	Complied
		6 April 2012	<u>Building Plan Ref. No.:</u> <u>MPK/PS/202/2007(KU)-</u> <u>P(FASA2)</u> Conditional building plan for phase 2 of the proposed development of 36 units (Block A&C) of shops/offices in 3 floors; where shops are on the ground floor and offices are on the first and second floor.	No major conditions imposed	Complied
<u>NPO Land</u>					
Seri Alam Industrial Park / lots identified as:	MPK	27 June 2013 / 12 months from the date of the approval letter	<u>Planning Permission</u> <u>Ref. No.: (33) dlm MPK/PB</u> <u>98/94 Jld 8</u> Approval to develop land as proposed industrial * and residential development.	The conditions contained in the Planning Permission are, <i>inter alia</i> :	To be complied
(a) 2,380 sub-divided lots for residential use:				(i) all principles of planning, guidelines, law and technical department requirements are to be complied with;	To be complied
- H.S. (D) 110336, Lot No. PT 43139 to H.S. (D) 110682, Lot No. PT 43485;				(ii) to obtain approval from Pejabat Tanah Daerah for the change of express condition of land from "residential" to "industrial" before submitting the building plan;	To be complied
- H.S. (D) 110707, Lot No. PT 43510 to H.S. (D) 110746, Lot No. PT 43549;					
- H.S. (D) 110747, Lot No. PT					

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
43559 to H.S. (D) 110958, Lot No. PT 43870; - H.S. (D) 110959, Lot No. PT 43876 to H.S. (D) 111223, Lot No. PT 44140; - H.S. (D) 111249, Lot No. PT 44171 to H.S. (D) 111543, Lot No. PT 44465; - H.S. (D) 111544, Lot No. PT 44475 to H.S. (D) 111896, Lot No. PT 44827; - H.S. (D) 111923, Lot No. PT 44865 to H.S. (D) 111980, Lot No. PT 44922; - H.S. (D) 111981, Lot No. PT 44924 to H.S. (D) 112766, Lot No. PT 45599; and - H.S. (D) 112767, Lot No. PT 45749 to H.S. (D) 112800, Lot No. PT 45782				(iii) to impose or change the express condition of land from "residential" to "industrial" and to comply with conditions imposed by the State Authority; (iv) to construct / build or enhance the quality of the main ingress and egress from the proposed sites to the main roads (Jalan Sg. Puloh – Jalan Kapar) in accordance with the specifications of Jabatan Kerja Raya and Jabatan Kejuruteraan Majlis;	To be complied
(b) 74 terraced shop lots and 1 commercial lot. - H.S. (D) 110683, Lot No. PT 43486 to H.S. (D) 110706, Lot No. PT 43509; - H.S. (D) 111224, Lot No. PT 44141 to H.S. (D) 111247, Lot No. PT 44164; - H.S. (D) 111897, Lot No. PT 44828 to H.S. (D) 111922, Lot No. PT 44853; and - H.S. (D) 111248, Lot No. PT 44170				(v) to build a main road to industrial area (Persiaran Sg. Kapar Indah) in accordance with the specifications provided by Jabatan Kejuruteraan Majlis; (vi) to provide for complete infrastructures such as roads and drainage system before the lots are transferred; (vii) low-cost factories and low-cost housing shall be built in advance or concurrently with other development and constructions on site;	To be complied
All in the Mukim Kapar, District Of Klang, State of Selangor Darul Ehsan.				(viii) preferential offer shall be made for purpose of relocating factories built without permission.	To be complied

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
Zone Innovation Park @ Sungai Kapar Indah / GRN 301892 Lot 71175 (formerly HSD 132320 PT 62307) Mukim Kapar Daerah Klang Negeri Selangor Darul Ehsan	MPK	21 June 2013 / 12 months from the date of the approval letter	<u>Planning Permission</u> <u>Ref. No.: (3) dlm MPK/PB</u> <u>98/94(PASAR) Jld 2</u> Approval to develop land as proposed industrial* development	<p>The conditions contained in the Planning Permission are, <i>inter alia</i>:</p> <p>(i) all principles of planning, guidelines, law and technical department requirements are to be complied with;</p> <p>(ii) to obtain approval from Pejabat Tanah Daerah for the change of express condition of land from “commercial / trading building” to “industrial” before submitting the building plan;</p> <p>(iii) to impose the change of express condition of land from “commercial” to “industrial” and to comply with conditions of approval imposed by Majlis Mesyuarat Kerajaan Negeri;</p> <p>(iv) to construct / build or enhance the quality of the main ingress and egress from the proposed sites to the main roads (Jalan Sg. Puloh – Jalan Kapar) in accordance with the specifications of Jabatan Kerja Raya and Jabatan Kejuruteraan Majlis;</p> <p>(v) to build a main road to industrial area (Persiaran Sg. Kapar Indah) in accordance with the specifications provided by Jabatan Kejuruteraan Majlis;</p>	<p>To be complied</p> <p>To be complied</p> <p>To be complied</p> <p>To be complied</p> <p>To be complied</p>

