

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF ITMAX SYSTEM BERHAD (“ITMAX SYSTEM” OR “COMPANY”) DATED 25 NOVEMBER 2022 (“ELECTRONIC PROSPECTUS”)

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

Website

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

Availability and Location of Printed Prospectus

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company or the Issuing House, Tricor Investor & Issuing House Services Sdn Bhd. Alternatively, the applicant may obtain a paper/printed copy of the Prospectus, subject to availability, from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective applicants should note that the application forms are not available in electronic format.

Jurisdictional Disclaimer

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. The Electronic Prospectus will not be distributed outside Malaysia. Bursa Securities, the Company, the Promoters, the Selling Shareholder, the Principal Adviser, the Joint Bookrunners, the Managing Underwriter and the Joint Underwriters named in the Electronic Prospectus have not authorised and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia. No action has been taken to permit any offering of the IPO Shares based on the Electronic Prospectus in any jurisdiction other than Malaysia. The Electronic Prospectus may not be used for the purpose of and does not constitute an offer for the subscription or purchase of, or an invitation to subscribe for or purchase, the IPO Shares to any person outside Malaysia or in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. Prospective applicants who may be in possession of the Electronic Prospectus are required to take note, to inform themselves and to observe such restrictions.

Close of Application

Applications for the IPO Shares offered under the Retail Offering will open at **10.00 a.m. on 25 November 2022** and will close at **5.00 p.m. on 1 December 2022**. Any change to the timetable will be advertised by the Company in widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

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

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

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

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



ITMAX SYSTEM BERHAD

(Co. Reg. No. 200101008580 (544336-M))

(Incorporated in Malaysia under the Companies Act, 1965)

No. 30-G & 30-3, Jalan Radin Bagus 3,
Seri Petaling,
57000 Kuala Lumpur
Tel: 03-9054 8333
Fax: 03-9054 6979

admin@itmax.com.my

ITMAX SYSTEM BERHAD
(Co. Reg. No. 200101008580 (544336-M))
(Incorporated in Malaysia under the Companies Act, 1965)



PROSPECTUS



ITMAX SYSTEM BERHAD

(Co. Reg. No. 200101008580 (544336-M))

(Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS

INITIAL PUBLIC OFFERING ("IPO") OF UP TO 320,000,000 ORDINARY SHARES IN ITMAX SYSTEM BERHAD ("ITMAX SYSTEM" OR "COMPANY") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARES IN ITMAX SYSTEM ("ITMAX SYSTEM SHARES" OR "SHARES") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING AN OFFER FOR SALE OF UP TO 129,446,400 EXISTING SHARES ("OFFER SHARES") AND A PUBLIC ISSUE OF 190,553,600 NEW SHARES ("ISSUE SHARES") INVOLVING:

- (i) INSTITUTIONAL OFFERING OF UP TO 289,160,000 IPO SHARES TO INSTITUTIONAL AND SELECTED INVESTORS, INCLUDING BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND
- (ii) RETAIL OFFERING OF 30,840,000 ISSUE SHARES TO THE DIRECTORS OF ITMAX SYSTEM, ELIGIBLE EMPLOYEES OF ITMAX SYSTEM AND ITS SUBSIDIARY ("GROUP"), PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP AND THE MALAYSIAN PUBLIC AT THE RETAIL PRICE OF RM1.07 PER ISSUE SHARE ("RETAIL PRICE"), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND THE FINAL RETAIL PRICE (AS DEFINED IN THIS PROSPECTUS) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE;

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS. THE FINAL RETAIL PRICE WILL BE EQUAL TO THE LOWER OF:

- (A) THE RETAIL PRICE; OR
- (B) THE INSTITUTIONAL PRICE.

Principal Adviser, Joint Bookrunner,
Managing Underwriter and Joint Underwriter



Investment Bank

Maybank Investment Bank Berhad

(Co. Reg. No. 197301002412)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Bookrunner and Joint Underwriter



CIMB Investment Bank Berhad

(Co. Reg. No. 197401001266 (18417-M))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Underwriter



AmInvestment Bank

AmInvestment Bank Berhad

(Co. Reg. No. 197501002220 (23742-V))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

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

THE SECURITIES COMMISSION MALAYSIA ("SC") HAS APPROVED THE ISSUE, OFFER OR INVITATION FOR THE OFFERING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.

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 IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

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

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

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 242.

LISTING SOUGHT: MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED 25 NOVEMBER 2022

All defined terms used in this Prospectus are defined under “Presentation of Financial and Other Information” commencing on page x, “Definitions” commencing on page xiii and “Glossary of Technical Terms” commencing on page xx.

RESPONSIBILITY STATEMENTS

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

Maybank IB, being the Principal Adviser, Joint Bookrunner for the Institutional Offering and Managing Underwriter and Joint Underwriter for the Retail Offering, 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 IPO.

It is to be noted that the role of CIMB IB in our IPO is limited to being Joint Bookrunner for the Institutional Offering and Joint Underwriter for the Retail Offering.

It is to be noted that the role of Am IB in our IPO is limited to being Joint Underwriter for the Retail Offering

STATEMENTS OF DISCLAIMER

Our Company has obtained the approval of Bursa Securities for our Listing. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

This Prospectus, together with the Application Forms have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

OTHER STATEMENTS

Investors should note that you may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

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

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

Investors should not take the agreement by the Managing Underwriter and Joint Underwriters named in this Prospectus to underwrite our Shares under the Retail Offering as an indication of the merits of our Shares being offered.

This Prospectus is published solely in connection with our IPO. Our Shares are being offered solely in Malaysia on the basis of the information contained and representations made in this Prospectus. Our Company, our Promoters, the Selling Shareholder, the Principal Adviser, the Joint Bookrunners, the Managing Underwriter and the Joint Underwriters have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, our Promoters, the Selling Shareholder, the Principal Adviser, the Joint Bookrunners, the Managing Underwriter and the Joint Underwriters or any of their respective directors, or any other persons involved in our IPO.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and it has not been and will not be lodged, registered or approved under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or is unlawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves accordingly and to observe applicable restrictions.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not be deemed to accept any liability whether or not any enquiry or investigation is made in connection to it. We will further assume that you have accepted our IPO in Malaysia and will be subject to the laws of Malaysia in connection to it.

It will be your sole responsibility to ensure that your application for our IPO is in compliance with the terms of our IPO and will not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. It will also be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Neither we nor our Promoters, the Selling Shareholder, the Principal Adviser, the Joint Bookrunners, the Managing Underwriter and the Joint Underwriters nor any other advisers in relation to our IPO will accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

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.

ELECTRONIC PROSPECTUS/INTERNET SHARE APPLICATION

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.

The internet is not a fully secure medium. Your Internet Share Application may be subject to risks in data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. These risks cannot be borne by the Internet Participating Financial Institutions.

If you doubt of the validity or integrity of the Electronic Prospectus, you should immediately request a paper/printed copy of this Prospectus from us, or the Issuing House. If there is any discrepancy between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus, which are identical to the copy of the Prospectus registered with the SC shall prevail.

In relation to any reference in this Prospectus to third party internet sites (“**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 content or any data, information, file or other material provided on the Third-Party Internet Sites. You shall bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms 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, information, file or other material provided by the Third-Party Internet Sites; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own 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, file 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, to the extent of the contents of the Electronic Prospectus on the web server of the Internet Participating Financial Institutions which may be viewed via your 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;
- (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 secure medium; and
- (iii) the Internet Participating Financial Institution is not liable (whether in tort or contract or otherwise) for any loss, damage or costs that 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 following events are intended to take place on the following indicative time and/or date:

Event	Time and/or date
Opening of the Institutional Offering ⁽¹⁾	25 November 2022
Issuance of the Prospectus/Opening of the Retail Offering	10.00 a.m., 25 November 2022
Closing of the Retail Offering	5.00 p.m., 1 December 2022
Closing of the Institutional Offering	1 December 2022
Price Determination Date	2 December 2022
Balloting of applications for the Issue Shares under the Retail Offering	5 December 2022
Allotment/Transfer of the IPO Shares to successful applicants	12 December 2022
Listing	13 December 2022

Note:

(1) *Other than the Institutional Offering to the Cornerstone Investors. The Master Cornerstone Placement Agreement for the acquisition of the IPO Shares by the Cornerstone Investors was entered into on 10 November 2022.*

In the event there is any change to the timetable, we will announce and advertise the notice of changes on Bursa Securities' website and in widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, respectively.

TABLE OF CONTENTS

	PAGE
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	x
FORWARD-LOOKING STATEMENTS	xii
DEFINITIONS	xiii
GLOSSARY OF TECHNICAL TERMS	xx
1. CORPORATE DIRECTORY	1
2. INTRODUCTION	6
2.1 Approvals and conditions	6
2.2 Moratorium on our Shares	8
3. PROSPECTUS SUMMARY	10
3.1 Principal details of our IPO	10
3.2 Overview of our business	11
3.3 Competitive strengths	11
3.4 Business strategies and plans	12
3.5 Risk factors	13
3.6 Directors, Key Senior Management and Key Technical Personnel.	15
3.7 Promoters and substantial shareholders	16
3.8 Use of proceeds	17
3.9 Financial and operational highlights	17
3.10 Dividend policy	19

TABLE OF CONTENTS (Cont'd)

	PAGE
4. DETAILS OF OUR IPO	20
4.1 Indicative timetable	20
4.2 Particulars of our IPO	20
4.3 Selling Shareholder	30
4.4 Basis of arriving at the price of the IPO Shares and refund mechanism	31
4.5 Dilution	33
4.6 Use of proceeds	35
4.7 Brokerage fee, underwriting commission and placement fee	40
4.8 Details of the underwriting, placement and lock-up arrangements	41
4.9 Trading and settlement in secondary market	48
5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL	49
5.1 Promoters and/or substantial shareholders	49
5.2 Board of Directors	60
5.3 Board practices	101
5.4 Key Senior Management	105
5.5 Key Technical Personnel	113
5.6 Management reporting structure	119
5.7 Declaration by our Promoters, Directors, Key Senior Management and Key Technical Personnel	120
5.8 Relationships and/or associations between our Promoters, substantial shareholders, Directors, Key Senior Management and Key Technical Personnel	120
5.9 Service contracts	121
6. INFORMATION ON OUR GROUP	122
6.1 Our Company	122
6.2 Our Group structure	124
6.3 Our subsidiary	125

TABLE OF CONTENTS (Cont'd)

	PAGE
7. BUSINESS OVERVIEW	127
7.1 Overview	127
7.2 Awards, recognitions and certifications	130
7.3 Our business	131
7.4 Competitive strengths	135
7.5 Business strategies and plans	139
7.6 Mode of operations	149
7.7 Products and services	153
7.8 Operational facilities	170
7.9 Machinery and equipment	170
7.10 Production capacity and utilisation	170
7.11 Process flow	171
7.12 R&D	178
7.13 Technologies used	181
7.14 Seasonality	182
7.15 Material interruptions in our business	182
7.16 Marketing strategies and activities	184
7.17 Major customers	185
7.18 Types and sources of input materials and services	190
7.19 Major suppliers	192
7.20 Material dependency on commercial or financial contracts, agreements, production or business processes or other arrangements	194
7.21 Employees	198
7.22 Trademarks, brand names and other intellectual property rights	199
7.23 Material properties	210
7.24 Major certificates, licences, permits and approvals	212
7.25 Governing laws and regulations	227
7.26 Environmental matters	229
7.27 ESG practices and initiatives	229
8. INDUSTRY OVERVIEW	231

TABLE OF CONTENTS (*Cont'd*)

	PAGE
9. RISK FACTORS	242
9.1 Risks relating to our business and operations	242
9.2 Risks relating to our industry	249
9.3 Risks relating to our Shares and our Listing	250
10. RELATED PARTY TRANSACTIONS	253
10.1 Our Group's related party transactions	253
10.2 Monitoring and oversight of related party transactions	258
11. CONFLICT OF INTEREST	259
11.1 Interest in entities carrying on a similar trade as our Group or which are our customers or suppliers	259
11.2 Declaration by advisers on conflicts of interest	262
12. FINANCIAL INFORMATION	265
12.1 Historical financial information	265
12.2 Management's discussion and analysis of financial condition and results of operations	268
12.3 Capitalisation and indebtedness	312
12.4 Reporting Accountants' Report on the pro forma combined statement of financial position of ITMAX System	313
12.5 Dividend policy	323
13. ACCOUNTANTS' REPORT	324

TABLE OF CONTENTS (Cont'd)

	PAGE
14. STATUTORY AND OTHER GENERAL INFORMATION	396
14.1 Share capital	396
14.2 Extracts of our Constitution	396
14.3 Deposited securities and rights of depositors	398
14.4 Limitation on the right to hold securities and/or exercise voting rights	399
14.5 Repatriation of capital, remittance of profit and taxation	399
14.6 Material contracts	399
14.7 Material litigation	399
14.8 Consents	400
14.9 Documents available for inspection	400
14.10 Responsibility statements	401
15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE	402
15.1 Opening and closing of Application	402
15.2 Methods of Application	402
15.3 Eligibility	403
15.4 Procedures for Application by way of Application Forms	404
15.5 Procedures for Application by way of Electronic Share Application	404
15.6 Procedures for Application by way of Internet Share Application	405
15.7 Authority of our Board and the Issuing House	405
15.8 Over/under subscription	406
15.9 Unsuccessful/partially successful applicants	406
15.10 Successful applicants	407
15.11 Enquiries	408
ANNEXURE: BY-LAWS	A-1

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “ITMAX System” are to ITMAX System Berhad. All references to “ITMAX System Group” or “our Group” are to our Company and our subsidiary taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company and where the context otherwise requires, our Group. All references to “you” are to our prospective investors.

Certain numbers presented in this Prospectus have been rounded off to the nearest hundredth or two (2) decimal places. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments.

Other abbreviations and acronyms used in this Prospectus are defined in the “Definitions” section and technical terms used in this Prospectus are defined in the “Glossary of Technical Terms” section. Words denoting the singular will, where applicable include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter gender and *vice versa*. Reference to persons will, where applicable, include companies and corporations.

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

Any reference to a time or date shall be a reference to a time or date in Malaysia, unless otherwise stated.

Any reference to the “LPD” in this Prospectus is to 5 November 2022, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website, directly or indirectly, linked to our website does not form part of this Prospectus and you should not rely on those information for the purposes of your decision whether or not to invest in our Shares.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the growth and performance of the industry in which we operate and our estimated market share. This data is taken or derived from information published by industry sources and from our internal data. In each of 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 or is extracted from the IMR Report as included in Section 8 of this Prospectus. We have appointed Vital Factor to provide an independent market and industry review. In compiling its data for the review, Vital Factor had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, 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 cannot give any assurance that the projected figures will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

EBITDA and the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the IFRS and MFRS. Furthermore, EBITDA is not a measure of our financial performance or liquidity under the IFRS and MFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with the IFRS or MFRS or as an alternative to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA is not a standardised term, and hence, a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION *(Cont'd)*

We believe that EBITDA may facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation expenses). EBITDA has been presented because we believe that it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS and non-MFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of our ability to service debt. Nevertheless, EBITDA has limitations as an analytical tool, and prospective investors should not consider it in isolation from or as a substitute for analysis of our financial condition or results of operations, as reported under the IFRS and MFRS. Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of our business.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies and prospects are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminology such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) our business strategies and potential growth opportunities;
- (ii) our future plans and objectives;
- (iii) our future financial position, earnings, cash flows and liquidity;
- (iv) the demand for our services, trends and competitive position; and
- (v) the regulatory environment and the effects of future regulation;

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) demand of our customers;
- (ii) general economic, business, social, political and investment environment in Malaysia and globally;
- (iii) interest rates, tax rates and exchange rates;
- (iv) competitive environment in the industry in which we operate;
- (v) reliance on approvals and licences;
- (vi) delays in availability of supply and fluctuations in price of input materials;
- (vii) fixed and contingent obligations and commitments; and
- (viii) other factors beyond our control.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 9 of this Prospectus on “Risk Factors” and Section 12.2 of this Prospectus on “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

In light of these uncertainties, the inclusion of such forward-looking statements should not be regarded as a representation or warranty by us or our advisers that such plans and objectives will be achieved.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of the IPO Shares, we will further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines.

DEFINITIONS

The following terms shall apply throughout this Prospectus unless the term is defined otherwise or the context requires otherwise:

Acquisition	:	The acquisition of the entire equity interest of STS, as further described in Section 6.1.2 of this Prospectus
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent
Admission	:	Admission of our Shares to the Official List of the Main Market of Bursa Securities
AGM	:	Annual general meeting
Am IB	:	AmInvestment Bank Berhad
Application	:	Application for our Issue Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	:	Application form for the application of the Issue Shares under the Retail Offering accompanying this Prospectus
ARSB	:	Akasia Rafflesia Sdn Bhd (<i>formerly known as ITMAX Holding Sdn Bhd</i>)
ATM	:	Automated teller machine
Auditors or Reporting Accountants or KPMG	:	KPMG PLT
Authorised Financial Institution	:	Authorised financial institution participating in the Internet Share Application in respect of the payment for our Issue Shares
Board	:	Board of Directors of our Company
Bumiputera	:	In context of: <ul style="list-style-type: none"> (i) individuals - Malay and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia; (ii) companies - companies which fulfil, among others, the following criteria or such other criteria as may be imposed by the MITI: <ul style="list-style-type: none"> (a) registered under the Act as a private company; (b) its shareholders are 100% Bumiputera; and (c) its board of directors (including its staff) are at least 51% Bumiputera; and (iii) cooperatives - cooperatives whose shareholders or cooperative members are at least 95% Bumiputera or such criteria as may be imposed by the MITI
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad

DEFINITIONS *(Cont'd)*

By-Laws	:	The rules, terms and conditions of the LTIP as may be modified and/or amended from time to time
CAGR	:	Compound annual growth rate
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CIDB	:	Construction Industry Development Board
CIMB IB	:	CIMB Investment Bank Berhad
CMA	:	Communication and Multimedia Act 1998
CMCO	:	Conditional MCO under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of our Company
Cornerstone Investors	:	Collectively, Affin Hwang Asset Management Berhad, AIA Bhd, CMY Capital Sdn Bhd, Eastspring Investments Berhad, Great Eastern Life Assurance (Malaysia) Berhad, Hong Leong Assurance Berhad, JPMorgan Asset Management (Singapore) Limited, Kenanga Investors Berhad, Kenanga Islamic Investors Berhad, Lion Global Investors Limited, Maybank Asset Management Sdn Bhd, Maybank Islamic Asset Management Sdn Bhd, and Principal Asset Management Berhad
COVID-19	:	An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
Datin Afinaliza	:	Datin Afinaliza Binti Zainal Abidin
DBKL	:	Dewan Bandaraya Kuala Lumpur
Depositor	:	A holder of a Securities Account
Director(s)	:	Director(s) of our Company
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	:	Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium, including but not limited to CD-ROMs (Compact Disc - Read Only Memory)
Electronic Share Application	:	Application for our Issue Shares under the Retail Offering through a Participating Financial Institution's ATM
Eligible Persons	:	Collectively, our Directors, employees of our Group and persons who have contributed to the success of our Group, as further detailed in Section 4.2.2 of this Prospectus
Energy Commission	:	Energy Commission established under the Energy Commission Act 2001
EPS	:	Earnings per share

DEFINITIONS *(Cont'd)*

Equity Guidelines	:	Equity Guidelines issued by the SC
ESG	:	Environmental, social and governance
ESGS	:	Executives share grant scheme for the for the grant of the ESGS Shares to the eligible directors (excluding independent directors) and eligible executives of our Group which forms part of the LTIP
ESGS Shares	:	ITMAX System Shares to be made available to the eligible directors (excluding independent directors) and eligible executives of our Group pursuant to the ESGS
ESOS	:	Executives share option scheme for the grant of the ESOS Options to the eligible directors (excluding independent directors) and eligible executives of our Group which forms part of the LTIP
ESOS Options	:	Right to subscribe for new ITMAX System Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the offer and the By-Laws
Final Retail Price	:	Final price per IPO Share to be paid by the investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
Financial Years Under Review	:	Collectively, the FYEs 31 December 2019, 31 December 2020 and 31 December 2021
FMCO	:	Full MCO under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
FPE	:	Financial period ended, or where the context otherwise requires, financial period ending
FYE	:	Financial year ended, or where the context otherwise requires, financial year ending
Government or Malaysian Government	:	Government of Malaysia
GP	:	Gross profit
GSSB	:	Ganda Sensasi Sdn Bhd
Hong Kong	:	Hong Kong Special Administrative Region
IFRS	:	International Financial Reporting Standards issued by the International Accounting Standards Board
IMR Report	:	Independent market research report dated 7 November 2022 prepared by Vital Factor
Independent Business and Market Research Consultants or Vital Factor	:	Vital Factor Consulting Sdn Bhd

DEFINITIONS *(Cont'd)*

Institutional Offering	:	Offering of up to 289,160,000 IPO Shares at the Institutional Price, subject to clawback and reallocation provisions, to institutional and selected investors, including Bumiputera investors approved by the MITI
Institutional Price	:	Price per IPO Share to be paid by investors under the Institutional Offering which will be determined of the Price Determination Date by way of bookbuilding
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Application
Internet Share Application	:	Application for our Issue Shares through an Internet Participating Financial Institution
IPO	:	Initial public offering of the IPO Shares in conjunction with our Listing
IPO Shares	:	Collectively, the Offer Shares and the Issue Shares
Issue Shares	:	New Shares to be issued by our Company under the Public Issue
Issuing House or Share Registrar	:	Tricor Investor & Issuing House Services Sdn Bhd
ITMAX System or Company	:	ITMAX System Berhad
ITMAX System Group or Group	:	Collectively, ITMAX System and STS
ITMAX Shares or Shares	:	Ordinary shares in our Company
Joint Bookrunners	:	Collectively, Maybank IB and CIMB IB
Joint Underwriters	:	Collectively, Maybank IB, CIMB IB and Am IB
Key Senior Management	:	Key senior management of our Group, whose profiles are set out in Section 5.4.2 of this Prospectus
Key Technical Personnel	:	Key technical personnel of our Group, whose profiles are set out in Section 5.5.2 of this Prospectus
Klang Valley	:	In the context of this Prospectus, Klang Valley comprises the federal territories of Kuala Lumpur and Putrajaya, as well as Selangor
km	:	Kilometre
Listing	:	Listing of and quotation for the entire enlarged issued Shares on the Main Market of Bursa Securities
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	5 November 2022, being the latest practicable date prior to the registration of this Prospectus with the SC
LTIP	:	Our Company's long term incentive plan comprising the ESGS and the ESOS which shall be administered in accordance with the By-Laws

DEFINITIONS *(Cont'd)*

Malaysian Public	:	Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Managing Underwriter	:	Maybank IB
Market Day	:	Any day on which Bursa Securities is open for trading in securities
Master Cornerstone Placement Agreement	:	Master cornerstone placement agreement dated 10 November 2022 between our Company, the Selling Shareholder, the Joint Bookrunners and the Cornerstone Investors as detailed in Section 4.2.1 of this Prospectus
Maybank IB	:	Maybank Investment Bank Berhad
MCCG	:	Malaysian Code on Corporate Governance
MCMC	:	Malaysian Communications and Multimedia Commission
MCO	:	Movement control order under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
MFRS	:	Malaysian Financial Reporting Standards issued by the Malaysian Accounting Standards Board
MIA	:	Malaysian Institute of Accountants
MITI	:	Ministry of International Trade and Industry of Malaysia
MOF	:	Ministry of Finance Malaysia
Moratorium Providers	:	Collectively, Sena Holdings, GSSB, Tan Sri Tan, TWL, TSC and Datin Afinaliza, being shareholders of our Company whose securities are subject to moratorium under the Equity Guidelines
MSC	:	Multimedia Super Corridor
MyIPO	:	Intellectual Property Corporation of Malaysia
NA	:	Net assets
NBV	:	Net book value
NRP	:	National Recovery Plan
Offer for Sale	:	Offer for sale up to 129,446,400 Offer Shares by the Selling Shareholder
Offer Shares	:	Existing Shares to be offered by the Selling Shareholder pursuant to the Offer for Sale
Official List	:	A list specifying all securities listed on Bursa Securities
Participating Financial Institution(s)	:	A participating financial institution(s) for the Electronic Share Application
PAT	:	Profit after taxation

DEFINITIONS *(Cont'd)*

PBT	:	Profit before taxation
PB Multiple	:	Price-to-book multiple
PE Multiple	:	Price-to-earnings multiple
PPE	:	Property, plant and equipment
Pink Application Form	:	Application form for the application of Issue Shares under the Retail Offering by the Eligible persons accompanying this Prospectus
Pink Form Allocations	:	The allocation of 10,280,000 Issue Shares to the Eligible Persons under the Retail Offering
Placement Agreement	:	Placement agreement to be entered into between the Company, the Selling Shareholder and the Joint Bookrunners in respect of such number of IPO Shares to be offered under the Institutional Offering
Pre-IPO Restructuring	:	Restructuring exercise involving the Acquisition, the Share Transfer and the Subdivision
Price Determination Date	:	The date on which the Institutional Price and Final Retail Price will be determined
Principal Adviser	:	Maybank IB
Promoters	:	Collectively, Tan Sri Tan, TWL, TSC and Datin Afinaliza, being the promoters as prescribed under Section 226 of CMSA and "Promoter" shall refer to any one of them
Prospectus	:	This Prospectus dated 25 November 2022 issued by our Company
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
Puan Sri Lim	:	Puan Sri Datin Lim Sho Hoo
Public Issue	:	Public issue of 190,553,600 Issue Shares by our Company
R&D	:	Research and development
Record of Depositors	:	A record of securities holders established by Bursa Depository in accordance with the Rules of Bursa Depository
Retail Offering	:	Offering of 30,840,000 Issue Shares at the Retail Price, subject to the clawback and reallocation provisions, to be allocated in the following manner: <ul style="list-style-type: none"> (i) 10,280,000 Issue Shares reserved for application by the Eligible Persons; and (ii) 20,560,000 Issue Shares for application by the Malaysian Public, via balloting
Retail Price	:	Initial price of RM1.07 per Issue Share to be fully paid upon application under the Retail Offering, subject to adjustment as detailed in Section 4.4.1 of this Prospectus

DEFINITIONS *(Cont'd)*

Retail Underwriting Agreement	:	Retail underwriting agreement dated 10 November 2022 between our Company and the Joint Underwriters for the underwriting of the Issue Shares under the Retail Offering
RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
RMCO	:	Recovery MCO under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
ROC	:	Registrar of Companies
Rules of Bursa Depository	:	The rules of Bursa Depository as issued under the SICDA
SAC	:	Shariah Advisory Council of the SC
SC	:	Securities Commission Malaysia
Securities Account or CDS Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Selling Shareholder	:	Sena Holdings
Sena Holdings	:	Sena Holdings Sdn Bhd
Sena Letrik	:	Sena Letrik (M) Sdn Bhd
SGD	:	Singapore Dollar, the lawful currency of the Republic of Singapore
Share Transfer	:	Transfer of 700,000 ITMAX System Shares by ARSB to Sena Holdings
SICDA	:	Securities Industry (Central Depositories) Act 1991
SOCOSO	:	Social Security Organisation, Malaysia, also known as PERKESO (Pertubuhan Keselamatan Social)
Subdivision	:	Subdivision of our 1,388,800 Shares into 837,446,400 Shares following the completion of the Acquisition and the Share Transfer
SOP(s)	:	Standard operating procedure(s)
sq.ft.	:	Square foot/feet
Tan Sri Tan	:	Tan Sri Dato' (Dr.) Tan Boon Hock
TNB	:	Tenaga Nasional Berhad
TSC	:	Tan Sing Chia
TWL	:	Tan Wei Lun
USD	:	United States Dollar, the lawful currency of the United States of America
Subsidiary		
STS	:	Sena Traffic Systems Sdn Bhd

GLOSSARY OF TECHNICAL TERMS

3D	:	Three-dimensional
5G	:	5 th generation of wireless technology
Artificial intelligence	:	The ability for a computer to make decisions somewhat similar to humans where responses or decisions are not explicitly programmed or based on a set or predetermined conditions or observations. Machine learning is part of artificial intelligence
Cadastral database	:	Cadastral database refers to a database showing the boundaries of subdivision of land for the purposes of describing and recording ownership. This will contain the particulars such as dimensions and areas of the land parcel and its parcel identification number
CCTV	:	Close circuit television
CNC	:	Computer numerical control
Communications protocol	:	A set of standards for the transmission and receipt of data over a telecommunications network
Data	:	A general term to represent text, still images, moving images and sound. May also refer to information
Designated supplier	:	In the context of this Prospectus, designated supplier refers to our Group (ITMAX System or STS) where we are appointed by the project owner as the supplier mainly for our brands of lighting and traffic management controllers
Direct distribution channel	:	A marketing term to describe marketing and sales targeted at end-users or end-consumers. In the context of this Prospectus, it also refers to the brand or product owner
DLP	:	Defect liability period
Fibre optic network	:	A fixed line telecommunication network that uses optical fibre made of very thin glass or plastic with a hollow centre to be used for transmission of light that represents data.
Fibre-to-the-curb	:	Fibre optic network with terminations onto a distributor placed on or near the curbside of a road to enable additional connections to user premises
Gateway	:	In the context of this Prospectus, it is a telecommunications device for the purpose of consolidating data from a group of devices to be transmitted to another device, and also transmitting data from one device to the group of devices
Indirect distribution channel	:	A marketing term to describe marketing and sales targeted at intermediaries or resellers, who would subsequently resell the purchased item without transformation to another party. Commonly these intermediaries are trading or procurement companies
Internet protocol or IP	:	A communications standard for transmitting data from one device to another through a communications network

GLOSSARY OF TECHNICAL TERMS (Cont'd)

Interoperability	:	The ability of network equipment and devices manufactured by different parties to communicate with one another successfully over a network
IoT	:	Internet of things
LAD	:	Liquidated and ascertained damages
Light emitting diode or LED	:	A semiconductor device which emits light when electricity is applied to it
Lighting controller	:	A device designed to control lightings such as turning the lights on or off, or dimming the lights. The instructions to carry out these control actions are programmed and are based on criteria such as time of day or visibility. Devices such as timing devices, light and moisture sensors are connected to the controller to provide the necessary data for triggering an action such as turning the lights on
Local governments	:	Administrative bodies under the purview of state or federal territory governments charged with, among others, providing planning and development, public amenities, collection of relevant taxes and creating by-laws, rules and policies under their respective jurisdiction
M&E	:	Mechanical and electrical
Machine learning	:	The ability for a computer to learn to make decisions where the outcome based on satisfying various conditions or observations are not explicitly coded or based on a predetermined set of conditions or observations
Metropolitan area network or MAN	:	A network installed within a metropolitan area such as Kuala Lumpur that enables devices connected to this network to be able to communicate with each other. In many situations, the MAN is connected to an external network which will then enable devices on the MAN to communicate with devices on the other connected network, such as the internet or world wide web
Monopole	:	A single hollow tube tower with polygonal or round sides where the base is larger than the top of the tower
MSC	:	Multimedia super corridor
Networked facilities	:	In the context of this Prospectus, it refers to wide area networks comprising mainly fibre optic cables and communication devices for the transmission of data and provision of connectivity
Networked systems	:	In the context of this Prospectus, it refers to the networking of devices such as video cameras, lighting controllers and traffic light controllers and subsequently linked to centralised control rooms
Nominated subcontractor	:	A project owner nominated subcontractor to be used by its contractors in the provision of products and services
NFP	:	Network facilities provider
NSP	:	Network services provider
PCBA	:	Printed circuit board assembly

GLOSSARY OF TECHNICAL TERMS *(Cont'd)*

PPJ	:	Perbadanan Putrajaya or Putrajaya Corporation
PPR	:	Program Perumahan Rakyat or People's Housing Program
Public space	:	Public space is mainly space outside the boundaries of owned space, generally accessible to the public and is under the jurisdiction of Federal, State or local governments. In the context of this Prospectus, public space refers to open public spaces such as roads, highways, parks and beaches
SLA	:	Service-level agreement
SPKK	:	Sijil Perolehan Kerja Kerajaan or Certificate of Government Procurement Works
SRS	:	Software requirements specifications
Tower	:	A free-standing framework tower commonly constructed from angle bars or hollow tubes, which commonly refer to lattice towers
Traffic management controller	:	A device designed to control the duration and change in traffic lights while synchronising with nearby connected traffic lights to ensure safe and smooth flow of vehicular and, where relevant, pedestrian traffic, at road intersections. The controller relies on sensors such as motion and weather sensors to provide real-time information to optimise vehicular and pedestrian traffic flow
UPS	:	Uninterrupted power supply
Variable message signage or VMS	:	An electronic message display board on roadways or strategic locations connected to a control centre for the transmission of messages
Wireless communications equipment	:	A device used to receive or transmit data through the air without the use of wires or fibre optics

1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Nationality	Address
Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali	Independent Non-Executive Chairman	Malaysian	18 Jalan Temoleh P8/9, Presint 8, 62250 Putrajaya, Wilayah Persekutuan, Malaysia
Tan Sri Tan	Non-Independent Non-Executive Director	Malaysian	Lot 17, Jalan Palong, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia
Datin Afinaliza	Non-Independent Executive Director	Malaysian	A-5-1 Apollo Tower Pelangi, Jalan Kiara 1, Mont' Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia
TWL	Non-Independent Managing Director and Chief Executive Officer	Malaysian	Lot 17, Jalan Palong, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia
TSC	Non-Independent Executive Director	Malaysian	Unit No. C30-6E, Kiara 9 Residency, No. 22, Jalan Kiara 3, Mont' Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Mok Juan Chek	Independent Non-Executive Director	Malaysian	No. 16, Jalan VK 4, Taman Vista Kirana, 75450 Ayer Keroh, Melaka, Malaysia
Ng Nen Sin	Independent Non-Executive Director	Malaysian	C-8-7, Gembira Residen, No. 2, Jalan Senang Ria, Taman Gembira, 58200 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Heng Ai Shan	Independent Non-Executive Director	Malaysian	The Straits View Residences, Unit H-15, No. 2, Jalan Permas 13, Bandar Baru Permas Jaya, 81750 Masai, Johor Darul Takzim, Malaysia

1. CORPORATE DIRECTORY (Cont'd)

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Heng Ai Shan	Chairman	Independent Non-Executive Director
Mok Juan Chek	Member	Independent Non-Executive Director
Ng Nen Sin	Member	Independent Non-Executive Director

NOMINATION AND REMUNERATION COMMITTEE

Name	Designation	Directorship
Mok Juan Chek	Chairman	Independent Non-Executive Director
Ng Nen Sin	Member	Independent Non-Executive Director
Heng Ai Shan	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARIES** : Rebecca Kong Say Tsui
- Professional qualification: Malaysian Institute of Chartered Secretaries and Administrators ("**MAICSA**")
(MAICSA Membership No.: MAICSA 7039304)
CCM Practising Certificate No. 202008001003
- Yap Siek Lee
- Professional qualification: MAICSA
(MAICSA Membership No.: 7049598)
CCM Practising Certificate No. 201908002140
- Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia
- REGISTERED OFFICE** : Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia
- Tel. No. : +603-2783 9191
- HEAD/MANAGEMENT OFFICE** : No. 30-G & 30-3, Jalan Radin Bagus 3
Seri Petaling
57000 Kuala Lumpur
Wilayah Persekutuan
Malaysia
- Tel. No. : +603 9054 8333
E-mail : admin@itmax.com.my
Website : www.itmax.com.my
- SELLING SHAREHOLDER** : Sena Holdings Sdn Bhd
No. 32A-1, Jalan Radin Bagus 3
Seri Petaling
57000 Kuala Lumpur
Wilayah Persekutuan
Malaysia

1. CORPORATE DIRECTORY (Cont'd)

- AUDITORS AND REPORTING ACCOUNTANTS** : KPMG PLT
LLP0010081-LCA & AF0758
10th Floor, KPMG Tower
No. 8, First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Malaysia
- Tel. No. : +603 7721 3388
- Partner-in-charge : Foong Mun Kong
Approval No. : 02613/12/2020J
Professional : Chartered Accountant,
qualification : MIA (MIA Membership No. 10375),
Certified Public Accountant,
Malaysian Institute of Certified
Public Accountant
- PRINCIPAL ADVISER, JOINT BOOKRUNNER, MANAGING UNDERWRITER AND JOINT UNDERWRITER** : Maybank Investment Bank Berhad
32nd Floor, Menara Maybank
100, Jalan Tun Perak
50050 Kuala Lumpur
Wilayah Persekutuan
Malaysia
- Tel. No.: +603 2059 1888
- JOINT BOOKRUNNER AND JOINT UNDERWRITER** : CIMB Investment Bank Berhad
17th Floor, Menara CIMB
No. 1, Jalan Stesen Sentral 2
Kuala Lumpur Sentral
50470 Kuala Lumpur
Malaysia
- Tel. No.: +603 2261 8888
- JOINT UNDERWRITER** : AmInvestment Bank Berhad
Level 21, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
- Tel. No.: +603 2036 2633
- LEGAL ADVISERS** : *To our Company as to Malaysian law*
- Mah-Kamariyah & Philip Koh
3A07 Block B, Phileo Damansara II
15, Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor Darul Ehsan
Malaysia
- Tel. No.: +603 7956 8686

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

To the Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian law

Albar & Partners
Suite 14-3, Level 14
Wisma UOA Damansara II
No. 6, Changkat Semantan
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia

Tel. No.: +603 7890 3288

**INDEPENDENT BUSINESS AND
MARKET RESEARCH
CONSULTANTS** : Vital Factor Consulting Sdn Bhd
V Square @ PJ City Centre (VSQ)
Block 6 Level 6, Jalan Utara
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Tel. No.: +603 7931 3188

Name of signing director: Wooi Tan

(See Section 8 of this Prospectus for the profile of the firm and signing director)

**ISSUING HOUSE AND SHARE
REGISTRAR** : Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A,
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia

Tel. No.: +603 2783 9299

LISTING SOUGHT : Main Market of Bursa Securities

SHARIAH STATUS : Approved by the SAC

2. INTRODUCTION

2.1 APPROVALS AND CONDITIONS

2.1.1 SC

The SC has, via its letter dated 11 October 2022, approved our IPO and our Listing under Section 214(1) of the CMSA and the resultant equity structure of our Company pursuant to our Listing under the Bumiputera equity requirement for public listed companies, subject to the following condition:

No.	Details of condition imposed	Status of compliance
(i)	Maybank IB and ITMAX System to fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines pertaining to the implementation of our Listing.	To be complied

In the same letter, the SC has also noted the effects of our Listing on the equity structure of our Company as follows:

Category of shareholders	As at 31 May 2022 ⁽¹⁾		After our Listing	
	No. of Shares	% of our issued Shares	No. of Shares	% of our enlarged issued Shares
Bumiputera				
- Bumiputera investors to be approved by MITI	-	-	⁽³⁾ 128,500,000	12.5
- Bumiputera public investors via balloting	-	-	⁽³⁾ 10,280,000	1.0
- Others	⁽²⁾ 300,000	30.00	⁽⁴⁾ 182,100,000	17.7
Total Bumiputera	300,000	30.0	320,880,000	31.2
Non-Bumiputera	700,000	70.0	707,120,000	68.8
Malaysians	1,000,000	100.0	1,028,000,000	100.00
Foreigners	-	-	-	-
Total	1,000,000	100.0	1,028,000,000	100.00

Notes:

- (1) Being the latest practicable date, prior to the submission of our Listing application to the SC.
- (2) Held by GSSB i.e., a wholly-owned company of Datin Afinaliza, who is not a Bumiputera investor recognised or approved by MITI.
- (3) Assuming all Shares allocated to Bumiputera investors to be approved by MITI under the Institutional Offering and Bumiputera public investors via balloting under the Retail Offering are fully subscribed.
- (4) Comprising the following:
 - (i) 180,900,000 Shares to be held by GSSB, a wholly-owned company of Datin Afinaliza, who is not a Bumiputera investor recognised or approved by MITI;
 - (ii) an assumption that the 1,000,000 Shares to be offered to Independent Non-Executive Chairman, namely Tan Sri Datuk Dr Ir. Ahmad Tajuddin Ali, who is not a Bumiputera investor recognised or approved by MITI, shall be fully subscribed; and

2. INTRODUCTION (Cont'd)

- (iii) an assumption that the 200,000 Shares to be offered to Software Director, namely Roslah Binti Zainul Abidin, who is not a Bumiputera investor recognised or approved by MITI, shall be fully subscribed.

In respect of the category of foreign shareholders, it can only be determined after the closing of applications for the IPO Shares as the institutional and selected investors under the Institutional Offering may include foreign investors, as notified by our Company to the SC on 19 October 2022.

The SC has, via its letter dated 22 June 2022, approved the relief sought by us from having to comply with certain requirement under the Equity Guidelines. The details of the relief sought are as follows:

Reference	Details of relief granted	Condition imposed
Equity Guidelines		
Paragraph 2 of Appendix 4, Part IV	Relief from complying with the requirement in respect of placement of the IPO Shares to be offered under the Institutional Offering to: <ul style="list-style-type: none"> (i) Maybank Asset Management Sdn Bhd; (ii) Maybank Islamic Asset Management Sdn Bhd; (iii) Principal Asset Management Bhd; and (iv) Principal Islamic Asset Management Sdn Bhd. 	-

2.1.2 MITI

The MITI has, via its letter dated 26 August 2022, stated that it has taken note and has no objection for us to implement our Listing.

2.1.3 Bursa Securities

Bursa Securities has, via its letter dated 25 October 2022, approved our Admission, our Listing and the listing of and quotation for our new Shares to be issued pursuant to the LTIP, subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Practice Note 21 of the Listing Requirements.	To be complied
(ii)	To furnish Bursa Securities with the following: <ul style="list-style-type: none"> (a) a copy of the schedule of distribution showing compliance to the public share spread requirements based on the entire issued share capital of ITMAX System on the first day of listing; (b) confirmation on the full compliance of the LTIP pursuant to Paragraph 6.43(1) of the Listing Requirements and together with the disclosure on the effective date of implementation; and 	To be complied

2. INTRODUCTION (Cont'd)

No.	Details of condition imposed	Status of compliance
(c)	summary of the total number of Shares listed on a quarterly basis pursuant to the LTIP as at the end of each quarter together with a detailed computation of listing fees payable.	

2.1.4 SAC

The SAC has, via its letter dated 2 August 2022, classified our Shares as Shariah-compliant securities based on the audited combined financial statements of our Company for the FYE 31 December 2021 and the pro forma combined statement of financial position of our Company as at 31 December 2021.

2.2 MORATORIUM ON OUR SHARES

In accordance with the Equity Guidelines, our Shares held by the Moratorium Providers as at the date of our Listing will be placed under moratorium. In this respect, our Shares that are subject to moratorium are set out below:

Name	As at the date of our Listing			
	Direct		Indirect	
	No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %
Sena Holdings	527,100,000	51.3	-	-
GSSB	180,900,000	17.6	-	-
Tan Sri Tan	-	-	⁽²⁾ 527,100,000	51.3
TWL	-	-	⁽²⁾ 527,100,000	51.3
Datin Afinaliza	-	-	⁽³⁾ 180,900,000	17.6
TSC	-	-	-	-
Total	708,000,000	68.87	708,000,000	68.87

Notes:

- (1) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.
- (2) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.

Sena Holdings and GSSB have fully accepted the moratorium. They are not allowed to sell, transfer or assign any part of their respective holding in our Shares as at the date of our Listing for a period of six (6) months from the date of our Listing.

The above moratorium restrictions are specifically endorsed on the share certificates representing our Shares held by the Moratorium Providers which are under moratorium to ensure that our Share Registrar does not register any sale, transfer or assignment that contravenes such restriction.

The following persons are not allowed to sell, transfer or assign their entire shareholdings in respect of the following entities for a period of six (6) months from the date of our Listing:

- (i) shareholders of Sena Holdings, namely Tan Sri Tan and TWL, in respect of their respective shareholding in Sena Holdings; and

2. INTRODUCTION (*Cont'd*)

- (ii) sole shareholder of GSSB, namely Datin Afinaliza, in respect of her shareholding in GSSB.

Tan Sri Tan, TWL, Datin Afinaliza and TSC are also not allowed to sell, transfer or assign any Shares that they may subscribe for arising from the exercise of ESOS Options or any ESGS Shares granted to them pursuant to the LTIP for a period of six (6) months from the date of our Listing.

Tan Sri Tan, TWL, Datin Afinaliza and TSC have fully accepted the moratorium in respect of their respective shareholdings as set out above.