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
Sendi Bangga Subang Parkhomes (Phase 2) Lot No. 62011 GRN 298284 Pekan Country Height Daerah Petaling Negeri Selangor Darul Ehsan <i>(formerly known as HSD 246917 PT9 Daerah Petaling Pekan, Country Height, Negeri Selangor Darul Ehsan)</i>	MPSJ	21 March 2011 / one (1) year from the date of the approval letter	Planning Permission Ref. No.: MPSJ.260/1/393 JLD 4(13) Approval on planning permit for proposed development consisting of 478 units of apartments.	(vi) to provide for complete infrastructures such as roads and drainage system before the lots are transferred;	To be complied
				(vii) low-cost factories shall be built in advance or concurrently with other development and constructions on site;	To be complied
				(viii) preferential offer shall be made for purpose of relocating factories built without permission.	To be complied
				Conditions include, inter alia: (i) provide public amenities such as surau and kindergartens; (ii) the structure, specifications and technical requirements of the building in the development shall comply with the relevant law, by- laws and guidelines;	Complied Complied
				(iii) developer to contribute to the Subang West Interchange in the sum of RM10,095,302.93 to be settled prior to the confirmation of completion of the development.	Complied

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
One SOHO	MPSJ	14 December 2011	<u>Building Plan Ref No.: MPSJ/BGN/KW/A- 9/20(77)</u> Approval of building plan for 478 units of condominium and 2 floors of car parks.	No major conditions imposed	Complied
	Ministry of Housing and Local Government	16 July 2013/From 16 July 2013 to 15 July 2014	<u>Housing Developer's License Ref No.: 10693-2/07-2014/0618(L)</u> Approval for developer to construct	478 units of condominium	Complied
	Ministry of Housing and Local Government	16 July 2013/From 16 July 2013 to 15 July 2014	<u>Housing Developer's Advertising and Sales Permit Ref No.: 10693- 2/07-2014/0618(P)</u> Approval for developer to advertise and sell the development	478 units of condominium	Complied
	National Housing Department of the Ministry of Housing and Local Government	19 November 2008 / From 12 April 2007 until the date of receipt of the certificate of fitness	<u>Exemption Letter Ref. No.: KPKT/BL/19/667/1-SJ 57(26)</u> To exempt Sendi Bangga from complying with the Housing Development (Control and Licensing) Act 1966 (Amendment 2007).	No major conditions imposed	Complied

102

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
				<p>Mukim Petaling, Daerah Petaling, Selangor:</p> <ul style="list-style-type: none"> low cost flats (RM42,000/minimum sales of 60%) low medium cost flats (RM72,000/60% discount of 7%) medium cost flats (RM93000-RM200000/50%/7%) commercial lot (1) (RM110000-RM390000/50%/7%) commercial lot (2) (RM448000-RM748000/50%/7%) 	
	MPSJ	26 March 2012	<p><u>Building Plan</u> <u>Ref No: MPSJ/BGN/KW/C-</u> <u>6/176(40)</u></p> <p>Approval of building plan of 28 floors of commercial centre consists of total of 8 floors of car parks, 4 floors of business podiums, 342 units of service apartments, 2 blocks of 16 floor offices, 12 units of 4 floors of shops/offices and 4 units of 6 floors of shops/offices</p>	No major conditions imposed	Complied

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
<u>Aman Kemensah</u> Embun @ Kemensah/ Lot PT 18223 (formerly known as lot nos. 584, 585 and 599), Mukim of Ulu Kelang, District of Gombak, Selangor Darul Ehsan and held under title no HSD14774 (formerly held under GM 3, GM 4 and GM 5)	Ministry of Housing and Local Government	22 July 2013 / From 22 July 2013 to 21 July 2014	<u>Housing Developer's Licence</u> <u>Ref No: 11704-2/07-2014/0645(L)</u> Approval for developer to construct	342 units of service apartments	Complied
	Ministry of Housing and Local Government	22 July 2013 / From 22 July 2013 to 21 July 2014	<u>Housing Developer's Advertising and Sales Permit</u> <u>Ref No: 11704-2/07-2014/0645(P)</u> Approval for developer to advertise and sell the development	342 units of service apartments	Complied
	MPAJ	17 August 2012 / From 24 April 2012 to 23 April 2013	<u>Planning Permission</u> <u>Ref. No.: MPAJ 11/2/2/3-</u> <u>2012(52)</u> Approval to develop land as proposed for 51 units of 3-storey superlink terrace house with sub- basement and 52 units of 3-storey semi detached house.	The conditions contained are, <i>inter alia</i> : (i) to contribute RM775,000 to Lembaga Perumahan dan Hartanah Selangor for exemption in constructing 30% low cost terrace houses payable each equal half within 30 days of approval of the planning permission and approval of building plan respectively; (ii) to comply with comments from the technical departments listed in the planning permission.	To be complied

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
	MPAJ	5 July 2013	<u>Building Plan</u> <u>Ref No: MPAJ.BS.KB.740-1/2-</u> <u>03/13</u> Approval of building plan of 51 units of superlink terrace house of three (3) floors and sub basement, one (1) unit club house, one (1) unit guard house and one (1) Tenaga Nasional Berhad substation "pencawang TNB"	No major conditions imposed	To be complied
	Ministry of Housing and Local Government	16 August 2013 / From 17 August 2013 to 16 August 2015	<u>Housing Developer's Licence</u> <u>Ref No: 12369-1/08-2015/0476(L)</u> Approval for developer to construct	51 units terrace house and 52 units semi-detached house	Complied
	Ministry of Housing and Local Government	16 August 2013 / From 17 August 2013 to 16 August 2015	<u>Housing Developer's Advertising and Sales Permit</u> <u>Ref No: 12369-1/08-2015/0476(P)</u> Approval for developer to advertise and sell the development	51 units terrace house and 52 units semi-detached house	Complied
<u>SACC</u> <u>Trio /</u> Lot Nos. 1204, 386 – 391 (inclusive) Mukim of Damansara, District of Petaling, Selangor Darul Ehsan and held under title no. GRN 39772 and GM 44 - 49	MBSA	7 December 2011 / From 7 December 2011 to 7 December 2013 [#]	<u>Planning Permission</u> <u>Ref. No.: (46) dlm</u> <u>MBSA/PRG/2016-09 (U1Y) Jld 2</u> Approval to develop land as proposed mixed commercial development consists of shopping complex, hotel, office tower, service apartment tower and Soflo tower.	The conditions contained are, inter alia: (i) sales quota for Bumiputera are imposed on certain premises as follow:- (a) SOHO - 50% at a discounted rate of 7%; (b) Office shops - 70% at a discounted rate of 7%; (c) commercial block - 50% at a discounted rate of 7%; and	To be complied

6. BUSINESS OVERVIEW (Cont'd)

Project Name/ Title No./ Location	Authority	Date of Approval Letter / Expiry	Description of the Approval Letter	Equity and Other Major Terms and Conditions Imposed	Status of Compliance with Material Conditions
				(d) affordable shops to be priced at RM120,000 - 70%;	
				(ii) the planning permission is subject to (a) further approval from the State Authority under the National Land Code and (b) the terms of Majlis Mesyuarat Kerajaan Negeri;	To be complied
				(iii) to comply with comments from the technical departments listed in the planning permission.	To be complied

Notes:

* *Majlis Perbandaran Klang has approved the proposed conversion of land use to "industrial". The conversion of land use is subject to the approval of the State Authority which is expected to be obtained in January 2014.*

^ *Extended to 23 April 2014 via approval letter dated 14 May 2013 granted by MPAJ on the same terms and conditions contained in the planning permission (Ref No. MPAJ 11/2/2/3-2012(52)) dated 17 August 2012.*

Extended to 7 December 2013 via approval letter dated 4 January 2013 granted by MBSA on the same terms and conditions contained in the planning permission (Ref No. (46) dlm MBSA/PRG/2016-09 (UJY) Jld 2) dated 7 December 2011.

6.16 INTELLECTUAL PROPERTY RIGHTS

As at the LPD, we do not have any intellectual property rights.

6.17 DEPENDENCY ON PATENTS, INTELLECTUAL PROPERTY RIGHTS, LICENCES, INDUSTRIAL, COMMERCIAL OR FINANCIAL CONTRACTS OR NEW MANUFACTURING PROCESSES

As at the LPD, save as disclosed in Section 6.15 this Prospectus, our Group are not dependent on any patents, intellectual property rights, licences, industrial, commercial or financial contracts or new manufacturing processes, where such factors are material to our Group's business or profitability.

6. BUSINESS OVERVIEW (Cont'd)**6.18 PROPERTY, PLANT AND EQUIPMENT****6.18.1 Own Properties****(i) Information on land for development**

A summary of the land owned and/or leased by our Group as at the LPD are as follows:

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^v	Audited NBV as at 30 June 2013 RM'000	Market Value ^{##} / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
Sendi Bangga ^{^^}	Lot No. 62011 (formerly known as Lot No. PT 9), Pekan Country Heights, District of Petaling, State of Selangor Darul Ehsan and held under title no. GRN 298284 (formerly held under HSD 246917)	On-going development project located off Jalan Kemajuan Subang, Subang Jaya, Selangor Darul Ehsan	Freehold	No restriction in interest/ Charged to OCBC Bank (Malaysia) Berhad	40,363 / -	Subang Parkhomes / Residential	14,192	82,200 / Residual Method	68,008 [@]
Titijaya Resort Sdn Bhd [^]	Lot No. 1204, Mukim of Damansara, District of Petaling, Selangor Darul Ehsan and held under title no. GRN 39772	Vacant commercial land held for future development situated along Jalan Montford, Shah Alam, Selangor Darul Ehsan	Freehold	No restriction in interest/ Charged to OCBC Bank (Malaysia) Berhad	26,730 / -	Trio ⁺ / Commercial ⁺	43,012	87,000 / Comparison Method	43,988
	Lot Nos. 386 - 391 (inclusive) Mukim of Damansara, District of Petaling, Selangor Darul Ehsan and held under title nos. GM 44 - 49	Vacant development land held for future development situated along Jalan Montford, Shah Alam, Selangor Darul Ehsan	Freehold	No restriction in interest/ Charged to OCBC Bank (Malaysia) Berhad	38,484 / -				