3. PROSPECTUS SUMMARY

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

3.1 PRINCIPAL DETAILS OF OUR IPO

3.1.1 Institutional Offering

The Institutional Offering involves the offering of up to 289,160,000 IPO Shares (comprising up to 129,446,400 Offer Shares and 159,713,600 Issue Shares), representing up to 28.13% of our enlarged issued Shares, subject to the clawback and reallocation provision as set out in Section 4.2.3 of this Prospectus, at the Institutional Price in the following manner:

- (i) 128,500,000 IPO Shares, representing 12.50% of our enlarged issued Shares, to Bumiputera investors approved by the MITI; and
- (ii) up to 160,660,000 IPO Shares, representing approximately 15.63% of our enlarged issued Shares to institutional and selected investors (other than Bumiputera investors approved by the MITI).

3.1.2 Retail Offering

The Retail Offering involves the offering of 30,840,000 Issue Shares, representing 3.0% of our enlarged issued Shares, subject to the clawback and reallocation provision as set out in Section 4.2.3 of this Prospectus, at the Retail Price in the following manner:

(i) Allocation to the Eligible Persons

10,280,000 Issue Shares, representing 1.0% of our enlarged issued Shares, are reserved for application by the Eligible Persons. See Section 4.2.2 of this Prospectus for further details on the allocation to the Eligible Persons.

(ii) Allocation via balloting to the Malaysian public

20,560,000 Issue Shares, representing 2.0% of our enlarged issued Shares, are reserved for application by the Malaysian public via balloting, of which 10,280,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

3.1.3 LTIP

In conjunction with our Listing, we have established an LTIP which entails the granting of ESGS Shares and ESOS Options to the eligible directors (excluding independent directors) and eligible executives of our Group who fulfils the conditions of eligibility as stipulated in the By-Laws. Further details of the LTIP are set out in Section 4.2.6 of this Prospectus.

3.1.4 Moratorium on our Shares

In accordance with the Equity Guidelines, Sena Holdings, GSSB, Tan Sri Tan, TWL, TSC and Datin Afinaliza are not allowed to sell, transfer or assign any of their respective holding in our Shares as at the date of our Listing for a period of six (6) months from the date of our Listing. See Section 2.2 of this Prospectus for further details on moratorium on our Shares.

3. PROSPECTUS SUMMARY *(Cont'd)*

The Public Issue and the Offer for Sale will raise gross proceeds of RM203.9 million and RM138.5 million, respectively. For detailed information relation to our IPO, see Section 4.2 of this Prospectus.

3.2 OVERVIEW OF OUR BUSINESS

Our Company was incorporated in Malaysia under the Companies Act 1965 on 9 April 2001 as a private limited company under the name of Alfaville (M) Sdn Bhd and is deemed registered under the Act. Our company changed its name to ITMAX System Sdn Bhd on 26 October 2001. On 29 June 2022, our Company was converted into a public limited company.

Our Company is principally involved in the business of supply and installation and provision of public space networked systems and investment holding while our sole subsidiary, STS is principally involved in the R&D on systems and application software, design and assembly of controllers, supply and installation of networked traffic management system, and providing leased and managed services of video surveillance and analytics systems. See Section 6.3 of this Prospectus for further details on STS. We principally operate in Malaysia to serve customers in various states in Malaysia.

For further details on our history, group structure and business, see Sections 6 and 7 of this Prospectus.

3.3 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

- (i) **We designed and developed our networked video surveillance, lighting and traffic management systems in-house which continues to serve as the platform for our business expansion and growth**

Our networked video surveillance, lighting and traffic management systems were designed and developed by our in-house R&D team. This gives us the advantage to provide to our customers a total customised system integration for the network systems to establish the infrastructure needed for a smart city and the flexibility for responding to customer needs.

- (ii) **Our business model is based on two (2) key pillars providing project based revenue and recurrent revenue that provides assurance of revenue for the duration of such contracts**

Our business model comprises of two (2) main pillars, one of which is project based on lump sum contracts, while the other is usage of our facilities based on monthly recurring revenues.

- (iii) **We own a private metropolitan area network in Kuala Lumpur to support our public space networked systems and provide future business opportunities**

As at the LPD, we own a metropolitan area network in Kuala Lumpur comprising approximately 400 km of 48-core fibre optic cables with associated transmission and switching equipment to provide broadband bandwidth up to a maximum of 60 gigabit per second.

- (iv) **Our established public space networked systems will provide the platform for us to replicate our proven business model to other states or federal territories within Malaysia to provide us with business growth and market diversification**

Our ability in providing total system integration enables us to design and develop customised and localised public space networked systems in meeting the needs and requirements for each specific location.

3. PROSPECTUS SUMMARY *(Cont'd)*

(v) We have an established track record of nine (9) years as a provider of networked system in the public space

We have an established track record of nine (9) years as a provider of public space networked system since the commencement of supply and installation of traffic management system in 2013.

(vi) We have contracts to sustain us in the near-mid term

Our order book is contract based and the remaining portion of our order book will be recognised progressively up to the FYE 31 December 2029 based on the unbilled amount of contracts secured as at the LPD. Of the total unbilled amount of RM598.2 million, we expect to bill and recognise revenue of approximately RM27.2 million from the LPD to December 2022, RM131.9 million for the FYE 31 December 2023, RM136.5 million for the FYE 31 December 2024, RM107.1 million for the FYE 31 December 2025 and RM195.6 million between the FYEs 31 December 2026 and 31 December 2029.

(vii) We have a qualified and experienced management team to sustain and continue developing our business

We have a qualified and experienced management team headed by our Managing Director and Chief Executive Officer, TWL, who has contributed to the growth and development of our Group. TWL is responsible for developing the overall strategic direction of our Group. He brings with him approximately seven (7) years of experience in the public space networked system industry.

For further details on our competitive strengths, see Section 7.4 of this Prospectus.

3.4 BUSINESS STRATEGIES AND PLANS

Our business strategies and plans are set out below:

(i) Geographical expansion

We envisage providing public space networked systems outside of the central region of Peninsular Malaysia. For the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022, revenue from regions outside of the central region were 1.6% (RM0.6 million), 7.4% (RM3.5 million), 3.1% (RM2.5 million) and 0.3% (RM0.1 million) of our revenue respectively.

(ii) Network and telecommunications infrastructure expansion

(a) Communication network facilities

Fibre optic communications network expansion by building an additional 200 km of fibre optic communications network with a combination of 12-core and 24-core fibre optic cables in Peninsular Malaysia and Sabah. These additional 12-core and 24-core fibre optic cables are mainly to branch out from our existing 48-core fibre optic network as well as to cater for other parts of Peninsular Malaysia and Sabah requiring lower capacity compared to Kuala Lumpur. Upon completion, our total fibre optic communications network will be approximately 600 km by 2024, in Peninsular Malaysia and Sabah. As at the LPD, we have approximately 400 km of fibre optic communications network of 48-core fibre optic cables in Kuala Lumpur.

(b) Setting up data lake facility in Klang Valley

We are not currently involved in the provision of cloud services and one of our business strategies is to set up a new data lake facility to expand our capabilities to provide cloud services in the future.

3. PROSPECTUS SUMMARY *(Cont'd)*

We envisage setting up a data lake facility in Klang Valley which is a central storage repository that holds data under a secured and managed manner. This will be an off-site facility to manage incoming big data and will be accessible online by users securely. The operation of this data lake is under the provision of cloud services which is regulated by the MCMC where a provider is required to be an ASP licence holder.

As for the provision of networked facilities to our existing customers, we have installed the data storage servers in our customers' control centres.

(iii) **New Target Segments**

We plan to leverage our core competencies in networked systems to address opportunities in townships, malls, office towers, hospitals and healthcare facilities covering public and private spaces to grow our business. We also plan to extend our expertise to highways mainly for our networked street lighting and video surveillance systems. For the Financial Years Under Review and up to the LPD, we provide networked systems and facilities mainly for public spaces.

(iv) **R&D Expansion**

We intend to expand our R&D team by recruiting a total of 23 personnel who will focus on the development of system and software applications for our networked system platform. In addition, we envisage to carry out two (2) pilot projects, namely setting up smart township and smart campus testbeds that incorporate smart digital infrastructure using our in-house developed public space networked systems focusing on lighting, video surveillance and traffic management.

For further details on our business strategies and plans, see Section 7.5 of this Prospectus. Our business strategies and plans will be fully funded by the proceeds from the Public Issue. In case of any shortfall, the balance will be funded using our internally generated funds and/or new borrowings. For further details on the use of proceeds from the Public Issue, see Section 4.6 of this Prospectus.

3.5 RISK FACTORS

An investment in our Shares involves a number of risks, many of which are beyond our control. You should carefully consider all the information contained in this Prospectus, including the risks described below, before deciding to invest in our Shares.

The following is a summary of the key risks that we face in our business operations:

(i) **Risks relating to our business and operations**

(a) **Our business, results of operations and financial condition are dependent on contracts with Datuk Bandar Kuala Lumpur for provision of works and services to DBKL**

Our Group's revenue is substantially derived from the works and services provided to DBKL in connection with contracts with Datuk Bandar Kuala Lumpur, the details of which are set out in Section 7.20 of this Prospectus. The revenue from the works and services provided to DBKL accounted for RM23.1 million (62.2%), RM28.9 million (60.7%), RM58.4 million (73.2%) and RM38.5 million (94.5%) of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022, respectively.

3. PROSPECTUS SUMMARY (Cont'd)

(b) We may be exposed to the risk of security breaches

Our public space networked system collects traffic and public surveillance camera data, and stores such data in our storage servers set up for our customers. Storage of such data electronically may be exposed to the risks of security breaches, including computer viruses, malware attacks, espionage, hacking, cyber intrusions and unauthorised access to restricted information by our employees.

Our network facilities comprise physical equipment and devices that are potentially vulnerable to physical and electronic intrusions, eavesdropping, cyber-attacks or other destructive or disruptive actions. In the event of any one or combination of these occurrences, we may be subjected to potential legal actions, liabilities, losses and/or could also harm our reputation which may negatively affect our financial performance.

(c) We may be exposed to possible intellectual property infringement

We face the risk of intellectual property infringement to our networked traffic management system. We rely on patents, trademark and copyright to protect the intellectual property rights in our system.

(d) Our profitability is dependent on project-based contracts which are not recurrent in nature

Our revenue increased at a CAGR of 46.4% from RM37.2 million for the FYE 31 December 2019 to RM79.8 million for the FYE 31 December 2021, while our GP margin increased from 18.4% in the FYE 31 December 2019 to 52.9% and 66.9% for the FYEs 31 December 2020 and 2021 respectively. There can be no assurance that we will be able to continue to sustain these growth trends.

Some of our projects are non-recurrent in nature and are secured on a project-by-project basis. Our Group's ability to compete for and secure sizeable contracts is one of our main contributors to our success as well as ongoing growth and future profitability. We cannot guarantee that we will be able to continue to secure new contracts after the completion of the existing awarded contracts and that we will always be able to maintain similar levels of profitability every year.

(ii) Risks relating to our industry

(a) We are subject to competition from other public space networked system providers

We compete with other public space networked system providers that may be able to offer similar facilities. Some competitors may compete with us based on, among others, better or more innovative technologies, more value added services and/or lower pricing.

(b) We are subject to political, economic, social and regulatory changes

Our business may be affected by political, economic, social and regulatory changes. Such developments include, but are not limited to, changes in interest rates, fluctuation in exchange rates, political leadership, geopolitical events such as the Russian-Ukraine conflict, global economic downturn, expropriation, nationalisation, and unfavourable change in Government policy and regulations. Any adverse developments of such nature could materially and adversely affect our business, operations and financial performance.

3. PROSPECTUS SUMMARY (Cont'd)**(c) We may not be able to adapt to technological developments in our industry**

Our industry is subject to rapid technological changes such as, among others, introduction of fifth generation wireless telecommunications, low-power wireless data networks, artificial intelligence applications and sensors such as those used in traffic management systems. Our ability to keep pace with these technological changes and remain technologically competitive will influence our revenue and profits. Our future success is dependent on our ability to enhance our products and systems in a timely manner, responding to changing customer needs brought about by technological changes.

For further details on the risk factors, see Section 9 of this Prospectus.

3.6 DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL

As at the LPD, our Directors, Key Senior Management and Key Technical Personnel are as follows:

Name	Designation
<u>Directors</u>	
Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali	Independent Non-Executive Chairman
Tan Sri Tan	Non-Independent Non-Executive Director
Datin Afinaliza	Non-Independent Executive Director
TWL	Non-independent Executive Director/Managing Director and Chief Executive Officer
TSC	Non-Independent Executive Director
Mok Juan Chek	Independent Non-Executive Director
Ng Nen Sin	Independent Non-Executive Director
Heng Ai Shan	Independent Non-Executive Director
<u>Key Senior Management</u>	
TWL	Managing Director and Chief Executive Officer
Datin Afinaliza	Executive Director (Business Development)
TSC	Executive Director (Corporate and Finance)
Shaun Tee Wen Han	Chief Financial Officer
Then Chee Guey	Chief Operating Officer
Fun Mun Sek	Chief Marketing Officer
<u>Key Technical Personnel</u>	
Lim Chiok Chuan	Technical Director (Hardware Development)
Roslah Binti Zainul Abidin	Software Director

For further information on our Directors, Key Senior Management and Key Technical Personnel, see Sections 5.2, 5.4 and 5.5 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.7 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The following table sets out the direct and indirect shareholdings of our Promoters and substantial shareholders before and after our IPO:

Name	Nationality	Before our IPO			After our IPO			
		Direct		Indirect	Direct		Indirect	
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	
<u>Promoters and substantial shareholders</u>								
Tan Sri Tan	Malaysian	-	-	(3)656,546,400	78.4	-	(3)527,100,000	51.3
TWL	Malaysian	-	-	(3)656,546,400	78.4	-	(3)527,100,000	51.3
Datin Afinaliza	Malaysian	-	-	(4)180,900,000	21.6	-	(4)180,900,000	17.6
<u>Promoter</u>								
TSC	Malaysian	-	-	-	-	-	-	-
<u>Substantial shareholders</u>								
Sena Holdings	Malaysia	656,546,400	78.4	-	-	527,100,000	51.3	-
GSSB	Malaysia	180,900,000	21.6	-	-	180,900,000	17.6	-

Notes:

- (1) Based on our issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.
- (2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.
- (3) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.

For further information on our Promoters and substantial shareholders, see Section 5.1 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.8 USE OF PROCEEDS

The Public Issue is expected to raise gross proceeds of approximately RM203.9⁽¹⁾ million which will be used in the following manner:

Details of use of proceeds	Estimated timeframe for use from the date of our Listing	RM'000	%
(i) Smart city application expansion to other local governments, federal ministries, and existing customers	Within 36 months	85,000	41.7
(ii) Expansion of R&D capabilities	Within 36 months	12,500	6.1
(iii) Expansion into enterprise market	Within 36 months	20,000	9.8
(iv) Network and telecommunication infrastructure expansion	Within 36 months	39,500	19.4
(v) Working capital	Within 12 months	29,078	14.3
(vi) Repayment of borrowings	Within 6 months	8,000	3.9
(vii) Defray fees and expenses relating to our IPO and our Listing	Within 6 months	9,814	4.8
	Total	203,892	100.0

Note:

(1) We have assumed the Institutional Price and the Final Retail Price will be equal to the Retail Price.

The total gross proceeds from the Offer for Sale of up to approximately RM138.5 million will accrue entirely to the Selling Shareholder.

There is no minimum subscription to be raised from our IPO. For further detailed information on our use of proceeds, see Section 4.6 of this Prospectus.

3.9 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The following table sets out a summary of the combined financial information of our Group for the Financial Years Under Review and FPE 30 June 2022:

	Audited			
	FYE 31 December			FPE 30 June
	2019	2020	2021	2022
	(RM '000)	(RM '000)	(RM '000)	(RM '000)
Combined statements of profit or loss and other comprehensive income				
Revenue	37,212	47,538	79,759	40,740
GP	6,834	25,160	53,359	28,960
PBT	2,186	17,621	40,936	20,848
PAT	1,570	12,669	29,237	15,454

3. PROSPECTUS SUMMARY (Cont'd)

	Audited			
	FYE 31 December			FPE 30 June
	2019	2020	2021	2022
	(RM '000)	(RM '000)	(RM '000)	(RM '000)
Other selected financial information				
GP margin (%)	18.4	52.9	66.9	71.1
PBT margin (%)	5.9	37.1	51.3	51.2
PAT margin (%)	4.2	26.7	36.7	37.9
Key financial ratios				
Trade receivable turnover (days) ⁽¹⁾	77	70	28	77
Trade payable turnover (days) ⁽²⁾	311	214	134	109
Inventory turnover (days) ⁽³⁾	34	70	59	55
Current ratio (times) ⁽⁴⁾	1.3	1.3	1.3	1.3
Gearing ratio (times) ⁽⁵⁾	0.8	1.2	1.4	1.5

Notes:

- (1) Based on trade receivables as at the respective financial year/period ends over total revenue of the respective financial years/period, and multiplied by 365 days/181 days.
- (2) Based on trade payables as at the respective financial year/period ends over total purchases of the respective financial years/period, and multiplied by 365 days/181 days.
- (3) Based on inventory as at the respective financial year/period ends over total purchases of the respective financial years/period, and multiplied by 365 days/181 days.
- (4) Based on current assets over current liabilities.
- (5) Based on total borrowings over total equity.

For further information on our operations and financial information, see Sections 7 and 12 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.10 DIVIDEND POLICY

We target a payout ratio of at least 20.0% of our PAT attributable to the owners of our Company for each financial year on a consolidated basis after taking into account the various factors as set out below to determine the level of dividend payments:

- (i) our level of cash, gearing and return on equity and retained earnings;
- (ii) our expected financial performance;
- (iii) our projected levels of capital expenditure and other investment plans;
- (iv) our working capital requirements; and
- (v) any contractual restrictions and/or commitments.

The declaration and payment of any dividend is subject to the confirmation of our Board as well as any applicable law, licence conditions, financial covenants and contractual obligations and provided that such distribution will not be detrimental to our cash requirements or any plans approved by our Board.

Save as mentioned in Section 12.5 of this Prospectus, we have not declared or paid any other dividends to our shareholders. For further details on our dividend policy, see Section 12.5 of this Prospectus.

4. DETAILS OF OUR IPO

4.1 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Event	Time and/or date
Opening of the Institutional Offering ⁽¹⁾	25 November 2022
Issuance of the Prospectus/Opening of the Retail Offering	10.00 a.m., 25 November 2022
Closing of the Retail Offering	5.00 p.m., 1 December 2022
Closing of the Institutional Offering	1 December 2022
Price Determination Date	2 December 2022
Balloting of applications for the Issue Shares under the Retail Offering	5 December 2022
Allotment/Transfer of the IPO Shares to successful applicants	12 December 2022
Listing	13 December 2022

Note:

(1) *Other than the Institutional Offering to the Cornerstone Investors. The Master Cornerstone Placement Agreement for the acquisition of the IPO Shares by the Cornerstone Investors was entered into on 10 November 2022.*

In the event there is any change to the timetable, we will announce and advertise the notice of changes on Bursa Securities' website and in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia, respectively.

4.2 PARTICULARS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, the IPO Shares are expected to be allocated or transferred in the manner described below, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus.

Our IPO consists of the Institutional Offering and the Retail Offering, totalling up to 320,000,000 IPO Shares, representing approximately 31.13% of our enlarged issued Shares.

4.2.1 Institutional Offering

The Institutional Offering involves the offering of up to 289,160,000 IPO Shares (comprising up to 129,446,400 Offer Shares and 159,713,600 Issue Shares), representing up to 28.13% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus, at the Institutional Price in the following manner:

- (i) 128,500,000 IPO Shares, representing 12.50% of our enlarged issued Shares to Bumiputera investors approved by the MITI; and
- (ii) up to 160,660,000 IPO Shares, representing up to approximately 15.63% of our enlarged issued Shares to institutional and selected investors (other than Bumiputera investors approved by the MITI).

4. DETAILS OF OUR IPO (Cont'd)

As part of the Institutional Offering, on 10 November 2022, our Company, the Selling Shareholder, the Joint Bookrunners and the Cornerstone Investors entered into the Master Cornerstone Placement Agreement where the Cornerstone Investors have agreed to acquire, subject to the terms of the Master Cornerstone Placement Agreement and the individual cornerstone placement agreements, an aggregate of 99,800,000 IPO Shares, representing 9.7% of our enlarged issued Shares at RM1.07 per IPO Share or the Institutional Price, whichever is lower. None of the Cornerstone Investors will individually acquire or subscribe for 5.0% or more of our enlarged issued Shares under the cornerstone placement agreements.

The cornerstone placement agreements are conditional upon, among others, the Retail Underwriting Agreement and the Placement Agreement being entered into and not having been terminated pursuant to their respective terms.

4.2.2 Retail Offering

The Retail Offering involves the offering of 30,840,000 Issue Shares, representing 3.0% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus, at the Retail Price in the following manner:

(i) Allocation to the Eligible Persons

10,280,000 Issue Shares, representing 1.0% of our enlarged issued Shares, are reserved for application by the Eligible Persons in the following manner:

Category of Eligible Persons	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Our Directors ⁽¹⁾	4	1,750,000
Eligible employees of our Group ⁽²⁾	61	4,530,000
Persons who have contributed to the success of our Group ⁽³⁾	3	4,000,000
Total	68	10,280,000

Notes:

(1) *None of our Non-Independent Directors will be allocated any Issue Shares under the Pink Form Allocations. The allocation to our Independent Directors is based on, among others, their respective roles and responsibilities in our Company and collectively, a total of 1,750,000 Issue Shares have been allocated to them as follows:*

Name	Designation	No. of Issue Shares allocated
<i>Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali</i>	<i>Independent Non-Executive Chairman</i>	<i>1,000,000</i>
<i>Mok Juan Chek</i>	<i>Independent Non-Executive Director</i>	<i>250,000</i>
<i>Ng Nen Sin</i>	<i>Independent Non-Executive Director</i>	<i>250,000</i>
<i>Heng Ai Shan</i>	<i>Independent Non-Executive Director</i>	<i>250,000</i>
Total		1,750,000

4. DETAILS OF OUR IPO (Cont'd)

- (2) *The allocation to the eligible employees of our Group who are full-time confirmed employees are based on, among others, length of service, job grade and job responsibilities, performance and past contribution to our Group. A total of 1,080,000 Issue Shares has been allocated to the Key Senior Management and Key Technical Personnel as follows:*

<u>Name</u>	<u>Designation</u>	<u>No. of Issue Shares allocated</u>
<u>Key Senior Management</u>		
Then Chee Guey	Chief Operation Officer	280,000
Shaun Tee Wen Han	Chief Financial Officer	200,000
Fun Mun Sek	Chief Marketing Officer	200,000
<u>Key Technical Personnel</u>		
Lim Chiok Chuan	Technical Director (Hardware Development)	200,000
Roslah Binti Zainul Abidin	Software Director	200,000
Total		<u>1,080,000</u>

- (3) *The allocation to persons who have contributed to the success of our Group is based on, among others, their length of business relationship with our Group, the nature and terms of their business relationship with our Group and the level of their contribution and support to the success of our Group.*

As at the LPD, save as disclosed above, to the extent known to our Company, there is no person who intends to subscribe for more than 5.0% of the IPO Shares.

(ii) Allocation via balloting to the Malaysian Public

20,560,000 Issue Shares, representing 2.0% of our enlarged issued Shares, are reserved for application by the Malaysian Public via balloting, of which 10,280,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

4. DETAILS OF OUR IPO (Cont'd)

In summary, subject to the clawback and reallocation provisions set out in Section 4.2.3 of this Prospectus, the IPO Shares will be allocated in the following manner:

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	(1)% of our enlarged issued Shares	No. of Shares	(1)% of our enlarged issued Shares	No. of Shares	(1)% of our enlarged issued Shares
Retail Offering:						
Eligible Persons						
- Our Directors	-	-	1,750,000	0.17	1,750,000	0.17
- Eligible employees of our Group	-	-	4,530,000	0.44	4,530,000	0.44
- Persons who have contributed to the success of our Group	-	-	4,000,000	0.39	4,000,000	0.39
Malaysian Public (via balloting):						
- Bumiputera	-	-	10,280,000	1.00	10,280,000	1.00
- Non-Bumiputera	-	-	10,280,000	1.00	10,280,000	1.00
Sub-total	-	-	30,840,000	3.00	30,840,000	3.00
Institutional Offering:						
Bumiputera investors approved by the MITI	128,500,000	12.50	-	-	128,500,000	12.50
Other institutional and selected investors	946,400	0.09	159,713,600	15.54	160,660,000	15.63
Sub-total	129,446,400	12.59	159,713,600	15.54	289,160,000	28.13
Total	129,446,400	12.59	190,553,600	18.54	320,000,000	31.13

Note:

(1) Based on our enlarged issued Shares of 1,028,000,000 after our IPO.

4. DETAILS OF OUR IPO (Cont'd)

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.2.5 of this Prospectus.

4.2.3 Clawback and reallocation

The Retail Offering and the Institutional Offering will be subject to the following clawback and reallocation provisions:

- (i) If the Issue Shares allocated to the Eligible Persons are under-subscribed, such Issue Shares may be allocated to the other institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both, at the discretion of the Joint Bookrunners and us;
- (ii) if the IPO Shares allocated to Bumiputera investors approved by the MITI ("**MITI Tranche**") are under-subscribed, such IPO Shares will be allocated to other Malaysian institutional investors under the Institutional Offering.

If after the above reallocation, the MITI Tranche is still under-subscribed under the Institutional Offering, and there is a corresponding over-subscription for the Issue Shares by the Malaysian Public under the Retail Offering, the IPO Shares will be clawed back from the MITI Tranche and allocated firstly, to the Bumiputera Malaysian Public under the Retail Offering via balloting process as mentioned in Section 4.2.2(ii) of this Prospectus, and thereafter to the other Malaysian Public under the Retail Offering and/or other institutional investors under the Institutional Offering;

- (iii) subject to items (i) and (ii) above, if there is an over-subscription in the Retail Offering and a corresponding under-subscription in the Institutional Offering, the IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and
- (iv) subject to item (i) above, if there is an over-subscription in the Institutional Offering and a corresponding under-subscription in the Retail Offering, the Issue Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription or under-subscription in both the Institutional Offering and the Retail Offering or an under-subscription in either the Institutional Offering or the Retail Offering but no over-subscription in the other.

Any Issue Shares not taken up by any of the Eligible Persons ("**Excess Issue Shares**") will be made available for application by the other Eligible Persons who have applied for the Excess Issue Shares in addition to their pre-determined allocation and will be allocated to these Eligible Persons on a fair and equitable basis in the following priority:

- (aa) firstly, allocation on a pro-rata basis to our Directors and eligible employees of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for;
- (bb) secondly, allocation of any surplus Excess Issue Shares after (aa) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and
- (cc) thirdly, to minimise odd lots.

4. DETAILS OF OUR IPO (Cont'd)

Our Board reserves the right to allot Excess Issue Shares applied for in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (aa) to (cc) above is achieved. Our Board also reserves the right to accept any Excess Issue Shares application, in full or in part, without assigning any reason.

Once completed, the steps involving items (aa) to (cc) above will not be repeated. Should there be any balance of the Excess Issue Shares thereafter, such balance will be made available for clawback and reallocation as described in item (i) above, with any remaining Issue Shares to be underwritten by the Joint Underwriters.

4.2.4 Priority of the offering

In the event the demand for the IPO Shares is less than 320,000,000 IPO Shares, the Public Issue shall take precedence over the Offer for Sale. The demand for the IPO Shares shall be firstly satisfied with the Issue Shares under the Public Issue, and following that, any excess demand will be satisfied with the Offer Shares under the Offer for Sale.

4.2.5 Minimum subscription level

There is no minimum subscription level in terms of the proceeds to be raised from our IPO. However, in order to comply with the public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities, the minimum subscription level (in terms of number of IPO Shares) will be the number of Shares required to be held by public shareholders of our Company.

Under the Listing Requirements, we are required to have a minimum of 25.0% of our Shares held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met, we may not be able to proceed with our Listing. See Section 9.3.5 of this Prospectus for details in the event there is a delay in or termination of our Listing.

4.2.6 LTIP

In conjunction with our Listing, we have established the LTIP which entails the granting of ESGS Shares and ESOS Options to the eligible directors (excluding independent directors) and eligible executives of our Group ("**LTIP Eligible Person(s)**").

The LTIP shall be administered by a committee which was appointed by our Board ("**LTIP Committee**") on 2 November 2022 and governed by the By-Laws. The LTIP Committee comprises of the following members:

Name	Directorship
Mok Juan Chek	Independent Non-Executive Director
Ng Nen Sin	Independent Non-Executive Director
Heng Ai Shan	Independent Non-Executive Director
TSC	Non-Independent Executive Director

4. DETAILS OF OUR IPO (Cont'd)

The salient features of the LTIP are as follows:

(i) Maximum number of new Shares available under the LTIP

The total number of new Shares which may be made available under the LTIP shall not in aggregate exceed 10.0% ("**Awards**") of the total number of issued Shares (excluding treasury shares) at any point of time during the duration of the LTIP.

The maximum number of Awards available to the LTIP Eligible Persons upon our Listing is 102,800,000, representing 10.0% of our total number of issued Shares (excluding treasury shares).

(ii) Basis of allocation and maximum allowable allocation

Subject to the maximum number of Awards and any adjustments which may be made under the By-Laws, the aggregate maximum number of Awards that may be allocated to any one category/designation of LTIP Eligible Person shall be determined entirely at the discretion of the LTIP Committee.

No allocation of more than 10.0% of the total number of Awards shall be made to any LTIP Eligible Person who, either singly or collectively through persons connected with the LTIP Eligible Person, holds 20.0% or more of the total number of issued Shares (excluding treasury shares).

Not more than 80.0% of the Awards shall be allocated in aggregate to the directors and senior management of the companies in our Group.

(iii) Duration of the LTIP

The LTIP shall be in force for a duration of five (5) years from its effective date (following full compliance with all relevant requirements of the Listing Requirements) and our Board shall have the discretion to extend the duration provided that the initial period of the LTIP and such extension shall not in aggregate exceed the duration of ten (10) years from its effective date.

(iv) Eligibility

Only the executives and the directors of our Group who fulfil the following conditions as at the date of the award letter issued by the LTIP Committee ("**Award Date**") shall be eligible to participate in the LTIP:

- (a) In respect of an executive, he/she must fulfil the following criteria as at the Award Date:
- (1) he/she has attained 18 years of age and he/she is not an undischarged bankrupt or subject to any bankruptcy proceedings;
 - (2) he/she is employed on the Award Date and he/she is employed –
 - (i) on a full time basis and is on the payroll of any company in our Group and his/her employment has been confirmed by any company in our Group; or

4. DETAILS OF OUR IPO (Cont'd)

- (ii) serving in a specific designation under an employment contract with any company of our Group for a continuous fixed duration of at least one (1) year (which shall include any probation period) and may, if the LTIP Committee deems fit, to include contract staff hired for a period of one (1) year or more for any purposes or specific requirements of our Group; and
 - (3) such executive falls within any other eligibility criteria (including variations to the eligibility criteria under items (1) or (2) above) that may be determined by the LTIP Committee from time to time at its sole discretion, whose decision shall be final and binding.
- (b) If an executive is employed by a company which is acquired by our Group during the duration of the LTIP and becomes a subsidiary whether directly or indirectly held by our Company upon such acquisition, he/she must fulfil the following as at the Award Date:
- (1) he/she has attained 18 years of age and he/she is not an undischarged bankrupt or subject to any bankruptcy proceedings; and
 - (2) he/she is employed full time by and on the payroll of the newly acquired company and his/her employment has been confirmed by the newly acquired company.
- (c) In respect of a director, he/she must fulfil the following criteria as at the Award Date:
- (1) he/she has attained 18 years of age on the Award Date and is not an undischarged bankrupt or subject to any bankruptcy proceedings; and
 - (2) he/she is not an independent director of our Company as prescribed under the Listing Requirements.
- (d) In respect of an LTIP Eligible Person who is a director, chief executive officer of our Company or a person connected with a director, chief executive officer or major shareholder of our Company, the specific allocation of award granted under the LTIP must have been approved by the shareholders of our Company at a general meeting.
- (e) The LTIP Eligible Person must fulfil any other criteria and/or fall within such category/designation of employment as may be determined by the LTIP Committee from time to time at its sole discretion, whose decision shall be final and binding.

For the avoidance of doubt, an executive who attains the prescribed retirement age but is offered to continue to serve our Group on a full time basis shall be treated as an executive of our Group.

(v) Exercise price

The LTIP Eligible Persons are not required to pay for the ESGS Shares they are entitled to receive upon vesting of the Shares under the ESGS.

Subject to any adjustments made under the By-Laws and pursuant to the Listing Requirements, the exercise price in respect of an ESOS Option shall be:

- (a) in respect of any ESOS award which is made in conjunction with our Listing, the Final Retail Price; and

4. DETAILS OF OUR IPO (Cont'd)

- (b) in respect of any ESOS award which is made subsequent to our Listing, as determined by the LTIP Committee and shall be based on the 5-day volume weighted average market price of our Shares for the five (5) market days immediately preceding date of the ESOS award with a discount of not more than 10.0%, if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time during the option period.

Subject to the discretion of the LTIP Committee, in conjunction with our Listing, we intend to offer up to 25.0 million ESOS Options to the directors and executives of our Group who meet the eligibility criteria to participate in the LTIP as set out in the By-Laws. Assuming 25.0 million ESOS Options are fully exercised into 25.0 million new Shares, such Shares will represent about 2.4% of our enlarged issued Shares upon our Listing. In compliance with item (v)(a) above, the exercise price for the said 25.0 million ESOS Options shall be the Final Retail Price.

As we do not intend to grant any ESGS Shares within a year from our Listing, we have not identified the eligible directors (excluding independent directors) and eligible executives of our Group to be granted the ESGS Shares as at the date of this Prospectus.

The following is the proposed specific allocation of the ESOS Options to our eligible Directors, Key Senior Management and Key Technical Personnel in conjunction with our Listing:

Name	Designation	No. of ESOS Options allocated
<u>Directors</u>		
TWL	Managing Director and Chief Executive Officer	5,000,000
Datin Afinaliza	Non-Independent Executive Director	3,000,000
TSC	Non-Independent Executive Director	3,000,000
Tan Sri Tan	Non-Independent Non-Executive Director	2,500,000
<u>Key Senior Management</u>		
Then Chee Guey	Chief Operating Officer	1,000,000
Shaun Tee Wen Han	Chief Financial Officer	650,000
Fun Mun Sek	Chief Marketing Officer	650,000
<u>Key Technical Personnel</u>		
Lim Chiok Chuan	Technical Director (Hardware Development)	650,000
Roslah Binti Zainul Abidin	Software Director	650,000
Total		17,100,000

4. DETAILS OF OUR IPO (Cont'd)

Any further offer, allocation or allotment under the ESOS to any of our eligible Directors, major shareholders, Chief Executive Officer and persons connected to them other than as stated above shall require the prior approval of our shareholders in a general meeting. The grant of the ESOS Options in conjunction with our Listing will not have an immediate effect on our consolidated NA and NA per Share until such time new Shares are issued when the ESOS Options are exercised.

For illustrative purposes only, assuming the entire 25,000,000 ESOS Options are granted and vested immediately upon our Listing, and that all ESOS Options are exercised at an exercise price of RM1.07, being the Retail Price, the indicative pro forma financial effects based on our audited combined financial statements for the FPE 30 June 2022 are as follows:

	Upon our Listing	Assuming exercise of the entire 25.0 million ESOS Options
	RM'000	RM'000
NA / Total equity	256,864	283,614
No. of Shares ('000)	1,028,000	1,053,000
NA per Share (RM)	0.25	0.27
Total borrowings	86,048	86,048
Gearing ratio (times) ⁽¹⁾	0.33	0.30

Note:

(1) Gearing ratio is calculated based on total borrowings divided by total equity.

Any potential effect on the consolidated NA per Share will depend on the number of ESOS Options that have vested and the exercise price of the ESOS Options. Pursuant to the By-Laws, the LTIP Committee may review and determine at its own discretion the vesting conditions. The ESOS Option will be vested with the grantee if the vesting conditions are satisfied. Further, the LTIP Committee may at any time and from time to time, before or after the ESOS Option is granted, limit the exercise of the ESOS Option to a maximum number of Shares and/or such percentage of total Shares comprised in the ESOS Option during such periods within the ESOS Option period (as stipulated in the By-Laws) and impose any other terms and/or conditions deemed appropriate by the LTIP Committee in its sole discretion.

4.2.7 Share capital

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

	No. of Shares	RM'000
After the Pre-IPO Restructuring	837,446,400	60,358
To be issued under the Public Issue	190,553,600	⁽¹⁾ 200,896
Enlarged number of issued Shares and share capital upon our Listing	1,028,000,000	261,254

Note:

(1) Calculated based on the Retail Price and after deducting the estimated listing expenses of approximately RM3.0 million which is directly attributable to the Public Issue and allowed to be debited against the share capital of our Company.

The Offer for Sale would not have any effect on our issued share capital as the Offer Shares are already in existence prior to our IPO.

4. DETAILS OF OUR IPO (Cont'd)

4.2.8 Classes of shares and ranking

As at the date of this Prospectus, we only have one class of shares, being ordinary shares.

The Issue Shares will, upon allotment and issuance, rank equally in all respects with our existing Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of allotment of the Issue Shares, subject to any applicable Rules of Bursa Depository.

The Offer Shares rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of transfer of the Offer Shares, subject to any applicable Rules of Bursa Depository.

Subject to any special rights attached to any Shares which we may issue in the future, our shareholders shall, in proportion to the amount paid up on our Shares held by them, be entitled to share the profits paid out by us as dividends or other distributions. Similarly, if our Company is liquidated, our shareholders shall be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At any general meeting of our Company, each shareholder shall be entitled to vote in person, by proxy, by attorney or by other duly authorised representative. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting is voted by poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative shall have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

4.3 SELLING SHAREHOLDER

The Offer Shares to be offered by the Selling Shareholder and its shareholding in our Company before and after our IPO and its material relationship with our Group within the past three (3) years are as follows:

Name	Material relationship with our Group	Shareholding after the Pre-IPO Restructuring and before our IPO		Shares to be offered under the Offer for Sale		Shareholding after our IPO	
		No. of Shares	⁽¹⁾ (%)	No. of Shares	⁽²⁾ (%)	No. of Shares	⁽²⁾ (%)
Sena Holdings ⁽³⁾	Holding company and substantial shareholder	656,546,400	78.4	129,446,400	12.6	527,100,000	51.3

Notes:

- (1) Based on our enlarged issued Shares of 837,446,400 after the Pre-IPO Restructuring.
- (2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.
- (3) Tan Sri Tan and TWL who are also our Promoters and Directors, are also directors and shareholders of Sena Holdings.

4. DETAILS OF OUR IPO (Cont'd)

4.4 BASIS OF ARRIVING AT THE PRICE OF THE IPO SHARES AND REFUND MECHANISM

4.4.1 Retail Price

The Retail Price was determined and agreed upon by our Directors and the Selling Shareholder in consultation with the Managing Underwriter and the Joint Bookrunners, after taking into consideration the following factors:

- (i) PE Multiple of approximately 37.7 times based on our net EPS of 2.84 sen after taking into account our Group's net profit of RM29.2 million for the FYE 31 December 2021 and our enlarged issued Shares of 1,028,000,000 upon our Listing;
- (ii) our pro forma combined NA per Share as at 30 June 2022 of approximately RM0.25 based on our enlarged issued Shares of 1,028,000,000 upon our Listing;
- (iii) our competitive strengths, as follows:
 - (a) we designed and developed our networked video surveillance, lighting and traffic management systems in-house which continues to serve as the platform for our business expansion and growth;
 - (b) our business model is based on two (2) key pillars providing project based revenue and recurrent revenue that provides assurance of revenue for the duration of such contracts;
 - (c) we own a private metropolitan area network in Kuala Lumpur to support our public space networked systems and provide future business opportunities;
 - (d) our established public space networked systems provides the platform for us to replicate our proven business model to other states or federal territories within Malaysia to provide us with business growth and market diversification;
 - (e) we have an established track record of nine (9) years as a provider of networked system in the public space;
 - (f) we have contracts to sustain us in the near-mid term; and
 - (g) we have a qualified and experienced management team to sustain and continue developing our business;
- (iv) our business strategies and plans, as follows:
 - (a) geographical expansion to provide public space networked systems in other states and federal territories outside of the central region of Peninsular Malaysia to diversify our markets to provide business growth;
 - (b) network and telecommunication infrastructure expansion to expand connectivity via investments in communication network facilities and setting up of a data lake facility in Klang Valley;
 - (c) expand to new target segments to address opportunities in townships, malls, office towers, hospitals and healthcare facilities covering public and private spaces to grow our business; and
 - (d) expansion of our R&D capabilities via expansion of R&D resources and set up of township and campus testbeds for smart city applications;
- (v) the anticipated growth in implementation of public space networked systems arising from emergence of smart cities in the national development agenda, backed by federal and state governments' investments in public infrastructure which will provide opportunities to providers of services for public space networked systems including our Group to expand our market share in Malaysia's digital economy as described in Section 8 of this Prospectus; and

4. DETAILS OF OUR IPO (Cont'd)

- (vi) prevailing market conditions which include, among others, the market performance of key regional indices and companies involved in business similar to ours that are listed on other exchanges because of the lack of directly comparable companies on Bursa Securities, current market trends and investors' sentiments.

Below are companies involved in business similar to ours that are listed on other exchanges:

<u>Description of company and principal activities</u>	<u>Exchange</u>
Itron Inc which is based in the United States of America and is a technology and services company offering solutions related to smart grid, smart gas and smart water that measure and analyse electricity, gas and water consumption. It also offers industrial IoT and smart cities solutions including smart city central management software and intelligent street lighting.	NASDAQ Global Select Market, United States of America
Kapsch TrafficCom AG is a German based provider of transportation solutions for sustainable mobility. The company offers innovative solutions for transport and traffic in the fields of tolling, traffic management, smart urban mobility, road safety and connected vehicles.	Prime Market, Vienna Stock Exchange, Austria
Q-free ASA, headquartered in Norway, and provides intelligent solutions within the transportation sector. The company is the supplier of tolling, parking, traffic management and connected intelligent transportation system /connected vehicle solutions.	Oslo Stock Exchange, Norway

Source: Companies' websites and annual reports

The Final Retail Price will be determined after the institutional Price is determined on the Price Determination Date and will be the lower of:

- (a) the Retail Price; or
 (b) the Institutional Price.

In the event that the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. See Section 4.4.3 of this Prospectus for details of the refund mechanism.

The Final Retail Price and the Institutional Price will be announced within two (2) Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given written notice of the Final Retail Price and the Institutional Price, together with the notices of allotment for the IPO Shares.

4. DETAILS OF OUR IPO (Cont'd)

4.4.2 Institutional Price

The Institutional Price will be determined by way of bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of IPO Shares they would be prepared to acquire and the price they would be prepared to pay for the IPO Shares in respect of the Institutional Offering. This bookbuilding commenced on 25 November 2022 and will end on 1 December 2022. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholder in consultation with the Joint Bookrunners on the Price Determination Date.

4.4.3 Refund mechanism

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest. The refund will be made:

- (i) in the form of cheques to be despatched by ordinary post to the address maintained with Bursa Depository for applications made via the Application Form; or
- (ii) by crediting into the accounts of the successful applicants with the Participating Financial Institution for applications made via the Electronic Share Application; or
- (iii) by crediting into the accounts of the successful applicants with the Internet Participating Financial Institution for applications made via Internet Share Application,

within ten (10) Market Days from the date of final ballot of applications, at the successful applicants' own risk.

For further details on the refund mechanism, see Section 15.9 of this Prospectus.

4.4.4 Expected market capitalisation

Based on the Retail Price, the total market capitalisation of our Company upon our Listing would be approximately RM1.10 billion.

You should note that the market price of our Shares upon our Listing is subject to the vagaries of market forces and other uncertainties. You are reminded to carefully consider the risk factors as set out in Section 9 of this Prospectus.

4.5 DILUTION

4.5.1 NA per Share

Dilution is the amount by which the price paid by retail, institutional and selected investors for our Shares exceeds our pro forma combined NA per Share after our IPO.