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^v	Audited NBV as at 30 June 2013 RM'000	Market Value ^{##} / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
NPO Development	Lot No. PT 58998 to Lot No. PT 58905 and Lot No. PT 58958 to Lot No. PT 59010, all in the Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan and held under title nos. HSD 122507 to HSD 122514 and HSD 122566 to HSD 122618, respectively	Vacant commercial land held for future development located off Jalan Meru, Phase 2 of Mutiara Point Business Park, Bandar Bukit Raja, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/ Charged to Bank Perusahaan Kecil & Sederhana Malaysia Bhd	9,225 / -	Phase 2 of Mutiara Point Business Park* / Commercial [†]	10,261	10,300 / Residual Method	39
NPO Land	Lot No. 71175 (formerly known as PT 62307), Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan and held under title no. GRN 301892 (formerly known as HSD 132320)	On-going development project located off Lorong Sungai Puloh in Kapar, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to AmBank (M) Berhad	169,185 / -	Zone Innovation Park @ Sungai Kapar Indah / Industrial ^{**}	15,357	48,000 / Residual Method	32,643 [@]
NPO Land	Lot No. 70186 (formerly known as PT 60773), Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan and held under title no. GRN 301890 (formerly known as HSD 130824)	Vacant commercial land located off Lorong Sungai Puloh in Kapar, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to Bank Perusahaan Kecil & Sederhana Malaysia Bhd	12,142 / -	-	951	4,440 / Comparison Method	3,489

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Eneumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^o	Audited NBV as at 30 June 2013 RM'000	Market Value [#] / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
NPO Land	2,455 undeveloped sub- divided lots comprising:	On-going development project located Off Jalan	Freehold	No restriction in interest/Charged	1,464,031 / -	Seri Alam Industrial Park / Industrial**	74,048	140,000 / Residual Method and Comparison Method	65,952@
	(a) 2,380 sub-divided lots for residential use:	Kapar, Kapar, Klang, Selangor Darul Ehsan		to Alliance Bank Malaysia Berhad		Subsequent Phases of Seri Alam Industrial Park ⁺ / Mixed development of industrial ⁺ and residential ⁺			
	- H.S. (D) 110336, Lot No. PT 43139 to H.S. (D) 110682, Lot No. PT 43485;								
	- H.S. (D) 110707, Lot No. PT 43510 to H.S. (D) 110746, Lot No. PT 43549;								
	- H.S. (D) 110747, Lot No. PT 43559 to H.S. (D) 110958, Lot No. PT 43870;								
	- H.S. (D) 110959, Lot No. PT 43876 to H.S. (D) 111223, Lot No. PT 44140;								
	- H.S. (D) 111249, Lot No. PT 44171 to H.S. (D) 111543, Lot No. PT 44465;								
	- H.S. (D) 111544, Lot No. PT 44475 to H.S. (D) 111896, Lot No. PT 44827;								
	- H.S. (D) 111923, Lot No. PT 44865 to H.S. (D) 111980, Lot No. PT 44922;								
	- H.S. (D) 111981, Lot No. PT 44924 to								

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^v	Audited NBV as at 30 June 2013 RM'000	Market Value [#] / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
	H.S. (D) 112766, Lot No. PT 45599; and - H.S. (D) 112767, Lot No. PT 45749 to H.S. (D) 112800, Lot No. PT 45782								
	(b) 74 terraced shop lots and 1 commercial lot. - H.S. (D) 110683, Lot No. PT 43486 to H.S. (D) 110706, Lot No. PT 43509; - H.S. (D) 111224, Lot No. PT 44141 to H.S. (D) 111247, Lot No. PT 44164; - H.S. (D) 111897, Lot No. PT 44828 to H.S. (D) 111922, Lot No. PT 44853; and - H.S. (D) 111248, Lot No. PT 44170								
	All in the Mukim Kapar, District Of Klang, State of Selangor Darul Ehsan.								