The following table illustrates the dilution effect on our pro forma combined NA as at 30 June 2022 on a per Share basis assuming the Retail Price is equal to the Final Retail Price and the Institutional Price:

4. DETAILS OF OUR IPO (Cont'd)

	RM
Final Retail Price / Institutional Price	1.07
Pro forma combined NA per Share as at 30 June 2022, after adjusting the Pre-IPO Restructuring but before adjusting for our IPO	0.07
Pro forma combined NA per Share as at 30 June 2022, after adjusting the Pre-IPO Restructuring, the Public Issue and the use of proceeds from the Public Issue	0.25
Increase in combined NA per Share to our existing shareholders	0.18
Dilution in pro forma combined NA per Share to retail/institutional and selected investors	0.82
Dilution in pro forma combined NA per Share to retail/institutional and selected investors as a percentage to the Retail Price/Institutional Price	76.6%

4.5.2 Effective cost per Share

Save as disclosed below, none of our substantial shareholders, Directors, Key Senior Management, Key Technical Personnel or persons connected to them had acquired, obtained the right to acquire and/or subscribe for our Shares in the past three (3) years up to the LPD:

Name	Date of investment	No. of Shares acquired	Total consideration RM	No. of Shares after the Subdivision	Effective cost per Share RM
<u>Substantial shareholders</u>					
ARSB ⁽¹⁾	1 October 2019	750,000	2,250,000	603,000,000	0.004
	5 June 2020	250,000	250,000		
Sena Holdings	21 October 2022	388,800 ⁽²⁾	59,357,908	656,546,400	0.090
	25 October 2022	700,000 ⁽³⁾	1		
GSSB	29 November 2021	300,000	825,000	180,900,000	0.005

Notes:

- (1) ARSB ceased to be our substantial shareholder on 25 October 2022, being the completion date of the Share Transfer.
- (2) Being the new Shares issued pursuant to the Acquisition.
- (3) Pursuant to the Share Transfer.

4. DETAILS OF OUR IPO (Cont'd)**4.6 USE OF PROCEEDS**

We expect to use the gross proceeds from the Public Issue amounting to RM203.9 million⁽¹⁾ in the following manner:

Details of use of proceeds	Estimated timeframe for use from the date of our Listing	RM'000	%
(i) Smart city application expansion to other local governments, federal ministries, and existing customers	Within 36 months	85,000	41.7
(ii) Expansion of R&D capabilities	Within 36 months	12,500	6.1
(iii) Expansion into enterprise market	Within 36 months	20,000	9.8
(iv) Network and telecommunication infrastructure expansion	Within 36 months	39,500	19.4
(v) Working capital	Within 12 months	29,078	14.3
(vi) Repayment of borrowing	Within 6 months	8,000	3.9
(vii) Defray fees and expenses for our IPO and our Listing	Within 6 months	9,814	4.8
Total		203,892	100.0

Note:

(1) We have assumed that the Institutional Price and Final Retail Price will be equal to the Retail Price.

Further details on the use of proceeds from the Public Issue is as follows:

4.6.1 Smart city application expansion to other local governments, federal ministries, and existing customers

As part of our geographical expansion plans to other states and territories within Malaysia, our investment plans will focus on the purchase of equipment and devices as well as installation, testing and commissioning works. We plan to invest in the following type of public space networked systems, infrastructure, resources and related facilities:

- networked lighting systems mainly consist of at least 20,000 in-house assembled street light embedded controllers and related devices such as sensors, as well as wiring and installation works;
- networked traffic management systems mainly consist of at least 100 in-house assembled traffic controllers and sensors including video cameras, magnetic loop detectors, data sensors as well as related facilities such as communication devices and power cables;
- networked video surveillance management systems mainly consist of at least 3,000 video cameras and related facilities such as poles and power cables;
- expansion of resources including the hiring of operational, support and technical personnel; and

4. DETAILS OF OUR IPO (Cont'd)

- set up of at least two (2) control centre facilities to meet the needs for connectivity and interoperability.

In this respect, we intend to use approximately RM85.0 million of the proceeds from the Public Issue for the following:

	Estimated Cost (RM million)
Networked lighting systems, networked traffic management systems and networked video surveillance systems	
- networked lighting and traffic management systems including purchase of at least 20,000 in-house assembled street light embedded controllers ⁽¹⁾ , 100 of our in-house assembled traffic controllers, sensors and video cameras, network equipment as well as wiring and installation related works	} 80.6
networked video surveillance system including purchase of at least 3,000 video cameras, surveillance related facilities such as poles and power cables, setting up at least 2 control centre facilities, as well as system integration and installation related works ⁽²⁾	
- purchase of testing tools and calibration instruments and software	1.0
- expansion of technical, operational and support resources ⁽³⁾	3.4
Total	85.0

Notes:

- (1) *The embedded controllers will be assembled internally where we will purchase the parts and components including PCBA, plastic parts and enclosures used for the assembly of controllers.*
- (2) *Includes system integration and configuration work, process enhancement and workflow automation as well as customisation and development of application software including analytic tools and cybersecurity infrastructures.*
- (3) *Includes two (2) quality assurance personnel, four (4) electrical technicians, six (6) network operation centre engineers, six (6) helpdesk operators and nine (9) field engineers.*

The above utilisation is subject to us securing contracts from potential customers by way of competitive bidding or tendering within 36 months from the date of our Listing. As at the LPD, we have submitted tenders and proposals for the provision of public space networked facilities and these will potentially contribute to our future order book as well as enable us to increase our market presence in other states.

If we are unable to secure sufficient number of contracts or the amount used for the new contracts we secured is less than RM85.0 million, we will re-allocate the balance of the proceeds to working capital. In case of any shortfall in the amount we require for our geographical expansion, the balance will be funded using our internally generated funds and/or new borrowings.

Further details on our geographical expansion plan are set out in Section 7.5.1 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)**4.6.2 Expansion of R&D capabilities**

We intend to use approximately RM12.5 million of the proceeds from the Public Issue to expand our R&D capabilities in the following manner:

	Estimated cost (RM million)
Expansion of R&D resources:	
R&D team	7.5
Set up of a new testing laboratory	2.0
- <i>computing devices and hardware</i>	0.8
- <i>testing programmes</i>	0.6
- <i>testing equipment</i>	0.3
- <i>other equipment or devices⁽¹⁾</i>	0.3
Sub-total	9.5
Setting up smart township and smart campus pilot projects	3.0
Total	12.5

Note:

- (1) *Includes the purchase of drones, augmented reality or virtual reality devices, as well as prototyping tools and equipment such as laser engraving machine, 3D printer and CNC router.*

In the event that the amount used for the expansion of our R&D capabilities is less than RM12.5 million, we will re-allocate the balance of the proceeds to working capital. In case of any shortfall in the amount we require for the expansion of our R&D capabilities, the balance will be funded using internally generated funds and/or new borrowings.

Our ongoing and planned R&D includes developing systems and applications such as City Help, City Vas, City Park, City RATS, City Underground and City Smart Campus. For further details on our ongoing and planned R&D, see Section 7.12.4 of this Prospectus.

Further details on the expansion of our R&D capabilities are set out in Section 7.5.4 of this Prospectus.

4.6.3 Expansion into enterprise market

We intend to use approximately RM20.0 million of the proceeds from the Public Issue to expand into new enterprise market by leveraging on our core competencies in networked systems to address opportunities in townships, malls and office towers, hospitals and healthcare facilities covering public and private spaces to grow our business. We also plan to extend our expertise to highways mainly for our networked street lighting and video surveillance systems.

4. DETAILS OF OUR IPO (Cont'd)

As at the LPD, we have submitted tenders for networked video surveillance systems for residential township development projects, commercial development projects including malls and office towers, hospitals, healthcare facilities and highways.

In this respect, we plan to set up a centralised control centre and related facilities to cater to this new segment within 36 months from the date of our Listing and the breakdown for the estimated cost to set up these facilities is as follows:

	Estimated cost (RM million)
Networked video surveillance systems including purchase and installation of at least 2,500 units of video cameras, network equipment and software ⁽¹⁾	20.0

Note:

(1) Include network storage equipment, customisation of system and application software including video analytics, mobile applications, as well as cybersecurity infrastructures.

In the event that the amount used for our expansion into new target segments is less than RM20.0 million, we will re-allocate the balance of the proceeds to working capital. In case of any shortfall in the amount we require for the expansion into new enterprise market, the balance will be funded using internally generated funds and/or borrowings.

Further details on our expansion into new enterprise market are set out in Section 7.5.3 of this Prospectus.

4.6.4 Network and telecommunication infrastructure expansion

We intend to use approximately RM39.5 million of the proceeds from the Public Issue to expand our network and telecommunication infrastructure and connectivity within 36 months from the date of our Listing to cater for business expansion and growth by investing, as follows:

	Estimated cost (RM million)
Communication network and telecommunication infrastructure	
- additional 200 km fibre optic network	22.0
- 50 monopoles and two (2) towers	7.5
Sub-total	29.5
Setting up a data lake facility in Klang Valley	
- video and data storage system	4.6
- switching and routing infrastructure	1.7
- virtual server infrastructure	1.5
- rental of data centre and related services	2.2
Sub-total	10.0
Total	39.5

4. DETAILS OF OUR IPO (Cont'd)

In the event that the amount used for our expansion of network and telecommunication infrastructure is less than RM39.5 million, we will re-allocate the balance of the proceeds to working capital. In case of any shortfall in the amount we require for our expansion of network and telecommunication infrastructure, the balance will be funded using our internally generated funds and/or new borrowings.

Further details on the expansion of our network and telecommunication infrastructure are set out in Section 7.5.2 of this Prospectus.

4.6.5 Working capital

We intend to use approximately RM29.1 million of the proceeds from the Public Issue to supplement the working capital requirements of our Group which includes the purchase of inventory for our ongoing projects, as follows.

	<u>RM million</u>
Decorative lighting	3.8
Poles	4.9
Cables	1.5
LED lights	10.2
Other operating expenses	8.7
Total	<u>29.1</u>

4.6.6 Repayment of borrowings

We intend to use approximately RM8.0 million of the proceeds from the Public Issue to repay the entire outstanding amount owing in respect of a revolving credit facility granted by Hong Leong Bank Berhad with three (3)-year revolving tenure which was drawn down in September 2021 for the purchase of network equipment (“**RCF**”). As at the LPD, the total amount outstanding of the RCF is approximately RM8.2 million. The repayment of the RCF is expected to have a positive financial impact on our Group with interest saving of approximately RM485,000 per annum based on the effective rate of approximately 5.95%.

In the event the total outstanding amount of the RCF on date of settlement is less than RM8.0 million, we will re-allocate the surplus amount to working capital. However, if there is shortfall in the amount required to fully repay the total outstanding amount, we will use our internally generated funds for the settlement of the difference.

4.6.7 Defray fees and expenses for our IPO and our Listing

The estimated fees and expenses for our IPO and our Listing to be borne by us are approximately RM9.8 million, comprising the following:

	<u>RM million</u>
Professional fees ⁽¹⁾	3.9
Fees payable to authorities	0.8
Brokerage fee, underwriting commission and placement fees	4.3
Other fees and expenses relating to our IPO and our Listing ⁽²⁾	0.8
Total	<u>9.8</u>

4. DETAILS OF OUR IPO (Cont'd)

Notes:

- (1) *This includes professional fees for, among others, the Principal Adviser, legal advisers, auditors, company secretaries, Reporting Accountants, Independent Business and Market Research Consultants, Internal Control Consultant, Issuing House and Share Registrar.*
- (2) *This includes related fees and expenses in connection with our IPO, such as printing and advertising, travel and roadshow expenses, media related expenses and IPO event expenses.*

If the actual fees and expenses for our IPO and our Listing are higher than estimated, the shortfall will be funded using our internally generated funds. However, if the actual fees and expenses for our IPO and our Listing are lower than estimated, the surplus will be used for our working capital.

Given the timing of the use of proceeds to be raised from the Public Issue may not be immediate and as part of our efficient capital management to maximise profit income, we intend to place the proceeds raised from the Public Issue or any balance (including accrued profit, if any) in profit-bearing accounts with licensed financial institution(s) in Malaysia and/or in money-market deposit instruments/funds.

Our Company will not receive any proceeds from the Offer for Sale. The total gross proceeds from the Offer for Sale based on the Institutional Price of RM1.07 per Offer Share of up to approximately RM138.5 million will accrue entirely to the Selling Shareholder. The Selling Shareholder will bear its own expenses including, but not limited to, the placement fee in relation to the Offer for Sale which is estimated to be approximately RM2.6 million.

4.7 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

4.7.1 Brokerage Fee

We will pay the brokerage in respect of the Issue Shares under the Retail Offering at the rate of 1.0% (exclusive of applicable tax) of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

The Joint Bookrunners are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us or the Selling Shareholder.

4.7.2 Underwriting commission

As stipulated in the Retail Underwriting Agreement, the Joint Underwriters have agreed to underwrite the Issue Shares under the Retail Offering for an underwriting commission of 1.8% (exclusive of applicable tax) of the Retail Price multiplied by the total number of the Issue Shares underwritten under the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

4.7.3 Placement fee

The Selling Shareholder for the Offer Shares and us for the Issue Shares will pay the Joint Bookrunners a placement fee and selling commission of up to 2.25% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares sold to institutional and selected investors in accordance with the terms of the Placement Agreement.

4. DETAILS OF OUR IPO (Cont'd)

4.8 DETAILS OF THE UNDERWRITING, PLACEMENT AND LOCK-UP ARRANGEMENTS

4.8.1 Underwriting

We have entered into the Retail Underwriting Agreement with the Joint Underwriters to severally and not jointly (nor jointly and severally) underwrite 30,840,000 Issue Shares under the Retail Offering ("**Underwritten Shares**"), subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out Section 4.7.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

- (i) The obligations of the Managing Underwriter and the Joint Underwriters are conditional upon certain conditions precedent being fulfilled or waived on or prior to the closing date of the Retail Offering as stated in this Prospectus or such other date as may be extended from time to time by our Company with the agreement of the Managing Underwriter.
- (ii) The Joint Underwriters or the Managing Underwriter (for and on behalf of the Joint Underwriters) may at any time before our Listing date by notice in writing to our Company terminate their underwriting commitment under the Retail Underwriting Agreement if –
 - (a) there is an occurrence of any event or discovery of any fact or circumstances rendering any of the representations, warranties and undertakings contained in the Retail Underwriting Agreement to be untrue, inaccurate or misleading in any respect;
 - (b) there shall have been a breach or failure on the part of our Company to perform or comply with any of the covenants, undertakings or obligations contained in the Retail Underwriting Agreement which would have resulted or is likely to result in any event, development or occurrence or a series of events development or occurrences, which, in the sole opinion of the Managing Underwriter, has or could be expected to have a material adverse effect or result in a material adverse change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business on any of the following:
 - (i) the condition (financial or otherwise), general affairs, contractual, commitments, prospects, earnings, management, business, properties, assets, liquidity, liabilities, undertakings, shareholders' equity or operations of the Company or any company within the Group, taken as a whole;
 - (ii) the ability of the Company to perform its obligations under the Retail Underwriting Agreement, or to consummate the transactions contemplated by the Prospectus or any of the Retail Underwriting Agreement, the Placement Agreement, the Master Cornerstone Placement Agreement, the Individual Cornerstone Placement Agreements and the lock-up letters issued by our Company, our substantial shareholders, including the Selling Shareholder and our Promoters in favour of the Joint Bookrunners (collectively, the "**Transaction Agreements**") shall have been terminated or rescinded in accordance with their terms or any of the parties thereunder shall have failed to perform their obligations thereunder;

4. DETAILS OF OUR IPO (Cont'd)

- (iii) the ability of the Company or any company within the Group to conduct its businesses and to own or lease its assets and properties as described in the Prospectus; or
 - (iv) the offering, distribution, sale or the listing of the IPO Shares pursuant to the IPO,
- (collectively, "**Material Adverse Effect**");
- (c) any one of the Transaction Agreements shall have been terminated or rescinded in accordance with their terms or any of the parties thereunder shall have failed to perform their obligations thereunder;
 - (d) SC or Bursa Securities suspends or revokes any approval for our IPO or makes any ruling (or revokes any ruling previously made), the effect of which is to prevent our Listing or quotation of our Shares on Bursa Securities;
 - (e) trading of all securities on Bursa Securities has been suspended or materially limited on, or by Bursa Securities, as the case may be, for at least three (3) consecutive Market Days;
 - (f) any new law or regulation or change in law, regulation, directive, policy or ruling in any jurisdiction which in the opinion of the Managing Underwriter and the Joint Underwriters may prejudice the success of our Listing or which would have or is likely to have the Material Adverse Effect or making any obligation under the Retail Underwriting Agreement incapable of performance in accordance with its terms;
 - (g) there shall have been any material adverse change, in national or international monetary, financial (including stock market, foreign exchange market, inter-bank market or interest rates or money market or currency exchange rates or foreign exchange controls), political, legal, regulatory, taxation, industrial or economic conditions which in the opinion of the Joint Underwriters may have or 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 FTSE Bursa Malaysia KLCI ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:
 - (1) on or after the date of the Retail Underwriting Agreement; and
 - (2) prior to our Listing date,

lower than 85% of the level of Index at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Retail Underwriting 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;
 - (h) our Company withholds any material information from the Managing Underwriter and the Joint Underwriters, which, in the opinion of the Managing Underwriter and the Joint Underwriters, is likely to have a Material Adverse Effect;

4. DETAILS OF OUR IPO (Cont'd)

- (i) a banking moratorium has been declared by authorities in Malaysia, the United States, the United Kingdom, Singapore or Hong Kong, or a material disruption of commercial banking activities or securities settlement or clearance services has occurred in Malaysia, the United States, the United Kingdom, Singapore, or Hong Kong;
- (j) the Institutional Offering and/or the Retail Offering is stopped or delayed by our Company or any authority for any reason whatsoever (unless such delay has been approved by the Joint Underwriters);
- (k) any material statements contained in this Prospectus and/or the Application Form has become or been discovered to be untrue, inaccurate or misleading in any respect or matters have arisen or have been discovered which would, if this Prospectus and/or the Application Form were to be issued at that time, constitute a material omission therefrom;
- (l) there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of the Managing Underwriter and the Joint Underwriters by reason of force majeure which makes it or is likely to have the effect, in the reasonable judgment of the Managing Underwriter and Joint Underwriters, impracticable or inadvisable to proceed with the offer, sale or delivery of the Issue Shares on the terms and in the manner contemplated in this Prospectus and/or the Application Form and the obligations under the Retail Underwriting Agreement being incapable of performance in accordance with its terms;
- (m) any government requisition or other occurrence of any nature whatsoever which would have or is reasonably likely to have a Material Adverse Effect;
- (n) our Listing does not take place by 10 April 2023 or such other extended date as may be agreed in writing by the Managing Underwriter;
- (o) the closing date of the Retail Offering does not occur by 5.00 p.m., 1 December 2022 or such other extended date as may be agreed in writing by the Managing Underwriter;
- (p) our Listing is withdrawn or not procured or procured but subject to conditions not acceptable to the Managing Underwriter;
- (q) any commencement of legal proceedings, formal investigations, enquiries or action against any member of our Group or any of their directors, which in the reasonable opinion of the Managing Underwriter and the Joint Underwriters, would have a Material Adverse Effect or make it impracticable to enforce contracts to allot and/or transfer the IPO Shares or to market our IPO;

4. DETAILS OF OUR IPO (Cont'd)

- (r) any of the approvals required pursuant to the conditions precedent set out in the Retail Underwriting Agreement is revoked, suspended or ceases to have any effect whatsoever, or is varied or supplemented upon terms that would have a Material Adverse Effect;
- (s) our IPO is cancelled by our Company;
- (t) admission to trading of the Shares on Bursa Securities has not been completed by 9:00 am (Kuala Lumpur time) on 13 January 2023 (or such later date as is agreed between our Company and the Managing Underwriter which, in any event, shall be no later than 10 April 2023; or
- (u) there has occurred any other event which has a Material Adverse Effect, or which is likely to have a Material Adverse Effect.

4.8.2 Placement

We and the Selling Shareholder expect to enter into the Placement Agreement with the Joint Bookrunners in relation to the placement of up to 289,160,000 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus. We and the Selling Shareholder will be requested, on a several basis, to give various representations, warranties and undertakings, and to indemnify the Joint Bookrunners against certain liabilities in connection with our IPO. The terms of the Placement Agreement are subject to negotiations and may include termination events that are different from those under the Retail Underwriting Agreement as set out in Section 4.8.1 of this Prospectus.

4.8.3 Lock-up arrangement

- (i) We have agreed that for a period from the date of the lock-up letter until the date falling six (6) months from the Listing date of our Shares on the Main Market of Bursa Securities ("**Lock-Up Period**"), we will not and shall procure that our subsidiary(ies), affiliates and nominees or trustees holding our Shares on trust for or on our behalf shall not, without the prior written consent of the Joint Bookrunners, directly or indirectly, conditionally or unconditionally –
 - (a) issue, allot, offer, sell, contract to sell, assign, purchase any option or contract to sell, issue or sell any option or contract to purchase, grant or agree to grant any option, right or warrant to purchase or subscribe for, or create or agree to create any encumbrance, transfer, or dispose of, directly or indirectly, conditionally or unconditionally, any Shares including any interest therein (or any securities convertible into or exercisable or exchangeable for Shares or are substantially similar to our Shares), regardless of whether any such transaction is to be settled by the delivery of our Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any of our Shares being issued, offered and sold by us in connection with the IPO;

4. DETAILS OF OUR IPO (Cont'd)

- (b) enter into any swap, hedge or derivative or other transaction or arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of our Shares (or any securities convertible into or exercisable or exchangeable for or that represent the right to receive or are substantially similar to, our Shares), regardless of whether any such transaction is to be settled by the delivery of the Company Lock-Up Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any of our Shares being issued, offered and sold by us in connection with the IPO;
 - (c) deposit any Shares (or any securities convertible into or exchangeable for or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, our Shares) in any depository receipt facilities, provided that the foregoing shall not apply to any of our Shares being issued, offered and sold by us in connection with the IPO; or
 - (d) offer to or agree (conditionally or unconditionally) to enter into or effect any transaction, or announce any intention to carry out any transaction, with the same economic effect as any transactions described in paragraphs (a) – (c) above.
- (ii) Our substantial shareholders, namely GSSB and the Selling Shareholder have agreed that during the Lock-Up Period, they will not and shall procure that their affiliates and nominees or trustees holding our Shares on trust for or on their behalf shall not, without the prior written consent of the Joint Bookrunners, directly or indirectly, conditionally or unconditionally –
 - (a) offer, pledge, sell, contract or offer to sell, mortgage, charge, assign, issue or sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, or create or agree to create any encumbrance, lend, hypothecate or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Shares including any interest therein (or any securities convertible into or exercisable or exchangeable for Shares or are substantially similar to, our Shares (or any interest therein or in respect thereof) (A) held by them as at the date of the lock-up letter and (B) acquired by them after the date of the lock-up letter and until and including our Listing date or with respect to which they have or between the date of the lock-up letter and our Listing date acquire the power of disposition, other than (C) the Shares being offered, and sold by them in connection with the IPO and such Shares that are offered, issued or sold by us pursuant to the IPO (the Shares referred to in (A) and (B), excluding (C) shall be referred to as the “**Shareholders Lock-Up Shares**”), regardless of whether any such transaction is to be settled by the delivery of the Shareholders Lock-Up Shares or such other securities, in cash or otherwise;

4. DETAILS OF OUR IPO (Cont'd)

- (b) enter into any swap, hedge or derivative or other transaction or arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Shareholders Lock-Up Shares (or any securities convertible into or exercisable or exchangeable for or that represent the right to receive or are substantially similar to, the Shareholders Lock-Up Shares), regardless of whether any such transaction is to be settled by the delivery of the Shareholders Lock-Up Shares or such other securities, in cash or otherwise;
- (c) deposit any of the Shareholders Lock-Up Shares (or any securities convertible into or exchangeable for or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, the Shareholders Lock-Up Shares) in any depository receipt facilities;
- (d) sell, transfer or otherwise dispose of any interest in any shares in any company or other entity controlled by them which is directly, or through another company or other entity indirectly, the beneficial owner of the Shareholders Lock-Up Shares; or
- (e) offer to or agree (conditionally or unconditionally) to enter into or effect any transaction, or announce any intention to carry out any transaction, with the same economic effect as any transactions described in paragraphs (a) – (d) above.

Our substantial shareholders further agreed that save for our Shares that are offered, issued or sold pursuant to our IPO, without the prior written consent of the Joint Bookrunners, they will not, during the Lock-Up Period, make any demand for or exercise any right with respect to, the registration of any Shares or any security convertible into or exercisable or exchangeable for Shares.

- (iii) Our Promoters have agreed that during the Lock-Up Period, they will not and shall procure that their affiliates and nominees or trustees holding our Shares on trust for or on their behalf shall not, without the prior written consent of the Joint Bookrunners, directly or indirectly, conditionally or unconditionally –

4. DETAILS OF OUR IPO (Cont'd)

- (a) offer, pledge, sell, contract or offer to sell, mortgage, charge, assign, issue or sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, or create or agree to create any encumbrance, lend, hypothecate or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Shares including any interest therein (or any securities convertible into or exercisable or exchangeable for Shares or are substantially similar to, our Shares (or any interest therein or in respect thereof) (A) held by them, directly and indirectly, as at the date of the lock-up letter, (B) acquired by them, directly and indirectly, after the date of the lock-up letter and until and including our Listing date or with respect to which they have or between the date of the lock-up letter and our Listing date acquires the power of disposition, (C) Shares transferred, issued and/or allotted to the Promoters after the Listing date as a result of either the exercise of any ESOS Options or the grant of any ESGS Shares pursuant to the LTIP, other than (D) such Shares that are offered, issued or sold by us pursuant to the IPO (the Shares referred to in (A), (B) and (C), excluding (D), shall be referred to as the “**Promoters Lock-Up Shares**”), regardless of whether any such transaction is to be settled by the delivery of the Promoters Lock-Up Shares or such other securities, in cash or otherwise;
- (b) enter into any swap, hedge or derivative or other transaction or arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Promoters Lock-Up Shares (or any securities convertible into or exercisable or exchangeable for or that represent the right to receive or are substantially similar to, the Promoters Lock-Up Shares), regardless of whether any such transaction is to be settled by the delivery of the Promoters Lock-Up Shares or such other securities, in cash or otherwise;
- (c) deposit any of the Promoters Lock-Up Shares (or any securities convertible into or exchangeable for or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, the Promoters Lock-Up Shares) in any depository receipt facilities;
- (d) sell, transfer or otherwise dispose of any interest in any shares in any company or entity controlled by them which is directly, or through another company or other entity indirectly, the beneficial owner of the Promoters Lock-Up Shares; or
- (e) offer to or agree (conditionally or unconditionally) to enter into or effect any transaction, or announce any intention to carry out any transaction, with the same economic effect as any transactions described in paragraphs (a) – (d) above.

Our Promoters further agreed that save for our Shares that are offered, issued or sold pursuant to our IPO, without the prior written consent of the Joint Bookrunners, they will not, during the Lock-Up Period, make any demand for or exercise any right with respect to, the registration of any Shares or any security convertible into or exercisable or exchangeable for Shares.

4. DETAILS OF OUR IPO (Cont'd)

4.9 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through the CDS, which is operated by Bursa Depository. This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, we will not deliver share certificates to the subscribers or purchasers of the IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as our shareholders in respect of the number of Shares credited to their respective CDS accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

- (i) to facilitate a share buy-back;
- (ii) to facilitate conversion of debt securities;
- (iii) to facilitate company restructuring process;
- (iv) where a body corporate is removed from the Official List;
- (v) to facilitate a rectification of any error; and
- (vi) in any other circumstances as determined by Bursa Depository from time to time, after consultation with the SC.

Trading for shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares are required to trade under the odd lot board. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the second Market Day following the transaction date, and the payment for the securities is generally settled on the second Market Day following the transaction date.

It is expected that our Shares will commence trading on Bursa Securities approximately ten (10) Market Days after the close of the Institutional Offering. Subscribers or purchasers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of book-entry transfer to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

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

5.1 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

5.1.1 Particulars and shareholdings

The details of our Promoters and substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality / Place of Incorporation	Before our IPO		After our IPO		(2)%		
		No. of Shares	(1)%	No. of Shares	(1)%		No. of Shares	(2)%
Promoters and substantial shareholders								
Tan Sri Tan	Malaysian	-	-	(3)656,546,400	78.4	-	(3)527,100,000	51.3
TWL	Malaysian	-	-	(3)656,546,400	78.4	-	(3)527,100,000	51.3
Datin Afinaliza	Malaysian	-	-	(4)180,900,000	21.6	-	(4)180,900,000	17.6
Promoter								
TSC	Malaysian	-	-	-	-	-	-	-
Substantial shareholders								
Sena Holdings	Malaysia	656,546,400	78.4	-	-	527,100,000	-	51.3
GSSB	Malaysia	180,900,000	21.6	-	-	180,900,000	-	17.6

Notes:

- (1) Based on our issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.
- (2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.
- (3) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

The Shares held by our Promoters and our substantial shareholders do not have different voting rights from our other shareholders.

Save as disclosed above, there are no other persons who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

As at the LPD, there is no arrangement between our Company and our Promoters and our substantial shareholders, with any third party of which may result in a change in control of our Company at a date subsequent to our IPO and our Listing.

5.1.2 Profiles of our Promoters and substantial shareholders

(i) Tan Sri Tan as our Promoter and substantial shareholder

Tan Sri Tan, a Malaysian aged 67, is our Promoter, substantial shareholder and Non-Independent Non-Executive Director. He was appointed to our Board in July 2020. Tan Sri Tan obtained his Malaysian Certificate of Education from Sekolah Menengah Teknik Alor Setar, Kedah in 1973 and the Certificate of Electrical Competency from the Department of Electrical Inspection Malaysia in 1985. He was conferred with an Honorary Degree of Doctor of Philosophy (Electrical Engineering) by Universiti Tun Hussien Onn Malaysia in 2021. He is a member of ICDM since September 2022.

In 1979, Tan Sri Tan joined Polis DiRaja Malaysia as a police officer. In 1981, he left the police force and joined Light & Power Construction Sdn Bhd as an assistant project manager, where he was responsible for overseeing the implementation of electrical projects taken up by the company. In 1984, Tan Sri Tan founded his first company, Sena Letrik, which was then involved in electrical subcontractor works. Through Sena Letrik, Tan Sri Tan participated in numerous government projects, including airfield lighting projects by designing and constructing the aeronautical ground lighting system and the apron flood lighting system for over 20 major airports throughout Malaysia and installation of high tension and low voltage electrical retriulation systems.

In 1995, Tan Sri Tan ventured into the eye specialist healthcare industry through Optimax Eye Specialist Centre Sdn Bhd, offering refractive surgery services to patients. Tan Sri Tan is currently a Deputy Executive Chairman of Optimax Holdings Berhad, a public company listed on the Main Market of Bursa Securities.

In 2007, Tan Sri Tan incorporated STS and became involved in the development and production of traffic controllers and traffic control centre system. Over the years, STS has broadened its business activities to include the research and development of digital solutions and system products for city administration and traffic management, supply/installation and maintenance of traffic light systems and related infrastructure and providing leased and managed services of video surveillance and analytics systems in Malaysia.

In 2019, Tan Sri Tan acquired interests in our Company, which is involved in the supply and installation and provision of public space networked systems, via ARSB.

In his capacity as Director, Tan Sri Tan has provided business and management guidance and strategic advice to the senior management of our Group over the years. He has also played a leading role in the formulation of the business direction and strategies of our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

(ii) TWL as our Promoter and substantial shareholder

TWL, a Malaysian aged 30, is our Promoter, substantial shareholder and Non-Independent Managing Director and Chief Executive Officer. He was appointed to our Board in July 2020.

TWL obtained his Bachelor of Engineering (Civil Engineering) from the University of Manchester, United Kingdom in 2015. He is a member of ICDM since September 2022.

TWL began his career in STS in June 2015 as an Engineer, where he focused on research and development on public space networked systems which includes networked traffic light management systems, networked lighting systems and networked video surveillance systems. In 2016, TWL was promoted to the position of Business Development Manager in STS. In view of STS' R&D capabilities which complements our Company's business and given the established business relationship between STS and our Company, it was agreed by both our Company and STS for TWL to concurrently assume the position of Business Development Manager in our Company and STS with the objective of promoting joint business development strategies. Following his appointment in our Company, TWL had led various business initiatives for our Company and STS in the public space networked systems. In 2018, TWL was promoted to the position of Business Development Director of our Company. During this period, TWL worked closely with the management teams of our Company and STS to successfully secure several public space networked systems contracts and ventured into communications network services. In 2020, TWL was promoted as Chief Executive Officer before assuming the additional role of Managing Director of our Company in 2022. In his role as Managing Director and Chief Executive Office of our Group, TWL is responsible for overseeing the entire operations of our Group, implementing business plans, developing new business opportunities and executing our Group's short to long term business strategies.

In 2016, TWL also joined Sena Project Management Sdn Bhd as Business Development Manager, where he was primarily responsible for overseeing civil construction, infrastructure, as well as mechanical & electrical works until 2018. After TWL left Sena Project Management Sdn Bhd, he joined Sena Letrik as Business Development Director, where he was involved in hospital development activities of the company until March 2021.

In July 2021, at the height of the Covid-19 pandemic, TWL was appointed as Business Development Manager of Optimax Eye Specialist Centre Sdn Bhd (a subsidiary of Optimax Holdings Berhad, being a public company listed on the Main Market of Bursa Securities) to help to oversee the participation of Optimax Eye Specialist Centre Sdn Bhd in the Mobile Vaccination Programme initiated by the Ministry of Federal Territories to vaccinate the residents of the People's Housing Programme and public housing. He resigned from his position in Optimax Eye Specialist Centre Sdn Bhd in March 2022.

(iii) Datin Afinaliza as our Promoter and substantial shareholder

Datin Afinaliza, a Malaysian aged 55, is our Promoter, substantial shareholder and Non-Independent Executive Director and has been our Director since 27 May 2002. She is a member of ICDM since September 2022.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

Datin Afinaliza began her career as a Secretary in March 1985 with Kelab Sultan Alam Shah Selangor (now known as Sultan Abdul Aziz Shah Golf and Country Club), where she was tasked with administrative and secretarial works. She left Kelab Sultan Alam Shah Selangor in November 1988 and joined Cofreth (M) Sdn Bhd in December 1988 as a Secretary, where she assumed administrative and secretarial works until her resignation in December 1990.

In July 2002, Datin Afinaliza acquired 40% equity interest in our Company and over the years until 2016, she increased her shareholding in our Company from 40% to 90% equity interest. After becoming a shareholder of our Company, Datin Afinaliza played a leading role in the business development, stakeholders' management, human resource and talent management of our Company over the years.

In October 2019, Datin Afinaliza disposed her entire equity interest in our Company to ARSB while ARSB granted Datin Afinaliza a call option to acquire 30% equity interest held by ARSB in our Company. Notwithstanding the disposal of her entire equity interest in our Company in October 2019, she remained as Director and continued in her business development role with our Company.

Datin Afinaliza subsequently in October 2021 exercised her call option to acquire 30% equity interest of our Company from ARSB, through GSSB, a company nominated by her to acquire the 30% equity interest.

During the period between 2008 and 2013, Datin Afinaliza also held a business development role with Optimax Eye Specialist Centre Sdn Bhd through her position as a Branch Manager.

As our Non-Independent Executive Director, Datin Afinaliza oversees the business development for our Group and her business development role includes stakeholders' management for the projects secured for our Group.

(iv) TSC as our Promoter

TSC, a Malaysian aged 34, is our Promoter and was appointed as Non-Independent Executive Director of our Company on 1 June 2022.

TSC obtained a Bachelor of Science in Accounting and Finance degree from Cardiff University, United Kingdom in 2010. She is a member of ICDM since September 2022.

TSC began her career as a Credit Control Officer at Pantai Hospital Kuala Lumpur in 2011, where she was primarily responsible for conducting credit checks on new customers and resolving problems for outstanding invoice payments. In late 2011, she joined Rawang Specialist Center Sdn Bhd as an Assistant to the Chief Operating Officer, where she was involved in establishing and setting up of the Rawang Specialist Hospital (now known as KPJ Rawang Specialist Hospital).

In November 2012, she was appointed as a director of STS and in her capacity as a director, she oversaw the finance and accounting functions of STS.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

In June 2013, she left Rawang Specialist Center Sdn Bhd and joined Sena Letrik as Acting Chief Financial Controller in December 2013, where she was primarily responsible for handling day-to-day finance activities and financial planning of the Sena Letrik group of companies (including STS, which was a subsidiary of Sena Letrik until January 2018).

In August 2018, TSC left Sena Letrik and joined Optimax Eye Specialist Centre Sdn Bhd (a subsidiary of Optimax Holdings Berhad, being a public company listed on the Main Market of Bursa Securities) as Group Financial Controller. She was re-designated as Chief Financial Officer of Optimax Holdings Berhad in January 2020, where she was primarily responsible for overseeing the finance and accounting, treasury functions and regulatory compliance matters of the Optimax Holdings Berhad group of companies until her resignation in May 2022.

TSC oversees our Group's finance, accounting, treasury functions, human resources and regulatory compliance matters.

(v) Sena Holdings as our substantial shareholder

Sena Holdings was incorporated in Malaysia under Companies Act, 1965 on 8 July 1999 as a private limited company under the name of Sena Traffic Engineering Sdn Bhd and is deemed registered under the Act. The company changed its name to Sena Holdings Sdn Bhd on 7 May 2007.

Sena Holdings is principally involved in investment holding as at the LPD.

As at the LPD, the issued share capital of Sena Holdings is RM2 comprising 2 ordinary shares.

As at the LPD, the directors of Sena Holdings are Tan Sri Tan, TWL and TSC.

The table below sets out the substantial shareholders of Sena Holdings and their respective shareholding in Sena Holdings as at the LPD:

Name	Direct		Indirect	
	No. of ordinary shares	% ⁽¹⁾	No. of ordinary shares	% ⁽¹⁾
Tan Sri Tan	1	50.0	1 ⁽²⁾	50.0
TWL	1	50.0	-	-

Notes:

(1) Based on the entire issued 2 ordinary shares in Sena Holdings as at the LPD.

(2) Deemed interested by virtue of the interest of his son, TWL, in Sena Holdings pursuant to Section 8 of the Act.

See Section 5.1.1 of this Prospectus for details of Sena Holdings's shareholding (before and after our IPO) in our Company.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

(vi) GSSB as our substantial shareholder

GSSB was incorporated in Malaysia under the Act on 12 May 2020 as a private limited company. GSSB is principally involved in investment holding as at the LPD.

As at the LPD, the issued share capital of GSSB is RM1 comprising 1 ordinary share.

As at the LPD, the sole director and sole shareholder of GSSB is Datin Afinaliza.

See Section 5.1.1 of this Prospectus for details of GSSB's shareholding (before and after our IPO) in our Company.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

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

The following tables set out the changes in our Promoters' and substantial shareholders' shareholdings in our Company during the past 3 years up to the LPD and after our IPO:

Name	As at 31 December 2018			As at 31 December 2019		
	Direct	Indirect		Direct	Indirect	
	No. of Shares	No. of Shares	%	No. of Shares	No. of Shares	%
<u>Promoters and substantial shareholders</u>						
Tan Sri Tan	-	-	-	-	(2)750,000	100.0
TWL	-	-	-	-	(2)750,000	100.0
Datin Afinaliza ⁽¹⁾	675,000	90.0	-	-	-	-
<u>Promoter</u>						
TSC	-	-	-	-	-	-
<u>Substantial shareholders</u>						
ARSB	-	-	-	750,000	100.0	-
Sena Holdings	-	-	-	-	-	-
GSSB	-	-	-	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	As at 31 December 2020			As at 31 December 2021		
	Direct	Indirect		Direct	Indirect	
	No. of Shares	No. of Shares	%	No. of Shares	No. of Shares	%
<u>Promoters and substantial shareholders</u>						
Tan Sri Tan	-	(2)1,000,000	100.0	-	(2)700,000	70.0
TWL	-	(2)1,000,000	100.0	-	(2)700,000	70.0
Datin Afinaliza ⁽³⁾	-	-	-	-	(3)300,000	30.0
<u>Promoter</u>						
TSC	-	-	-	-	-	-
<u>Substantial shareholders</u>						
ARSB	1,000,000	-	100.0	700,000	-	70.0
Sena Holdings	-	-	-	-	-	-
GSSB	-	-	-	300,000	-	30.0

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	As at the LPD			Before our IPO		
	Direct	Indirect		Direct	Indirect	
	No. of Shares	%	No. of Shares	No. of Shares	No. of Shares	(5)%
<u>Promoters and substantial shareholders</u>						
Tan Sri Tan	-	-	(6)656,546,400	-	(6)656,546,400	78.4
TWL	-	-	(6)656,546,400	-	(6)656,546,400	78.4
Datin Afinaliza	-	-	(4)180,900,000	-	(4)180,900,000	21.6
<u>Promoter</u>						
TSC	-	-	-	-	-	-
<u>Substantial shareholders</u>						
ARSB	-	-	-	-	-	-
Sena Holdings	656,546,400	78.4	-	656,546,400	-	78.4
GSSB	180,900,000	21.6	-	180,900,000	-	21.6

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	After our IPO		(7)%
	Direct	Indirect	
	No. of Shares	No. of Shares	(7)%
<u>Promoters and substantial shareholders</u>			
Tan Sri Tan	-	(6)527,100,000	51.3
TWL	-	(6)527,100,000	51.3
Datin Afinaliza	-	(4)180,900,000	21.6
<u>Promoter</u>			
TSC	-	-	-
<u>Substantial shareholders</u>			
ARSB	-	-	-
Sena Holdings	527,100,000	-	51.3
GSSB	180,900,000	-	17.6

Notes:

- (1) On 30 September 2019, Datin Afinaliza entered into a share sale and call option agreement with ARSB ("**Disposal Agreement**") to sell her entire equity interest in our Company to ARSB. The Disposal Agreement accorded Datin Afinaliza, among others, the option to buy back 30% equity interest in our Company. Further, Rizwana Razia Binti Che Rahim has also on the even date entered into a share sale agreement with ARSB to sell all her entire equity interest in our Company to ARSB.
- (2) Deemed interested by virtue of his interest in ARSB pursuant to Section 8 of the Act.
- (3) Datin Afinaliza exercised the call option and acquired 30% equity interest in our Company on 29 November 2021 via her nominated wholly-owned company, GSSB.
- (4) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.
- (5) Based on our enlarged issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.
- (6) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.
- (7) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.1.4 Amounts/Benefits paid/given or intended to be paid/given to our Promoters and our substantial shareholders

Save for the dividend paid to our substantial shareholders as disclosed below and material benefits-in-kind paid or proposed to be paid to our Promoters and substantial shareholders who are also Directors and Key Senior Management as disclosed in Section 5.2.4 and Section 5.4.4 of this Prospectus respectively, there is no amount and benefit that has been or is intended to be paid or given to our Promoters and our substantial shareholders within the two (2) years preceding the date of this Prospectus and up to the LPD.

There were two dividends declared and paid in respect of the FYE 31 December 2021 amounting to RM6.0 million and RM8.0 million, respectively as tabulated below:

Substantial shareholders	Entitlement date / Payment date	
	25 November 2021 / 27 December 2021	31 December 2021 / 4 January 2022
	RM'000	RM'000
ARSB	6,000	5,600
GSSB	-	2,400
Total	6,000	8,000

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.2 BOARD OF DIRECTORS

5.2.1 Particulars and shareholdings

The details of our Directors and their respective shareholding in our Company before and after our IPO are as follows:

Directors	Designation	Before our IPO			After our IPO				
		Direct		Indirect	Direct		Indirect		
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali	Independent Executive Chairman	-	-	-	-	(5)1,000,000	0.1	-	-
Tan Sri Tan	Non-Independent Non-Executive Director	-	-	(3)656,546,400	78.4	-	-	(3)527,100,000	51.3
Datin Afinaliza	Non-Independent Executive Director	-	-	(4)180,900,000	21.6	-	-	(4)180,900,000	17.6
TWL	Non-Independent Managing Director and Chief Executive Officer	-	-	(3)656,546,400	78.4	-	-	(3)527,100,000	51.3
TSC	Non-Independent Executive Director	-	-	-	-	-	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Directors	Designation	Before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Mok Juan Chek	Independent Non-Executive Director	-	-	-	-	(5)250,000	*	-	-
Ng Nen Sin	Independent Non-Executive Director	-	-	-	-	(5)250,000	*	-	-
Heng Ai Shan	Independent Non-Executive Director	-	-	-	-	(5)250,000	*	-	-

Notes:

* Negligible

(1) Based on our enlarged issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.

(2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.

(3) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.

(5) Assuming he/she fully subscribes his/her entitlement under the Pink Form Allocation.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.2.2 Profiles of our Directors

Save for the profiles of Tan Sri Tan, TWL, TSC and Datin Afinaliza as set out in Section 5.1.2 of this Prospectus, the profiles of our other Directors are as follows:

(i) Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali (“Tan Sri Datuk Dr. Tajuddin”)

Tan Sri Datuk Dr. Tajuddin, a Malaysian aged 73, is our Independent Non-Executive Chairman. He was appointed to our Board on 27 May 2022.