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^w	Audited NBV as at 30 June 2013 RM'000	Market Value ^{##} / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
Safetags	Lot No. 100010 (formerly PT 73891) Mukim of Petaling, District of Petaling, Selangor Darul Ehsan and held under title no. PN 91580 (formerly HSD 258561)	On-going development project situated within Pusat Bandar Putra Permai, Seri Kembangan, Selangor Darul Ehsan	99 year lease expiring on 20 July 2108	(i) Charged to United Overseas Bank (Malaysia) Bhd (ii) Except with the State consent, the land cannot be transferred, charged or leased.	24,430 ^z / -	3 Elements / Mixed development of commercial and residential	38,345	6,000 / Residual Method	(32,345) [@]
Aman Kemensah	Lot PT 18223 (formerly known as lot nos. 584, 585 and 599), Mukim of Ulu Kelang, District of Gombak, Selangor Darul Ehsan and held under title no. HSD14774 (formerly held under GM 3, GM 4 and GM 5).	Vacant residential land held for future development located in Kemensah Heights, Ulu Kelang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to AmBank (M) Berhad	59,565* / -	Embun @ Kemensah ⁺ / Residential	32,531	73,700 / Comparison Method	41,169
Terbit Kelana	Lot No. PT 64247, Mukim of Kapar, District of Klang, Selangor Darul Ehsan and held under title no. HSD 135964.	Investment property [£] situated at intersection between Persiaran Klang Sentral 2/KU5 and Persiaran Klang Sentral 4/KU5, Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to Bank Muamalat Malaysia Berhad	2,783 / -	-	220	2,600 / Investment Method	2,380

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^y	Audited NBV as at 30 June 2013 RM'000	Market Value ^z / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
Terbit Kelana	83 plots of vacant commercial lots	Vacant commercial lots situated within Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to Bank	12,453 / -	Klang Sentral Service Apartment* / Service apartments	2,182	11,200 / Residual Method	9,018
-	PT 50364 to PT 50372 (inclusive)			Muamalat Malaysia Berhad					
-	PT 64317 to PT 64324 (Inclusive)								
-	PT 64250 to PT 64265 (inclusive);								
-	PT 64305 to PT 64316 (inclusive);								
-	and PT 64267 to PT 64324 (inclusive);								
-	all within Mukim of Kapar, District of Klang, Selangor Darul Ehsan and held under title nos.								
-	HSD 113044 to HSD 113052 (inclusive);								
-	HSD 136015 - HSD 136022 (inclusive);								
-	HSD 135948 to HSD 135963 (inclusive);								
-	HSD 136003 to HSD 136014 (inclusive); and								
-	HSD 135965 to HSD 136022.								
Terbit Kelana	Lot No. PT 64266, Mukim of Kapar, District of Klang,	Investment property ^β situated along Persiaran Klang	Freehold	No restriction in interest/Charged to Bank	5,680 / -		463	6,100 / Comparison Method	5,637

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^v	Audited NBV as at 30 June 2013 RM'000	Market Value ^{##} / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
	Selangor Darul Ehsan and held under title no. HSD 135964.	Sentral 1/KU5, Klang Sentral, Klang, Selangor Darul Ehsan		Muamalat Malaysia Berhad					
Terbit Kelana	Lot Nos. PT. 64325 – PT 64328 (inclusive) and PT 64330 Mukim of Kapar, District of Klang, Selangor Darul Ehsan and held under title no. HSD 136023 to HSD 136026 (inclusive) and HSD 136028.	Vacant commercial land situated within Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to Bank Muamalat Malaysia Berhad	18,955 / -	Klang Sentral Service Apartment ⁺ / Service apartments	1,512	22,780 / Comparison Method	21,268
Pin Hwa	Lot Nos. PT 65496 – PT 65561 (inclusive), all within Mukim of Kapar, District of Klang, Selangor Darul Ehsan and held under title nos. HSD 137229 – HSD 137294 (inclusive).	Vacant commercial land situated within Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Free from encumbrances	11,800 / -		2,689	20,500 / Residual Method	17,811
Pin Hwa	Lot No. PT 65563 Mukim of Kapar, District Klang, Selangor Darul Ehsan and held under title no. HSD 137296.	Investment property ^u located along Persiaran Klang Sentral 4/KU5, Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Charged to CIMB Bank Berhad	5,678 / -	-	1,294	7,600 / Investment Method	6,306
Pin Hwa	Lot No. PT 65562, within Mukim of Kapar, District of Klang, Selangor Darul Ehsan and held under title no. 137295.	On-going development project situated within Klang Sentral, Klang, Selangor Darul Ehsan	Freehold	No restriction in interest/Free from encumbrances	16,062 / -	The Galleria / Commercial	2,807	38,000 / Residual Method	35,193 [@]

6. BUSINESS OVERVIEW (Cont'd)

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Approximate Land Area sq metres	Name of Project / Type of Development ^{iv}	Audited NBV as at 30 June 2013 RM'000	Market Value ^{##} / Valuation Method RM'000	Revaluation Surplus / (deficit) as at 30 June 2013 RM'000
Epoch Property	Lot No. PT 1424 Mukim of Damansara, District of Petaling, Selangor Darul Ehsan and held under Title No. HSD 112756.	Vacant commercial land situated within Ara Damansara, Selangor Darul Ehsan	Freehold	No restriction in interest/ Charged to HSBC Bank Malaysia Berhad	24,439 / -	H20 ^v / Mixed development of commercial and residential	-	122,000 / Comparison Method	Not applicable

Notes:

- [^] SACC is the registered owner of the said property, as SACC was formerly known as Tiitjaya Resort Sdn Bhd prior to 18 February 1995. However, as at the LPD, the change of name in the land title has yet to be effected.
- ^{*} Computed based on 5.9565 hectares multiply by 10,000 to derive land area in square metres.
- [~] The beneficial owner is Sendi Bangsa, however the registered owner as stated in the land title has yet to be effected as at the LPD. Sendi Bangsa has entered into a Sales and Purchase Agreement on 18 October 2005 with Megah Abadi Sdn Bhd for the acquisition of the said land.
- ^② The valuation surplus of these properties are not taken into consideration for the computation of the fair value adjustment as disclosed in Section 5.4.1 of this Prospectus.
- ⁺ The name of these property development projects as well as the property mix for these developments may be varied during its eventual launching in the future.
- ^{**} Majlis Perbandaran Klang has approved the proposed land use to "industrial". The conversion of land use is subject to the approval of the State Authority which is expected to be obtained in January 2014.
- [#] Computed based on 2.4430 hectares multiply by 10,000 to derive land area in square metres.
- [€] This land is currently tenanted to Golden Arches Restaurants Sdn Bhd. The single storey detached building is owned by Golden Arches Restaurants Sdn Bhd and is used as a food and beverages café outlet.
- ^β The land is currently vacant and is earmarked for the construction of a petrol station. Once the development plan for our Group's Klang Sentral project is finalised, we will submit the said development plan to the local authorities and revise the earlier development plan for the construction of a petrol station.
- ^μ The land is currently tenanted to Seven Fortune (Malaysia) Sdn Bhd. The double storey detached building is owned by Seven Fortune (Malaysia) Sdn Bhd and is used for the purpose of operating a vehicle service centre.
- ^ψ Please refer to Section 6.2 of the Prospectus for further details on the property development projects of our Group.
- ^π Our Group has submitted an application on 7 June 2013 to the local authorities for the property development approval. As at the LPD, our Group has not obtained the abovementioned approval from the local authorities. In the event our Group is not able to obtain the property development approval from the local authorities, our Group may appeal the decision, resubmit a new property development plan or leave the property vacant.
- ^{##} Based on the valuation on 13 June 2013 and 28 June 2013, which have been valued by our Independent Property Valuers.

The properties as listed above have been valued by our Independent Property Valuers, on 2 April 2012, 7 April 2012, 24 April 2012, 27 April 2012 and 2 July 2012 and updated valuation on 13 June 2013 and 28 June 2013. Please refer to Section 15 of this Prospectus for the Valuation Certificates from the Independent Property Valuers in relation to the valuation of the above properties.

6. BUSINESS OVERVIEW (Cont'd)

(ii) Information on buildings and land

A summary of the buildings and land owned by our Group as at the LPD are as follows:

Registered/ Beneficial Owner	Title/Address	Description/ Existing Use	Tenure	Restriction in Interest / Major Encumbrances	Built-up Areas sq. ft.	Audited NBV as at 30 June 2013 RM'000	Average Percentage (%) of Occupancy as at the LPD	Issuance Date of CFO/ CCC
NPO Development	HS(D) 122642 PT No. 59034, Mukim Kapar, District of Klang, Selangor Darul Ehsan/ Gerai Makan Jalan Zapin H, Taman Bukit Raja, Jalan Meru, Klang, Selangor Darul Ehsan	Food Court	Freehold	No restriction in interest/Free from encumbrances	15,261	1,411	Currently vacant	19 Mar 2008
NPO Development	HS(D) 9014 / N-16-01, Penthouse, Level 16 First Subang Jalan SS15/4G 47500 Subang Jaya Selangor Darul Ehsan	Office suites / Head Office	Freehold	No restriction in interest/ Charged to Maybank Islamic Berhad	14,903	3,548	Fully occupied	08 Mar 2011
NPO Development	HS(D) 9014 / S-15-01, Level 15 First Subang Jalan SS15/4G 47500 Subang Jaya Selangor Darul Ehsan	Office suites	Freehold	No restriction in interest/ Free from encumbrances	13,320	3,715	Fully occupied	08 Mar 2011

6. BUSINESS OVERVIEW (Cont'd)

6.18.2 Rented Properties

In addition, we also rent the following properties for our operations as at the LPD:

Tenant	Landlord	Address	Description/ Existing Use	Rental Period	Annual Rental RM'000	Built-up Areas sq ft
NPO Development	Puah Boon Lim & Pau Boon Leong	No. 6-G, Jalan Klang Sentral 2/KU 5, Klang Sentral, 41050 Klang, Selangor.*	Shop office / our Group is currently occupying the Ground Floor only - for property showroom and office purposes	Renew on a monthly basis.	42	1,604
Epoch Property	Kalista Ehsan Sdn Bhd	A-G-05, Block A, Oasis Square, No. 2 Jalan PJU 1A/7A, Oasis Damansara, 47301 Petaling Jaya, Selangor	Shop office / For property showroom	15 June 2013 to 14 June 2015	96	1,629
Epoch Property	Lee Boon Par	A-G-06, Block A, Oasis Square, No. 2 Jalan PJU 1A/7A, Oasis Damansara, 47301 Petaling Jaya, Selangor	Shop office / For property showroom	15 June 2013 to 14 June 2015	96	1,613
Epoch Property	Ong Ching Fong	A-G-07, Block A, Oasis Square, No. 2 Jalan PJU 1A/7A, Ara Damansara, PJU 1A, 47301 Petaling Jaya, Selangor	Shop office / For property showroom	15 June 2013 to 15 June 2015	96	1,629
Safetags	Asia ICT Project Management Sdn Bhd	B-1-G Jalan Atmosphere 2 Pusat Perdagangan The Atmosphere Off Jalan Putra Permai 43300 Seri Kembangan Selangor	Shop office/ For property showroom and office purposes	1 March 2013 to 28 February 2014	96	2,371

Note:

* This is a three (3) storey building. However, our Group only rent the ground floor.

6. BUSINESS OVERVIEW (Cont'd)

6.18.3 Regulatory Requirements and Environmental Issue

As at the LPD, save as disclosed in Section 6.18.1, our directors wish to highlight that, there is no non-compliance with current statutory requirements, land rules, building regulations and/or environmental regulations which may materially affect the corporation's operations and utilisation of assets.

The directors of our Company also confirmed that:

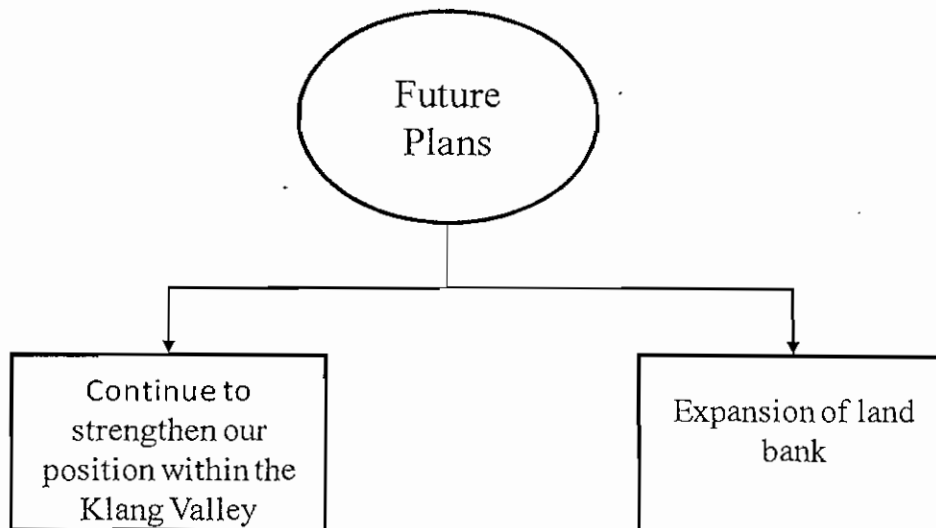
- (a) There are no other restrictions in interest or encumbrances;
- (b) The existing use on land is in accordance with the land use conditions;
- (c) The properties above are in compliance with the relevant land use and building regulations;
- (d) The properties above are in compliance with the express conditions attached; and
- (e) All the buildings as disclosed in Section 6.18.1(ii) and Section 6.18.2 of this Prospectus have been issued with a CFO / CCC.

6.18.4 Interruptions to Business and Operations

We have not experienced any material interruption in business which had a significant effect on our operations during the past twelve (12) months preceding the LPD.

6.19 FUTURE PLANS, STRATEGIES AND PROSPECTS

6.19.1 Overview



6. BUSINESS OVERVIEW (Cont'd)

6.19.2 Future Plans and Strategies

We are targeting to further strengthen our competitive advantages by implementing the following plans and strategies:

(a) **Continue to strengthen our position within the Klang Valley**

We will continue to focus on strengthening our presence and reputation within the Klang Valley. We intend to leverage on our completed and on-going development projects to enhance our track record in all three (3) types of property development segments namely residential, commercial and industrial. Details of our future projects are as follows:

Name of Future Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development*	Estimated GDV* RM'000	Expected Commencement*/ Expected Completion*
Subsequent phases of Seri Alam Industrial Park	NPO Land	Klang, Selangor Darul Ehsan	7,919,208	Freehold	<ul style="list-style-type: none"> • Vacant land plots for the construction of individual light industrial factory units; • Residential; • Low cost 1-storey terrace factories; • Low cost apartments; and • Low medium and medium cost apartments 	204,073	2015/2020
Subsequent phases of Zone Innovation Park @ Sungai Kapar Indah	NPO Land	Klang, Selangor Darul Ehsan	479,596	Freehold	Industrial development comprising semi-detached and detached factories	69,200	2014/2018
Phase 2 Mutiara Point Business Park	NPO Development	Klang, Selangor Darul Ehsan	99,301	Freehold	Double storey shop offices	27,450	2014/2017
Trio	SACC	Section U1, Shah Alam, Selangor Darul Ehsan	701,953	Freehold	Commercial development	1,512,031	2014/2020
Embun @ Kemensah	Anan Kemensah	Ulu Kelang, Selangor Darul Ehsan	641,152	Freehold	Residential development	214,373	2013/2017
H2O	Epoch Property	Ara Damansara, Selangor Darul Ehsan	263,059	Freehold	Mixed development (residential and commercial)	572,124	2014/2019