Tan Sri Datuk Dr. Tajuddin obtained his Ordinary National Diploma in Engineering from Brighton Technical College, Brighton, United Kingdom in 1970. He then graduated with First Class Honours in Bachelor of Science (Engineering) from King’s College, University of London in August 1973. Subsequently, he obtained a doctorate in Nuclear Engineering from Queen Mary College, University of London in 1977. He did post-doctoral work in nuclear engineering at Oregon State University, United States of America (“**United States**”) in 1977 and at Pennsylvania State University, United States in 1978. He is a member of ICDM since September 2022.

Tan Sri Datuk Dr. Tajuddin began his career as an assistant engineer with the National Electricity Board, Malaysia in 1973, where he carried out inspections and tests and resolved engineering problems. During his employment with the National Electricity Board, he was sent to pursue his doctorate in Nuclear Engineering at Queen Mary College, University of London. Upon obtaining his doctorate in 1977, he was seconded to Tun Ismail Atomic Research Centre (“**PUSPATI**”) as a senior research officer. In 1983, he was promoted as the Deputy Director (Operations) of PUSPATI. While he was with PUSPATI, he led a team to construct and commission the first nuclear research reactor in Malaysia. Tan Sri Datuk Dr. Tajuddin then left PUSPATI in 1985 and joined the International Atomic Energy Agency as field expert, where he was in charge of regional coordination for a UNDP-funded regional project for industrial applications for isotopes and radiation technology for the Asia Pacific.

In 1988, Tan Sri Datuk Dr. Tajuddin assumed the position of Deputy Director General of the Nuclear Energy Unit, a unit under the Prime Minister’s Department of Malaysia. His role included, among others, overseeing the establishment and development of the various laboratories and facilities at the Nuclear Research Centre in Bangi Selangor. In May 1989, he joined the Standards and Industrial Research Institute of Malaysia (“**SIRIM**”) as a Director General, where he was in charge of the overall running of SIRIM, in the implementation of its strategic plans and in the management of resources of SIRIM. Tan Sri Datuk Dr. Tajuddin left SIRIM and joined Tenaga Nasional Berhad (“**TNB**”) as its Chairman/Chief Executive in September 1996 until August 2000, where he was responsible for, among others, providing leadership for the board of TNB to perform its responsibilities effectively, leading the board meetings and discussions, managing the interface between board and management and leading the board in establishing and monitoring good corporate governance practices in TNB. At the same time, as Chief Executive of TNB, he was responsible for the day-to-day running of the company. In 2002, he was appointed as the President of Malaysia University of Science and Technology for a period of 2 years up to 2004, where he was responsible for implementing the mission of the university, including interacting with external bodies.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

He joined the Advanced Management Program at Australian Administrative Staff College, Mount Eliza, Melbourne in 1983 and subsequently in 1994 he joined the Advanced Management Program (AMP 115) at Harvard Business School, Boston. Tan Sri Datuk Dr. Tajuddin was admitted to several professional bodies, including foundation fellow of the Academy of Sciences, Malaysia (FASc.), senior fellow of the Academy of Sciences Malaysia (Academician), fellow of the Institution of Engineers Malaysia (F.I.E.M.), registered professional engineer (P. Eng.) with the Board of Engineers Malaysia, fellow of the ASEAN Federation of Engineering Organisation (A.F.E.O.) and fellow of the ASEAN Academy of Engineering and Technology (A.A.E.T.).

Tan Sri Datuk Dr. Tajuddin was conferred the Honorary Doctor of Science Degree by University Putra Malaysia in 2000, Honorary Doctor of Engineering Degree by Universiti Tenaga Nasional in 2008, Honorary Doctor of Science Degree by Universiti Malaysia Terengganu in 2009, Honorary Doctor of Engineering Degree by Universiti Teknikal Malaysia Melaka (“UTeM”) in 2014, Honorary Doctor of Science Degree by Universiti Kebangsaan Malaysia in 2015 and Honorary Doctorate of Management Degree by Universiti Malaysia Perlis in 2016.

Tan Sri Datuk Dr. Tajuddin is also a member of the Advisory Council of Federation of Malaysian Manufacturers and a council member of the Northern Corridor Implementation Authority. He is also a member of the Board of Trustees of Mahathir Science Award Foundation, Yayasan UTeM and the Board of Governors of the Malay College Kuala Kangsar.

Tan Sri Datuk Dr. Tajuddin is actively involved in several other companies and statutory bodies in various capacities, which includes, as Chairman of Linde Malaysia Holdings Berhad, SIRIM Berhad (Standards and Industrial Research Institute of Malaysia) and Malakoff Corporation Berhad, a member of the Board of Institut Integriti Malaysia (IIM) and Malaysian Shoaiba Consortium Sdn Bhd, the Joint-Chairman (Industry) of the Malaysian Industry-Government Group for High Technology and the Joint-Chairman (Government) of the Aerospace Malaysia Innovation Centre. He is also the Pro Chancellor of Universiti Tenaga Nasional.

(ii) **Mok Juan Chek (“Mr. Mok”)**

Mr. Mok, a Malaysian aged 66, was appointed as our Independent Non-Executive Director on 27 May 2022. He obtained a Diploma in Agriculture and a Bachelor of Science in Agribusiness from Universiti Pertanian Malaysia in 1976 and 1984 respectively. He is a member of ICDM since September 2022.

Mr. Mok began his career as an Officer in Rubber Industry Smallholders Development Authority (“RISDA”) in May 1976, where he was tasked with assessing the financial support for rubber smallholders. He left RISDA in April 1984 and joined Public Bank Berhad as a Senior Operation Officer, where he was primarily responsible for preparing loan proposals. In 1985, Mr. Mok was transferred to Public Finance Berhad as a Senior Administrative Officer, where he was primarily responsible for evaluating and assessing loan proposals.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

In October 1990, Mr. Mok left Public Finance Berhad and joined Chung Khiaw Bank as Assistant Manager, where he was primarily responsible for marketing and processing business corporate loans. In January 1992, Mr. Mok was promoted to the role of Deputy Manager, where he was primarily responsible for the marketing and processing of business and corporate loans. In February 1994, he was promoted to Assistant Vice President of Credit Department in Chung Khiaw Bank, where he oversaw credit processing and credit administration works.

Mr. Mok left Chung Khiaw Bank and joined Hong Leong Bank Berhad in May 1995 as Branch Manager, where he was primarily responsible in the overall operation and management of a branch in Melaka. He was promoted to General Manager of Hong Leong Bank Berhad in May 2001, where he oversaw the entire credit card department of the bank. In 2002, Mr. Mok transferred to the business banking department of Hong Leong Bank Berhad, where he was in charge of the business banking portfolio for southern and east coast regions of Peninsular Malaysia from 2002 to 2008.

In September 2008, Mr. Mok left Hong Leong Bank Berhad and joined AmBank Berhad as General Manager, where he was tasked with business banking portfolio for southern and east coast regions of Peninsular Malaysia. Mr. Mok was promoted to Head of Mid-Corporates Segment in 2016 and subsequently to Executive Vice President, where he oversaw the operation and management of the mid-corporates segment of the bank until his retirement in May 2020.

Following his retirement from Hong Leong Bank Berhad, Mr. Mok was appointed as Strategic Adviser of Affin Hwang Asset Management Berhad in 2020, a position which he continues to hold until to-date, where he assists in securing and developing business relationship and opportunities for the company.

Mr. Mok is currently an Independent Non-Executive Director of Synergy House Berhad (a public company that is seeking listing on the ACE Market of Bursa Securities as at the LPD) and Axteria Group Berhad (a public company listed on the Main Market of Bursa Securities) since 29 October 2021 and 10 February 2022, respectively.

(iii) **Ng Nen Sin (“Ms. Ng”)**

Ms. Ng, a Malaysian aged 35, was appointed as our Independent Non-Executive Director since 27 May 2022.

She obtained a Bachelor of Laws from Universiti Malaya in 2010 and was admitted to the Malaysian Bar as an advocate and solicitor on 17 June 2011. She is a member of ICDM since September 2022.

Ms. Ng commenced her pupillage with Lee Hishamuddin Allen & Gledhill in July 2010 and was subsequently retained as a Legal Associate in Lee Hishammuddin Allen & Gledhill in 2011. During her tenure in Lee Hishammuddin Allen & Gledhill, she has had experience in various corporate law matters relating to debt capital markets and mergers and acquisitions exercises involving public listed companies.

In May 2016, Ms. Ng left Lee Hishamuddin Allen & Gledhill and joined KC Lee Chambers as Partner until March 2018. She subsequently left KC Lee Chambers and joined Gary Lee & Partners as Partner in March 2018 until her resignation in November 2020. During her tenure as a Partner of KC Lee

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

Chambers and Gary Lee & Partners, she undertook work in mergers and acquisitions, as well as handling banking and finance and real estate matters.

In December 2020, Ms. Ng joined Mira Sham, Yong & Connie Ng as Partner, specialising in the same areas of law and has also been involved in cross border transactions and redevelopment projects.

(iv) Heng Ai Shan (“Ms. Heng”)

Ms. Heng, a Malaysian aged 37, was appointed as our Independent Non-Executive Director on 27 May 2022.

She obtained a Bachelor of Business (Accounting) from Monash University in 2005. She has been a member of the Malaysian Institute of Accountants and the CPA Australia since 2009 and an associate of the Chartered Tax Institute of Malaysia since 2013. She is also a member of ICDM since September 2022.

Ms. Heng began her career as Audit Associate with PricewaterhouseCoopers in January 2006. She was then promoted to Audit Senior in January 2008.

In April 2008, she left PricewaterhouseCoopers and joined J.S. Heng & Co. as Audit & Tax Assistant Manager, where she oversaw audit related matters for small and medium-sized enterprises. She also assisted the partner of the firm and her father, Mr. J.S. Heng, in all the firm’s affairs, which included serving and communicating with clients and dealing with human resources matters. She was promoted to Audit & Tax Manager in January 2010, where she was responsible for the firm’s staff recruitment, as well as overseeing audit matters. In November 2016, Ms. Heng became one of the partners in J.S. Heng & Co, where she oversaw the entire operations of the firm. Following the retirement of her father in July 2018, Ms. Heng has been the sole proprietor of the firm.

Ms. Heng has also been a director of LS Consultancy & Management Sdn Bhd since April 2013, where she is primarily responsible for providing income tax compliance and consulting services and tax submission, tax estimation and tax planning advice and services to clients.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.2.3 Principal directorships and principal business activities of our Directors outside our Group

The following table sets out the principal directorships as at the LPD (“**Present Directorship**”) of our Directors and those which were held within the past five (5) years up to the LPD (“**Past Directorship**”) as well as their involvement in principal business activities outside our Group as at the LPD:

(i) Tan Sri Datuk Dr. Tajuddin

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Tazaki Holdings Sdn Bhd	Business consultancy	Director	9.12.2000	-	Negligible ⁽¹⁾	-
Malaysian Shoaiba Consortium Sdn Bhd	A Malaysian consortium between Malakoff Corporation Berhad and Tenaga Nasional Berhad together with Saudi parties that owns and operate an independent Water and Power plant at Shuaibah in Saudi Arabia	Director	1.1.2022	-	-	-
Malakoff Corporation Berhad	Investment holding activities ⁽²⁾	Non-Executive Director	1.1.2022	-	Negligible ⁽¹⁾	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Malaysian Industry-Government Group For High Technology	To prospect and promote the process of development for industries through the strategic application of science and technology, for the benefit socio-economic development of Malaysia	Director	17.11.2009	-	-	-
Plytec Holding Sdn Bhd	Activities of holding companies	Director	1.3.2022	-	-	-
Aerospace Malaysia Innovation Centre	Research and development in the aerospace industry consulting related to aerospace business	Director	11.12.2018	-	-	-
Linde Malaysia Holdings Berhad	Investment holding and through its group of companies, involve in sale of industrial gases	Director	2.5.2003	-	-	-
Mahathir Science Award Foundation	(a) To recognise contribution from researcher, scientist, institution by conferring the science award	Director	31.3.2011	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
	(b) To uplift the stature of the science aware including, overseeing the selection process for the science award					
	(c) To encourage excellence in tropical science research					
Institut Integriti Malaysia	To promote integrity as a way of life based on principles of ethics, integrity and independence	Director	14.9.2020	-	-	-
Sirim Berhad	Strategic and industrial service, technical and consultancy services and standardization and conformity assessment services	Director	20.5.2015	-	-	-
Past Directorship						
UEM Group Berhad	Project design, management and contracting in the fields of civil, electrical and mechanical engineering, the undertaking of turnkey projects, corporate and advisory support services and training services and investment purposes	Director	1.4.2007	1.1.2018	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Yayasan UEM	To receive and administer funds	Director	12.6.2007	31.12.2018	-	-
Construction Research Institute of Malaysia	Promoting and financing research and development works	Director	19.9.2016	1.2.2019	-	-
UPM Holdings Sdn Bhd	Investment company	Director	6.5.2011	28.2.2019	-	-
Sirim Gas International Sdn Bhd	To carry on business as conformity assessment body that provides certification of systems and products to all sectors of the economy for both regulatory and voluntary purposes, to provide testing facilities and testing and analytical services and expertise in testing which enable the company to test	Director	27.8.2015	31.12.2018	-	-
Bangi Golf Sdn Bhd	Development and management of golf club, which consist of 36-hole golf course and its related recreational activities	Director	20.10.2000	7.8.2019	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Optimax Holdings Berhad	Investment holding company in 18 shares in companies ⁽³⁾	Non-Executive Chairman	19.12.2019	28.2.2022	-	-
Yayasan Khazanah	To assist in development of talent pool of individuals with outstanding local and international academic and leadership exposure and access to the best educational infrastructure and system, academic talent as well as peer network in pursuance to develop business and industry leaders for Malaysia through continuous nurturing of such individuals by the foundation including, but not limited to, organising and sponsoring tuition classes, motivational camps, motivational courses, examination of education, provide that, to award scholarship, by approval	Director	21.7.2006	3.11.2020	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Other business involvement outside our Group						
Mobi Asia Sdn Bhd	Information technology, communication consultants and trading	-	-	-	55.2	-
Energy Eco Berhad	(a) To supply and dealer in commodity trading and to manufacture and trading of hospital and medical equipment such as, gloves, face masks and any other products and equipment related services (b) To design, supply, market, operate, consult, deal and to driving the global energy transformation, emulsion fuel technology, to conduct in business of treatment and cleaning areas, building, office and any related thereto	-	-	-	0.2	-
Petro PPE Sdn Bhd	Management consulting services	-	-	-	40.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Notes:

- (1) Negligible as the percentage of equity interest held is less than 0.1%.
- (2) As at the LPD, Malakoff Corporation Berhad is a public company listed on the Main Market of Bursa Securities. Its subsidiaries are engaged in various activities, including operation and maintenance of power plants and waste management.
- (3) As at the LPD, Optimax Holdings Berhad is a public company listed on the Main Market of Bursa Securities. Its subsidiaries are principally engaged in provision of eye specialist services and related products and services and investment holding.

(ii) Tan Sri Tan

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Sena Holdings	Investment holding, currently holding our Shares	Director	29.1.2004	-	50.0	-
Tan Boon Hock Holdings Sdn Bhd	Trading and investment holding, provision of management services. However, it does not hold shares in any company as at the LPD	Director	25.3.1991	-	50.0	50.0 ⁽¹⁾
Hospital Pakar Mata Melaka Sdn Bhd	To operate and manage specialist hospitals and provide healthcare solutions	Director	7.1.2008	-	-	-
Sena Healthcare Management Sdn Bhd	Provision and management services	Director	25.8.2010	-	50.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Dataran Inisiatif Sdn Bhd	Property development and its related activities	Director	22.8.2007	-	30.0	47.5 ⁽²⁾
Sena Letrik	Electrical works contractors and general trading. The company holds shares in the following companies: (i) Sena Project Management Sdn Bhd (ii) Sena Resources Sdn Bhd (iii) Sena Energy Solution Sdn Bhd (iv) Lightingsens Systems Sdn Bhd	Director	16.2.1984	-	91.0	8.1 ⁽¹⁾
Sena Healthcare Services Sdn Bhd	Investment holding company holding shares in the following companies and provision of management services to subsidiaries: (i) Sena Vision Sdn Bhd (ii) Seremban 2 Specialist Hospital Sdn Bhd (iii) Segamat Specialist Hospital Sdn Bhd (iv) Kempas Eye Specialist Hospital Sdn Bhd	Director	28.3.2011	-	90.0	10.0 ⁽¹⁾

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
(v) Sena Wellness Sdn Bhd						
(vi) Setia Alam Specialist Hospital Sdn Bhd						
(vii) Semenyih Specialist Hospital Sdn Bhd						
(viii) Sena (Kuala Selangor) Specialist Hospital Sdn Bhd						
(ix) Hwv Partners Sdn Bhd						
(x) Nilai Specialist Hospital Sdn Bhd						
Pontian Medical Centre Sdn Bhd	Construction of utility project not elsewhere classified	Director	6.11.2012	-	33.3	33.3 ⁽¹⁾
Elite View Development Sdn Bhd	Investment holding company holding shares in Dataran Inisiatif Sdn Bhd	Director	26.9.2014	-	-	69.0 ⁽³⁾
Mon't Kiara Specialist Hospital Sdn Bhd	Construction of hospital	Director	22.2.2013	-	33.3	33.3 ⁽¹⁾
Epeteknik Sdn Bhd	Trading and fabrication of information technology products and services	Director	1.3.2005	-	61.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Tepat Maksima Sdn Bhd	Investment holding company. However, it does not hold shares in any company as at the LPD	Director	28.5.2008	-	50.0	50.0 ⁽¹⁾
Goodwill Insight Sdn Bhd	Dormant since incorporation. There is no intention to wind up the company as it is intended to conduct business of general contract works and provision of management and administrative services	Director	18.11.2014	-	50.0	-
Registec Sdn Bhd	Investment holding company; however, it does not hold shares in any company as at the LPD	Director	28.5.2011	-	75.0	-
Lingkaran Letrik Sdn Bhd	Dormant since incorporation. Application to strike off the company has been approved by the CCM and is pending the striking off of the company's name to be gazetted	Director	23.6.1984	-	33.3	-
Top Compliment Sdn Bhd	Property investment	Director	2.12.2014	-	50.0	50.0 ⁽¹⁾

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Zen Azalea Sdn Bhd	Investment holding company. However, it does not hold shares in any company as at the LPD	Director	13.3.2012	-	50.0	50.0 ⁽¹⁾
Dominion Dignity (M) Sdn Bhd	Dormant. There is no intention to wind up the company as it is holding a factory	Director	14.3.1995	-	50.0	-
Staria Sdn Bhd	Renting and operational leasing, without operator, of other machinery and equipment that are generally used as capital goods by industries	Director	25.2.1991	-	50.0	50.0 ⁽¹⁾
Modal Saujana Sdn Bhd	Provision of management services and renting of properties	Director	9.6.1997	-	85.0	15.0 ⁽¹⁾
Sena Construction Sdn Bhd	Investment holding company. However, it does not hold shares in any company as at the LPD	Director	10.11.1984	-	50.0	50.0 ⁽¹⁾

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Sena Plating Sdn Bhd	Investment holding company holding shares in Elite View Development Sdn Bhd. It owns a parcel of land together with a factory constructed thereon located in Nilai, Negeri Sembilan as at the LPD	Director	16.4.1999	-	5.3	42.9 ⁽⁴⁾
Sena Avenue Sdn Bhd	Investment holding company holding shares in Sena Farm Sdn Bhd	Director	27.5.2008	-	70.0	-
Sena Farm Sdn Bhd	The planters, grower and cultivators of logs and wood tree	Director	28.4.2008	-	-	51.0 ⁽⁵⁾
Sena Management Sdn Bhd	Assets management	Director	28.4.2008	-	50.0	-
Sena Diecasting Industries Sdn Bhd	Manufacturing aluminium components, electro-planting and the development of related moulds. The company holds shares in Rr Precision Machining Sdn Bhd	Director	18.10.1996	-	8.3	71.4 ⁽⁴⁾
Sena Health & Wellness Sdn Bhd	Specialised medical services	Director	8.7.2015	-	50.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
ARSB	Investment holding, previously held our Shares. On 21 October 2022, ARSB had completed the Share Transfer, following which ARSB is intending to submit application to be wound up by second quarter of 2023	Director	29.9.2017	-	50.0	-
Optimax Holdings Berhad	Investment holding company holding shares in 18 companies ⁽⁶⁾	Deputy Executive Chairman	9.8.2018	-	26.7	29.2 ⁽⁷⁾
Jen Twilight Sdn Bhd	Activities of holding companies. However, it does not have any subsidiaries as at the LPD	Director	4.5.2020	-	100.0	-
Sena Healthcare Sdn Bhd	Investment holding and trading, to operate and manage specialist hospital and to provide healthcare solutions. It currently holds shares in Hospital Pakar Mata Melaka Sdn Bhd	Director	1.9.2009	-	-	-
Lamansari Mahajaya Sdn Bhd (formerly known as ITMAX Group Sdn Bhd)	Activities of holding companies. However, it does not hold any subsidiary as at the LPD	Director	26.11.2021	-	50.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Previous Directorship						
Vs Development Sdn Bhd (Dissolved on 8.6.2018)	To involve in property development, to carry on business as general trader and to invest in real and personal property	Director	1.11.2012	-	33.3	-
Clearbrook Sdn Bhd	Eye correction treatment	Director	16.8.2005	15.1.2018	-	-
Optimax Laser Eye Centre Sdn Bhd	Eye correction treatment	Director	7.7.2000	6.2.2018	-	-
Optimax Eye Specialist Centre (Ampang) Sdn Bhd (Dissolved on 1.7.2019)	Dormant. Intended to conduct business of eye specialist services and related products and services.	Director	20.8.2008	13.2.2018	-	-
Top Recommendation Sdn Bhd (Dissolved on 7.2.2020)	Investment holding and provision of management services	Director	11.10.2010	4.9.2018	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Virtuallux Sdn Bhd	Investment holding company; however it is in the process of being struck off the register as at the LPD	Director	11.10.2010	4.9.2018	34.0	-
Bio Millennium Sdn Bhd (Dissolved on 6.12.2019)	Business of clinical development and marketing of fibroblast stem cell	Director	11.10.2010	4.9.2018	-	-
Kluang Specialist Hospital Sdn Bhd	Construction of hospital	Director	16.9.2014	30.11.2020	-	-
Sena Seafood Sdn Bhd (Dissolved on 10.11.2021)	Activities of holding companies	Director	28.5.2007	-	100.0	-
Kejuruteraan Ilham Terang Sdn Bhd	To carry on the business as provision of information technology services, supply, install and maintenance of traffic light system	Director	5.9.2018	1.10.2019	-	-
Other business involvement outside our Group						
Nil						

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Notes:

- (1) Deemed interested by virtue of the interest of his spouse, Puan Sri Datin Lim Sho Hoo, in the company pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of his interest in Elite View Development Sdn Bhd pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of his interest in Sena Healthcare Services Sdn Bhd and Sena Plating Sdn Bhd pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of his interest in Sena Letrik pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of his interest in Sena Avenue Sdn Bhd, Sena Holdings and Sena Management Sdn Bhd pursuant to Section 8 of the Act.
- (6) As at the LPD, Optimax Holdings Berhad is a public company listed on the Main Market of Bursa Securities. Its subsidiaries are principally engaged in provision of eye specialist services and related products and services and investment holding.
- (7) Deemed interested by virtue of his interest in Sena Healthcare Services Sdn Bhd pursuant to Section 8 of the Act.

(iii) Datin AFINALIZA

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Sena Healthcare Sdn Bhd	Investment holding and trading, to operate and manage specialist hospital and to provide healthcare solutions. It currently holds shares in Hospital Pakar Mata Melaka Sdn Bhd	Director	11.8.2008	-	80.0	-
Lingkarang Letrik Sdn Bhd	Dormant since incorporation. Application to strike off the company has been approved by the CCM and is pending the striking off of the company's name to be gazetted	Director	1.12.2011	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
GSSB	Investment holding company holding shares of our Company	Director	20.8.2020	-	100.0	-
Emog Renewable Energy Sdn Bhd	Wholesale of a variety of goods without any particular specialization not elsewhere classified, other management consultancy activities not elsewhere classified, and operation of generation facilities that produce electric energy	Director	9.10.2020	-	-	50.0
Prismakses Sdn Bhd	To provide services related to care giving	Director	5.1.2021	-	90.0	-
Dataran Inisiatif Sdn Bhd	Property development and its related activities	Director	16.10.2009	-	-	-
Previous Directorship						
Bm Works Specialist Sdn Bhd (Dissolved on 8.6.2018)	Workshop	Director	27.2.2006	-	55.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Kejuruteraan Ilham Terang Sdn Bhd	To carry on the business as provision of information technology services, supply, install and maintenance of traffic light system	Director	1.10.2019	7.3.2022	-	-
Other business involvement outside our Group						
Nii						
(iv) TWL						
Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Sena Holdings	Investment holding. Currently, it is holding our Shares	Director	15.3.2022	-	50.0	-
Lightingsens Systems Sdn Bhd	Dormant. There is no intention to wind up the company as it is intended to conduct business of aesthetics	Director	18.5.2016	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Bumi Serata Sdn Bhd	Constructional, renovation and civil engineering contractor	Director	24.5.2019	-	100.0	-
Dataran Inisiatif Sdn Bhd	Property development and its related activities	Alternate director	22.9.2021	-	-	-
Modal Saujana Sdn Bhd	Provision of management services and renting of properties	Alternate director	21.9.2021	-	-	-
Rr Precision Machining Sdn Bhd	Manufacturing, assembling, supplying and installing of LED lighting fixtures	Director	6.4.2017	-	-	-
ARSB	Investment holding, previously held our Shares. On 21 October 2022, ARSB had completed the Share Transfer, following which ARSB is intending to submit application to be wound up by second quarter of 2023	Director	29.9.2017	-	50.0	-
Lamansari Mahajaya Sdn Bhd (formerly known as ITMAX Group Sdn Bhd)	Activities of holding companies. However, it does not have any subsidiaries as at the LPD	Director	26.11.2021	-	50.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Previous Directorship						
Kejuruteraan Ilham Terang Sdn Bhd	To carry on the business as provision of information technology services, supply, install and maintenance of traffic light system	Director	5.9.2018	1.10.2019	-	-
Other business involvement outside our Group						
Assetmax Sdn Bhd	Activities of holding companies. However, it does not have any subsidiaries as at the LPD	-	-	-	15.0	-
Sarang Boutique Sdn Bhd	Hotels and resort hotels, other short term accommodation activities not elsewhere classified	-	-	-	5.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

(v)	TSC	Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
							Direct (%)	Indirect (%)
Present Directorship								
		Optimax Eye Specialist Centre (Ipoh) Sdn Bhd	Eye specialist services and related products and services	Director	18.5.2012	-	-	-
		Hospital Pakar Mata Melaka Sdn Bhd	To operate and manage specialist hospitals and provide healthcare solutions	Director	27.11.2012	-	-	100.0 ⁽¹⁾
		Sena Project Management Sdn Bhd	General electrical construction and trading company	Director	16.12.2013	-	-	-
		Elite View Development Sdn Bhd	Investment holding company holding shares in Dataran Inisiatif Sdn Bhd	Director	26.9.2014	-	5.0	-
		Segamat Specialist Hospital Sdn Bhd	Hospital activities	Director	13.9.2014	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Sena Energy Solution Sdn Bhd	To invest in and develop co-generation power plant, district cooling system, renewable and sustainable energy plants and to distribute, transport and sell energies such as electricity and chilled water	Director	8.5.2015	-	-	-
Lightingsens Systems Sdn Bhd	Dormant. There is no intention to wind up the company as it is intended to conduct business of aesthetics	Director	8.6.2015	-	-	-
Sena Resources Sdn Bhd	Dormant. There is no intention to wind up the company as it is intended to build a hospital on a piece of land in Kempas, Johor	Director	4.10.2016	-	-	-
Sena Management Sdn Bhd	Assets management	Director	11.7.2017	-	-	-
RR Precision Machining Sdn Bhd	Manufacturing, assembling, supplying and installing of LED lighting fixtures	Director	19.7.2017	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Vanilla Farm Sdn Bhd	Activities of holding companies. However it is in the process of being struck off the register as at the LPD	Director	19.7.2017	-	-	-
Sena Letrik	Electrical works contractors and general trading	Alternate director	27.11.2012	-	-	-
Seremban 2 Specialist Hospital Sdn Bhd	Hospital activities	Alternate director	27.11.2012	-	-	-
Tan Boon Hock Holdings Sdn Bhd	Trading and investment holding, provision of management services. However, it does not hold shares in any company as at the LPD	Alternate director	27.11.2012	-	-	-
Sena Plating Sdn Bhd	Investment holding company holding shares in Elite View Development Sdn Bhd. It owns a parcel of land together with a factory constructed thereon located in Nilai, Negeri Sembilan as at the LPD	Alternate director	27.11.2012	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Sena Healthcare Sdn Bhd	Investment holding and trading, to operate and manage specialist hospital and to provide healthcare solutions. It currently holds shares in Hospital Pakar Mata Melaka Sdn Bhd	Alternate director	26.12.2012	-	20.0	-
Sena Diecasting Industries Sdn Bhd	Manufacturing aluminium components, electro-planting and the development of related moulds	Alternate director	5.11.2014	-	-	-
Jiwa Berkas Sdn Bhd	Cultivation of oil palm	Director	5.4.2021	-	-	-
Modal Saujana Sdn Bhd	Provision of management services and renting of properties	Director	4.3.2021	-	-	-
Sena Holdings	Investment holding. Currently, it is holding our Shares	Director	15.3.2022	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Goodwill Insight Sdn Bhd	Dormant since incorporation. There is no intention to wind up the company as it is intended to conduct business of general contract works and provision of management and administrative services	Director	19.9.2017	-	50.0	-
Setia Alam Specialist Hospital Sdn Bhd	Hospital activities	Director	25.10.2019	-	-	-
Semenyih Specialist Hospital Sdn Bhd	Hospital activities	Director	25.10.2019	-	-	-
Dataran Inisiatif Sdn Bhd	Property development and its related activities	Director	19.11.2019	-	-	47.5 ⁽²⁾
Gainmark Resources Sdn Bhd	Dormant. There is no intention to wind up the company as it is intended to conduct business of trading airfield ground lightings	Director	27.12.2019	-	20.0	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
ARSB	Investment holding, previously held our Shares. On 21 October 2022, ARSB had completed the Share Transfer, following which ARSB is intending to submit application to be wound up by second quarter of 2023	Director	1.10.2019	-	-	-
Dominion Dignity (M) Sdn Bhd	Dormant. There is no intention to wind up the company as it is holding a factory	Director	30.7.2020	-	-	-
Sena (Kuala Selangor) Specialist Hospital Sdn Bhd	Medical consultancy and healthcare services	Director	23.9.2020	-	-	-
Hwv Partners Sdn Bhd	Other management consultancy activities not elsewhere classified and administrative health care services	Director	9.11.2020	-	-	-
Nilai Specialist Hospital Sdn Bhd	Hospital activities	Director	1.12.2020	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Sena Healthcare Services Sdn Bhd	Investment holding company holding shares in the following companies and provision of management services to subsidiaries: (i) Sena Vision Sdn Bhd (ii) Seremban 2 Specialist Hospital Sdn Bhd (iii) Segamat Specialist Hospital Sdn Bhd (iv) Kempas Eye Specialist Hospital Sdn Bhd (v) Sena Wellness Sdn Bhd (vi) Setia Alam Specialist Hospital Sdn Bhd (vii) Semenyih Specialist Hospital Sdn Bhd (viii) Sena (Kuala Selangor) Specialist Hospital Sdn Bhd (ix) Hwv Partners Sdn Bhd (x) Nilai Specialist Hospital Sdn Bhd	Alternate director	16.12.2020	-	-	-
Lamansari Mahajaya Sdn Bhd (formerly known as ITMAX Group Sdn Bhd)	Activities of holding companies. However, it does not have any subsidiaries as at the LPD	Director	26.11.2021	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Previous Directorship						
Sena Seafood Sdn Bhd (Dissolved on 10.11.2021)	Activities of holding companies	Director	11.7.2017	-	-	-
Virtuallux Sdn Bhd	Investment holding company; however it is in the process of being struck off the register as at the LPD	Director	15.8.2017	4.9.2018	-	-
Top Recommendation Sdn Bhd (Dissolved on 7.2.2020)	Investment holding and provision of management services	Director	15.8.2017	4.9.2018	-	-
Bio Millennium Sdn Bhd (Dissolved on 6.12.2019)	Business of clinical development and marketing of fibroblast stem cell	Director	14.9.2017	4.9.2018	-	-
Kluang Specialist Hospital Sdn Bhd	Construction of hospital	Director	12.9.2013	30.11.2020	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Other business involvement outside our Group						
Registec Sdn Bhd	Investment holding company; however, it does not hold shares in any company as at the LPD	-	-	-	25.0	-
Mon't Kiara Specialist Hospital Sdn Bhd	Construction of hospital	-	-	-	33.3	-

Notes:

- (1) Deemed interested by virtue of her interest in Sena Healthcare Sdn Bhd pursuant to Section 8 of the Act.
(2) Deemed interested by virtue of her interest in Elite View Development Sdn Bhd pursuant to Section 8 of the Act.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

(vi) Mr. Mok

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Axteria Group Berhad ⁽¹⁾	Investment holding company holding shares in the following subsidiaries: (i) Axteria Eco Sdn Bhd (ii) Axteria Cemerlang Sdn Bhd (iii) Axteria Assets Sdn Bhd (iv) Axteria Construction Sdn Bhd (v) Axteria Properties Sdn Bhd (vi) Axteria Development Sdn Bhd (vii) Axteria Capital Sdn Bhd	Non-Executive Director	10.2.2022	-	-	-
Synergy House Berhad ⁽²⁾	Other management consultancy activities not elsewhere classified and activities of holding companies holding shares in the following subsidiaries: (i) SH Furniture Sdn Bhd (ii) SK Furniture Industries Sdn Bhd (iii) SH International Sdn Bhd	Non-Executive Chairman	3.12.2021	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)

Previous Directorship

Nil

Other business involvement outside our Group

Nil

Notes:

- (1) As at the LPD, Axteria Group Berhad is a public company listed on the Main Market of Bursa Securities. Its subsidiaries are principally engaged in property development, hotelier, investment holding, project management and construction related works.
- (2) As at the LPD, Synergy House Berhad is in the process of seeking listing on the ACE Market of Bursa Securities.

(vii) Ms. Ng

Ms. Ng does not have any principal directorships and is not involved in any principal business activities outside our Group as at the LPD and did not hold any principal directorship outside our Group in the past five (5) years preceding the LPD.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

(viii) Ms. Heng	Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
						Direct (%)	Indirect (%)
Present Directorship							
	LS Consultancy & Management Sdn Bhd	Accounting and management services	Director	15.4.2013	-	50.0	-
	Sinpolien Enterprise Sdn. Bhd.	Investment in property	Director	18.6.2013	-	25.0	-
	Sparkling Feature Sdn Bhd	Investment in property	Director	2.1.2003	-	33.3	-
Previous Directorship							
	Nil						
Other business involvement outside our Group							
	Wenyong Sdn. Bhd.	Investment in property	-	-	-	33.3	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

The involvement of our Directors in business activities outside our Group as stated above will not affect their commitment, ability to perform their responsibilities and contribution to our Group in their respective roles as our Directors. Further, the involvement of our Executive Directors in business activities outside our Group does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day operations of these businesses, other than attending meetings of the board of directors on which they serve. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management. Whereas, the involvement of our Non-Executive Directors in business activities outside our Group does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day management of our Group.

Save as disclosed in Section 5.2.3 of this Prospectus, as at the LPD, none of our Directors is involved in any other principal business activities outside of our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.2.4 Directors' remuneration and material benefits-in-kind

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Directors for services rendered in all capacities to our Company for the FYE 30 December 2021 and FYE 31 December 2022 are as follows:

FYE 31	Fees	Salaries	Bonuses	EPF and SOCSO	Allowances	Benefits-in-kind	Total
December 2021	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
(Paid)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
<u>Independent Non-Executive Directors</u>							
Tan Sri Datuk	-	-	-	-	-	-	-
Dr. Ir. Ahmad Tajuddin Ali	-	-	-	-	-	-	-
Mok Juan Chek	-	-	-	-	-	-	-
Ng Nen Sin	-	-	-	-	-	-	-
Heng Ai Shan	-	-	-	-	-	-	-
<u>Non-Independent Non-Executive Director</u>							
Tan Sri Tan	-	-	-	-	-	-	-
<u>Non-Independent Executive Directors</u>							
TWL	-	324.0	-	40.7	-	-	364.7
TSC	-	-	-	-	-	-	-
Datin Afinaliza	-	120.0	-	15.3	-	(13.3)	138.6

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

FYE 31 December 2022 (Proposed to be paid)	Fees (RM'000)	Salaries (RM'000)	Bonuses (RM'000)	EPF and SOCSO (RM'000)	Allowances (RM'000)	Benefits-in-kind (RM'000)	Total (RM'000)
<u>Independent Non-Executive Directors</u>							
Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali	168.0	-	-	-	2.0	-	170.0
Mok Juan Chek	72.0	-	-	-	2.0	-	74.0
Ng Nen Sin	66.0	-	-	-	2.0	-	68.0
Heng Ai Shan	78.0	-	-	-	2.0	-	80.0
<u>Non-Independent Non-Executive Director</u>							
Tan Sri Tan	-	-	-	-	-	-	-
<u>Non-Independent Executive Directors</u>							
TWL	-	576.0	36.0	46.8	-	-	658.8
TSC	-	175.0	-	21.5	-	-	196.5
Datin Afinaliza	-	156.0	15.0	21.4	-	(1)3.3	195.7

Note:

(1) Comprises of car benefit granted to the Executive Directors of our Company.

The remuneration of our Directors includes salaries, bonuses, fees and allowances as well as other benefits. As set out in our Constitution, any change in our Directors' fees must be approved by our shareholders pursuant to a resolution passed at a general meeting. The remuneration for each of our Directors is subject to annual review by our Nomination and Remuneration Committee.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.3 BOARD PRACTICES

5.3.1 Directors' term of office

Our Board is entrusted with the responsibility for the overall direction, strategy, performance and management of our Group. The date of expiration of the current term of office for each of our Directors and the period for which each of them has served in that office is as follows:

Name	Designation	Date of appointment	No. of years and months in office	Date of expiration of the current term of office
Tan Sri Datuk Dr. Tajuddin	Independent Non-Executive Chairman	27 May 2022	Five (5) months	At the next AGM in 2023
Tan Sri Tan	Non-Independent Non-Executive Director	17 July 2020	Two (2) years, three (3) months	At the next AGM in 2023
Datin Afinaliza	Non-Independent Executive Director	27 May 2002	Twenty (20) years, five (5) months	At the AGM in 2025
TWL	Non-independent Managing Director and Chief Executive Officer	17 July 2020	Two (2) years, three (3) months	At the AGM in 2024
TSC	Non-Independent Executive Director	8 June 2022	Four (4) months	At the next AGM in 2023
Mok Juan Chek	Independent Non-Executive Director	27 May 2022	Five (5) months	At the next AGM in 2023
Ng Nen Sin	Independent Non-Executive Director	27 May 2022	Five (5) months	At the next AGM in 2023
Heng Ai Shan	Independent Non-Executive Director	27 May 2022	Five (5) months	At the next AGM in 2023

According to our Constitution, at the AGM of our Company, one-third of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM in every year provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Our Directors to retire every year shall be the Directors who have been longest in office since the Directors' last election, but as between persons who became Directors on the same day, the Directors to retire shall (unless they otherwise agree among themselves) be determined by lot.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

A Director appointed by our Board to fill in a casual vacancy or as an addition to our existing Board, shall hold office only until the next AGM of our Company and shall then be eligible for re-election.

5.3.2 Responsibilities of our Board

Our Board has adopted a charter which sets out, among others, the following principal responsibilities of our Board for the effective discharge of its functions:

- (i) together with management, promoting good corporate governance culture within our Group which reinforces ethical, prudent and professional behaviour;
- (ii) review and set a strategic plan for our Group to ensure that the strategic plan of our Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (iii) review, challenge and decide on management's proposals for our Group, and monitor its implementation by management;
- (iv) oversee the conduct of our Group's business to ensure it is properly managed, including supervising and assessing corporate behaviour and conduct of the business of our Group;
- (v) identify the principal risks and ensure implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to our shareholders;
- (vi) review the information and risk management and internal control systems and the effectiveness of the management;
- (vii) ensure there is an orderly succession of senior management positions who are of high calibre and have the necessary skills and experience. Our Board delegates to our Nomination and Remuneration Committee to review succession plans and remuneration packages for the Directors respectively as well as our Group's policies and procedures on remuneration for the consultants who are employees of our Group. Our Board also ensures that there are appropriate policies for training, appointment and performance monitoring of management positions;
- (viii) develop and implement an investor relations programme or shareholders' communications policy for our Group to enable effective communication with our stakeholders;
- (ix) review and approve financial statements;
- (x) review and approve our Audit and Risk Management Committee reports and our Nomination and Remuneration Committee reports at the end of each financial year;
- (xi) reviewing and approving our Company's annual report;
- (xii) ensure the integrity of our Company's financial and non-financial reporting; and
- (xiii) undertake a formal and objective annual evaluation to determine the effectiveness of our Board, our board committees and each individual Director

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.3.3 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established by our Board on 28 June 2022. Our Audit and Risk Management Committee comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Heng Ai Shan	Chairman	Independent Non-Executive Director
Ng Nen Sin	Member	Independent Non-Executive Director
Mok Juan Chek	Member	Independent Non-Executive Director

The terms of reference of our Audit and Risk Management Committee include, among others, the following:

- (i) review the quarterly results and the year end financial statements of our Group and provide advice on whether the financial statements taken as a whole provide a true and fair view of our Group's financial position and performance;
- (ii) consider and recommend to our Board on the appointment or re-appointment of the external auditors and to fix their fees and matters pertaining to the resignation and dismissal of the external auditors, and annually assess the suitability, objectivity and independence of the external auditors;
- (iii) review with the external auditors the audit plan, audit report, evaluation of the systems of internal control, assistance given by the employees to the external auditors, the external auditors' management letter and management's response;
- (iv) review the adequacy of the scope, competency and resources of the internal audit function, the internal audit plan, programme, processes and the reporting structure, the findings of the internal auditor's reports, the appraisal or assessment of the performance of the internal audit function on an annual basis, and any special audit the Audit and Risk Management Committee deems necessary;
- (v) review related party transactions, recurrent related party transactions and conflict of interest situations that may arise within our Company or our Group;
- (vi) oversee our Group's overall risk management framework and policies and ensure that key risks are effectively managed to facilitate reporting of risks to our management and our Board; and
- (vii) review and deliberate reports on non-compliance findings by the regulatory agencies.

5.3.4 Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was established by our Board on 28 June 2022. Our Nomination and Remuneration Committee comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Mok Juan Chek	Chairman	Independent Non-Executive Director
Ng Nen Sin	Member	Independent Non-Executive Director

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Heng Ai Shan	Member	Independent Non-Executive Director

The terms of reference of our Nomination and Remuneration Committee include, among others, the following:

- (i) assess and review the size, composition, mix of skills and experience, and diversity (including gender diversity) our Board and board committees;
- (ii) identify, consider and recommend to our Board suitable candidates for appointment as Directors;
- (iii) recommend to our Board on the appointment of members of each board committee;
- (iv) recommend to our Board the appointment, cessation, suspension, dismissal and/or any staff movement including re-designation, re-deployment, transfer or secondment of senior management of our Group;
- (v) assess annually the effectiveness of our Board as a whole, board committees, and the contribution of each individual Director and Managing Director and Chief Executive Officer including his/her character, competence, experience and time commitment;
- (vi) review the tenure of each Director and ensure that the annual re-election of a Director is subject to the satisfactory evaluation of the director's performance and contribution to our Board;
- (vii) review and assess the independence of independent Directors on an annual basis;
- (viii) recommend to our Board with reasons on re-election of Directors who retired by rotation pursuant to our Company's Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Act;
- (ix) evaluate and review performance of our Board and senior management including, taking into consideration our Company's performance in managing material sustainability risks and opportunities;
- (x) review Board and senior management succession plans and overseeing the development of a diverse pipeline for Board and senior management succession;
- (xi) review our Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and senior management;
- (xii) review remuneration packages of Directors, senior management and key consultants, having regard to our Group's operating results, individual performance and comparable market statistics; and
- (xiii) oversee any major changes in employee remuneration and benefit structures throughout our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.4 KEY SENIOR MANAGEMENT

5.4.1 Particulars and shareholdings

The following table sets out the direct and indirect shareholding of each of our Key Senior Management before and after our IPO:

Name	Designation	Nationality	Before our IPO		After our IPO			
			Direct	Indirect	Direct	Indirect		
			No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%
TWL	Managing Director and Chief Executive Officer	Malaysian	-	(3)656,546,400	78.4	-	(3)527,100,000	51.3
Datin Afinaliza	Executive Director (Business Development)	Malaysian	-	(5)180,900,000	21.6	-	(5)180,900,000	21.6
TSC	Executive Director (Corporate and Finance)	Malaysian	-	-	-	-	-	-
Shaun Tee Wen Han	Chief Financial Officer	Malaysian	-	-	-	(4)200,000	-	*
Then Chee Guey	Chief Operating Officer	Malaysian	-	-	-	(4)280,000	-	*

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	Designation	Nationality	Before our IPO		After our IPO		
			Direct	Indirect	Direct	Indirect	
			No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares
Fun Mun Sek	Chief Marketing Officer	Malaysian	-	-	(4)200,000	-	-

Notes:

* Negligible

(1) Based on our enlarged issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.

(2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.

(3) Deemed interested by virtue of his interest in Sena Holdings pursuant to Section 8 of the Act.

(4) Assuming he/she fully subscribes his/her entitlement under the Pink Form Allocation.

(5) Deemed interested by virtue of her interest in GSSB pursuant to Section 8 of the Act.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.4.2 Profiles of our Key Senior Management

The profiles of our Executive Directors, namely TWL, Datin Afinaliza and TSC who are also part of our Key Senior Management are set out in Section 5.1.2 of the Prospectus. The profiles of our other Key Senior Management are as follows:

(i) Shaun Tee Wen Han (“Mr. Tee”)

Mr. Tee, a Malaysian aged 35, is our Chief Financial Officer. He obtained his Bachelor of Commerce degree in Accounting and Finance from the University of Melbourne, Australia, in 2009. He has been a member of CPA, Australia since 2014 and a member of MIA since 2021.

Mr. Tee began his career as an Audit Associate with KPMG PLT, Malaysia in July 2011. He was then promoted Audit Manager in July 2016, where he was involved in providing audit services to clients across various industries, including manufacturing, services, construction and financial services. In November 2016, Mr. Tee left KPMG PLT, Malaysia and joined KPMG Australia as an Audit and Assurance Manager, where he was primarily responsible for providing audit and assurance advisory services to clients operating in the real estate and financial services industries until his resignation in November 2018.

Mr. Tee rejoined KPMG PLT, Malaysia in May 2019 as a Manager in the deals advisory division, where he was mainly involved in the provision of transaction services for clients, including conducting financial and audit due diligence exercises.

He left KPMG PLT, Malaysia in April 2020 and joined UEM Edgenta Berhad as a Manager in its corporate development, strategy and planning department, where he was primarily responsible for formulating corporate strategies and development plans for the UEM Edgenta Berhad group of companies.

Mr. Tee left UEM Edgenta Berhad in October 2020 and joined our Company as our Chief Financial Officer where he manages all financial (including financial planning and reporting), treasury, accounting, legal, tax and regulatory compliance matters of our Group.

(ii) Then Chee Guey (“Mr. Then”)

Mr. Then, a Malaysian aged 52, is our Chief Operating Officer. Mr. Then obtained his Bachelor of Science in Electrical Engineering degree from South Dakota State University, United States, in 1993.

Following his graduation in 1993, Mr. Then began his career as Process Control Engineer with Thomson Audio Muar Sdn Bhd, where he was primarily responsible for overseeing the manufacturing line in order to improve the production rate and to reduce the rejection rate of the audio and video related products manufactured by the company.

In 1994, Mr. Then joined MATSUSHITA Electronics Components (M) Sdn Bhd as Technical Engineer, where his focus was on product improvements. In the same year, Mr. Then left MATSUSHITA Electronics Components (M) Sdn Bhd and joined CAD-CAM Services (M) Sdn Bhd as Application Engineer, where he was primarily involved in the control and management of application software for data application. He left CAD-CAM Services (M) Sdn Bhd in 1995 and joined KUB Sistem as Application Engineer, where he was responsible for the management of oil and gas software distributed by the company.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

In 1997, Mr. Then left KUB Sistem and joined Caruni Integrated Technologies Sdn Bhd as Technical Support Engineer, where he was tasked with providing technical support, as well as preparing tender applications and submissions for government projects. Subsequently in 2001, Mr. Then joined South Pacific Electronics Sdn Bhd as Assistant Manager, where he was mainly responsible for marketing and procurement of projects for the company.

In 2002, he joined Sena Letrik as Senior Project Engineer and being promoted as Project Manager in 2006, where he was involved in project implementation and management until his resignation in 2019. In November 2019, he joined STS as Project Director, where he was primarily responsible for overseeing STS' operations and project implementation. He was promoted to the position of Chief Operating Officer of STS on 1 January 2021 and continues to play a leading role in overseeing our Group's operations and project implementation.

(iii) **Fun Mun Sek ("Mr. Fun")**

Mr. Fun, a Malaysian aged 50, is our Chief Marketing Officer. He obtained a Graduate Diploma in Accounting from University Abertay Dundee, Scotland in 1995.

Mr. Fun began his career as Financial Executive with IBM Malaysia Sdn Bhd in 1995 where he was involved in finance, planning and budgeting related works. In 1996, he left IBM Malaysia Sdn Bhd and joined VADS Sdn Bhd as Financial Analyst, where he was primarily responsible for valuation of corporate exercises and business planning. In 1998, he was promoted to Business Development Executive, where he was involved in business development and sale of information and communications technology as well as network related services and products.

In January 1999, Mr. Fun left VADS Sdn Bhd and founded Databeam Net Sdn Bhd in February 2000, a company involved in the business of sale of information and communications technology and network related services and products. In June 2000, Mr. Fun ceased the business of Databeam Net Sdn Bhd and in July 2000, he joined SLW Communications Sdn Bhd as Sales Account Manager, where he was tasked with the sale of internet protocol telephony and voice over internet protocol solutions.

In November 2000, Mr. Fun left SLW Communications Sdn Bhd and joined Suidar Elektronik Sdn Bhd as General Manager, where he was responsible for the business operation of satellite and wireless network services.

In June 2003, Mr. Fun left Suidar Elektronik Sdn Bhd and joined Telescience (M) Sdn Bhd as General Manager, where he managed the business operation of telecommunications as well as information and communication technology related products until his resignation in 2005.

Mr. Fun founded Basic Gateway Sdn Bhd in August 2003, a company involved in the business of selling telecommunications, wireless and information technology networks related products. Basic Gateway Sdn Bhd was a supplier of wireless equipment and a contractor of STS from 2016 to 2019.

On 2 March 2020, Mr. Fun ceased the business of Basic Gateway Sdn Bhd and joined STS as Chief Marketing Officer together with his team from Basic Gateway Sdn Bhd. He is responsible for overseeing all marketing, sales and business development activities of our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.4.3 Involvement of our Key Senior Management in other principal business activities

Save for the Present Directorships/shareholdings and the Previous Directorships of TWL, Datin Afinaliza and TSC as well as their involvement in principal business activities outside the Group as at the LPD as set out in Section 5.2.3 of this Prospectus, the following table sets out the Present Directorships/shareholdings and the Previous Directorships of our other Key Senior Management as well as their involvement in principal business activities outside the Group as at the LPD:

(i) Mr. Tee

Mr. Tee does not have any principal directorships and is not involved in any principal business activities outside our Group as at the LPD and did not hold any principal directorship outside our Group in the past five (5) years preceding the LPD.

(ii) Mr. Then

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Nil						
Previous Directorship						
Sena Holdings	Investment holding, currently holding our Shares	Director	29.10.2007	17.3.2022	-	-
Other business involvement outside our Group						
Nil						

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

(iii)	Mr. Fun	Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
							Direct (%)	Indirect (%)
Present Directorship								
		Aflsports Berhad	Dormant. There is no intention to wind up the company as it is intended to carry out the following business activities: (a) Organize and manage sports events, seminars and training programme for the social and spiritual well-being and development of members of the community; (b) Support and training opportunities for volunteers, without prejudice of race, religion or social background; and (c) To procure commercial sponsor partnership and alliances	Director	27.6.2014	-	-	-
		Basic Gateway Sdn Bhd	Dormant with an intention to submit application to be wound up by second quarter of 2023	Director	26.8.2003	-	75.0	25.0 ⁽¹⁾

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Previous Directorship						
Deminerals Capital Sdn Bhd	Mining exploration and mineral resources.	Director	24.5.2017	3.4.2022	-	-
Golden Hook Mining Sdn Bhd	Mining and geotechnical exploration	Director	26.5.2017	18.1.2019	50.0	-
Core Elements Sdn Bhd (Dissolved on 22.7.2019)	Dormant	Director	7.6.2017	-	40.0	-

Other business involvement outside our Group

Nil

Note:

(1) Deemed interested by virtue of the interest of his spouse, Celia Lee Kat Li, in the company pursuant to Section 8 of the Act.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

Save as disclosed in Section 5.4.3 of this Prospectus, as at the LPD, none of our Key Senior Management is involved in any other principal business activities outside of our Group. The involvement of our Key Senior Management in business activities outside our Group does not affect their commitment, ability to perform their responsibilities and continued contribution to the day-to-day management and operations of our Group as our Key Senior Management do not participate in the day-to-day operations of these businesses. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management.

5.4.4 Key Senior Management's remuneration and material benefits-in-kind

Save for the remuneration and material benefits-in-kind (including any contingent or deferred compensation) paid to our Executive Directors as disclosed in Section 5.2.4 of this Prospectus, the aggregate remuneration and material benefits-in-kind *(including any contingent or deferred compensation)* paid and proposed to be paid to our Key Senior Management for services rendered in all capacities to our Company for the FYEs 31 December 2021 and FYE 31 December 2022 are as follows:

Name	Remuneration band	
	FYE 31 December 2021 (Paid) (RM'000)	FYE 31 December 2022 (Proposed to be paid) (RM'000)
Mr. Tee	170 to 220	240 to 290
Mr. Then	230 to 280	340 to 390
Mr. Fun	180 to 230	220 to 270

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.5 KEY TECHNICAL PERSONNEL

5.5.1 Particulars and shareholdings

The following table sets out the direct and indirect shareholding of each of our Key Technical Personnel before and after our IPO:

Name	Designation	Nationality	Before our IPO		After our IPO		
			Direct	Indirect	Direct	Indirect	
			No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares
Lim Chiook Chuan	Technical Director (Hardware Development)	Malaysian	-	-	(3)200,000	-	-
Roslah Binti Zainul Abidin	Software Director	Malaysian	-	-	(3)200,000	-	-

Notes:

- * Negligible
- (1) Based on our enlarged issued Shares of 837,446,400 after the Pre-IPO Restructuring but before our IPO.
- (2) Based on our enlarged issued Shares of 1,028,000,000 upon our Listing.
- (3) Assuming he/she fully subscribes his/her entitlement under the Pink Form Allocation.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.5.2 Profiles of our Key Technical Personnel

The profiles of our Key Technical Personnel are as follows:

(i) **Lim Chiok Chuan (“Mr. Lim”)**

Mr. Lim, a Malaysian aged 58, is our Technical Director (Hardware Development).

Mr. Lim obtained an Electronic Certificate from Yong Siong Electronic School (Singapore) in 1981. He further obtained his Computer Studies Diploma from the University of London, United Kingdom, in 1984.

He has been an evaluation member of the Department of Standards Malaysia since 2020 and an ordinary member of Malaysia Smart Cities Alliance Association since 2021.

Mr. Lim began his career as Electronic Engineer (Marine Petroleum) with Geoscan Electronic and Services Company, where he was tasked with maintaining exploration equipment. In 1986, Mr. Lim left Geoscan Electronic and Services Company and joined Mobile Electronic Sdn Bhd as Research and Development Engineer, where he was involved in developing remote control car alarm systems and power window system.

In August 1989, Mr. Lim left Mobile Electronic Sdn Bhd and joined Offshore Survey (Malaysia) Sdn. Bhd in which he was assigned to support its sister company in Singapore, Oceonic (Asia Pacific) Pte Ltd, as Field Services Engineer. His responsibility was to support offshore operation and maintain exploration equipment for Shell exploration project in Miri Sarawak. In October 1990, Mr. Lim resigned from Offshore Survey (Malaysia) Sdn. Bhd and joined Halliburton Geophysical Services in the United States of America as Instrument Engineer, where he was mainly involved in maintaining exploration equipment until his resignation in January 1994.

During the period from March 1994 to June 2014, Mr. Lim was employed by Wheels Electronic Manufacturing Sdn Bhd as Head of Research and Development, where he oversaw research and development of automotive security systems, specialize in automotive thief sensor and siren. The customers for Wheels Electronic Manufacturing Sdn Bhd include local car manufacturers, i.e. Proton and Perodua, and some international brands. Mr. Lim was also responsible for research and development of home security systems which specialize in home alarm and motorize auto-gate, the development of access control systems and the car parking system for local car park operators.

Mr. Lim then joined Billion Prima Sdn Bhd as an Engineering Departmental Head in July 2014, where he was responsible for research and development of the first customised cargo portal X-ray system designed for the Royal Malaysian Customs Department. There were 3 units of cargo portal X-ray system being design and installed by Billion Prima Sdn Bhd at Royal Malaysia Customs when Mr. Lim was in the position.

Mr. Lim left Billion Prima Sdn Bhd in June 2016 and joined STS as Technical Advisor where he has been leading the research and development of traffic system and street light monitoring system. He also oversaw the development and operation of all software and hardware of the traffic light system and controller system until September 2021. In September 2021, he was promoted as Technical Director where he has been focused on the hardware development of the traffic light system and controller system for our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

(ii) Roslah Binti Zainul Abidin (“Ms. Roslah”)

Ms. Roslah, a Malaysian aged 53, is our Software Director.

She obtained her Diploma in Computer Science from Universiti Teknologi Mara, Shah Alam in 1991 and a certificate from Malaysian Software Testing Board as a Certified Professional Requirement Engineering in 2009.

Ms. Roslah began her career as a Programmer with Malaysia Airlines Berhad (“**MAS**”) in November 1991 where she was primarily responsible for customizing, developing, testing and maintaining MAS cargo system.

In March 1995, she left MAS and joined Heitech Padu Berhad as an Analyst Programmer, where she was tasked with design and develop a solution of functions and services for public sector projects. She was subsequently promoted to Senior System Analyst and thereafter Application Manager where she was involved in leading the application development team in developing, testing, commissioning and delivering applications or systems for large scale projects i.e. myIMMs system and Tabung Haji System.

Ms. Roslah left Heitech Padu Berhad in February 2015 and joined Vista Kencana Sdn Bhd, a software and technology company, as Chief Operating Officer cum Chief Technology Officer. During her employment with Vista Kencana Sdn Bhd, she oversaw the development and dissemination of software technologies for customers in order to improve their businesses. She also oversaw the business development team in preparing proposals for project tenders and provided guidance to project directors and project managers in managing large scale projects i.e. the Secured Automated Clearance System for Malaysian Citizen Motorcyclists system and DBKL Core System.

Ms. Roslah left Vista Kencana Sdn Bhd and joined our Company in August 2021 as Software Director. She is responsible for overseeing the software research and development activities of our Group.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.5.3 Involvement of our Key Technical Personnel in other principal business activities

The following table sets out the Present Directorships/shareholdings and the Previous Directorships of our Key Technical Personnel, as well as their involvement in principal business activities outside the Group as at the LPD:

(i) Mr. Lim

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Soon Hong Company Sendirian Berhad	Dormant. There is no intention to wind up the company as it is intended to carry on the business of small housing developer and investment holding	Director	-	-(1)	22.5	-
Previous Directorship						
Nil						
Other business involvement outside our Group						
Nil						

Note:

(1) Appointment date is not available as he was appointed more than 35 years ago.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

(ii)	Ms. Roslah	Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
							Direct (%)	Indirect (%)
Present Directorship								
		Nil						
Previous Directorship								
		Nil						
Other business involvement outside our Group								
		Continuum Tech Solutions Sdn Bhd	Wholesale of computer hardware, software and peripherals advertising security systems	-	-	-	50.0	-

Save as disclosed in Section 5.5.3 of this Prospectus, as at the LPD, none of our Key Technical Personnel is involved in any other principal business activities outside of our Group. The involvement of our Key Technical Personnel in business activities outside our Group as stated above does not affect their commitment, ability to perform their responsibilities and continued contribution to the day-to-day management and operations of our Group as our Key Technical Personnel do not participate in the day-to-day operations of these businesses.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

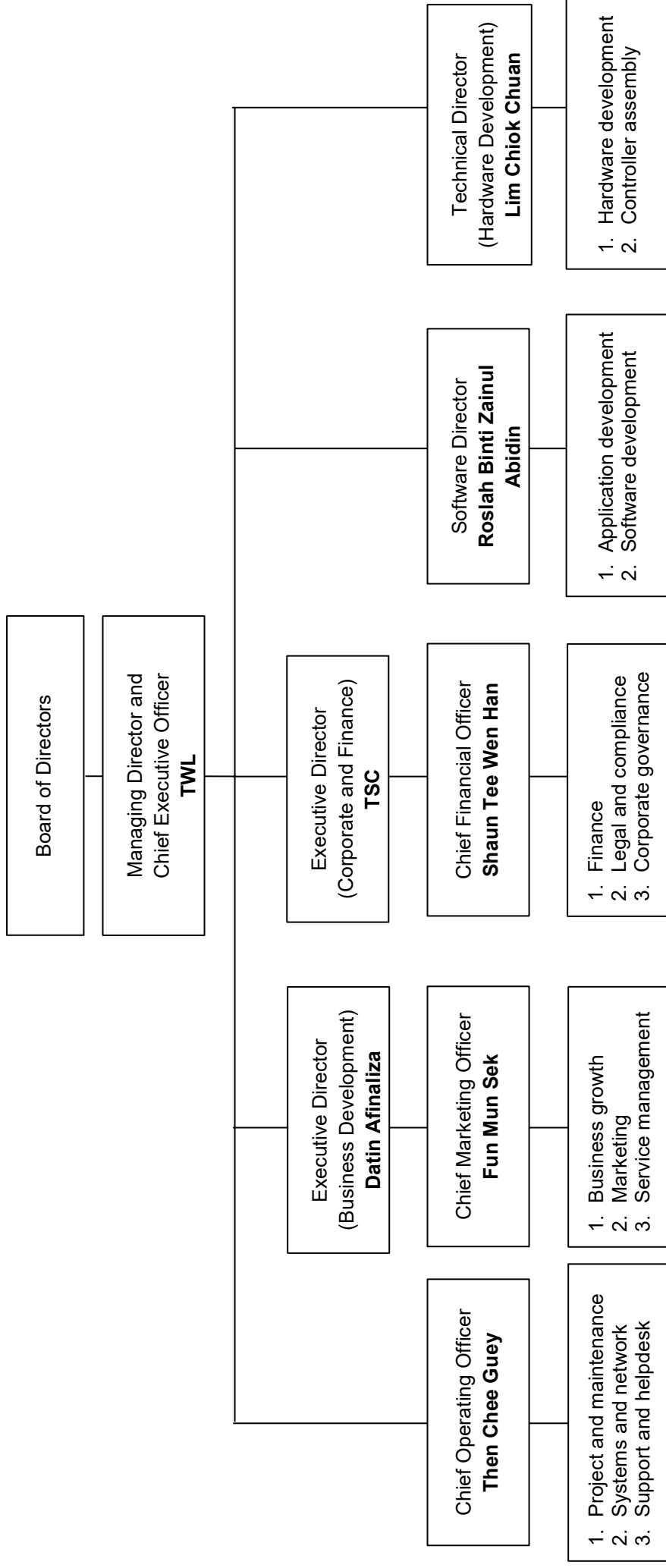
5.5.4 Key Technical Personnel's remuneration and material benefits-in-kind

The aggregate remuneration and material benefits-in-kind (*including any contingent or deferred remuneration*) paid and proposed to be paid to our Key Technical Personnel for services rendered in all capacities to our Company for the FYE 31 December 2021 and FYE 31 December 2022 are as follows:

Name	Remuneration band	
	FYE 31 December 2021 (Paid) (RM'000)	FYE 31 December 2022 (Proposed to be paid) (RM'000)
Mr. Lim	240 to 290	320 to 370
Ms. Roslah	70 to 120	240 to 290

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

5.6 MANAGEMENT REPORTING STRUCTURE



5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

5.7 DECLARATION BY OUR PROMOTERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL

As at the LPD, none of our Promoters, Directors, Key Senior Management and Key Technical Personnel has been involved in any of the following events (whether within or outside Malaysia):

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

5.8 RELATIONSHIPS AND/OR ASSOCIATIONS BETWEEN OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL

Save as disclosed below, there are no family relationships and/or associations between any of our Promoters, substantial shareholders, Directors, Key Senior Management and Key Technical Personnel as at the LPD:

<u>Name</u>	<u>Position/Capacity</u>	<u>Relationship/Association</u>
TWL	Promoter, substantial shareholder, Non-Independent Managing Director and Chief Executive Officer	<ul style="list-style-type: none"> • Son of Tan Sri Tan • Brother of TSC • Director and major shareholder of Sena Holdings, our substantial shareholder
TSC	Promoter, Non-Independent Executive Director	<ul style="list-style-type: none"> • Daughter of Tan Sri Tan • Sister of TWL

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

<u>Name</u>	<u>Position/Capacity</u>	<u>Relationship/Association</u>
Datin Afinaliza	Promoter, Non-Independent Executive Director	<ul style="list-style-type: none"> • Director and major shareholder of GSSB, our substantial shareholder
Tan Sri Tan	Promoter, substantial shareholder, Non-Independent Non-Executive Director	<ul style="list-style-type: none"> • Father of TWL and TSC • Director and major shareholder of Sena Holdings, our substantial shareholder

5.9 SERVICE CONTRACTS

As at the LPD, there are no existing or proposed service contracts entered into or to be entered into by our Directors, Key Senior Management or Key Technical Personnel with our Group which provide for benefits upon termination of employment.

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

6.1.1 History and background

Our Company was incorporated in Malaysia under the Companies Act, 1965 on 9 April 2001 as a private limited company under the name of Alfaville (M) Sdn Bhd and is deemed registered under the Act. Our company changed its name to ITMAX System Sdn Bhd on 26 October 2001. On 29 June 2022, our Company was converted into a public limited company.

Our Company is principally involved in the business of supply and installation and provision of public space networked systems and investment holding while our sole subsidiary, STS is principally involved in the R&D on systems and application software, design and assembly of controllers, supply and installation of networked traffic management system, and providing leased and managed services of video surveillance and analytics systems.

The history of our business can be traced back to the incorporation of our Company which started as a mechanical and electrical engineering company before becoming a public space networked systems provider involved in the supply and installation of networked lighting systems and networked traffic management systems, as well as provision of network facilities comprising video surveillance and communications network services.

As part of the Pre-IPO Restructuring, our Company had acquired the entire equity interest of STS for a purchase consideration of RM59,357,908. Further details of the Pre-IPO Restructuring are set out in Section 6.1.2 below.

6.1.2 Pre-IPO Restructuring

To facilitate our Listing, we undertook the Pre-IPO Restructuring comprising the following:

(i) Acquisition

On 22 June 2022, our Company entered into a conditional share sale agreement with Tan Sri Tan, being our Promoter and our indirect substantial shareholder, and Puan Sri Lim (collectively, “**Sellers**”) for the acquisition of the entire equity interest in STS, comprising 3,000,000 ordinary shares in STS (“**STS Shares**”) for a purchase consideration of RM59,357,908.

The purchase consideration of RM59,357,908 was arrived at on a willing-buyer willing-seller basis after taking into consideration the audited NA of STS as at 31 December 2021 of approximately RM59.4 million. The purchase consideration represents a PB Multiple of approximately one (1) time of the audited NA of STS as at 31 December 2021.

The Acquisition was completed on 21 October 2022 and was wholly satisfied by the issuance of 388,800 new Shares at an issue price of approximately RM152.67 per Share credited as fully paid-up to Sena Holdings, being the company jointly nominated by the Sellers to receive and hold the such new Shares.

The STS Shares were acquired free from all charges, liens, pledges, trusts and other encumbrances and with all rights, benefits and entitlements attaching thereto from the date of completion of the Acquisition.

6. INFORMATION ON OUR GROUP (Cont'd)

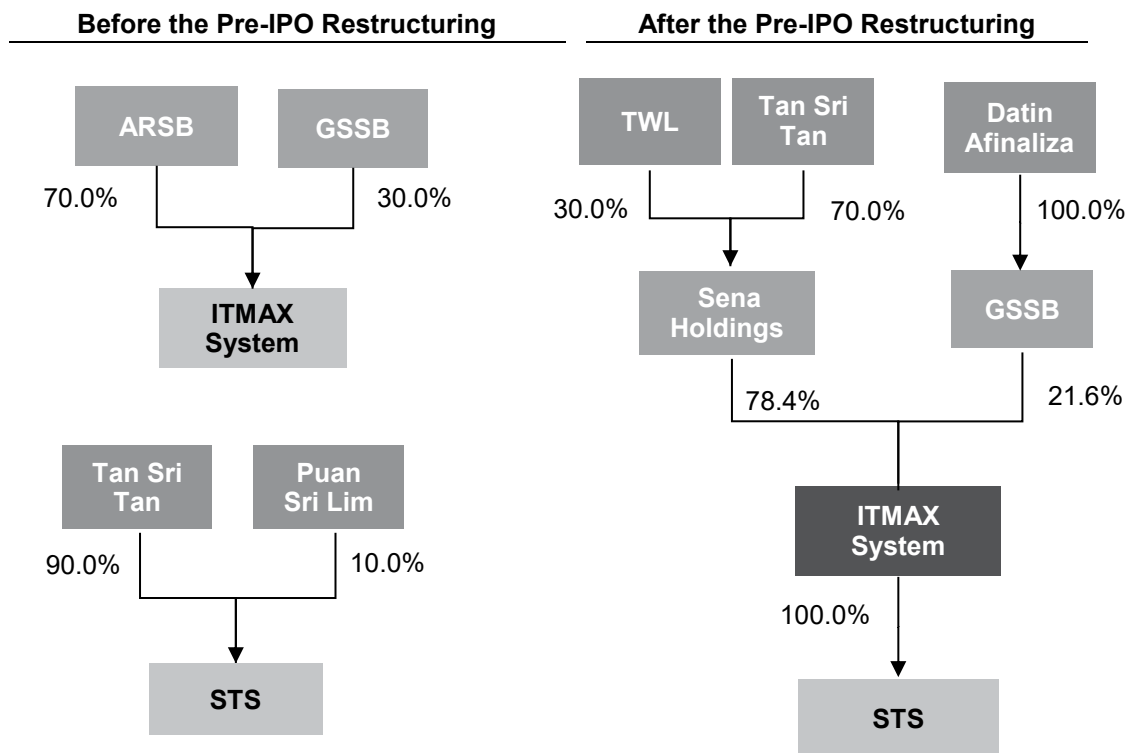
(ii) Share Transfer

On 25 October 2022, ARSB transferred all 700,000 Shares held to Sena Holdings at a nominal value of RM1.00. The Share Transfer was undertaken to consolidate the investments of Tan Sri Tan and his family in our Company via Sena Holdings.

(iii) Subdivision

Following the completion of the Acquisition and the Share Transfer, we subdivided our 1,388,800 Shares into 837,446,400 Shares to facilitate and enhance the liquidity of our Shares at the time of our Listing. The Subdivision was completed on 27 October 2022.

The shareholding structure of our Company before and after the Pre-IPO Restructuring are as follows:



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

6.1.3 Share capital

As at the date of this Prospectus, our issued share capital is RM60,357,908, comprising 837,446,400 Shares. Our Company does not have any treasury shares as at the LPD.

The changes in our issued share capital during the Financial Years Under Review and up to the LPD are as follows:

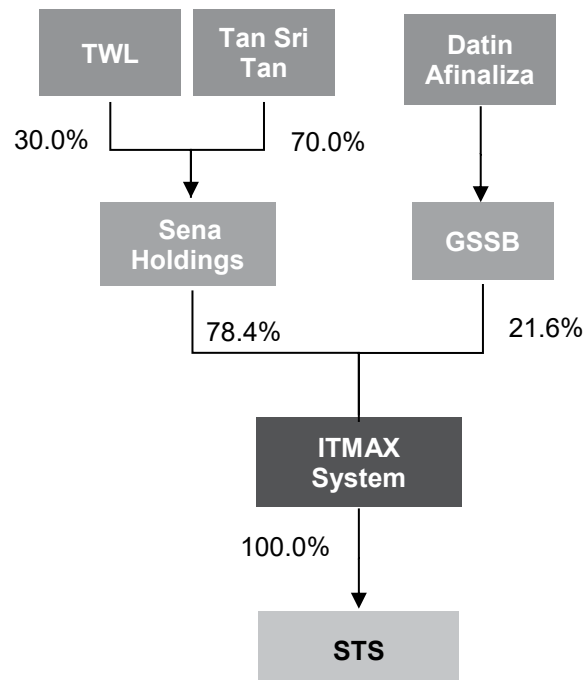
Date of allotment	No. of Shares allotted	Consideration	No of cumulative Shares	Cumulative issued share capital
				RM
5 June 2020	250,000	Cash	1,000,000	1,000,000
21 October 2022	388,800 (RM152.67 per Share)	Otherwise than cash ⁽¹⁾	1,388,800	60,357,908
27 October 2022	-	Pursuant to the Subdivision	837,446,400	60,357,908

Note:

(1) Pursuant to the Acquisition.

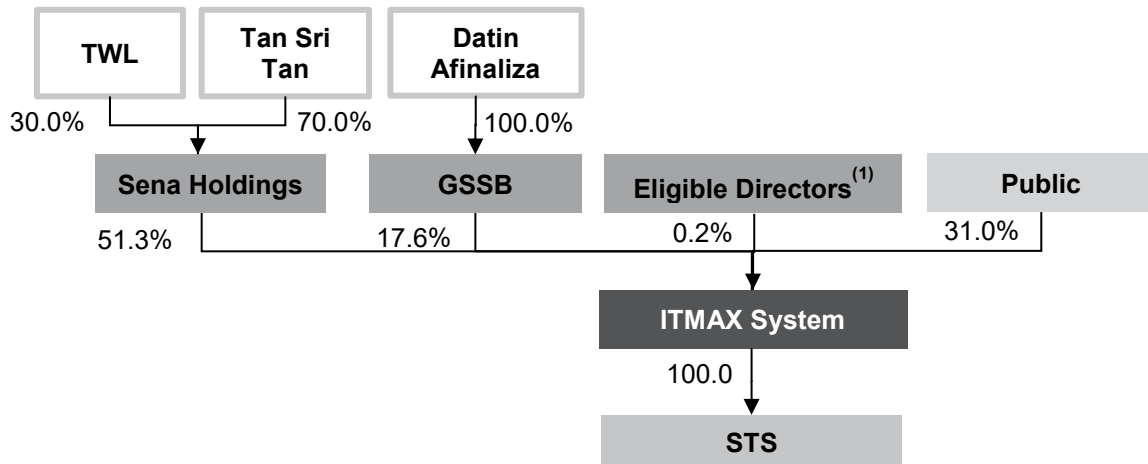
6.2 OUR GROUP STRUCTURE

Our Group structure following the completion of the Pre-IPO Restructuring is as follows:



6. INFORMATION ON OUR GROUP (Cont'd)

Our Group structure following the completion of our Listing will be as follows:



Note:

(1) Assuming the 1,750,000 Shares allocated to the eligible Directors under the Pink Form Allocation are fully subscribed.

6.3 OUR SUBSIDIARY

Our subsidiary as at the LPD is as follows:

Name and registration number	Date and country of incorporation	Share capital	Our effective equity interest	Principal activities
		RM	%	
STS 200701033286 (791314-W)	9 October 2007 Malaysia	3,000,000	100.0	R&D on systems and application software, design and assembly of controllers, supply and installation of networked traffic management system, and providing leased and managed services of video surveillance and analytics systems

As at the LPD, our Company does not have any joint venture or associated company.

6.3.1 Information on STS

STS was incorporated in Malaysia under the Companies Act, 1965 on 9 October 2007 as a private limited company and is deemed registered under the Act. The principal place of business of STS is at Block M2, UPM-MTDC Technology Centre, Universiti Putra Malaysia, 43400 Serdang, Selangor Darul Ehsan, Malaysia.

STS is principally involved in the R&D on systems and application software, design and assembly of controllers, supply and installation of networked traffic management system, and providing leased and managed services of video surveillance and analytics systems.

6. INFORMATION ON OUR GROUP (Cont'd)

As at the LPD, the issued share capital of STS is RM3,000,000 comprising 3,000,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of STS during the Financial Years Under Review and up to the LPD:

Date of allotment	No. of shares allotted	Consideration	Cumulative issued share capital
			RM
28 June 2019	2,250,000	Otherwise than cash ⁽¹⁾	3,000,000

Note:

(1) *In satisfaction of a dividend of RM2,250,000 declared to shareholders.*

STS is a wholly-owned subsidiary of our Company. As at the LPD, STS does not have any subsidiary, associate or joint venture.

None of our Shares and share capital in our subsidiary were issued and allotted at a discount or have any special terms or any instalment payment terms. Our issued Shares and the issued shares of our subsidiary are fully paid-up.

As at the LPD, neither our Company nor our subsidiary is involved in any bankruptcy, receivership or similar proceedings.

During the last financial year and up to the LPD, there were no:

- (a) public take-over offers by third parties in respect of our Shares; and
- (b) public take-over offers by our Company in respect of other companies' securities.

7. BUSINESS OVERVIEW

7.1 OVERVIEW

The history of our business can be traced back to the incorporation of our Company in 2001 where our Company was initially involved in M&E works. We subsequently became a public space networked systems provider in 2013 when we started the supply and installation of networked traffic management systems, and followed by networked lighting systems in 2016 as well as provision of network facilities comprising communications network services and video surveillance and in 2016 and 2018 respectively.

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

Year	Key event and milestone
<u>ITMAX System</u>	
2001-2010	<ul style="list-style-type: none"> Incorporation of our Company in 2001. We were initially involved in M&E works and was registered as a contractor with the CIDB in 2003. We are currently a G7 contractor which enables us to tender for projects without any size or value limitation. In 2003, we also obtained the Certificate of Government Procurement Works or SPKK from the CIDB, which allows us to tender for any government related works.
	<ul style="list-style-type: none"> In 2004, we secured our first M&E project to carry out installation works for light fittings and poles.
	<ul style="list-style-type: none"> In 2009, we secured a 2-year contract from the PPJ for the maintenance of traffic light control system.
	<ul style="list-style-type: none"> In 2009, we also secured a 3-year maintenance contract from DBKL for the traffic control system in Kuala Lumpur which was subsequently renewed in 2012 for three (3) years (2012-2014) and another two (2) years in 2014 (2014-2015). We were responsible for maintaining the Sydney Coordinated Adaptive Traffic System or "SCATS" traffic control system.
2011 - 2020	<ul style="list-style-type: none"> In 2011, we secured a M&E contract from the main contractor of Rawang Specialist Hospital Sdn Bhd ("Rawang Specialist Hospital"). We were the nominated subcontractor for the M&E works including the supply and installation of medium and low voltage electrical equipment and systems. Subsequently in 2013, we secured two (2) additional contracts directly from Rawang Specialist Hospital for additional and upgrading works as well as supply and installation of sanitary wares and fittings, building signages and landscaping works. In 2013, we secured a contract from DBKL for the supply, installation and commissioning of isolated intersection traffic control system to replace the existing system and to connect the new system to the control centre. In 2014, we successfully installed and integrated the "TrafficSens" traffic control system purchased from STS at 62 isolated intersections in Kuala Lumpur. Subsequently, in 2015, we secured a 2-year maintenance contract from DBKL to provide maintenance on the "TrafficSens" traffic control system that we installed. In 2014, we extended our services to another local government where we secured a contract from Majlis Bandaraya Petaling Jaya or Petaling Jaya City Council for the supply, installation and commissioning of traffic management related equipment at its control centre.

7. BUSINESS OVERVIEW (Cont'd)

Year	Key event and milestone
	<ul style="list-style-type: none"> • In 2015, our Company was registered with the Energy Commission as a Class A electric contractor.
	<ul style="list-style-type: none"> • In 2016, we secured a 5-year contract from DBKL for the installation and maintenance of networked lighting systems in Kuala Lumpur. Subsequently, in 2018 and 2021, we received variation orders for additional works.
	<ul style="list-style-type: none"> • In 2016, we obtained a NFP licence from the MCMC to own and provide network facilities which is valid until 2026. As at the LPD, we have installed 14 telecommunication monopoles and two (2) towers located in Perak, and one (1) monopole located in Selangor which we own. • In the same year, we obtained approval for right-of-way from DBKL for the laying of 40 km of fibre optic cables in Kuala Lumpur, which commenced in 2017 and was completed in 2019. As at the LPD, we have laid a communications network comprising approximately 400-km of fibre optic cables which we own with associated transmission and switching equipment in Kuala Lumpur.
	<ul style="list-style-type: none"> • In 2018, we obtained a NSP licence from the MCMC to provide network services focusing on the provision of bandwidth, which is valid until 2028.
	<ul style="list-style-type: none"> • In 2018, we secured our first contract for the provision of networked facilities where we secured a contract from DBKL for the provision of networked video surveillance facilities which includes IP based CCTV, variable message signage, fibre optic cables and related infrastructures such as poles and power cables in Kuala Lumpur. These facilities were designed to be connected to the video surveillance control centre of DBKL. • In 2018, we expanded our products and services to the public transport sector where we secured the following contracts: <ul style="list-style-type: none"> - In 2018, we secured a contract as a designated contractor for the supply, installation and commissioning of LED lighting system for certain elevated stations of the rail transit system. - In 2019, we secured a contract as the designated supplier of UPS for certain elevated stations of the rail transit system.
	<ul style="list-style-type: none"> • In 2018, we expanded our market coverage outside of the central region into the northern zone of Peninsular Malaysia where we were appointed as a deployment partner by the Perak State Government for the construction and maintenance of telecommunications assets in Perak which enable us to lease the telecommunications assets (telecommunications monopoles and towers) to mobile telecommunications service providers. There was no profit sharing arrangement between the Group and Perak State Government. Between 2018 and up to the LPD, we constructed 14 telecommunications monopoles and two (2) towers in Perak which we own. In addition, as at the LPD, we have subsisting contracts to provide telecommunications towers in Perak for mobile telecommunications service providers, including U Mobile Sdn Bhd and Webe Digital Sdn Bhd.
	<ul style="list-style-type: none"> • In 2018, we also obtained the Applications Service Providers (“ASP”) licence from the MCMC to provide applications services.
	<ul style="list-style-type: none"> • In 2019, we continued to expand our market coverage and gained access to East Malaysia when we secured a contract from Dewan Bandaraya Kota Kinabalu (“DBKK”) or Kota Kinabalu City Hall for the maintenance of street lighting in Kota Kinabalu, Sabah.

7. BUSINESS OVERVIEW (Cont'd)

Year	Key event and milestone
	<ul style="list-style-type: none"> In 2019, we secured a 5-year contract for the provision of communications network services from Norangkasa Enterprise Sdn Bhd where we provided bandwidth services using our fibre optic communications network in Kuala Lumpur.
	<ul style="list-style-type: none"> In 2019, the then shareholders of our Company, namely Datin Afinaliza and Rizwana Razia Binti Che Rahim sold all their equity interests in our Company to ARSB. In conjunction with the sale, Datin Afinaliza had entered into a share sale and call option agreement with ARSB which gave her the option to purchase a 30% stake in our Company within a 2-year period from the date of the share sales and call option agreement. She subsequently requested and was granted an extension of another two (2) years. Despite the sale, she continued to remain as our Executive Director. <p>See Section 5.1.2 of this Prospectus for further details.</p>
	<ul style="list-style-type: none"> In 2020, we continued to expand our market coverage in East Malaysia when we secured our first purchase order for the supply of LED street lightings embedded with our controllers to Sarawak.
2021 up to the LPD	<ul style="list-style-type: none"> In 2021, Datin Afinaliza exercised her call option and purchased 30% equity interest in our Company via GSSB. See Section 5.1.2 of this Prospectus for further details. In 2021, we expanded our provision of network facilities where we secured a contract from the Ministry of Home Affairs to provide networked video surveillance facilities for the lockup facilities of the Polis Diraja Malaysia (“PDRM”) or Royal Malaysia Police for the southern zone of Peninsular Malaysia. In 2022, Digital Nasional Berhad accepted our offer for the provision of network facilities for the leasing of 10 telecommunications monopoles in conjunction with its deployment of 5G infrastructures and networks in Malaysia.
<u>STS</u>	
2007	<ul style="list-style-type: none"> Incorporation of STS in 2007. STS is currently involved in R&D on systems and applications software, and design and assembly of controllers.
2009	<ul style="list-style-type: none"> In 2009, STS was granted MSC status by Multimedia Development Corporation Sdn Bhd (“MDEC”) and pioneer status by Malaysian Investment Development Authority (“MIDA”) for the R&D and commercialisation of an adaptive traffic management system. This traffic management system is currently marketed under our brands, “Trafficsens”. The pioneer status was valid for five (5) years and expired in 2014.
2015	<ul style="list-style-type: none"> In 2015, STS was granted an extension of its pioneer status for another five (5) years which expired in 2019.
2016	<ul style="list-style-type: none"> STS was registered as a G7 contractor with CIDB which allowed it to tender for projects without any size or value limitation. STS secured a contract from DBKL for the development, management and maintenance of traffic management systems in Kuala Lumpur.
2018	<ul style="list-style-type: none"> STS commercialised its e-logger, a lift management system to manage and monitor lift systems on a real time basis for the public housing area mainly for the PPR flats in Kuala Lumpur.

7. BUSINESS OVERVIEW (Cont'd)

Year	Key event and milestone
2019	<ul style="list-style-type: none"> In 2019, STS expanded its market coverage in Peninsular Malaysia where it mainly supplied traffic controllers to various states including Johor, Melaka and Negeri Sembilan.
2022	<ul style="list-style-type: none"> In June 2022, STS secured a 3-year contract for the development of an underground utility management software system including digitalisation and integration of underground utility maps. On 21 October 2022, we acquired the entire equity interest of STS from Tan Sri Tan and Puan Sri Lim.

7.2 AWARDS, RECOGNITIONS AND CERTIFICATIONS

For the past three (3) financial years and up to the LPD, we received the following award and obtained the following recognition:

Year	Entity	Description of award and recognition
2021	STS	<ul style="list-style-type: none"> Best Partner Award for Government Industry by Huawei Malaysia (“Huawei”) in recognition of STS’s business relationship with Huawei*. Certificate of Recognition of the Made in Malaysia Logo by the Ministry of Domestic Trade and Consumer Affairs for the traffic light controller under the “MC2” brand. The certificate is valid from 5 March 2021 until 5 March 2024.

Note:

* STS purchased and installed Huawei’s brand hardware devices and equipment such as switches and routers for the networked video surveillance facilities for DBKL and PDRM lockup facilities. The hardware devices and equipment were sourced from one of Huawei’s distributors, namely Tec D Distribution (Malaysia) Sdn Bhd who is also one of our major suppliers for the FYE 31 December 2021. The purchases are on as need basis to fulfil the network infrastructure requirements based on contracts secured. However, not all products that our Group purchased from Tec D Distribution (Malaysia) Sdn Bhd relate to Huawei’s brand hardware devices and equipment.