6. BUSINESS OVERVIEW (Cont'd)

Name of Future Project	Developer	Location	Land Area sq. ft.	Tenure	Type of Development*	Estimated GDV* RM'000	Expected Commencement*/ Expected Completion *
Klang Sentral Service Apartments	NPO Development	Klang, Selangor Darul Ehsan	526,226	Freehold	Serviced apartments	700,000	2015/2021

Note:

* *The name of the projects, type of development/ property mix, estimated GDV, expected commencement date and expected completion date may be varied during its eventual launching in the future.*

Please refer to Section 6.2(iii) of this Prospectus for further information of our Group's future development projects.

(b) Expansion of land bank

We are continuously looking out for opportunities to expand and grow our property development activities within Malaysia to further enhance our Group's presence and to sustain our revenue and profits. In ensuring that our business is sustainable as well as to maintain our cost competitiveness, we will continue to look for development land, either through our internal sources or via property agents/consultants as well as identify strategic and reasonably priced land bank for our future development, by way of acquisition or joint venture. By leveraging on our Group's presence in various localities, our Board is optimistic of being able to source for suitable land banks for our future expansion into other areas.

Out of total gross proceeds to be raised from the Public Issue, RM30.00 million has been earmarked for us to acquire new land bank for future development. We intend to utilise the said proceeds within 18 months from our Listing. Any additional funding required will be met through internally generated funds and/or external funding. As at the LPD, our Group has submitted a proposal and/or is in preliminary discussion/negotiations with certain land owners in the state of Penang for potential development opportunities. However, as at the LPD, there are no outcomes yet from the proposal submitted or from the discussion/negotiations with the land owners. We will continue to identify potential development land within Malaysia for future acquisition and/or joint ventures, subject to feasibility and viability of the project.

6. BUSINESS OVERVIEW (Cont'd)

The following table indicates the timing of implementation of our future plans:

Business Activities	2013	2014	2015
Continue to strengthen our position within the Klang Valley	√	√	√
Expansion land bank	√	√	√

6.19.3 Prospects**(i) The Group's projects are well-located in a highly-productive and highly-populated state**

The outlook of the business prospects is dependent on the aggregate general economy as well as the outlook of the property development industry in Malaysia.

For the year 2012, the Malaysian economy recorded an annual average growth rate of 5.60% (2011: 5.10%), supported by positive domestic consumption and investment, implementation of government projects and strong financing patterns. With the continued growth in domestic demand driven by expansion in private consumption and investment as well as public spending and investment, Malaysia is expected to continue registering positive economic growth albeit at a slower pace and the volatility of the Ringgit of late. The announcement and implementation of the various pump-priming measures which include the 10th Malaysia Plan (2011-2015), ETP Roadmap, Budget 2013 and 2014 and other accommodative monetary policy stance undertaken by the Government are expected to lend further support to the country's growth barring major adverse effects from the ongoing European debt crisis.

The Malaysia My Second Home Programme (MM2H), Ministry of Tourism Malaysia statistics showed that there are 3,227 participants approved in 2012, an increase of 35.19% compared to the corresponding year (2011: 2,387 participants). However, it is to be noted that the proposed hike on RPGT rates on disposal of properties by foreign buyers - a flat rate of 30% on gains for disposal made within the first five years and thereafter a 5% RPGT rate for disposal in the sixth and subsequent years, is expected to dampen foreign demand for properties. This, coupled with the raising of the minimum price of property purchase by foreign buyers from RM500,000 to RM1,000,000, is expected to lead to a general slowdown in property sales, particularly for projects targeting a high level of foreign interests.

Meanwhile, the revised Real Property Gains Tax (RPGT) regime with its higher tax rates and the removal of the Developer Interest Bearing Scheme (DIBS), are also expected to lead to a slowdown in the property market. The volume of transactions, particularly in the primary market is expected to contract as these new cooling measures will further curb speculation. In the short term, transaction volume is likely to fall substantially along with property prices.

Demographic statistics from the Economic Planning Unit and Department of Statistics also show that Selangor is the country's most populous state with high population growth and in-migration due to its proximity to the country's capital city of Kuala Lumpur which offers ample employment opportunities. The Selangor State Structure Plan intends to attain a population of 6.85 million and 7.37 million by 2015 and 2020 respectively which is based on a forecasted population growth of 25.46% within the next 5 years and 34.98% within the next 10 years. This augurs well for the property industry as property developers will continue to play a role in catering to housing needs of the growing population.