We are also ISO certified companies, details of which are set out below:

Company	ISO	Validity period	Certified by
ITMAX System	ISO 9001: 2015	17 November 2021 to 29 November 2023	Prima Cert International Sdn Bhd
STS	ISO 9001: 2015	23 March 2021 to 22 March 2024	Prima Cert International Sdn Bhd

As at the LPD, we are registered vendors/suppliers with various corporations and government entities for the provision of our products and services as set out below:

Company	Corporation/ government entity	Validity period
ITMAX System	MOF	1 October 2021 to 20 December 2024
	Telekom Malaysia Berhad	25 November 2021 to 24 November 2023
	Malaysia Airports Holdings Berhad	25 March 2021 to 25 March 2023

7. BUSINESS OVERVIEW (Cont'd)

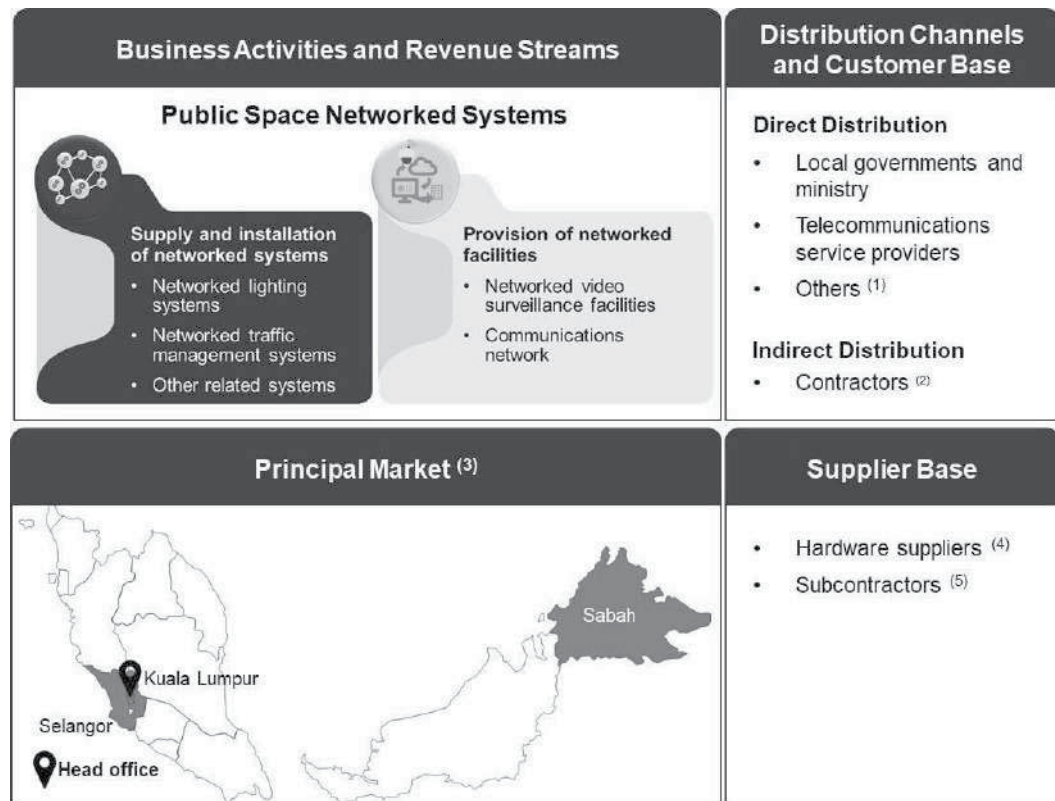
Company	Corporation/ government entity	Validity period
	Tenaga Nasional Berhad	19 November 2021 - 20 December 2024 (as supplier and services contractor); and 16 August 2021 to 26 August 2024 (as work contractor)
STS	Malaysia Airports Holdings Berhad	9 February 2022 to 9 February 2024

In 2019, we contributed RM1.0 million to Universiti Tun Hussein Onn Malaysia in support for the research of traffic systems including controller operation software, control centre management software, controller hardware as well as traffic data collection detector.

7.3 OUR BUSINESS

7.3.1 Our business model

Our business model is as follows:



Notes:

- (1) Include property developers and property management companies.
- (2) Include construction, M&E and general contractors.
- (3) Contribution of 5.0% or more to our revenue during for any of the Financial Years Under Review.
- (4) Includes manufacturers and distributors of hardware such as devices, equipment, electrical and electronic parts.
- (5) Includes subcontractors engaged to carry out installation of equipment and devices and M&E works as well as subcontracted labour for maintenance works.

7. BUSINESS OVERVIEW (Cont'd)

7.3.2 Business activities and revenue streams

We are a provider of public space networked systems focusing on lighting, video surveillance and traffic management, as well as communications network services. Public space mainly refers to the space that is generally accessible to the public such as roads and parks. Public space is mostly under the jurisdiction of Federal, State or local governments.

For our public space networked systems, we are responsible for the total system integration from the supply, installation, testing and commissioning to maintaining the networked systems. We have also integrated our lighting, video surveillance and traffic management systems using our communications network onto a single platform as a key part of a smart city infrastructure.

Our integrated platform facilitates data sharing including big data analytics among the three (3) systems mentioned above as well as to provide simultaneous real-time data and analytics across the three (3) systems on one platform. We also plan to develop a data lake which is a cloud based data storage system for the three (3) network systems to facilitate better access, to provide more storage space and to facilitate big data analytics across our smart city infrastructure systems.

We have incorporated artificial intelligence using machine learning and deep learning including data analytics to identify events and issue alerts automatically particularly for our video surveillance system, as well as to facilitate planning of public space and related infrastructure facilities and amenities. Our traffic management system incorporates sensors and use optimisation and queuing routines to facilitate smooth and safe traffic flow. Our lighting system incorporates our own designed and manufactured controllers to automate dimming and on-off functions in reaction to environmental conditions.

We design and manufacture our lighting and traffic management controllers in-house which is the key controlling hardware and software for the systems. We have been granted patents for two modules of our traffic management system while we have several other patents pending for various modules of our lighting controller and traffic management controller. See Section 7.22 of this Prospectus for further details on our patents.

Our public space networked systems are in line with the Malaysian Government's Smart City Initiatives such as:

- **Smart Living** with our smart surveillance system incorporating integrated close circuit television;
- **Smart Environment** with our LED lighting for green technology;
- **Smart Mobility** with our traffic management system;
- **Smart Digital Infrastructure** with our fibre optic metropolitan area network in Kuala Lumpur for connectivity and our planned data lake as part of a hyper-scale data centre; and
- **Smart Government** with our integrated system platform for integrated operations centre.

7. BUSINESS OVERVIEW (Cont'd)

Our business model is based on the following two key segments with corresponding revenue streams:

(1) Supply and installation of networked systems including networked lighting systems, networked traffic management system, and other related systems

We provide end-to-end services from supply, installation and up to testing and commissioning of the networked systems, as well as connection to a designated control centre. In some of the contracts, we also provide maintenance services on the systems that we supply and install such as DBKL networked lighting systems and DBKL networked traffic management system. See Section 7.7.1.4 of this Prospectus for further details on our supply and installation projects.

Through our R&D efforts which are undertaken by STS, we developed and owned system and application software and hardware that are mainly marketed under "Selmos" for networked lighting system and "Trafficsens" for networked traffic management system.

Our proprietary system and application software is used to operate and manage the systems including the equipment and devices, networks and control centre. We designed and developed the networked lighting systems and networked traffic management systems running on third-party and open-source operating systems (which includes Linux and Ubuntu operating systems as well as Apache-Tomcat web server), communication protocols and utility programmes.

In addition, we are involved in the supply, installation, commissioning and maintenance of video surveillance system including panic button system linked to a control centre.

(2) Provision of networked facilities, mainly in the form of leasing of networked video surveillance facilities and communications network

Our operating model for the networked facilities is based on asset ownership where we own all the facilities and we charge a fee for the use of the facilities as well as value-added features. The fee charge is based on the commercial terms as set out in the relevant agreements on a case to case basis.

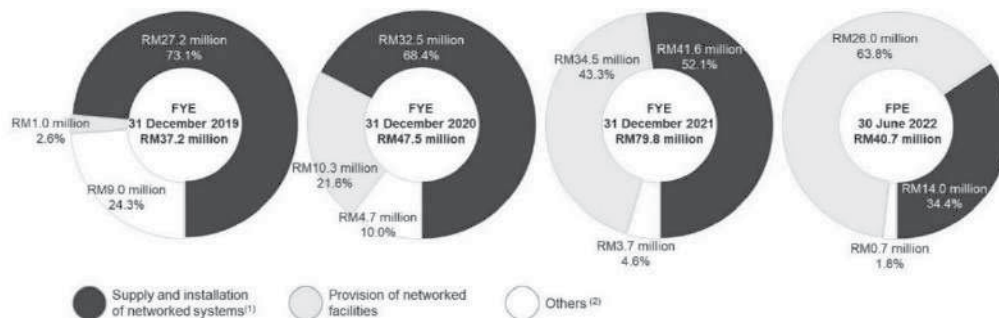
We own assets including networked video surveillance facilities and communications network including the following as at the LPD:

- approximately 8,600 video cameras and related infrastructure such as poles, power cables, VMS, panic buttons, speakers and some solar photovoltaic panels to power the video cameras;
- control centre facilities including the command centre software platform we developed, namely City Crew, several large display panels and computer terminals for monitoring and management of the video surveillance system including City VAS, a video analytic system, as well as data storage servers;
- communications network comprising approximately 400 km of underground fibre optic cables with associated networking devices within the federal territory of Kuala Lumpur, and 14 telecommunication monopoles and two (2) towers located in Perak, and one (1) monopole in Selangor; and
- low voltage power cables to provide access to power for our equipment.

7. BUSINESS OVERVIEW (Cont'd)

We also offer related products to complement our two key business segments including the supply of UPS equipment sourced from third parties as well as sales of our “TrafficSens” traffic management controllers and “Selmos” lighting controllers.

Our revenue by business segments for the Financial Years Under Review and FPE 30 June 2022 are as follows:



Notes:

- (1) Includes commissioning and/or maintenance.
 (2) Mainly supply of related products including supply of UPS equipment and traffic controllers.

7.3.3 Principal market

We principally operate in Malaysia to serve customers in various states in Malaysia. The main contribution to our revenue is derived from the central region of Peninsular Malaysia covering Kuala Lumpur and Selangor which accounted for 98.4%, 92.6%, 96.9% and 100.0% of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022, respectively. The revenue breakdown for the Financial Years Under Review and FPE 30 June 2022 is as follows:

	FYE 31 December						FPE 30 June	
	2019		2020		2021		2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Peninsular Malaysia	36,688	98.6	44,249	93.1	77,331	97.0	40,740	100.0
Central region	36,631	98.4	44,005	92.6	77,271	96.9	40,628	99.7
Kuala Lumpur	31,039	83.4	40,771	85.8	68,623	86.0	40,217	98.5
Selangor	5,592	15.0	3,234	6.8	8,648	10.9	411	11.2
Others⁽¹⁾	57	0.2	244	0.5	60	0.1	112	0.3
East Malaysia	524	1.4	3,289	6.9	2,428	3.0	-	-
Sabah	524	1.4	2,919	6.1	2,428	3.0	-	-
Sarawak	-	-	370	0.8	-	-	-	-
Total revenue	37,212	100.0	47,538	100.0	79,759	100.0	40,740	100.0

Note:

- (1) Comprise of Johor, Perak, Kedah and Terengganu.

7. BUSINESS OVERVIEW (Cont'd)

7.3.4 Distribution channels

We utilise both direct and indirect distribution channels as follows:

- We mainly adopt direct distribution channel where we secure contracts directly from users of our networked systems which mainly comprise of local governments, ministry and telecommunications service providers. Our direct distribution channel represented 63.7%, 68.2%, 77.7% and 96.7% of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively. Our direct distribution channel strategy enables us to work directly with the ultimate decision makers to meet their needs and specifications where we are able to provide customised solutions, as well as to cultivate customer loyalty for continuing business.
- Our indirect distribution channel is where we work with contractors who purchase our networked products including traffic management controllers as well as third party sourced UPS equipment for their projects. In some situations, we are appointed as the designated supplier by the project owner mainly for our brands of lighting and traffic management controllers. Our indirect distribution channel represented 36.3%, 31.8%, 22.3% and 3.3% of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

7.4 COMPETITIVE STRENGTHS

7.4.1 We designed and developed our networked video surveillance, lighting and traffic management systems in-house which continues to serve as the platform for our business expansion and growth

Our networked video surveillance, lighting and traffic management systems were designed and developed by our in-house R&D team. This gives us the advantage to provide to our customers a total customised system integration for the network systems to establish the infrastructure needed for a smart city and the flexibility for responding to customer needs.

Our networked video surveillance, lighting and traffic management systems accounted for RM27.8 million (74.8%), RM41.2 million (86.6%), RM74.0 million (92.8%) and RM38.9 million (95.4%) of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

As at the LPD, we have obtained patents for our networked traffic management systems. We are also the original design and brand manufacturer of our networked systems "Selmos" for networked lighting system and "TrafficSens" for networked traffic management system. In addition, we developed the City VAS, a video analytic system for our networked video surveillance system. As at the LPD we have obtained two (2) patents for our traffic management systems and in addition to these, we are working on seven (7) innovations to be patented. See Section 7.22 of this Prospectus for further details on our patents.

7. BUSINESS OVERVIEW (Cont'd)

We have in-house R&D capabilities where we are able to continually improve and enhance our existing systems and at the same time design and develop similar or related systems. Our in-house R&D is a key advantage as our networked systems incorporate technologies that are constantly improving as well as new and innovative technologies which reduces our reliance on external parties as our R&D team is able to carry out various systems improvements and innovations. For the FYEs 31 December 2019, 31 December 2020, 31 December 2021, and FPE 30 June 2022, we incurred 0.3%, 0.8%, 1.3% and 1.3% of our GP, respectively, to fund the required R&D expenses. The increased R&D contributions demonstrated our efforts to continuously invest in R&D to build and enhance our capabilities and innovations further.

We have incorporated artificial intelligence using machine learning and deep learning including data analytics to identify events and issue alerts automatically particularly for our video surveillance system, as well as to facilitate the planning of public space, improving public security and related infrastructure facilities and amenities. Our traffic management system also incorporates sensors and use optimisation and queuing routines to facilitate smooth and safe traffic flow. Our public lighting incorporates our own designed and manufactured controllers to automate dimming and on-off functions in reaction to environmental conditions. We have also integrated our video surveillance, lighting and traffic management systems using our fibre optic communications network onto a single platform as a key part of a smart city infrastructure.

Our integrated platform facilitates data sharing including big data analytics among the three (3) in-house developed systems as well as to provide simultaneous real-time data and analytics across the three (3) systems on one platform. These integrated systems serve as the platform for our business expansion and growth. As these systems were developed in-house, we are able to expand our business domestically to cover other states and local authorities in Malaysia, and potentially, where feasible, to foreign markets. Our capabilities in designing and developing our controllers, application and system software for networked systems enable us to provide customised systems to meet our customer's needs and specifications. With our experience and capabilities our systems can also be deployed to other sectors such as healthcare, education, and commercial buildings.

7.4.2 Our business model is based on two (2) key pillars providing project based revenue and recurrent revenue that provides assurance of revenue for the duration of such contracts

Our business model comprises of two (2) main pillars, one of which is project based on lump sum contracts, while the other is usage of our facilities based on monthly recurring revenue.

Our project based business is mainly the supply and installation of networked lighting systems and networked traffic management systems as well as other related systems which collectively accounted for RM27.2 million (73.1%), RM32.5 million (68.4%), RM41.6 million (52.1%) and RM14.0 million (34.4%) of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

Our recurrent revenue stream is derived from the usage of our facilities which include networked video surveillance facilities and communications network services which collectively accounted of RM1.0 million (2.6%), RM10.3 million (21.6%), RM34.5 million (43.3%) and RM26.0 million (63.8%) of our revenue for the FYEs 31 December 2019, 31 December 2020 and 31 December 2021 and FPE 30 June 2022 respectively.

7. BUSINESS OVERVIEW (Cont'd)

Our recurrent revenue stream provides assurance of continuing revenue stream for at least up to the contract period, and at the same time moderate some of the lumpy nature revenue of our project based business. In addition, our asset ownership operating model which offers facilities-as-a-service places us in a unique position to attract new customers to take up the services as they are not required to finance the capital cost of these facilities. Similarly, this will encourage our existing customer to extend the duration of existing contracts and to add more facilities.

Our four (4) business platforms comprising networked video surveillance facilities, lighting system, traffic management system and communications network services provide us with business diversity that reduces over dependency on any one business platform and at the same time, provide us with the avenue for business sustainability and growth.

7.4.3 We own a private metropolitan area network in Kuala Lumpur to support our public space networked systems and provide future business opportunities

As at the LPD, we own a MAN in Kuala Lumpur comprising approximately 400 km of 48-core fibre optic cables with associated transmission and switching equipment to provide broadband bandwidth of up to a maximum of 60 gigabit per second.

Our MAN is a key advantage when bundled with our networked video surveillance, lighting and traffic management systems as all the critical equipment of our MAN are owned and operated by us. This provides convenience to our customers as we are able to configure and integrate various systems to our MAN. More importantly, by bundling our MAN with the systems, it increases customers' dependency on us to continue using our services. Furthermore, one of the advantages of owning and managing our MAN is that we are able to meet the requirements of our SLA without having to depend on third party network providers.

We are a registered individual licenced NFP and NSP as well as a registered class licence for ASP with the MCMC and our licences allow us to own and operate our fibre optics communications network infrastructure and related equipment, telecommunication towers and monopoles, and provide bandwidth services.

Revenue derived from bandwidth services and leasing of telecommunication towers and monopoles segment accounted for RM0.3 million (0.9%), RM1.6 million (3.3%), RM2.1 million (2.6%) and RM1.1 million (2.8%) of our total revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively. Although revenue derived from this segment is relatively low, there are opportunities for us to grow our revenue base with a sunk cost asset as we are able to offer such services to new customers as well as offering additional facilities and renewal or extension of the service contracts with our existing customers.

7.4.4 Our established public space networked systems provides the platform for us to replicate our proven business model to other states or federal territories within Malaysia to provide us with business growth and market diversification

For the Financial Years Under Review, revenue from public space networked systems were 75.7% (RM28.2 million), 90.0% (RM42.8 million), 95.4% (RM76.1 million) and 98.2% (RM40.0 million) of our revenue for the FYEs 31 December 2019, 31 December 2020 and 31 December 2021 and FPE 30 June 2022 respectively.

Our public space networked systems are in line with the Malaysia Government's Smart City Initiatives such as:

- Smart Living with our smart surveillance system incorporating close circuit television and City VAS, a video analytic system;

7. BUSINESS OVERVIEW (Cont'd)

- Smart Environment with our “Selmos” networked lighting system that incorporates LED lighting and controller for green technology;
- Smart Mobility with our “trafficsens” traffic management system;
- Smart Digital Infrastructure with our fibre optic metropolitan area network in Kuala Lumpur for connectivity and planned data lake as part of a hyper-scale data centre; and
- Smart Government with our “City Crew” integrated system platform for integrated operation centre.

Our ability in providing total system integration enables us to design and develop customised and localised public space networked systems in meeting the needs and requirements for each specific location.

Upon the completion of deployment of the networked video surveillance facilities under the ITIS Contract in June 2022, this will provide the platform for us to replicate our proven business model to other states or federal territories within Malaysia to provide us with business growth and market diversification. We aim to target local governments in regions outside of the central region of Peninsular Malaysia.

As at the LPD, we have submitted tenders and proposals for the provision of public space networked systems in other states and federal territories outside of the central region of Peninsular Malaysia. These will potentially contribute to our order book as well as enable us to increase our presence and market share in other states focusing on smart city applications. For the FYEs 31 December 2019, 31 December 2020, 31 December 2021, and FPE 30 June 2022, revenue contributions from regions outside of the central region were 1.6% (RM0.6 million), 7.4% (RM3.5 million), 3.1% (RM2.5 million) and 0.3% (RM0.1 million) of our total revenue respectively.

7.4.5 We have an established track record of nine (9) years as a provider of networked system in the public space

We have an established track record of nine (9) years as a provider of public space networked system since the commencement of supply and installation of traffic management system in 2013. As at the LPD, our customer base includes local governments, ministry and private enterprises.

Over the period of nine (9) years, we have successfully completed 24 networked system projects with a total contract value of approximately RM59.1 million for our customers. See Section 7.7.4 of this Prospectus for further details on our completed projects. In addition, all our networked facilities mainly video surveillance facilities that were completed and available for use met the required performance level spelt out by our customers. No penalties or delays have been incurred as a result of not meeting the expectations of our customers.

7.4.6 We have contracts to sustain us in the near-mid term

Our order book is contract based. As at the LPD, we have 19 subsisting contracts with a total unbilled order book of RM598.2 million comprising the provision of networked facilities comprising mainly the video surveillance facilities for DBKL and PDRM’s lockup facilities as well as leasing of our telecommunication towers and monopoles, and supply and installation of networked systems. The remaining portion of our order book will be recognised progressively up to the FYE 31 December 2029 based on the unbilled amount of contracts secured as at LPD. Of the total unbilled amount of RM598.2 million, we expect to bill and recognise revenue of approximately RM27.2 million from the LPD to December 2022, RM131.9 million for the FYE 31 December 2023, RM136.5 million for the FYE 31 December 2024, RM107.1 million for the FYE 31 December 2025 and RM195.6 million between the FYEs 31 December 2026 and 31 December 2029.

7. BUSINESS OVERVIEW (Cont'd)

We have also submitted tenders and proposals for various network system and facilities for public and private space. This will provide us opportunities to replenish or enlarge our order book if awarded.

7.4.7 We have a qualified and experienced management team to sustain and continue developing our business

We have a qualified and experienced management team headed by our Managing Director and Chief Executive Officer, TWL, who has contributed to the growth and development of our Group. TWL is responsible for developing the overall strategic direction of our Group. He brings with him approximately seven (7) years of experience in the public space networked system industry. He is supported by our Key Senior Management who has relevant experience ranging between 11 years and 29 years in their respective fields covering finance, project tendering, project management and implementation, contract matters, procurement and human resource management. See Section 5.4.2 of this Prospectus for the profiles of our Key Senior Management.

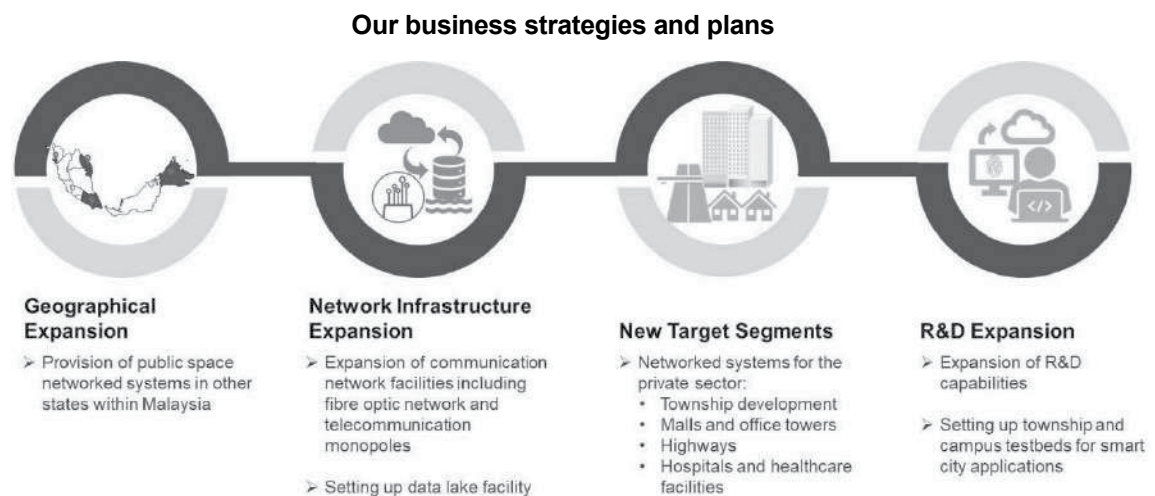
We believe our experienced Directors and Key Senior Management will be instrumental in sustaining our business and operations as well as shaping our future growth.

7.5 BUSINESS STRATEGIES AND PLANS

Part of our business strategies and plans is aligned with the Malaysia Smart City framework where one of the concepts is using information, communication and digital technology to improve urban management and quality of life, sustainability, efficiency and security. This concept is anchored on the premise that everything is connected and intelligent, while shared digital infrastructure will help cities correlate data from multiple sources to generate new values and efficiencies.

In this respect, we envisage to leverage from our core competencies in the provision of public space networked systems supported by our in-house R&D resources to address potential opportunities for other smart city projects in Malaysia for business expansion and growth. We plan to expand our domestic geographical market to address growth opportunities outside of the central region of Peninsular Malaysia and also to venture into new target segment, namely the private sector, to grow our business. We will continue to invest in our communication and network infrastructure as well as R&D resources to support our business expansion and growth.

A summary of our plans is as follows:



7. BUSINESS OVERVIEW (Cont'd)

7.5.1 Geographical expansion

The central region of Peninsular Malaysia covering Kuala Lumpur and Selangor accounted for 98.4%, 92.6%, 96.9% and 99.7% of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively. We plan to address new opportunities in other states and federal territories to diversify our markets to provide business growth.

We envisage providing public space networked systems outside of the central region of Peninsular Malaysia. For the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022, revenue from regions outside of the central region were 1.6% (RM0.6 million), 7.4% (RM3.5 million), 3.1% (RM2.5 million) and 0.3% (RM0.1 million) of our revenue respectively. In 2021, we expanded our presence where we secured two (2) contracts for the provision of networked facilities for the northern and southern zones which include the states of Kedah, Penang, Perak, Negeri Sembilan, Malacca and Johor.

Our investment plans will focus on the purchase of equipment and devices as well as installation, testing and commissioning works. In this respect, we plan to invest in the following type of public space networked systems, infrastructure, resources and related facilities:

- networked lighting systems mainly consist of at least 20,000 in-house assembled street light embedded controllers and related devices such as sensors, as well as wiring and installation works;
- networked traffic management systems mainly consist of at least 100 in-house assembled traffic controllers and sensors including video cameras, magnetic loop detectors, data sensors as well as related facilities such as communication devices and power cables;
- networked video surveillance management systems mainly consist of at least 3,000 video cameras and related facilities such as poles and power cables; and
- expansion of resources including the hiring of operational, support and technical personnel as follows:

Functions	Number of staff
Network operation centre engineers	6
Helpdesk operators	6
Field engineers	9
Quality assurance personnel	2
Electrical technicians	4
Total	27

- set-up of at least two (2) control centre facilities to meet the needs for connectivity and interoperability. In this respect, we will also carry out system integration and related works including process enhancement and workforce automation as well as customisation of the development of application software to suit the operational and technical requirements.

The implementation of our business plan with regards to geographical expansion is subject to us securing contracts from potential customers by way of tenders and proposals within 36 months from the date of our Listing.

7. BUSINESS OVERVIEW (Cont'd)

The business model to be adopted for our business plan is also subject to the type of contracts secured, which can be a supply and installation project based on lumpsum contracts or we will be the asset owner for the networked facilities where we will charge a fee for usage of our facilities. As at the LPD, we have submitted tenders and proposals for the provision of public space networked facilities which will potentially contribute to our order book as well as enable us to increase our presence and market share in other states and federal territories.

We estimate the investment cost for the infrastructures and facilities to be RM85.0 million including purchase of equipment and installation works which will be fully funded through proceeds from the Public Issue, details of which are set out below:

	<u>Estimated cost (RM million)</u>	<u>Expected timing to commence</u>
Networked lighting, networked traffic management and networked video surveillance systems		
- networked lighting and traffic management systems including purchase of at least 20,000 in-house assembled street light embedded controllers ⁽¹⁾ , 100 of our in-house assembled traffic controllers, sensors and video cameras, network equipment as well as wiring and installation related works	80.6	Q2 2023
networked video surveillance system including purchase of at least 3,000 video cameras, surveillance related facilities such as poles and power cables, setting up at least two (2) control centre facilities, as well as system integration and installation related works ⁽²⁾		Q1 2024
- purchase of testing tools and calibration instruments and software	1.0	Q2 2023
- expansion of technical, operational and support resources ⁽³⁾	3.4	Q2 2023
Total	<u>85.0</u>	

Notes:

- (1) The embedded controllers will be assembled internally where we will purchase the parts and components including PCBA, plastic parts and enclosures used for the assembly of controller.
- (2) Includes system integration and configuration work, process enhancement and workflow automation as well as customisation and development of application software including analytic tools and cybersecurity infrastructures.
- (3) Involving two (2) quality assurance personnel, four (4) electrical technicians, six (6) network operation centre engineers, six (6) helpdesk operators and nine (9) field engineers.

7. BUSINESS OVERVIEW *(Cont'd)*

7.5.2 Network and telecommunication infrastructure expansion

As at the LPD, we have two (2) key network assets including approximately 400 km fibre optic communications network, 15 telecommunication monopoles and two (2) towers. Part of our business strategies and plans is to expand our network infrastructure and connectivity to cater for business expansion and growth, which we plan to invest in the following infrastructure:

(i) Communication network facilities

We plan to expand our communication network facilities including:

- fibre optic communications network expansion by building an additional 200 km of fibre optic communications network with a combination of 12-core and 24-core fibre optic cable in Peninsular Malaysia and Sabah. These additional 12-core and 24-core fibre optic cables are mainly to branch out from our existing 48-core fibre optic network as well as to cater for other parts of Peninsular Malaysia and Sabah requiring lower capacity compared to Kuala Lumpur. Upon completion, our total fibre optic communications network will be approximately 600 km by 2024, in Peninsular Malaysia and Sabah.
- telecommunication monopoles to be installed at 50 locations and two (2) telecommunication towers to be installed in the central region of Peninsular Malaysia. The new telecommunication monopoles and towers are mainly designed to accommodate 5G equipment.

(ii) Setting up a data lake facility in Klang Valley

Part of our business strategies and plans is aligned with the Malaysia MyDigital initiatives where the Malaysian Government is moving towards the “Cloud First Policy” which aims to migrate 80% of its data to a hybrid cloud system by end of 2022.

We envisage setting up a data lake facility in Klang Valley which is a central storage repository that holds data under a secured and managed manner. This will be an off-site facility to manage incoming big data and will be accessible online by users securely. The operation of this data lake is under the provision of cloud services which is regulated by the MCMC where a provider is required to be an ASP licence holder. As at the LPD, we hold an ASP class licence registered with the MCMC which enables us to offer the new cloud services. As at the LPD, we are not involved in the provision of cloud services. Part of our strategies is to set up a new data lake facility to expand our capabilities to provide cloud services in future. As for the provision of networked facilities to our existing customers, we have installed the data storage servers in our customers’ control centres.

This new data lake will be named “ITMAX Cloud” which is designed to be a tier-3 centralised repository facility to collect and store data including raw and unstructured data, and processed or structured data from the networked systems from mobile applications and IoT devices. Among others, a tier-3 data repository facility features 99.982% uptime, no more than 1.6 hours of downtime per year and provides backup facilities for at least 72-hour power outage protection. In addition, we will incorporate various analytic features to enable on-demand analytics to be run to facilitate big data analysis.

7. BUSINESS OVERVIEW (Cont'd)

We plan to set up a data lake facility in rented premises in Klang Valley with a planned storage capacity of 20 petabyte. We estimated the cost for setting up the facility to be RM10.0 million including purchase of equipment and installation works comprising the following:

- network equipment including servers, routers, switches, firewalls and communication equipment as well as server racks and cables;
- backup power supply equipment; and
- others include cybersecurity infrastructure.

The estimated investment cost for the network infrastructure expansion is RM39.5 million which will be fully funded by the proceeds from the Public Issue, details of which are set out below:

	Estimated cost (RM million)	Expected timing to commence
Communication network facilities	29.5	
- <i>additional 200 km fibre optic communications network</i>	22.0	Q1 2024
- <i>50 monopoles and two (2) towers</i>	7.5	Q2 2023
Setting up a data lake facility in Klang Valley	10.0	
- <i>video and data storage system</i>	4.6	Q2 2023
- <i>switching and routing infrastructure</i>	1.7	Q2 2023
- <i>virtual server infrastructure</i>	1.5	Q2 2023
- <i>rental of data centre space and related facilities and services</i>	2.2	Q2 2023
Total	39.5	

7.5.3 New target segments

Revenue from public space networked systems were 75.7% (RM28.2 million), 90.0% (RM42.8 million), 95.4% (RM76.1 million) and 98.2% (RM40.0 million) of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

In 2021, we expanded our services and we secured a 5-year contract for the provision of networked video surveillance facilities to a shopping mall (The Grange at Ampwalk) in Kuala Lumpur where the facilities are for the use by the building owner. We are responsible for the investment in facilities including the supply and installation of video cameras and panic button systems that are connected to a control centre with our customised application software. In addition, we are responsible for the maintenance of the networked facilities to ensure the system is available for use and we will charge a fee based on the facilities provided during the contract period. As at the LPD, there were a total of 83 units of video cameras installed and connected to the control centre for use by our customer.

7. BUSINESS OVERVIEW (Cont'd)

We plan to leverage our core competencies in networked systems to address opportunities in townships, malls, office towers, hospitals and healthcare facilities covering public and private spaces to grow our business. We also plan to extend our expertise to highways mainly for our networked street lighting and video surveillance systems. Our track record and experience in the provision of these networked systems will serve as a reference site for prospective customers.

As at the LPD, we have submitted tenders for networked video surveillance systems for residential township development projects, commercial development projects including malls and office towers, hospitals, healthcare facilities and highways.

Premised on the above, we plan to set up a centralised control centre and related facilities to cater to this new segment and we estimated the cost for setting up the facilities to be RM20.0 million which will be fully funded by the proceeds from the Public Issue, details of which are set out below:

	Estimated cost (RM million)	Expected timing to commence
Networked video surveillance systems including purchase and installation of at least 2,500 units of video cameras, network equipment and software ⁽¹⁾	20.0	Q2 2023

Note:

(1) *Include network storage equipment, customisation of system and application software including video analytics, mobile applications, as well as cybersecurity infrastructures.*

The business model to be adopted for this business plan is also subject to the type of contracts secured, which can be a supply and installation project based on lumpsum contracts or we will be the asset owner for the networked facilities where we will charge a fee for usage of our facilities.

7.5.4 R&D expansion

Part of our business strategies and plans is to expand our R&D covering the following areas:

(i) Expansion of R&D capabilities

Expand R&D team

We intend to expand our R&D team by recruiting a total of 23 personnel who will focus on the development of system and software applications for our networked system platform. We aim to create and introduce new and enhanced features to improve user experience customised to meet the needs of our potential customers.

We intend to allocate RM7.5 million for the recruitment of engineers, data scientists, system analysts and programmers, the details of which are set out below:

7. BUSINESS OVERVIEW (Cont'd)

Functions	Number of staff
Engineers ⁽¹⁾	9
Data scientists	2
System analysts	5
Programmers ⁽²⁾	7
Total	23

Notes:

- (1) *Include product design engineer, PCB design engineer, test engineer, firmware engineer, and system software engineer.*
- (2) *Include programmers using the python language and artificial intelligence programmers.*

Setting up a test laboratory

Part of our R&D expansion plan is to set up a test laboratory in Klang Valley for our hardware development which will enable us to run debugging and simulation on the controllers and hardware developed on a lab-scale basis. We plan to allocate a total of RM2.0 million for setting up a new test laboratory including the purchase of the following:

- testing equipment including oscilloscope, signal generator, integrated circuit trainers, sensor trainer system, field interface and protocol simulation kit;
- computing devices and hardware including communication modules, cameras, servers;
- other equipment or devices including drones, augmented reality or virtual reality devices, as well as prototyping tools and equipment such as laser engraving machine, 3D printer and CNC router; and
- testing programmes including simulation software.

(ii) Setting up township and campus testbeds for smart city applications

We envisage to carry out two (2) pilot projects, namely setting up smart township and smart campus testbeds that incorporate smart digital infrastructure using our in-house developed public space networked systems focusing on lighting, video surveillance and traffic management. The systems include embedded sensors and controllers, video cameras and smart monitoring technologies with data processing and video analytics as well as the incorporation of artificial intelligence features. The rationale for running the smart township and smart campus pilot projects is to enable us to deploy all the smart city-related hardware, software applications and related digital infrastructure as a showcase to market our smart township and similar projects. As at the LPD, we have started discussion with potential parties for the proposed plan in setting up the testbeds for smart city applications.

We estimate the cost for setting up the two pilot projects to be RM3.0 million, the details of the two (2) projects of which are set out below:

7. BUSINESS OVERVIEW (Cont'd)

- **Smart township pilot project**

We plan to set up a smart township testbed in Klang Valley covering mainly public spaces within the commercial and residential areas for a specific period. This would be subject to the approval of the relevant authorities.

We will invest in all the relevant public space networked systems and related infrastructures including networked lighting systems to perform new and enhanced features for smart pole applications, networked traffic management systems to enhance junction coordination with new and enhanced features and networked video surveillance systems as well as setting up a demo scale of control centre facilities at our office to connect all the networked systems from the smart township testbed. In addition, we also plan to incorporate new artificial intelligence systems or features into this pilot project including smart parking, city management and monitoring tools, market intelligence gathering, environmental monitoring such as air pollution detection, noise pollution detection and weather detection and surveillance for shops and premises, and flood alert and water level detection.

- **Smart campus pilot project**

Part of our plans is to work with a university in Johor to set up a smart campus testbed with the deployment of smart digital infrastructure including customisation and integration of various networked systems and artificial intelligence features to create a digitally connected campus environment. This involves close collaboration with the university for research, testing, prototyping as well as using this project for educational purposes.

Similarly, we will invest in the networked systems and related infrastructures including our networked lighting systems for classrooms and streets for smart pole applications, alert system for fire, hazard and emergency, crowd control management and networked video surveillance systems as well as develop new systems such as traffic light system for junction coordination enhancement with new and enhanced features, visitor management system, parking, energy efficiency management system, and academic data analytics to create a connected ecosystem for the campus. We intend to develop the following system features:

- human mobility tracking using Bluetooth technology for student mobility data on campus in order to trace and collect student movement patterns;
- optimisation of campus shuttle bus schedule based on the student mobility data;
- regulate the energy usage of the air conditioners and lighting in the buildings on campus based on the data collected; and
- networked building monitoring and management system incorporating IoT and artificial technology to monitor and ensure that the infrastructures within the building are operating at an optimal level. The networked building monitoring and management system will include smoke detection system, gas leakage detection system, water leakage system, parking system, drowning detection system at swimming pools, face and heat detection access control at building entrance, scheduled lighting controls as well as intruder management system.

7. BUSINESS OVERVIEW (Cont'd)

We will be setting up a control centre at the campus, which will be linked to our office. This will enable the education campus to streamline processes in maintaining buildings and student management for operational efficiency and improvement.

We estimated the cost for setting up the two (2) pilot projects to be RM3.0 million including purchase of equipment and installation works which will be fully funded by the proceeds from the Public Issue, the details of which are set out below:

	Estimated cost (RM million)	Expected timing to commence
200 units of video cameras and infrastructure such as poles and power cables	0.8	Q3 2023
300 units of LED lights with embedded controllers and additional electronic devices and sensors for smart pole applications ⁽¹⁾ , as well as wiring and installation works	0.4	Q3 2023
Eight (8) units of traffic controllers with the integration of dedicated servers and data collection equipment and digital information display and signalling signages, as well as wiring and installation works	0.4	Q3 2023
Sensors, network equipment and related devices including servers and routers	1.0	Q4 2023
Others ⁽²⁾	0.4	Q1 2024
Total	<u>3.0</u>	

Notes:

(1) *Includes development of software and applications for new and enhanced features such as air pollution detection, noise pollution detection and weather detection.*

(2) *Includes system integration and configuration works, process enhancement and workflow automation as well as customisation and development of application software including analytic tools and cybersecurity infrastructures.*

7. BUSINESS OVERVIEW (Cont'd)

The overall estimated investment cost for our R&D expansion is RM12.5 million which will be fully funded by the proceeds from the Public Issue, the details of which are set out below:

	<u>Estimated cost (RM million)</u>	<u>Expected timing to commence</u>
Expansion of R&D resources		
Expand R&D team	7.5	Q2 2023
Setting up a new testing laboratory	2.0	
- <i>computing devices and hardware</i>	0.8	Q3 2023
- <i>testing programmes</i>	0.6	Q3 2023
- <i>testing equipment</i>	0.3	Q3 2023
- <i>other equipment or devices⁽¹⁾</i>	0.3	Q3 2023
Sub-total	<u>9.5</u>	
Setting up smart township and smart campus pilot projects	<u>3.0</u>	<u>Q3 2023</u>
Total	<u>12.5</u>	

Note:

- (1) *Includes the purchase of drones, augmented reality or virtual reality devices, as well as prototyping tools and equipment such as laser engraving machine, 3D printer and CNC router.*

7. BUSINESS OVERVIEW *(Cont'd)*

7.6 MODE OF OPERATIONS

Our mode of operations are as follows:

7.6.1 Supply and installation of networked systems

- **Securing contracts**

We mainly secure contracts through tendering. The duration of our on-going contracts ranges from 5 years to 7 years including variation orders and contract extension. See Section 7.7.1.4 of this Prospectus for further details on our on-going contracts for the supply and installation of networked systems.

- **Types of contracts**

There are two (2) types of supply and installation of networked systems contracts:

- supply and installation; and
- supply, installation and maintenance.

Supply and installation

Our supply and installation contract specifies the scope of work and deliverables, and is based on lump sum. We will progressively submit claims on the proportion of works completed. Approvals for progressive claims are subject to agreement by our customers before we invoice our customers.

Upon satisfactory completion of the project, our customers would have paid the full lump sum price of the contract subject to any variation orders less any claims against LAD.

Maintenance

In some of the contracts where maintenance work is included as part of the scope of work required, we also provide maintenance services on the systems that we supply and install. See Section 7.7.1.4 of this Prospectus for further details on our on-going contracts for the supply and installation of networked systems. For the maintenance portion of the contract which includes preventive and corrective maintenance, we will submit invoices on a monthly basis mainly for preventive maintenance based on defined criteria including number of devices installed, operating and maintained during the month at the predetermined rate as per the contract while for corrective maintenance, we will carry out the works based on work order issued by our customers and we will subsequently submit claims on the maintenance and repair works completed.

- **Variation orders**

In the course of project execution, our customers may issue variation orders for changes to the project or work to be done. A variation order is usually issued in writing describing the variation to the works to be done as specified in the main contract. Variation orders may include additions, omissions, substitutions, alterations, changes of work scope and extension of contract tenure. Variation orders that result in additional works or resources will be subject to additional charges which will need to be approved by our customers. The principal terms and settlement of the variation orders are generally the same as those specified in the main contract.

7. BUSINESS OVERVIEW (Cont'd)

- **LAD**

Our main obligation is to complete the works on time as stipulated in the contract. In the event of any delays in the completion of the works, we are subject to LAD claims or penalties for the amounts stipulated in the contract.

In the event that we envisage or experienced delays, we would normally seek for an extension of time. Commonly these are unforeseen events such as natural disasters and imposition of constraint measures arising from pandemics or events outside our control such as delays caused by third-parties or upon request by our customers.

- **Performance bond**

In most of our contracts, we are required to provide performance bonds in the form of approved bank guarantees to the contract awarding parties. Performance bonds serve as security for proper and due performance of works in accordance with the terms and conditions of the contracts.

Depending on the contract, performance bond usually amounts up to 5% of the total contract sum. The validity of the performance bond is typically until up to 12 months after the DLP or completion of the contract.

- **Post completion commitment**

System/equipment warranty

For the supply and installation of networked systems, typically the contract may include one or more of the following:

DLP	<p>We are responsible for the rectification of defects during the DLP, which ranges between 12 months and 24 months from the date of completion.</p> <p>Rectification works will need to be carried out by us with the respective subcontractors who work under our supervision, control and management. If the defect is attributable to our subcontractors, we would usually require the responsible subcontractor to perform the rectification works and the cost borne by the responsible subcontractor.</p>
System	<p>We provide warranty for the following:</p> <ul style="list-style-type: none"> - One (1) year warranty for our “Selmos” brand of lighting controller and “TrafficSens” brand of traffic light controllers. We will replace any faulty controller including installation during the warranty period at our cost; and - One (1) year warranty for our networked video surveillance system. We will replace any faulty devices or make good any faulty application software including installation during the warranty period at our cost

7. BUSINESS OVERVIEW (Cont'd)

	<p>We also provide warranty for equipment which we source from third parties. We will replace any faulty equipment during the warranty period including installation at our cost. We have back-to-back warranty arrangements with the third party equipment suppliers to replace any faulty equipment. However, we would still be required to bear the cost of physically replacing and installing the affected equipment.</p>
--	--

7.6.2 Provision of networked facilities

As at the LPD, we provide the following networked facilities:

- video surveillance system; and
- communications network.

7.6.2.1 Video surveillance system

- **Securing contracts**

We mainly secure contracts through tendering. The duration of our on-going contracts ranges from 3 years to 11 years including variation orders. See Section 7.7.2.3 of this Prospectus for further details on our on-going contracts for the provision of networked facilities.

- **Facilities**

We own the video surveillance system facilities which are leased to our customers. These facilities mainly include the following:

- video cameras at designated locations;
- monopoles and towers where relevant;
- fibre optic communications network including all communications devices for the transmission of data and connection of video cameras to a control centre;
- control centre systems including hardware such as large display monitors and computers, data storage servers and applications software for the management and display of data in real time;
- all systems and applications software to:
 - . operate the video surveillance system;
 - . collect, collate, manage, analyse and store video images and data;
 - . analyse data and carry out continuous machine learning to provide artificial intelligence features and functions; and
 - . reporting in terms of displaying real time data and provision of management reports and analytics.

7. BUSINESS OVERVIEW (Cont'd)

We regularly supply and install additional video cameras upon requests by our customers through variation orders. We also regularly install new software functions and features upon agreement with our customers through variation orders.

- **Basis of charging**

We submit invoices on a monthly basis based mainly on the number of operational video cameras installed, certified and made available for use where charges for each video camera are based on defined criteria. The charges for each video camera would have imputed the usage of all other facilities as indicated above.

- **Service-level agreement**

We typically have a SLA with our customers where we are committed to ensure the availability of the facilities based on, among others, average facility uptime per month and maximum time for restoration of services within 4 hours to 72 hours. In addition, we are required to provide technical support including round the clock phone and email support, and technical personnel to attend to faults within 4 hours to 72 hours from the time we receive notification.

For the Financial Years Under Review and up to the LPD, the average facility uptime per month was more than 98% and there were no penalties imposed as a result of unavailability of the facilities pursuant to the SLA with our customers.

- **Penalty**

We are subjected to penalty if we are unable to meet the conditions stipulated in the SLA on a monthly basis. These penalties are as follows:

Items measured*	Penalty
96.00% - 97.99%	2% from monthly payment
94.00% – 95.99%	4% from monthly payment
92.00% – 93.99%	6% from monthly payment
Below 92%	8% from monthly payment and warning letter will be issued.

* *Items measured on total uptime of video cameras that are available for use.*

Penalties are deducted from our next billing cycle.

7.6.2.2 Communications network

- **Securing contracts**

We mainly secure leasing contracts through tendering. The duration of our on-going contracts ranges from 4 years to 11 years. See Section 7.7.2.3 of this Prospectus for further details on our on-going contracts for the provision of networked facilities.

7. BUSINESS OVERVIEW *(Cont'd)*

- **Facilities**

As at the LPD, we own an approximately 400 km of fibre optic communications network with associated communications equipment to provide bandwidth to users. Our network is based on a metropolitan area network topology within the boundaries of Kuala Lumpur. We mainly provide fibre-to-the-curb while our customers would provide the last mile of connectivity to their designated premises.

- **Basis of charging**

We invoice our customers on a monthly basis based on stipulated fixed bandwidth and point-to-point connectivity.

7.7 PRODUCTS AND SERVICES

7.7.1 Supply and installation of networked systems

A networked system refers to devices that are connected to a network infrastructure including wired and wireless network connections. We are involved in the supply and installation of networked systems in public spaces mainly for networked lighting system and networked traffic management system. The public space networked system is an essential element for city development.

We carry out the following activities for supply and installation projects:

- supply of equipment including in-house developed and assembled controllers and procurement of third-party equipment and parts including metal and plastic enclosures for the controllers, LED lights, electrical wires and cables, cameras and display panels.
- installation where we commonly engage subcontractors to carry out the installation works including milling and paving the road for the installation of equipment and devices as well as connection to communication network including fibre optic communications network and wireless communication network as well as power source. We also conduct site visits to carry out surveys and preparation of utility mapping to identify buried pipes and cables to prevent damaging them which may cause harm to our workers and/or subcontractors and disrupt commercial and community activities.
- for some contracts, we also provide maintenance services including preventive and corrective maintenance. Preventive maintenance is carried out regularly mainly to inspect the system and equipment to prevent breakdowns, even if there were no signs of failure. Corrective maintenance is carried out when there is an occurrence of system or equipment failure. We provide maintenance services for some projects including DBKL networked lighting systems and DBKL networked traffic management system.

Our controllers which are key components for networked lighting systems and networked traffic management systems are designed and developed by our in-house R&D team. We carry out the design and development of the systems including applications software and also design and assembled the controllers. See Sections 7.12 and 7.11 of this Prospectus for further details on our R&D works and process flow on the design and assembly of our controllers.

7. BUSINESS OVERVIEW (Cont'd)

7.7.1.1 Networked lighting system

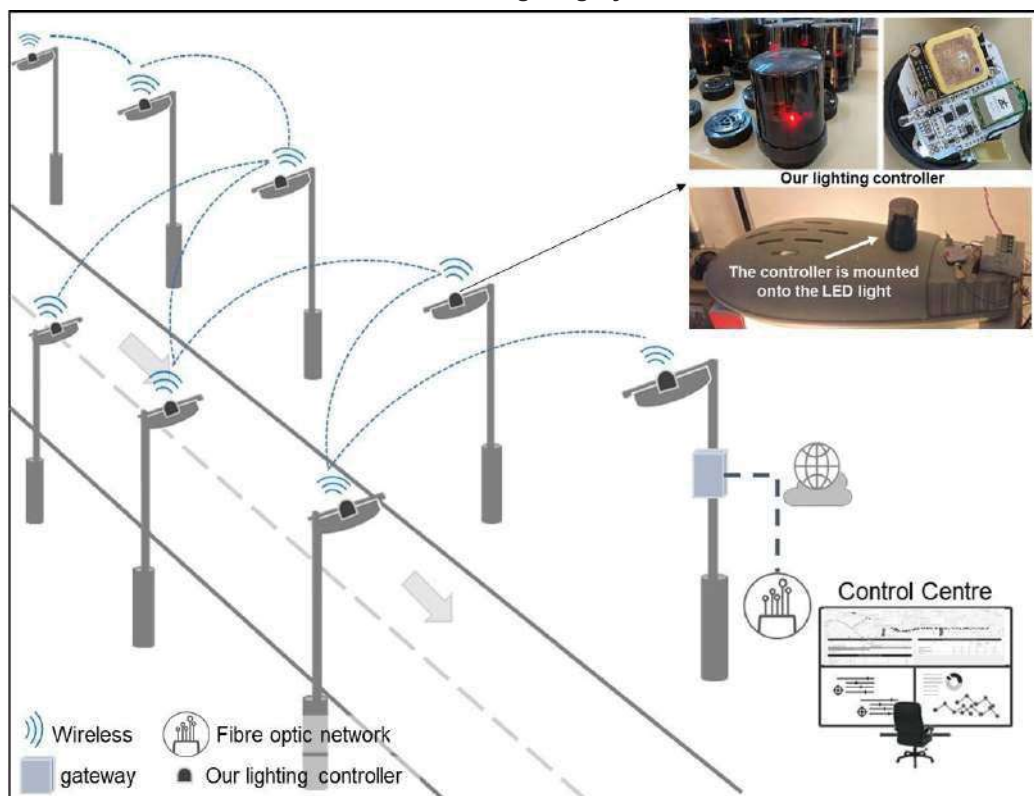
For networked lighting system, we are responsible for the supply, installation, commissioning and/or maintenance of:

- LED lights;
- controller that controls the on/off timing and amount of light, and manages and monitor the operation of each light;
- connection to a power source; and
- connection to communication network and linked to a control centre.

While the LED lights are purchased from third parties, we designed and developed the controller where we are the original design manufacturer. We developed and owned all the relevant software called "Selmos" to operate the controller as well as to manage the networking of all the lights that are installed as well as operations of the control centre.

Our networked lighting system is an adaptive and interoperable lighting solution which is facilitated by connecting the LED lights with a centralised system over communications network. This system is integrated with data collection devices including sensors and cameras which enable our customers to monitor and regulate light levels for energy saving purposes and monitor and measure the performance of the lighting system.

Networked Lighting System



For the Financial Years Under Review and FPE 30 June 2022, the types of networked lighting systems that we supplied and installed mainly comprised street and decorative lighting system, which involved the following activities:

7. BUSINESS OVERVIEW (Cont'd)

- upgrading works where we replace existing sodium lights with LED lights for street lighting;
- connection of LED lighting where each LED light is installed with a controller to serve as a node and several LED lights are configured to create a mesh network using wireless technology. There are up to 250 nodes connected to a gateway. Through each gateway, we can carry out monitoring, data logging and operation of the LED lights remotely; and
- connection of gateways to communication network to link all of the gateway and subsequently all the lightings to a control centre. Data from each gateway are transmitted to a control centre for processing, analysis and storage while at the same time, the control centre can operate and manage each set of LED lights within a gateway, or individual LED light.

Our networked lighting system is dynamic and is deployed and configured to enable the system to be controlled and managed remotely on a real-time basis. For instance, time and location detection devices are configured to facilitate switching the street lights on or off based on an adjustable timetable. In addition, the LED lights are equipped with sensors linked to the controllers to provide environmental data such as air quality on a real-time basis to facilitate data analytics and storage of data. As at the LPD, we have installed a total of approximately 45,000 LED lights including street lights, decorative and flood lights in public spaces within Kuala Lumpur and connected to a control centre over communication network.

In addition, we also supply and install decorative lighting systems in public spaces to be lit up during the festive seasons such as Hari Raya, Chinese Lunar New Year, Christmas and New Year.

LED street lights



Decorative lights



7.7.1.2 Networked traffic management system

For networked traffic management system, we are responsible for the supply, installation, commissioning and/or maintenance of:

- traffic light controllers placed on traffic light junctions; and
- connection of the traffic light controllers to communication network which linked the controllers to a control centre.

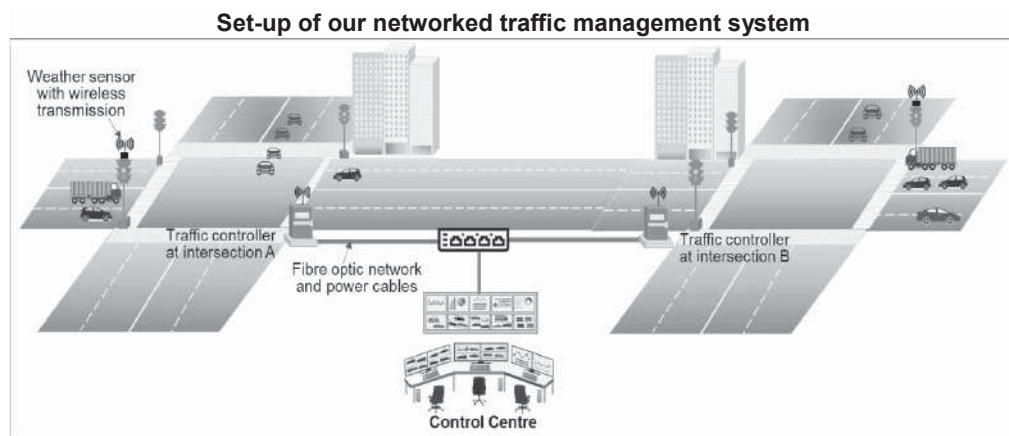
We designed and developed the controller, where we are the original design and original brand manufacturer of the traffic light controllers.

7. BUSINESS OVERVIEW (Cont'd)

We also designed and developed all the application software for traffic management embedded in the controller. We also designed and developed the software application system for the control centre to monitor and manage all the traffic light controllers.

Through our in-house R&D team, we have successfully designed and developed all the applications and systems software for our traffic light controllers which are marketed under our "TrafficSens" brand. Our R&D team continuously carry out software enhancement to improve our traffic management system as well as developments to provide new value-added features.

Our traffic management system incorporates artificial intelligence with adaptive algorithms where our software can automatically regulate in real-time signal cycles in reaction to changing traffic conditions such as the volume and speed of vehicles on nearby roads that has our traffic light controllers. Sensors are placed in strategic locations to monitor traffic conditions and the data is input into our adaptive algorithm to help regulate traffic.



As at the LPD, we have deployed approximately 390 traffic controllers in Peninsular Malaysia including Kuala Lumpur, Seremban and Johor.

In our traffic management system, we incorporated sensors including induction loops and video cameras for vehicle tracking applications.

- the induction loops are magnetic loop vehicle detectors where wires coil and magnetic core materials are embedded in the surface of the road at the intersections to detect changes in the magnetic field and conveyed to the signal controllers by the wire coils.
- video detection involves the use of video cameras where the video cameras are commonly installed on the traffic light pole or separate pole-mounted video cameras at the intersection. This is to detect vehicles and constantly monitor the traffic flow. In the event of traffic congestion, the situation can be viewed in real time and traffic lights can be reprogrammed to improve traffic flow. In addition, this also enables the enforcement agency to quickly react in case of an accident and traffic rules offenders can be tracked with video evidence.

Some of the systems design and software applications that we developed include the following:

- dynamic and real-time traffic light management system software for controlling a set of interlinked traffic lights. Our system takes into consideration real-time data obtained from attached sensors and video cameras, and will synchronise changing of traffic lights for a group of nearby traffic lights connected via a mesh network and linked to the control centre via communication network.

7. BUSINESS OVERVIEW (Cont'd)

- weather sensors mounted onto one or more traffic lights. The weather sensor can detect the amount of rainfall, haze or mist in real-time. This weather sensor communicates with our traffic light controller via wireless or wired connection.
- dynamic adjustments made to traffic light changes includes signal sequences, length of time for green, red or amber light taking into consideration the following:
 - . time for vehicles to clear the intersections;
 - . average delay time per vehicle;
 - . time gap in arriving traffic;
 - . queue length;
 - . traffic volume from various directions; and
 - . pedestrian crossing where relevant.
- perform optimisation control computation in software routines to optimise and synchronise traffic flow from various directions controlled by a set of nearby traffic lights.

We also carry out assembly and testing of our traffic controllers. Metal cabinets, processors, communication devices and electronic, electrical and mechanical parts are all sourced externally while we will download our in-house designed and developed software onto the processor to provide control, monitoring, management, processing and communications of data.

Traffic controller assembly and testing activities



7.7.1.3 Others

We are also involved in the supply, installation, commissioning and/or maintenance of video surveillance system incorporating video cameras and related equipment which are then linked to a control centre.

We are responsible for procurement and installation of third party video cameras as well as connection of the video cameras over a customer specified network which is linked to a designated control centre.

7. BUSINESS OVERVIEW (Cont'd)

7.7.1.4 Our subsisting contracts for supply and installation works for networked systems

As at the LPD, we have the following contracts for the supply and installation for networked systems segment:

Entity involved	Customer name/ Project owner	Project description	Main scope of work			Contract value ⁽¹⁾ (RM million)	Remaining contract value as at the LPD (RM million)	Start date ^{(2)/} completion date ⁽³⁾
			Supply	Commissioning and Installation	Maintenance			
ITMAX System	DBKL	Networked lighting system	√	√	207.2	10.8	August 2016/ July 2023	
STS	DBKL	Networked traffic management system	√	√	111.3 ⁽¹⁾	60.7	February 2017/ February 2026	
ITMAX System	MRT Corporation Sdn Bhd ⁽⁴⁾	Design, supply, procurement, installation, testing and commissioning of LED lighting for certain elevated stations ⁽⁶⁾	√	√	12.6	1.1	August 2018/ June 2023	
STS	TSR Bina Sdn Bhd	Networked traffic management system	√	√	0.3	0.3	February 2022 ^{(7)/} June 2023	
STS	Fixus Construction Sdn Bhd	Networked traffic management system	√	√	0.2	0.2	March 2022 ^{(8)/} May 2023	
STS	Infra Sdn Bhd	Networked traffic management system	√	√	0.2	0.2	July 2022 ^{(9)/} June 2023	
					Total	331.8	73.3	

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (1) *Include variation orders.*
- (2) *Start date based on letter of acceptance.*
- (3) *Completion date based on end date stipulated in the contract.*
- (4) *ITMAX System has been appointed as the designated supplier for three (3) supply and installation contracts undertaken by the work package contractors, as this is based on the letter of acceptance awarded by MRT Corporation Sdn Bhd.*
- (5) *The maintenance work was not included as part of the scope of work in the letter of acceptance awarded to us.*
- (6) *Refers to the networked lighting system for certain elevated stations of the rail transit system.*
- (7) *Based on the letter of award in February 2022 and is still pending site possession. We expected to commence the work in April 2023.*
- (8) *Based on the letter of award in March 2022 and is still pending site possession. We expected to commence the work in March 2023.*
- (9) *Based on the letter of award in July 2022 and is still pending site possession. We expected to commence the work in April 2023.*

7. BUSINESS OVERVIEW (Cont'd)

7.7.2 Provision of networked facilities

Our business operation model for network facilities is based on asset ownership where we charge a recurrent fee for the use of our facilities and value-added features. We provide two (2) facilities under this business model:

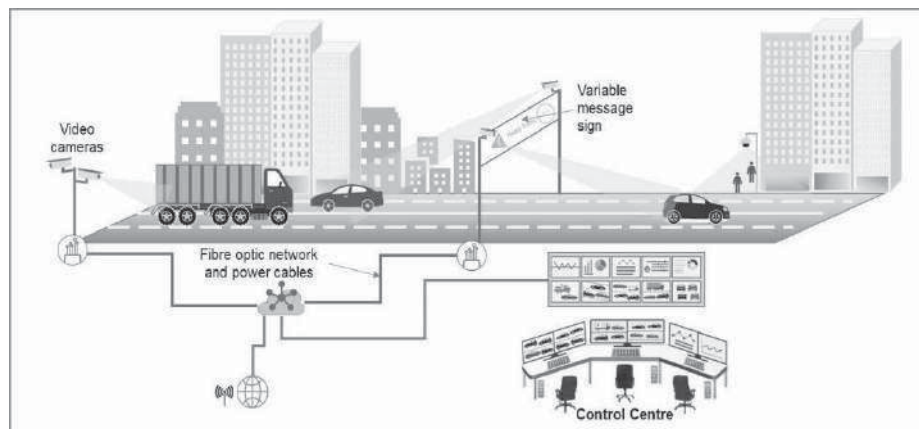
- networked video surveillance facilities; and
- communications network.

7.7.2.1 Networked video surveillance facilities

The provision of networked video surveillance facilities includes the following assets owned by us as at the LPD:

- approximately 8,600 video cameras and related infrastructure such as poles and power cables, VMS, panic buttons and speakers and some solar photovoltaic panels to power the video cameras;
-
- approximately 400 km of fibre optic communications network in Kuala Lumpur; and
-
- control centre facilities including the command centre software platform, several large display panels and computer terminals for monitoring and management of the video surveillance system including City VAS, a video analytic system, as well as data storage facilities.

Our networked video surveillance facilities



7. BUSINESS OVERVIEW (Cont'd)

Our customer's video surveillance control centre using our facilities



We designed and developed the systems and applications software for our video surveillance system running on third-party and open-source operating systems, communications protocols and utility programmes, as well as third-party facial and vehicle number plate recognition modules.

Through our in-house software development, our system is incorporated with video surveillance analytics using machine learning. The machine learning system starts with a blank slate. The system is continuously learning where the system learns what is normal for the camera's image during the day, night, weekday and weekend, as well as hour by hour for some time. After a period of time, the system starts to issue alerts and alarms on object behaviour or situations in the videos that the system has not encountered before when the system was learning for each specific event.

In this respect, we have the capabilities to offer value-added features to customers to meet their needs and requirement supported by our R&D team where we programme the system to detect motion and any other behaviour defined by the user. Our video surveillance analytic is designed to perform a various functions as indicated below:

- detection of illegal parking;
- detection of persons on a road or pedestrian;
- detection of illegal lane change;
- detection of traffic congestion;
- detection of vehicle breakdown or stop on road or roadblock;
- detection of reverse driving;
- detection of early flood warning;
- detection of concrete spillage from cement truck;
- detection of illegal advertising banner/poster/board/bunting;
- detection of illegal hawker;
- detection of large crowd gathering;
- detection of road condition including pothole and road damages;
- detection of public transport lane violation;
- detection of pedestrian walkway blockage;
- detection and monitoring of improper rubbish dumping;

7. BUSINESS OVERVIEW (Cont'd)

- detection of vehicle congestion;
- detection of persons on lane where it is illegal;
- detection of vehicle travelling in the wrong direction;
- detection of vehicle making illegal stop;
- detection of vehicle making illegal lane change;
- detection of road blockage;
- *facial recognition;
- *vehicle licence plate recognition;
- vehicle travel route tracing;
- monitoring river water level;
- tracking and monitoring vehicle owned by local government; and
- conveying estimated travel time and weather forecast on VMS.

Note:

- * These functions include third-party modules.

Our integrated management system platform

Our “City Crew” is an integrated management system that integrates our networked lighting, traffic management and video surveillance systems into one platform. Our platform is designed with a single sign on authentication to enable users to securely access multiple applications and systems using only one set of authentication data.

This is a secured platform management system and the access to the function of this platform via human machine interface (“HMI”) with the use of a graphical environment to display information effectively. Our integrated platform management system is designed to provide the following functions:

- provide real time view of various networked systems;
- enable remote monitoring and control from authorised console;
- interface to proprietary systems which allows users to analyse multiple access points in real time and react in case of any event is triggered; and
- video images recorded and storage for video analytic applications for those networked systems with video cameras mainly networked video surveillance and networked traffic management systems. This enables the users to perform various video analytics such as people counting, vehicle counting and crowd detection;

Our integrated platform management system is also incorporated with the interactive maps, where the networked system with video cameras, traffic lights and street lights of the areas can enable alarms to be displayed on the map at the control centre which can be easily identified and approached quickly.

7.7.2.2 Communications networks

We are a registered individual licenced NFP and NSP as well as a registered class licence for ASP with the MCMC. Our licences allow us to own and operate our fibre optics communications network and related equipment, and telecommunication towers and monopoles, and provide telecommunications bandwidth.

We have two (2) key assets that we charge customers for their usage, namely fibre optic communications network and telecommunication towers and monopoles.

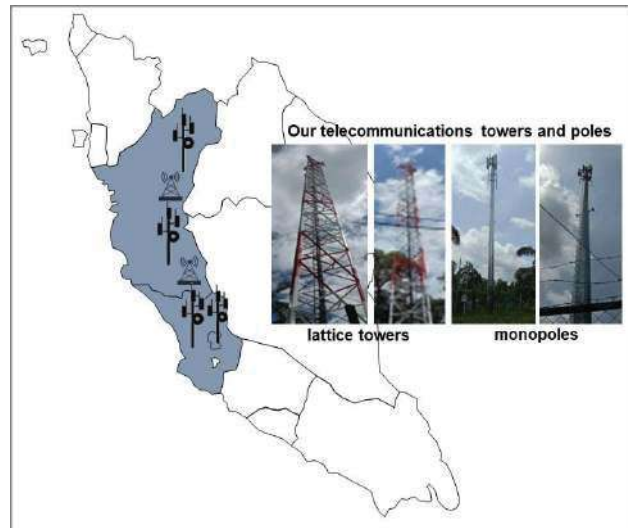
7. BUSINESS OVERVIEW (Cont'd)

- **Fibre optic communications network:** As at the LPD, we own an approximate 400 km fibre optic telecommunications network in Kuala Lumpur which is for our own use as well as for use by third-party customers. Customers are charged a fee based on the bandwidth required. Our fibre optic communications network is configured in a ring topology with optical signal generators, repeaters, routers, hubs, switches and terminations placed at strategic locations for the transmission of data. Our network is based on a 48-core optic fibre cable and is all below ground.
- **Telecommunication towers and monopoles:**

We construct and own telecommunication towers and monopoles at locations based on the request of wireless telecommunication companies. We will subsequently charge a fee for the telecommunication companies to install their wireless equipment on our towers and poles.

We are responsible for obtaining all necessary approvals and space rental to install the towers or poles at each location, while we would procure the towers and poles based on our specifications from third parties

and subcontract out the installation work. As at the LPD, we have 14 telecommunication monopoles and two (2) towers located in Perak, and 1 monopole in Selangor.



7. BUSINESS OVERVIEW (Cont'd)

7.7.2.3 Our subsisting contracts for provision of network facilities

As at the LPD, we have the following contracts for the provision of network facilities:

Entity involved	Customer name/ Project owner	Project description	Contract value (RM million)	Remaining contract value as at the LPD (RM million)	Start date ^{(2)/} completion or end date ⁽³⁾
ITMAX System	DBKL	Networked video surveillance facilities	528.1 ⁽¹⁾	438.9	June 2018/ June 2029
ITMAX System	U Mobile Sdn Bhd	Perak communications network (mainly telecommunication towers and monopoles)	1.7	1.2	November 2020/ December 2027
ITMAX System	Webe Digital Sdn Bhd	Perak and Kuala Lumpur communications network (mainly telecommunication towers and monopoles)	4.7 ⁽⁶⁾	3.6	December 2019/ March 2032
ITMAX System	Ministry of Home Affairs	Video surveillance facilities for the PDRM lockup facilities for the southern zone of Peninsular Malaysia ⁽⁶⁾	22.1	19.4	April 2021/ May 2025 ⁽⁷⁾
ITMAX System	U Mobile Sdn Bhd	KL dark fibre optic communications network	0.6	0.6	August 2021/ August 2031
ITMAX System	U Mobile Sdn Bhd	Communications network (telecommunication monopole for 1 site) in Selangor	0.3	0.3	January 2021/ January 2028
ITMAX System	Digital Nasional Berhad	Telecommunication sites and infrastructure leasing for 10 sites in Kuala Lumpur	3.0	3.0	January 2022/ July 2029
ITMAX System	Permata Alasan (M) Sdn Bhd	Ampwalk video surveillance facilities	0.3	Note (4)	May 2021/ May 2026
ITMAX System	Norangkasa Enterprise Sdn Bhd	Communications network	6.7	2.6	October 2019/ September 2024
STS	Norangkasa Enterprise Sdn Bhd	Video surveillance facilities for the PDRM lockup facilities for the northern zone of Peninsular Malaysia ⁽⁶⁾	21.2	18.6	April 2021/ April 2024
		Total	588.7	488.2	

7. BUSINESS OVERVIEW (Cont'd)

Notes:

- (1) *Include variation orders.*
- (2) *Start date based on letter of acceptance.*
- (3) *Based on the end date stipulated in the respective contract.*
- (4) *The contract value of RM0.3 million for this project has been fully recognised in the FYE 31 December 2021 in accordance with the accounting standards as the main performance obligations of the contract have been fulfilled as at 31 December 2021 notwithstanding our obligation to provide maintenance services up to 2026.*
- (5) *We secured the contract via tender from the Ministry of Home Affairs for the video surveillance facilities for PDRM lockup facilities for the southern zone of Peninsular Malaysia. On the other hand, Norangkasa Enterprise Sdn Bhd secured the contract via tender from the Ministry of Home Affairs for the video surveillance facilities for PDRM lockup facilities for the northern zone of Peninsular Malaysia, and subsequently subcontracted the provision of networked video surveillance facilities to STS.*
- (6) *Comprising the letters of offer for the leasing of telecommunication towers and monopoles in Perak and Kuala Lumpur with contract period from December 2019 to October 2030 (Perak) and from April 2022 to April 2032 (Kuala Lumpur) respectively.*
- e(7) *In August 2022, we obtained extension of time from the customer in relation to the installation of video surveillance facilities as additional time was required to coordinate the testing and commissioning of the facilities for multiple stations simultaneously as the testing and commissioning are to be carried out by our team with the presence of a person-in-charge from each station and a representative from PDRM's information technology department.*

7. BUSINESS OVERVIEW (Cont'd)**7.7.3 Other related business activities**

We also offer related products to complement our two (2) key business segments in the provision of public space networked systems. This includes the supply of UPS that are sourced from third parties, sales of our traffic controllers as well as development of an underground utility management software system.

As at the LPD, we have the following contracts for the supply of related products:

Entity involved	Customer name	Project description	Contract value⁽¹⁾ (RM million)	Remaining contract value as at the LPD (RM million)	Start date⁽²⁾/ completion date⁽³⁾
STS	Vision Path Sdn Bhd	Development of underground utility management software including digitalisation and integration of underground utility maps ⁽⁴⁾	37.0	34.3	June 2022/ June 2025
ITMAX System	Tenaga Nasional Berhad	Supply of tubular steel poles	2.1	1.8	January 2021 ⁽⁵⁾ / January 2023
		Total	39.1	36.1	

Notes:

- (1) Include variation orders.
- (2) Start date based on letter of acceptance.
- (3) Completion date based on end date stipulated in the contract.
- (4) Our scope of works covers study of user requirements, system design and development including data digitalisation as well as configuration and integration for web application.
- (5) This was based on the letter of award in January 2021 and yet to commence the supply as we were negotiating with the customer for price revision. Subsequently in July 2022, we received the addendum following the negotiation with the customer for the commencement of supply.

7. BUSINESS OVERVIEW (Cont'd)

7.7.4 Our completed projects

Since we commenced the supply and installation of traffic management system in 2013 and up to the LPD, we have successfully completed the following projects:

Entity involved	Customer name/ Project owner	Project description	Main scope of work			Contract value ⁽¹⁾ (RM million)	Start date ^{(2)/} completion date ⁽³⁾
			Supply	Installation and Commissioning	Maintenance		
ITMAX System	PPJ	Maintenance of traffic light control system			√	2.4	January 2013/ June 2014
ITMAX System	DBKL	Supply, installation and commissioning of isolated intersection traffic control system to replace existing system and to connect the new system to the control centre	√	√		5.9	March 2013/ April 2014
ITMAX System	DBKL	Supply, installation and modification of traffic control system	√	√		1.0	June 2014/ June 2016
ITMAX System	DBKL	Supply, installation and modification of traffic control system	√	√		1.0	June 2014/ June 2016
ITMAX System	DBKL	Maintenance of traffic control system			√	1.0	November 2014/ October 2016
ITMAX System	DBKL	Maintenance of traffic control system			√	1.0	November 2014/ October 2016
ITMAX System	Majlis Bandaraya Petaling Jaya	Supply, installation and commissioning of traffic management related equipment	√	√		0.9	October 2014/ January 2015
ITMAX System	Avac's Electrical	Supply and installation of traffic management system	√	√		3.0	July 2015 / October 2016

7. BUSINESS OVERVIEW (Cont'd)

Entity involved	Customer name/ Project owner	Project description	Main scope of work			Contract value ⁽¹⁾ (RM million)	Start date ^{(2)/} completion date ⁽³⁾
			Supply	Installation and Commissioning	Maintenance		
ITMAX System	Technical Electrical Power	Supply and installation of traffic management system	√	√		0.3	July 2015/ September 2015
ITMAX System	Selewa Maju Sdn Bhd	Supply and installation of decorative lightings	√	√		2.6	August 2015/ May 2017
ITMAX System	Tekas Jaya Sdn Bhd	Supply and installation of decorative lightings	√	√		2.2	September 2015/ September 2016
ITMAX System	DBKL	Maintenance of traffic control system			√	1.0	February 2016/ February 2018
ITMAX System	Selewa Maju Sdn Bhd	Supply and installation of LED lightings	√	√		0.9	March 2016/ October 2017
STS	DBKL	Supply, installation and maintenance of decorative lightings	√	√	√	15.7	August 2016/ July 2021
ITMAX System	Jabatan Pengairan Dan Saliran Negeri Melaka	Maintenance of telemetry stations and flood monitoring server system			√	Note (4)	March 2017/ October 2017
ITMAX System	Slumber One Services	Supply and installation of traffic management system	√	√		0.5	September 2017/ December 2017
ITMAX System	MRT Corporation Sdn Bhd	Supply of UPS	√			12.8	April 2019/ November 2021
ITMAX System	DBKK	Maintenance of street lighting			√	5.0	September 2019/ August 2021

7. BUSINESS OVERVIEW (Cont'd)

Entity involved	Customer name/ Project owner	Project description	Main scope of work			Contract value ⁽¹⁾ (RM million)	Start date ^{(2)/} completion date ⁽³⁾
			Supply	Installation and Commissioning	Maintenance		
STS	Fixus Construction Sdn Bhd	Supply and installation of traffic light controllers	√	√		1.1	March 2020/ October 2020
ITMAX System	Nirvana Memorial Park Sdn Bhd	Supply and installation of temperature detector machine	√	√		Note (5)	August 2020/ August 2020
ITMAX System	Bank Kerjasama Rakyat Malaysia Berhad	Supply and installation of electronic security system	√	√		Note (6)	September 2020/ December 2020
ITMAX System	Dewan Bandaraya Kuching Utara	Upgrading of street lighting system	√	√		0.4	October 2020/ December 2020
ITMAX System	Pima Tech Services Sdn Bhd	Cabling and ducting work	√	√		0.1	July 2021/ September 2021
ITMAX System	Yuta Maju Sdn Bhd	Supply and installation of traffic light controllers	√	√		0.2	March 2021 ^{(7)/} July 2022
					Total	59.1	

Notes:

- (1) Include variation orders.
(2) Start date based on letter of acceptance.
(3) Completion date based on end date stipulated in the contract.
(4) Refers to project value of approximately RM19,000.
(5) Refers to project value of approximately RM8,000.
(6) Refers to project value of approximately RM29,000.
(7) Based on the letter of acceptance in March 2021 and the site was not ready for the supply. Subsequently in July 2022, we obtained the instruction for the site availability for us to supply.

7. BUSINESS OVERVIEW *(Cont'd)*

7.8 OPERATIONAL FACILITIES

As at the LPD, details of our head office and operational facilities, all of which are rented, are as follows:

<u>Entity</u>	<u>Main function</u>	<u>Location of facilities</u>	<u>Approximate built-up area (sq.ft.)</u>
ITMAX System	Head office	No. 30-G & 30-3, Jalan Radin Bagus 3, Seri Petaling, 57000 Kuala Lumpur	3,840
	Project office	No. 37-1, Jalan Radin Bagus, Seri Petaling, Kuala Lumpur	2,400
	Administrative office	Level 3 Block B, KK Times Square, Signature Office, Off Coastal Highway, 88100 Kota Kinabalu, Sabah	137
STS	R&D and administrative office	No. 30-1 & 30-2, Jalan Radin Bagus 3, Seri Petaling, 57000 Kuala Lumpur	3,840
	Assembly facility	Block M2, UPM-MTDC Technology Centre, Universiti Putra Malaysia, 43400 Serdang, Selangor Darul Ehsan	2,506

See Section 7.23 of this Prospectus for further details on our material properties.

7.9 MACHINERY AND EQUIPMENT

As at 30 June 2022, the key machinery and equipment for our operations are as follows:

	<u>Quantity</u>	<u>Audited NBV as at 30 June 2022 (RM'000)</u>
Telecommunication towers and monopoles	17 units	1,791
Fibre optic communications network	Approximately 400 km	22,324
Video cameras and related facilities	Note (1)	56,072

Note:

(1) *Comprising approximately 8,600 video cameras, control centre facilities including the command centre software platform, large display panels and computer terminals as well as data storage servers.*

7.10 PRODUCTION CAPACITY AND UTILISATION

The assembly of control and management systems mainly for the lighting controllers and traffic light controllers are based on planned work orders and not for mass production. As such, production capacity and utilisation are not applicable to us.

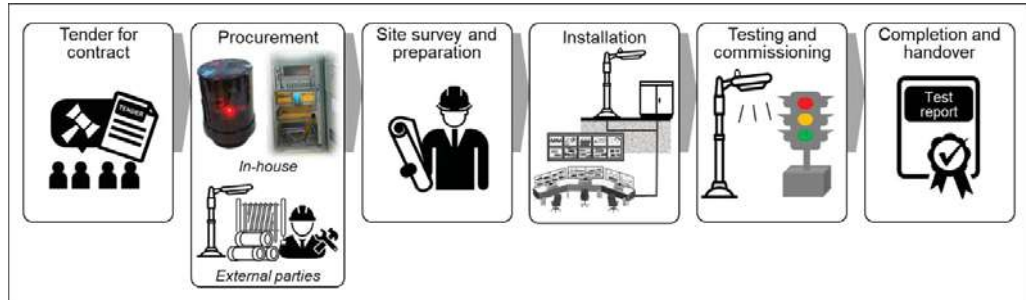
7. BUSINESS OVERVIEW (Cont'd)

7.11 PROCESS FLOW

7.11.1 Supply and installation of networked systems

As at the LPD, the public space networked systems we supply and install include networked lighting systems and networked traffic management systems.

The general process flow of the supply and installation of networked systems is as follows:



The implementation of our projects typically consists of six (6) phases namely tender of contract, procurement, site survey and preparation, installation, testing and commissioning, as well as completion and handover. The duration of the tender process generally ranges from 3 to 6 months. The duration from the awarding of the contract up to completion of installation based on one work order typically takes between 6 to 12 months and there may be multiple work orders issued during the contract period.

Tender for contract

The contracts of our projects are secured through tendering which may include invitations from prospective customers to either tender or request for quotation.

Our decision to participate in the tendering process is based on the preliminary assessment conducted by our team to evaluate, among others, contract terms and the feasibility of the project before participating in the tender or providing a quotation.

Once we have decided to bid, we will commence the preparation of tender documents, which involves site investigation, costing, budgeting, project scheduling, and resource planning including manpower and supply of materials. We will submit the commercial proposal with the final pricing together with our technical proposal, as well as the supporting documents and tender bond.

Procurement

The contract is deemed secured when we receive the letter of award, after which we will proceed to project planning and procurement of materials. Project planning will be conducted by the relevant project department, depending on the types of networked systems. The relevant project department will undertake scheduling and planning, as well as reviewing of design, contract terms and budget.

7. BUSINESS OVERVIEW (Cont'd)

Procurement involves the following:

- materials for the networked systems. The lighting and traffic light controllers are manufactured in-house, while all other products, parts and components such as LED lights are externally sourced. See Section 7.11.2 of this Prospectus for further details on our manufacturing of lighting and traffic light controllers.
- installation materials and labour which we source from external suppliers. Some examples include cables, pipes, signboards, hiring of tools, machinery and equipment, contracting labour and appointment of subcontractors. The appointment of subcontractors will be based on criteria such as timeliness of delivery, quality and pricing.

Site survey and preparation

During this stage, we will liaise with the local authority such as DBKL to obtain all the necessary approvals before the commencement of installation works.

We conduct a site visit to survey the installation site and prepare utility mapping to identify buried pipes and cables beneath the ground, to prevent damaging existing utilities. We carry out site preparation works for the placement of the traffic controllers and street lights, as well as installation of underground communications cable to connect to our fibre optic MAN and power cables for connection to feeder pillars. We also establish staging areas for machinery, equipment and materials.

Installation

After getting all relevant approvals from the authorities, we commence the installation work of laying the underground power and fibre optic cables through the set-up of the pipeline route that follows the approved drawing plan and specification of the contract. We engage subcontractors to carry out installations of cables, pipelines and jointing under the supervision of our project manager to ensure compliance with design and specifications, quality, safety and timely installation works. The installation of underground cables can be done either in open trenches or through a trenchless method known as Horizontal Directional Drilling (“HDD”). The selection of method depends on the cable types and sizes, the environment of the location and/or tender specifications.

We will then coordinate with TNB to connect our power cables to the feeder pillar. In the event that the feeder pillar is not installed previously, we will be responsible for the supply, installation, testing and commissioning of feeder pillars under the supervision of TNB.

We will also connect the lighting and traffic light controllers to our MAN, which ultimately links to a control centre.

Testing and commissioning

Upon completion of the installation work, we would conduct inspection and testing before backfilling and dressing the excavated trenches or pits with sand. After laying the thick sand bed over the cables, we place brick above the sand bed to provide mechanical strength to the cable. We will then fill the trench with soft soil followed by hard soil. Dressing will be applied to the soil, before restoring the road to its former condition through milling and paving. For HDD, there will be limited backfilling and dressing.

A final testing will be conducted before the commissioning of the networked systems. Some tests include simulation and burn-in tests where the networked systems will be operated for five (5) days to detect early failures. Upon successful testing, the facilities will be commissioned. Testing and commissioning are done with our customers as part of their final approval process.

7. BUSINESS OVERVIEW (Cont'd)

Completion and handover

After the final inspection, testing and commissioning, the project will be officially handed over to our customer. We will submit all relevant documents such as all test certificates to the relevant parties as proof of completion of work. All tests carried out would be as prescribed in the latest edition of the IEE Wiring Regulations and the Electricity (Board Supplier) Rules.

The project is deemed to be completed upon receiving the completion certificate or test report in which our customers certify the work has been completed in accordance with all requirements and passed all necessary tests.

Depending on the contract, we are liable for the rectification of defects during the DLP, which mainly ranges between 12 to 24 months after the date of completion, which is determined based on the work done certified by customers. The project is deemed fully completed upon expiration of the DLP where the final retention sum can be claimed.

Maintenance

For some contracts, we also provide maintenance services including preventive and corrective maintenance. Preventive maintenance is carried out regularly mainly to inspect the system and equipment to prevent breakdowns, even if there were no signs of failure. Corrective maintenance is carried out when there is an occurrence of system or equipment failure.

For the maintenance portion of the contract, we will submit invoices on a monthly basis mainly for preventive maintenance based on defined criteria including number of devices installed, operating and maintained during the month at the predetermined rate as per the contract. While for the corrective maintenance, we will carry out the works based on work order issued by customers. Subsequently, we will submit claims on the maintenance and repair works completed.

7. BUSINESS OVERVIEW (Cont'd)

7.11.2 Manufacturing of lighting and traffic light controllers

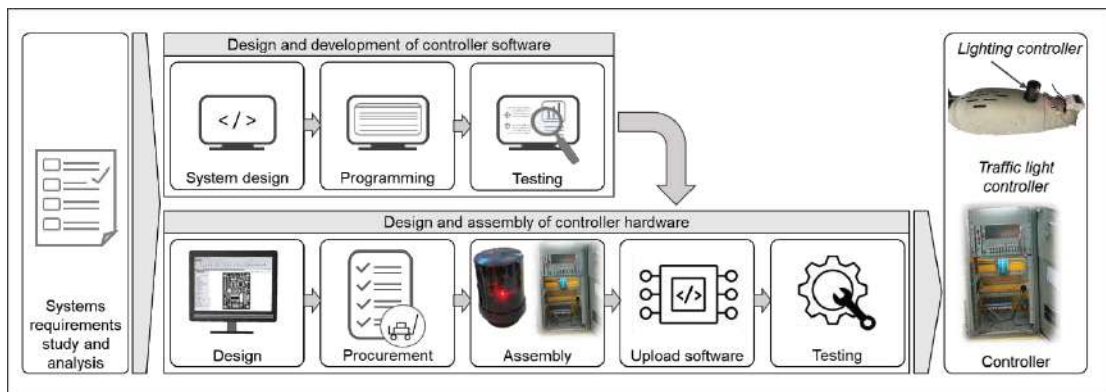
We designed and developed the lighting and traffic light controllers, where we are the original design and brand manufacturer, and the designer and developer of systems and application software embedded in the controller.

It took us approximately 2 years for the initial design and development of the application and systems software and hardware for the lighting and traffic light controllers, as well as integration and connection to a control centre. Our software design and development included system design, programming and testing. We designed the hardware incorporating design of printed circuit board assembly and connectivity to all necessary electrical, electronic and mechanical parts and components. The completed software and hardware were subsequently integrated and the final product tested. Once the lighting and traffic light controller were fully tested, they were ready for commercialisation and implementation.

Subsequently for each new customer, we will need to carry out customisation of the software and hardware to meet each customer's requirements and specifications. This customisation process typically takes one (1) to three (3) months before they are ready for production comprising procurement of materials, assembly of all materials, parts and components, uploading of the customised software into the hardware, and testing of the finished product.

Our production of lighting or traffic light controllers will depend on the quantity specified in each work order. Typically, we require one (1) to three (3) weeks to fully assemble and test either the lighting or traffic light controller for each work order. On completion of the assembly and testing process, the lighting or traffic light controllers will be stored as inventory ready for deployment and installation at various locations specified by our customer.

The general process flow for the manufacturing of lighting and traffic light controllers is as follows:



The manufacturing process of new controllers will first start with carrying out a systems requirement study to draw up the functional specifications based on customer requirements, as well as from an assessment of market needs. A requirement analysis will also be carried out to ensure both hardware and software are aligned with the goals and objectives of the controller.

The manufacturing process is segmented into two (2) main areas:

- design and development of the controller software; and
- design and assembly of the controller hardware.

7. BUSINESS OVERVIEW (Cont'd)

Design and development of controller software

- **System design**

At the system design stage, our in-house R&D team would prepare a software requirements specification or SRS to document the specifications for the systems and applications software, and network requirement for the new system. The SRS will also specify the final product's functional and non-functional requirements, implementation constraints, as well as use case which describes how end-users will use the system.

Next, we will outline the details for operating systems, systems utilities and interfaces, user interfaces, databases, communications protocol and interfaces, and systems, applications and network security.

- **Programming**

Using the systems design and functional specifications, we will carry out the programming. The programming work will be divided into modules which are subsections of the overall applications software system that focuses on specific functions and features.

Some of the key modules include:

- process and control module including real-time collecting, monitoring, logging and processing data, and operating the lights such as turning on the street light or changing the traffic light from red to green;
- gateway module to facilitate collection and transmission of data from several linked controllers with the control centre; and
- communications module to provide transmission and reception of data using agreed protocols.

Unit testing of each programme is carried out independently to eliminate bugs at the coding level as well as to minimise logic errors.

- **Testing**

Once all the programmes have been successfully tested at their respective unit level, they would be integrated and we would carry out systems testing and verify that all functions and features functioning properly and are according to systems and functional design and specifications.

Systems testing is carried out by a separate team and will be based on documented testing routines to validate the performance of the system. Test results are documented and any defects and weaknesses are fixed in the respective programme before the system is re-run and tested again. The testing will continue until no errors or weaknesses are evident.

Once the system is tested to be error and weakness free, we would carry out a user acceptance testing. Since the lighting and traffic management systems are proprietary to us, user testing will be carried out with someone internal who is familiar with the operations of the controllers but not involved in the design and development of the software.

Upon successful user acceptance testing, the controller software will then be uploaded into the processor of the controller.

7. BUSINESS OVERVIEW (Cont'd)

Design and assembly of controller hardware

- **Design**

Based on the systems requirement study and analysis, our R&D team will carry out the design of the circuitry for the printed circuit board including the placement locations of semiconductor components and parts such as resistors and transistors. Subsequently, the whole circuitry including the placement of bulky electrical parts is also incorporated. The final design will include other electronic parts such as sensors, as well as mechanical parts and the product enclosure.

- **Procurement**

After the design phase, we will select a manufacturer to produce our PCBA. We would also procure the necessary parts and components such as electrical and electronic components, electrical wiring and harnesses, as well as plastic and metal parts, and casing from external suppliers. All input materials are inspected visually upon receipt to ensure there are no visible defects.

- **Assembly**

Our assembly process commonly involves two (2) main steps, namely subassembly and final electromechanical assembly.

Our subassembly involves the combination of various parts and components to form a module as part of the overall controller hardware. An example of a subassembly process is to assemble the power supply board, PCBA, processors, memory, sensors, communication ports, and a wireless transmitter and receiver to form the mesh network for connectivity. We carry out in-process electrical and electronic testing of various subassembly modules before the final assembly of the controller hardware.

The next assembly process is the electromechanical assembly of all electrical and electronic subassembly modules and other parts. The electrical assembly part is mainly focused on wiring to connect all the relevant parts and modules, including optimising the routing of all wires, cables and harnesses to optimally fit into the final assembly as well as taking into consideration safety issues. The next step is the mechanical assembly and installation of various subassembly modules, parts, components and outer casings to form the final controller.

- **Upload software**

Once the controller hardware is assembled, the developed controlled software will be downloaded into memory inside the controller hardware. The embedded software will carry out all the processing, management and operations of the controller including transmitting data between the controller processor and the gateway using either wireless or fixed-line communications protocol.

- **Testing**

The final assembled product goes through a series of visual inspections and testing upon completion. Visual inspection is mainly to check that the final system is properly assembled and there are no visual imperfections including surface damages such as scratches or dents. System and product testing will then be conducted to validate the complete and full integrated systems.

7. BUSINESS OVERVIEW (Cont'd)

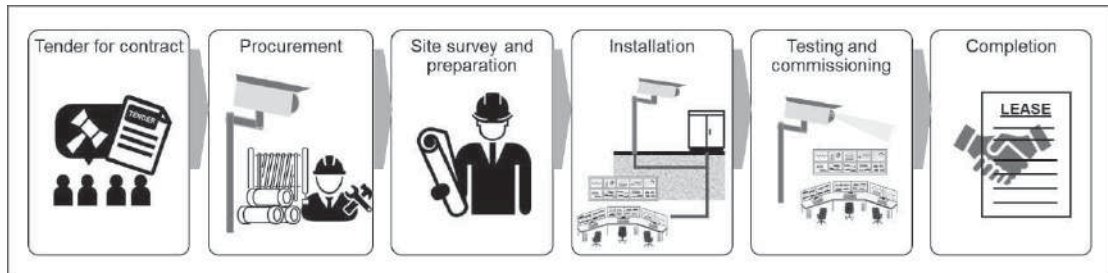
Next, the controller is mounted onto the LED light on the top of the lamp for the lighting system. Some functions of lighting controllers include controlling the on/off timing and amount of light, as well as managing and monitoring the operation of each light.

For the traffic management system, the controller will be connected to the traffic light for testing including simulations of various situations and events. Some of these include simulation to determine signal sequences in relation to switching time to accommodate the arrival of vehicles, as well as adjustments in response to weather conditions.

A user acceptance test is conducted on all system functions internally to test for system robustness under usage.

7.11.3 Provision of video surveillance facilities

The general process flow for the provision of video surveillance facilities is as follows:



The process is similar to the installation of networked systems processes described in Section 7.10.1 of this Prospectus, except for the following:

- contracts that we tender relate to the use of our assets. Generally, the duration for new tender will take about three (3) to six (6) months depending on the size of project while the duration of our contracts for the provision of video surveillance facilities ranges from 3 years to 11 years. See Section 7.7.2.3 of this Prospectus for further details on our on-going contracts for the provision of networked facilities;
- procurement involves different materials. For video surveillance facilities, the materials procured include video cameras, control room equipment, video streamers and encoders. The video cameras are purchased together with relevant semiconductors such as processors, memory for storage, network and connectivity interfaces, as well as power management. Depending on contract, we also procure the related infrastructure such as poles, power cables and VMS. Once we secured the contract, we will commence the procurement including placing orders for the purchase of materials from external suppliers and internal assembled controllers in order to meet the planned installation;
- software is developed in-house to compress, store and transmit images over the communication network. Some examples of software functions include facial recognition, vehicle number plate recognition, and remote control of the functions of video cameras including pan, tilt and zoom. With the exceptions of facial recognition and vehicle number plate recognition, all application software is developed in-house. The software will be embedded into the video cameras, instead of a controller;

7. BUSINESS OVERVIEW (Cont'd)

- at the completion stage, the project will be leased to the customer after final inspection, testing and commissioning. We will ensure that all conditions agreed in the contract are complied with. Some key conditions include obtaining the necessary approvals, permits or licences from relevant authorities. For example, for the provision of video surveillance facilities, we took about 2 years from planning and up to installation of facilities including video cameras and related infrastructures as well as control centre facilities where we only started to charge the use of facilities in October 2020 while the contract started in 2018; and
- in the event any additional works are required, we will be provided with the variation orders, which include potential pricing increases which shall be agreed upon by our customer in writing prior to commencement of work.

7.12 R&D

We carry out R&D through STS. Our R&D expenditure comprising mainly resources costs of our R&D staff were approximately RM20,000, RM0.2 million, RM0.7 million and RM0.4 million for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively, representing 0.3%, 0.8%, 1.3% and 1.3% of our GP, respectively.

Our Group conducts R&D activities on a continuous basis in view of the evolving technological landscape. Our R&D activities are focused in the following areas:

- controllers;
- user applications software systems;
- system management software; and
- machine learning and artificial intelligence.

7.12.1 Controllers

We carry out R&D for our lighting and traffic controllers. Our R&D for the controllers have been successful and are currently installed in various locations mainly in Kuala Lumpur. We have also successfully obtained patents for two (2) modules of our traffic management system while the patents for various modules of our lighting controllers and traffic management controllers are pending approval. See Section 7.22 of this Prospectus for further details on our patents.

Our lighting controllers are installed mainly onto LED streetlights in public spaces, while our traffic light management controllers are installed on the curb of road junctions to manage the timing of traffic light changes. These controllers are also networked via our fibre optic MAN as well as third-party networks and linked to their respective control centres. Our controllers are incorporated into our networked lighting and traffic management systems that we supply and installed for the Financial Years Under Review.

We carry out R&D activities for our lighting controllers which include the following:

- systems and electrical circuitry design including placements of semiconductor components, and electrical and electronic parts;
- design of external housing taking into consideration exposure to environmental factors such as rain, dust and ultraviolet rays;
- integration of cameras and sensors that measure in real time environmental factors including noise and air quality;

7. BUSINESS OVERVIEW (Cont'd)

- integration of wireless communications module to send data collected by the controller and receiving data from the control centre via a nearby communications gateway which is connected to our MAN as well as third-party networks and linked to the control centre.
- design of short-range wireless mesh network to link approximately 250 controllers to one communications gateway within a defined area; and
- designing and developing all the systems, applications and embedded software to control and monitor lighting, monitor sensors, provide communications and transferring data to the control centre.

We carry out R&D activities for traffic management controller which include the following:

- development of optimisation routines (algorithms) for junction coordination which is to synchronise several nearby traffic lights to minimise congestions or build-up of vehicles in any traffic light junction. We mainly utilise queuing and optimal control theory to optimise the objective function of safe and smooth traffic flow within a dynamic environment with real time variables such as vehicle volume, speed of vehicles, human reaction time and weather conditions within the area being managed;
- systems, and electrical and electronic circuitry design including placements of semiconductor components and electrical parts, and integration of sensors;
- design of cabinets with internal fixtures to safely accommodate and organise all the electronic, electrical and mechanical parts;
- integration of module to receive data from sensors such as weather sensors to detect and measure rain, haze or mists;
- designing and developing the traffic management application software to synchronise light change sequences among connected traffic lights in a defined area;
- connection of the traffic controller to our MAN for communications with the control centre; and
- integration of communications devices to send data collected by the controller and receiving data from the control centre via our MAN linked to the control centre.

7.12.2 Systems, applications and communications software

We also carry out R&D of systems, applications and communications software, which are used in the following:

- embedded in our lighting and traffic management controllers to control the various functions of the controller;
- used in our operations and management of networked video surveillance, lighting and traffic management systems including the video surveillance control centre;
- integration of various functions including facial and vehicle number plate recognition that includes third-party modules for our video surveillance system; and

7. BUSINESS OVERVIEW (Cont'd)

- integration of wireless and fixed-line communications modules for connectivity to our MAN.

Our traffic management controller in various stages of fabrication and testing



7.12.3 Artificial intelligence and machine learning

We carry out R&D on artificial intelligence mainly based on machine learning for our video surveillance system. Our artificial intelligence is focused on automatically capturing and detecting events and providing alerts. As at the LPD, our video surveillance artificial intelligence is designed to perform 27 functions in real time. See Section 7.7.2.1 for a series of functions which our video surveillance analytic system is able to perform.

We will continue to carry out R&D for other events to provide alerts such that authorities are able to take remedial actions promptly. As at the LPD, some of the R&D activities that we are carrying out include identifying the following events:

- accidents and to categorise them as minor or major; and
- air quality detection.

Our artificial intelligence is based on a continuous process of machine learning to increase the accuracy of identifying events. Our method of machine learning is based on collecting live data over a period of time, commonly a year or more, and feeding them into a programme to establish presence of various criteria as identification for a particular event. The data are then stored and will be used as the benchmark to identify events in real-time video streams.

Our video surveillance and traffic management system, uses both machine learning that relies on past data to provide the benchmark or the base information, followed by deep learning based on real-time life operation for improved intelligence.

7.12.4 Other ongoing and planned R&D

In addition, we carry out R&D for the following systems and applications:

- City Help: A mobile application system to enable users to view video surveillance images in real time and receive notifications of incidences or events, announcements and disaster warnings;
- City VAS: A video analytic system incorporating cloud services comprising data storage, utility functions (such as sorting data, carrying out statistical calculations or drawing charts) and applications system to enable users to carry out their own analytics;

7. BUSINESS OVERVIEW (Cont'd)

- City Park: A parking application system incorporating analytics of stored traffic data for construction of enclosed and open parking facilities;
- City RATS: An analytics and recognition traffic system that uses data analytics of stored traffic information and IoT such as sensors to facilitate a fully automated and smart traffic system;
- City Underground: An application system for mapping and managing underground utility cables and pipes; and
- City Smart Campus: A comprehensive system which connects devices, applications and the users to improve efficiencies and enhance students' and staffs' experience on campus.

The details of our R&D for the systems and applications are as follows:

Systems and applications	Commencement date / completion dates	Expenditure incurred / expected to be incurred (RM'000)	Status	Target commercialisation date
City Help	July 2022 / January 2023	185	On-going	March 2023
City VAS	August 2019 / February 2023	743	On-going	March 2023
City Park	April 2023 / December 2023	368	Planned	February 2024
City RATS	August 2022 / March 2023	312	Planned	June 2023
City Underground	July 2022 / January 2023	760	On-going	March 2023
City Smart Campus	February 2023 / February 2024	1,058	Planned	May 2024

7.13 TECHNOLOGIES USED

The technologies that we use are mainly in the following areas:

- computer systems and software;
- communications;
- information and data analytics;
- mathematical formulations and theories;
- artificial intelligence and machine learning; and
- electrical and electronics.

7.13.1 Computer systems and software

We use various programming languages (such as C, Java, Python and .Net for our applications software), scripting language (such as Phyton, SQL, CSS, Java Script, AJAX, JQuery and Phyton script) for our embedded software, and operating systems including linux, windows, ubuntu and centos as well as open source modules for applications;

7. BUSINESS OVERVIEW *(Cont'd)*

7.13.2 Communications

The communications technologies that we use include short-range wireless communications, mesh network to extend the short-range wireless communications, and fibre optic communication network.

7.13.3 Information and data analytics

We use information technologies comprising both hardware and software for data input, processing, storage and output. Our business activities include the collection and storage of data in various forms including text and images, which we carry out data analytics to provide meaningful trends as well as summarised and analysed data for management. Most of the data analytics carried out are based on data science largely using statistics.

7.13.4 Mathematical formulations and theories

Many of our applications software use mathematical formulae and theories for processing of input or captured data, which are used to develop programme routines to achieve certain objectives.

7.14 SEASONALITY

We do not experience any seasonality in our business operations.

7.15 MATERIAL INTERRUPTIONS IN OUR BUSINESS

Saved as disclosed below, we did not experience any other material interruptions to our business and operations during the FYEs 31 December 2019, 31 December 2020, 31 December 2021, FPE 30 June 2022 and up to the LPD.

7.15.1 COVID-19 conditions in Malaysia

The Government implemented several measures to contain the spread of COVID-19 in the country commencing on 18 March 2020. These measures include restrictions on the movement of people within Malaysia and internationally, and restrictions on business, economic and social activities.

The first phase of the MCO was implemented from 18 March 2020 to 3 May 2020 which saw the closure of all businesses except for those classified as “essential services” during that period, or those that have received written approval from the MITI.

During the first phase of the MCO, our business operations was temporarily suspended for 37 days from 18 March 2020 to 23 April 2020. STS resumed operations on 24 Apr 2020 while our Company resumed operations on 29 April 2020 according to the specified guidelines and SOP based on the letter of approval from the MITI dated 23 April 2020 and 28 April 2020 respectively.

Subsequently, as the number of daily and active COVID-19 cases declined, the Government relaxed the country’s restrictions and allowed the nation’s economy to reopen in a controlled manner. From 18 March 2020 up to June 2021, the MCO went through various phases throughout the country including CMCO, RMCO and FMCO where restrictions were either relaxed and/or tightened for certain states, districts and/or location based on the number of daily and active COVID-19 cases in the respective areas. On 15 June 2021, the Government announced the NRP, a phased exit strategy from the COVID-19 crisis consisting four phases where the restrictions are gradually eased in each phase.

7. BUSINESS OVERVIEW (Cont'd)

During the various phases of the MCO including CMCO, RMCO, FMCO and NRP between 4 May 2020 and up to the LPD, we continued to operate according to the specified guidelines and SOP including specified workforce capacity during the respective periods.

7.15.2 Impact on our business operations and financial performance**FYE 31 December 2020**

As a result of the implementation of the MCO by the Government our business operations was temporarily suspended for 37 days in the FYE 31 December 2020 during the MCO period. We resumed operations in April 2020 at a maximum of 50% workforce capacity for all ongoing project sites and continued to operate according to the specific guidelines and SOP then upon obtaining the approval from the MITI. We resumed 100% workforce capacity on 4 May 2020.

During the various phases of MCO in 2020, we continued to work operate according to the specific guidelines and SOP where we continued to serve our customers. As for our suppliers, they continued to supply us the hardware including devices, equipment and parts, while our subcontractors continued to carry out the works in accordance to the SOP during the said periods in 2020. We were not impacted by any delay in the delivery of imported input materials due to border closures as we had sufficient inventory to meet the planned installation during the FYE 31 December 2020.

The temporary suspension resulted in a delay in onsite installation works which impacted the timing of submission of progress billings on work done during the suspended period mentioned above. This also affected our assembly operations of controllers due to temporary closure during the MCO. Nonetheless, there was no material and adverse impact on our financial performance including supply chain, collection of trade receivables and adequacy of working capital as the progress billing and works was completed during the same financial year. Hence, there was no delay in revenue recognition for the FYE 31 December 2020.

FYE 31 December 2021

In the FYE 31 December 2021, pursuant to the FMCO that started on 1 June 2021 followed by Phase 1 of the NRP, we continued to operate according to the specific guidelines and SOP. Nonetheless, there was no material and adverse impact on our financial performance including supply chain, collection of trade receivables and adequacy of working capital.

As at the LPD, we have not experienced any LAD claims from our customers. We have applied and obtained approval for extension of time from our customers for the completion of our on-going projects without impositions of LAD due to lockdowns imposed by the Malaysian Government to curb the spread of the COVID-19 pandemic.

7. BUSINESS OVERVIEW *(Cont'd)*

7.16 MARKETING STRATEGIES AND ACTIVITIES

Our core business is in the provision of public space networked systems. These include the supply and installation of networked lighting and traffic management systems as well as provision of networked video surveillance facilities and communications network services. We adopt a proactive marketing approach where we mainly market our services directly to the users of the networked system which comprises local governments, ministry and telecommunications service providers or address business opportunities through referrals from customers and business associates. In addition, our corporate website serves as a reference site for potential customers.

We will continue to employ the following approaches as part of our marketing strategies with an objective to provide our business with sustainable revenue streams and also to grow our business:

- we have a track record of 9 years as a provider of networked system in public spaces. As at the LPD, we have installed networked systems in public spaces covering states and federal territories in Malaysia. With our experience and track record, we will continue to pursue and submit tenders and proposals to extend our services to other local governments in various states within Malaysia. We also actively review tender notices to address business opportunities in tendering for projects.
- we own an approximate 400 km fibre optic MAN in Kuala Lumpur as at the LPD to support our public space networked systems and sales of bandwidth to provide convenience to our customers to integrate their needs with our facilities which provides us with opportunities for business growth. In addition, we also own communication towers and monopoles in Perak and Selangor. We will continue to market our networked infrastructure to offer value-added features to our existing and new customers or lease our facilities.
- we will proactively market our expertise and technical abilities in public space networked systems by approaching other local governments, ministry and private enterprises with a view of increasing our market presence and awareness among potential customers that we have a track record and have built our market reputation in public space networked systems. This includes marketing the R&D capabilities as demonstrated by the efforts of our brands of systems that we have developed including "Selmos" for the lighting system and "TrafficSens" for traffic management system.

Our marketing efforts are spearheaded by our Managing Director and Chief Executive Officer, TWL, our Executive Director, Datin Afinaliza and our Chief Marketing Officer, Fun Mun Sek. They are supported by our business development team comprising nine (9) personnel as at the LPD.

7. BUSINESS OVERVIEW (Cont'd)**7.17 MAJOR CUSTOMERS**

Our top five (5) major customers and their contribution to our revenue in terms of amount and percentage for the Financial Years Under Review and FPE 30 June 2022 are as follows:

FYE 31 December 2019

Customer name	Main services/products	Length of relationship*	RM'000	% of revenue
DBKL	Networked systems ⁽¹⁾	10	23,142	62.2
STS	Networked traffic light control system	2	⁽³⁾ 3,034	8.2
Ahmad Zaki Sdn Bhd	UPS	Less than 1 year	2,942	7.9
Sunway Construction Sdn Bhd	UPS	Less than 1 year	2,070	5.6
Norangkasa Enterprise Sdn Bhd	Communications network facility and networked lighting system ⁽²⁾	7	1,588	4.3
Total			32,776	88.2
Our Group's revenue			37,212	

FYE 31 December 2020

Customer name	Main services/products	Length of relationship*	RM'000	% of revenue
DBKL	Networked systems ⁽¹⁾	11	28,870	60.7
Norangkasa Enterprise Sdn Bhd	Communications network facility and networked lighting system ⁽²⁾	8	8,922	18.8
DBKK	Networked lighting system ⁽²⁾	1	2,919	6.1
Ahmad Zaki Sdn Bhd	UPS and traffic light control system	1	1,902	4.0
Sunway Construction Sdn Bhd	UPS	1	1,304	2.7
Total			43,917	92.3
Our Group's revenue			47,538	

7. BUSINESS OVERVIEW (Cont'd)**FYE 31 December 2021**

Customer name	Main services/products	Length of relationship*	RM'000	% of revenue
DBKL	Networked systems	12	58,383	73.2
Norangkasa Enterprise Sdn Bhd	Communications network facility and networked lighting system ⁽²⁾	9	3,819	4.8
Gadang Engineering (M) Sdn Bhd	Networked lighting system ⁽²⁾	2	3,400	4.3
WCT Berhad	Networked lighting system ⁽²⁾	2	3,286	4.1
Trans Resources Corporation Sdn Bhd	Networked lighting system ⁽²⁾	2	2,909	3.6
Total			71,797	90.0
Our Group's revenue			79,759	

FPE 30 June 2022

Customer name	Main services/products	Length of relationship*	RM'000	% of revenue
DBKL	Networked systems	13	38,515	94.5
Norangkasa Enterprise Sdn Bhd	Communications network facility and networked lighting system ⁽²⁾	10	819	2.0
Bank Kerjasama Rakyat Malaysia Berhad	Networked video surveillance system	1	360	0.9
Webe Digital Sdn Bhd	Communications network facility	3	262	0.6
Ahmad Zaki Sdn Bhd	UPS	3	204	0.5
Total			40,160	98.5
Our Group's revenue			40,740	

Notes:

* Length of relationship as at the respective financial year.

(1) Included the following three (3) different networked systems and services:

- Provision of networked video surveillance facilities;
- Supply, installation, commissioning and maintenance of networked lighting systems; and
- Supply, installation, commissioning and maintenance of networked traffic management systems.

(2) Including supply, installation, commissioning and/or maintenance services.

(3) Sales of RM3.0 million to STS is for the period from 1 January 2019 to 30 September 2019 prior to the establishment of common control pursuant to the acquisition of ITMAX System by ARSB on 1 October 2019. Tan Sri Tan is the controlling shareholder of STS.

7. BUSINESS OVERVIEW (Cont'd)

We are dependent on DBKL as revenue from our contracts with Datuk Bandar Kuala Lumpur for the provision of works and services to DBKL accounted for RM23.1 million (62.2%), RM28.9 million (60.7%), RM58.4 million (73.2%) and RM38.5 million (94.5%) of our revenue for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively. As at the LPD, we have three (3) subsisting contracts with DBKL as follows:

	Validity	Total contract value* (RM'000)	Remaining order book as at the LPD (RM'000)
Provision of networked video surveillance facilities ("ITIS Contract")	2018 to 2029	528,120	438,878
Supply, installation, commissioning and maintenance of networked street lighting systems ("Street Lights Contract")	2016 to 2023	207,219	10,757
Supply, installation, commissioning and maintenance of networked traffic light control systems ("Traffic Lights Contract")	2017 to 2023	111,270	60,740
Total		846,609	510,375

Note:

* Include variation orders

Our Group's dependency on DBKL is mitigated due to the following:

(1) Mutually dependency between our Group and DBKL**(a) Video surveillance facilities**

As at the LPD, our video surveillance facilities comprise approximately 5,000 video cameras scattered all over public spaces in Kuala Lumpur. Through the efforts of our in-house R&D team, we have successfully integrated our in-house developed application software and solutions with the video surveillance system. The system is configured with artificial intelligence features with machine learning capabilities to identify events and issue alerts for prompt actions.

The development and configuration of these solutions would require time to build as it takes time to collect data for the system to learn and to identify specific events such as congestion detection, detection of car breakdown and reverse driving. Our video surveillance system has collected more than 1 year of data on behalf of DBKL and such data is owned by DBKL. These data are used as part of machine learning to identify specific events and configure solutions for DBKL.

As at the LPD, we have invested in the following:

- supply, installation and commissioning of all the video cameras, VMS and related infrastructure such as poles and power cables;
- developed and installed the following facilities:
 - . hardware and software redundancy and back-up;

7. BUSINESS OVERVIEW (Cont'd)

- . integrating the entire video surveillance facilities to the communication network including wholly-owned fibre optic communications network and third party network and connected to the control centre; and
- . hardware and software required for the operation of the control centre.
- all relevant software in the operation of the video surveillance system and provision of management analysis and analytic reports; and
- developed and installed approximately 400 km fibre optic communications network that connects the relevant video camera and devices to the control centre.

The upfront cost of developing and constructing the entire facilities was borne by us while DBKL only pays leasing fees, thus avoiding the need to pay upfront capital cost for the entire facilities.

All equipment required to execute the contract including fiber optic cables, CCTV, VMS, electrical cables, pole infrastructure, networking equipment, storage servers, analytic servers and software applications belong to us.

Therefore, in the unlikely event that DBKL decides to change supplier or to bring the entire facilities in-house, the new supplier or DBKL will be required to come up with the full capital cost of constructing the entire video surveillance facilities. This will also need to take into consideration the time required for implementation of 5,000 video cameras under the IT IS Contract which we took more than three (3) years to install. Another consideration is that our video surveillance system has collected more than one (1) year of data on behalf of DBKL and such data is owned by DBKL. These data are used in our machine learning to identify events and situations. We are of the view that DBKL will also take into consideration these factors, along with our long track record and relationship with DBKL, on whether or not to extend the ITIS Contract which is subsisting until 2029.

(b) Networked lighting system

We are DBKL's provider for the supply, installation, commissioning and maintenance of LED street lighting system. As at the LPD, we have installed 45,000 LED lights including street lights, decorative and flood lights. Each street light also includes our proprietary controller that controls the on/off timing and amount of light, manages and monitors the operation of the LED light, and communicates with control centre of any failures or malfunctions via alarm notification system that we developed. The street lights are all linked through communication networks and connected to the DBKL's control centre.

In the unlikely event that DBKL decides to change supplier, the new supplier's street light controller will be incompatible with our controllers resulting in operating and maintaining an additional system thus creating duplication of trained resources to operate and maintain two or more non-compatible systems. The other consideration factor is the time required to replace the facilities where we took more than four (4) years to install approximately 45,000 LED lights including street lights, decorative and flood lights and another two (2) years to install approximately 38,000 controllers. We are of the view that DBKL will take into consideration these factors, along with our long track record and relationship with DBKL, in considering whether or not to extend the networked Street Lights Contract. The tenure of the Street Lights Contract was originally for five (5) years until 2021 which has since been extended until 2023.

7. BUSINESS OVERVIEW (Cont'd)

(c) Networked traffic management system

We are DBKL's provider for the supply, installation, commissioning and maintenance of traffic management system. Through in-house R&D team, we have successfully developed and customised traffic management applications and solutions for our own traffic management controllers which are market under our brand "TrafficSens". The traffic management and monitoring solutions incorporate various optimization routines that enables the system to regulate signal cycles in real-time in reaction to changing traffic conditions. Our R&D team continuously carry out software and application enhancement and development to offer value-added features to our customer.

The controllers on each traffic light are connected and linked to DBKL's control centre. Through the networking of the traffic light controllers, we are able to synchronise the timing of traffic lights among several nearby traffic lights to optimise safe traffic flow in the area. In the unlikely event that DBKL decides to change supplier, it would take time to replace the facilities where we took more than three (3) years to install approximately 160 traffic light controllers. We are of the view that DBKL will take into consideration these factors, along with our long track record and relationship with DBKL, in considering whether or not to extend the Traffic Lights Contract. The tenure of the Traffic Lights Contract was originally for five (5) years period until 2022 which has since been extended until 2026.

(2) Long track record and relationship with DBKL

We have been serving DBKL for approximately 13 years since 2009 with the first contract being secured in 2009 by our Company whereas STS secured its first contract from DBKL in 2016. These DBKL contracts were awarded by way of tender. The DBKL contracts are also not conditional upon each other nor are they conditional on the performance of each of the respective contract.

We have maintained a good and long relationship with DBKL with a track record of meeting DBKL's requirements or quality standards given the extensions of the lighting and traffic management contracts, and DBKL has also awarded us a total of 8 variation orders in addition to the original ITIS Contract that was initially awarded on 7 June 2018. The ITIS Contract will end in 2029.

(3) **Moving forward, we plan to expand into other cities and states by replicating our public space networked systems business model where our capability can be deployed to tap into the growth of smart cities in other cities and states to reduce our reliance on DBKL**

Our reliance on DBKL as a customer resulted from our business decision to focus our available resources to provide public space network system including networked lighting system, networked traffic management system and networked video surveillance facilities in the last few years. These systems and facilities form part of DBKL's aspirations to transform Kuala Lumpur into a smart city. The expansion of the scope of the original contract following visible milestone progress of a successful deployment of public space networked system in 2020 strongly demonstrates the confidence of DBKL in our capability in the smart city space. The increase in the contract value as a result of DBKL's confidence in our ability to deliver has resulted in an increased reliance on DBKL.

7. BUSINESS OVERVIEW (Cont'd)

Upon completion of the deployment of the networked video surveillance facilities under the ITIS Contract in June 2022, we expect our resources to be freed up and together with the proceeds from the Public Issue, we will continue to actively bid for new contracts to reduce our reliance on DBKL. We have earmarked a large percentage of the proceeds from the Public Issue to implement our public space networked system business model to other cities in line with the smart city concept. In addition, we intend to use part of the proceeds to expand our business into the new market segment to target enterprise market and expand our R&D team. See Section 7.5 of this Prospectus for further details on our business strategies and plans.

Part of our business strategies and plans is in line with the Malaysia Smart City framework where one of the concepts is using information, communication and digital technology to improve urban management and quality of life, sustainability, efficiency and security. This is anchored on the concept that everything is connected and intelligent while shared digital infrastructure will help cities correlate data from multiple sources to generate new value and efficiencies. In this respect, we envisage to leverage from our core competencies in public space networked system supported by our in-house R&D resources to address potential opportunities in other smart city projects in Malaysia for business expansion and growth.

7.18 TYPES AND SOURCES OF INPUT MATERIALS AND SERVICES

The following are the major types of input materials and services that we purchased for our operations for the Financial Years Under Review and FPE 30 June 2022:

	FYE 31 December						FPE 30 June	
	2019		2020		2021		2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Hardware including devices, equipment, electrical and electronic parts	17,150	50.5	40,420	68.0	47,432	72.5	18,614	60.2
- video cameras and storage equipment	9	*	13,216	22.2	20,344	31.1	7,130	23.1
- LED lights	9,043	26.6	15,714	26.4	12,510	19.1	3,081	10.0
- computers and software	196	0.6	215	0.4	5,725	8.8	3,374	10.9
- power supply	5,142	15.1	4,166	7.0	670	1.0	599	1.9
- others ⁽¹⁾	2,760	8.2	7,109	12.0	8,183	12.5	4,430	14.3
Subcontracted services	16,813	49.5	18,982	32.0	18,012	27.5	12,298	39.8
Total	33,963	100.0	59,402	100.0	65,444	100.0	30,912	100.0

Note:

(1) Including electrical and electronic parts and components such as PCBA, cables and wires, electrical harnesses, enclosures including plastic and metal enclosures, poles and concrete footings, as well as tools and hardware.

- **Hardware including devices, equipment, electrical and electronic parts**

The purchases of hardware including devices, equipment, electrical and electronic parts accounted for 50.5%, 68.0%, 72.5% and 60.2% of our purchases of input materials and services for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

7. BUSINESS OVERVIEW (Cont'd)

We mainly purchase the following hardware for our operations:

- LED lights, electrical and electronic parts and components including PCBA and cables and wires, as well as plastic enclosures used for assembly of controllers, communication modules for the gateway for networked lighting system;
- video cameras, sensors, electrical and electronic parts and components including PCBA and electrical wiring and harnesses, and metal enclosures used for assembly of controllers, as well as loop vehicle detectors for networked traffic management system; and
- UPS equipment sourced from third party.

- **Subcontracted services**

Our subcontracted services accounted for 49.5%, 32.0%, 27.5% and 39.8% of our purchases of input materials and services for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively.

Subcontracted services mainly include subcontractors engaged to carry out installation of installation of equipment and devices, M&E works, as well as subcontracted labour for maintenance works.

Imported input materials accounted for 22.8%, 25.2%, 13.6% and 9.2% of our purchases of input materials and services for the FYEs 31 December 2019, 31 December 2020, 31 December 2021 and FPE 30 June 2022 respectively. The imported input materials were transacted in USD and SGD.

For the Financial Years Under Review, the breakdown of our purchases by currencies are as follows:

	FYE 31 December						FPE 30 June	
	2019		2020		2021		2022	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Locally sourced materials and services	26,229	77.2	44,431	74.8	56,527	86.4	28,065	90.8
Imported input materials	7,734	22.8	14,971	25.2	8,917	13.6	2,847	9.2
- In USD	7,706	22.7	14,886	25.1	8,900	13.6	2,847	9.2
- In SGD	28	0.1	85	0.1	17	*	-	-
Total	33,963	100.0	59,402	100.0	65,444	100.0	30,912	100.0

* Less than 0.1%.

See Sections 9.1.10 and 12.2.21 of this Prospectus for further details on foreign currency risk.

7. BUSINESS OVERVIEW (Cont'd)**7.19 MAJOR SUPPLIERS**

Our top five (5) major suppliers and their contribution to our purchases for the Financial Years Under Review and FPE 30 June 2022 are as follows:

FYE 31 December 2019

Supplier name	Main materials/services	Length of relationship*	RM'000	% of purchases
Power Great Trading Limited ⁽¹⁾	LED lights	3	7,309	21.5
IT Usaha Engineering Sdn Bhd	Power supply	Less than 1 year	4,985	14.7
Kejuruteraan Ilham Terang Sdn Bhd	Subcontracted labour	3	3,305	9.7
STS	Controller	2	3,078	9.1
Speedy Best Sdn Bhd	Lighting products	3	1,641	4.8
Sub-total			20,318	59.8
Total purchases			33,963	

FYE 31 December 2020

Supplier name	Main materials/services	Length of relationship*	RM'000	% of purchases
Power Great Trading Limited ⁽¹⁾	LED lights	4	9,380	15.8
CMS Construction (M) Sdn Bhd	Subcontractor for civil works	Less than 1 year	8,475	14.3
Hikvision (M) Sdn Bhd ⁽²⁾	Cameras and storage equipment	Less than 1 year	6,907	11.6
IT Usaha Engineering Sdn Bhd	UPS	1	4,012	6.8
Hangzhou Hikvision Technology Co. Ltd ⁽²⁾	Cameras and storage equipment	3	3,776	6.4
Sub-total			32,550	54.9
Total purchases			59,402	

7. BUSINESS OVERVIEW (Cont'd)**FYE 31 December 2021**

Supplier name	Main materials/services	Length of relationship*	RM'000	% of purchases
Hikvision (M) Sdn Bhd ⁽²⁾	Cameras and storage equipment	1	18,902	28.9
Power Great Trading Limited ⁽¹⁾	LED lights and displays	5	8,642	13.2
CMS Construction (M) Sdn Bhd	Subcontractor for civil works	1	7,840	12.0
Tec D Distribution (Malaysia) Sdn Bhd	Computers and software	Less than 1 year	4,748	7.3
LED Vision Sdn Bhd	LED lights	9	2,508	3.8
Sub-total			42,640	65.2
Total purchases			65,444	

FPE 30 June 2022

Supplier name	Main materials/services	Length of relationship*	RM'000	% of purchases
Hikvision (M) Sdn Bhd ⁽²⁾	Cameras and storage equipment	2	6,438	20.8
CMS Construction (M) Sdn Bhd	Subcontractor for civil works	2	6,249	20.2
Power Great Trading Limited ⁽¹⁾	LED lights and displays	6	2,422	7.8
Esri Malaysia Sdn Bhd	Software	Less than 1 year	1,920	6.2
Tec D Distribution (Malaysia) Sdn Bhd	Computers and software	1	1,221	3.9
Sub-total			18,250	59.0
Total purchases			30,912	

Notes:

* *Length of relationship as at the respective financial year end.*

(1) *Power Great Trading Limited is a private company limited by shares, incorporated and based in Hong Kong which sources various products from China for our Group.*

(2) *Hikvision (M) Sdn Bhd is a subsidiary of Hangzhou Hikvision Technology Co., Ltd., a listed company on Shenzhen Stock Exchange.*

We are not dependent on any of these major suppliers as these materials and services can be sourced from other suppliers or subcontractors. While we are generally dependent on subcontractors to carry out certain works, we are not dependent on any single subcontractor.

7. BUSINESS OVERVIEW (Cont'd)

7.20 MATERIAL DEPENDENCY ON COMMERCIAL OR FINANCIAL CONTRACTS, AGREEMENTS, PRODUCTION OR BUSINESS PROCESSES OR OTHER ARRANGEMENTS

Save for the following contracts entered into with Datuk Bandar Kuala Lumpur (“**Datuk Bandar KL**”), as at the LPD, there are no commercial or financial contracts, agreements, production or business processes or other arrangements which have been entered into by or issued to us or which we are dependent on which could materially affect our Group’s business or profitability:

<u>Parties / Agreement / Contract</u>	<u>Description</u>	<u>Tenure</u>	<u>Salient terms</u>
Datuk Bandar KL			
(i) Dokumen Perjanjian - Kerja-kerja Membekal Perkhidmatan Penggunaan Sistem CCTV Dan VMS Integrated Transport Information System (ITIS) Secara Sewaan Tahun 2021-2026 (2018/A051) (i.e. ITIS Contract)	ITMAX System was appointed to carry out provision of CCTV system usage services and VMS Integrated Transport Information System (ITIS) via yearly rental by providing consultancy advice, technical support, trainings, guarantee and organize, document and execute the project for the usage of DBKL in accordance with all specifications, general contract terms and letter of acceptance of tender for the project as enclosed in the agreement.	The initial tenure of the contract was from July 2018 to December 2026. However, due to multiple variation orders, the contract has been extended to June 2029	(a) <u>Contract value</u> RM528,120,284.14 (b) <u>Breach</u> In the event that ITMAX System is in breach of the terms of the ITIS Contract, Datuk Bandar KL may issue a written notice to ITMAX System requiring it to rectify such breach within 14 days from the date of such notice, failing which Datuk Bandar KL may terminate the ITIS Contract by issuing a termination notice. In the event that ITMAX System enters into liquidation or becomes insolvent or any of the Directors are adjudicated bankrupt or is convicted of a criminal offence, Datuk Bandar KL may terminate the ITIS Contract by issuing a seven (7) days’ notice.

7. BUSINESS OVERVIEW (Cont'd)

<u>Parties / Agreement / Contract</u>	<u>Description</u>	<u>Tenure</u>	<u>Salient terms</u>
			(c) <u>LAD</u> In the event ITMAX System is late in conducting any works or responsibilities in implementing the project within the agreed period, ITMAX System is required to pay to Datuk Bandar KL a LAD at the rate of RM50 for each equipment per day.
			(d) <u>Indemnity</u> ITMAX System is required to always bear, protect and always protect Datuk Bandar KL, its employees and agents from any responsibilities, liabilities, actions, proceedings, claims, requests, costs, compensation and expenses imposed on Datuk Bandar KL, its employees and agents under any laws of Malaysia due to any injuries suffered by individuals or damages to properties throughout the period of the project.
(ii) Cadangan Kerja-Kerja Pemasangan Dan Penyelenggaraan Lampu-Lampu Jalan Dan Lampu-Lampu Hiasan Di Wilayah Persekutuan Bagi Tahun 2016-2018 (2016/A096)(Contract No. JKME-0080/2016) (i.e. Street Lights Contract)	ITMAX System was appointed by Datuk Bandar KL as a contractor to carry out installation and maintenance work of street lights and decorative lights in the Federal Territory of Kuala Lumpur	The initial tenure of the contract was from August 2016 to July 2021. The contract has been extended to July 2023 via a variation order awarded by DBKL which includes variation to the contract value and scope of works.	(a) <u>Contract value</u> RM207,219,331.00 (b) <u>Breach</u> In the event that ITMAX System is in breach of the terms of the Street Lights Contract, Datuk Bandar KL may issue a written notice to ITMAX System requiring it to rectify such breach within 14 days from the date of such notice, failing which Datuk Bandar KL may terminate the Street Lights Contract by issuing a termination notice.

7. BUSINESS OVERVIEW (Cont'd)

Parties / Agreement / Contract	Description	Tenure	Salient terms
			<p>In the event that ITMAX System becomes insolvent, enters into an arrangement or composition with its creditors or an order is made for the winding up of ITMAX System. Datuk Bandar KL may terminate the Street Lights Contract by issuing a termination notice.</p>
			<p>(c) <u>LAD</u></p> <p>In the event ITMAX System fails to attend to scheduled maintenance and any urgent repairs/ maintenance instructions received from superintending officer or the rate of progress of ITMAX System remains unsatisfactory over a given period of time, ITMAX System is required to pay to a LAD at the rate of RM250.00 per day.</p>
			<p>(d) <u>Indemnity</u></p> <p>ITMAX System shall indemnify, protect and defend at its own cost and expense Datuk Bandar KL and its agents and servants from and against all actions, claims and liabilities arising out of acts done by ITMAX System in the performance of the Street Lights Contract.</p>

7. BUSINESS OVERVIEW (Cont'd)

<u>Parties / Agreement / Contract</u>	<u>Description</u>	<u>Tenure</u>	<u>Salient terms</u>
(iii) Dokumen perjanjian – Kerja-kerja pembangunan, pengurusan dan penyelenggaraan sistem trafik bersepadu untuk DBKL (2016/A164) (Contract No. JKPB-0025/2017) (i.e. Traffic Lights Contract)	STS was appointed by Datuk Bandar KL as a contractor to provide development, management and maintenance work of an integrated traffic system for DBKL	The initial tenure of the contract from February 2017 to February 2022. The contract has been extended to February 2026 via two (2) letters of extension dated 15 June 2020 and 6 October 2022.	<p>(a) <u>Contract value</u> RM111,270,000.00</p> <p>(b) <u>Breach</u> In the event that STS is in breach of the terms of the Traffic Lights Contract, Datuk Bandar KL may issue a written notice to STS requiring it to rectify such breach within 14 days from the date of such notice, failing which Datuk Bandar KL may terminate the Traffic Lights Contract by issuing a termination notice. In the event that STS becomes insolvent or compounds with or enters into an arrangement or composition with its creditor or an order is made for the winding up of STS, Datuk Bandar KL may terminate the Traffic Lights Contract by issuing a termination notice.</p> <p>(c) <u>LAD</u> In the event STS fails to complete the works within the date of completion or within any extended time, Datuk Bandar KL shall be entitled to recover from STS, LAD at the rate of RM1,500.00 per day.</p> <p>(d) <u>Indemnity</u> STS shall indemnify, protect and defend at its own costs and expense, Datuk Bandar KL and its agents and servants from and against all actions, claims and liabilities arising out of acts done by STS in the performance of the Traffic Lights Contract.</p>

7. BUSINESS OVERVIEW (Cont'd)**7.21 EMPLOYEES**

As at the LPD, our Group employed a total workforce of 124 employees, of which 119 are permanent employees and five (5) are contractual employees.

The breakdown of our employees by business function/department as at 5 November 2022 are as follows:

Business function/ department	Permanent employee		Contractual employee		Total
	Local	Foreign	Local	Foreign	
Executive Director	3	-	-	-	3
Key Senior Management	3	-	-	-	3
Key Technical Personnel	2	-	-	-	2
Administration and finance	13	-	-	-	13
Information technology	16	-	1	-	17
Sales and marketing	7	-	2	-	9
Project management	9	-	-	1	10
Engineer	29	-	-	-	29
Operation & technical employees	37	-	1	-	38
Total	119	-	4	1	124

None of our employees belongs to any labour union. During the Financial Years Under Review and up to the LPD, there has been no industrial disputes pertaining to our employees.

7. BUSINESS OVERVIEW (Cont'd)**7.22 TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS**

As at the LPD and save as disclosed below, our Group is not dependent on any other trademarks, brand names and intellectual property rights including patents and copyrights which could materially affect our business or profitability:

7.22.1 Patents

We have registered two (2) patents for two (2) of our Group's inventions and we are also in the midst of applying for the registration of seven (7) of our Group's patents invention. Applications for the registration of these patents have been submitted to MyIPO. The status of the registration of these patents as at the LPD is as follows:

No.	Applicant	Title of invention	Filing no. / Grant no.	Filing date / Grant date	Expiry date	Status
1.	STS	A system for intelligent traffic control ⁽¹⁾	PI2012701326 / MY-187372-A	31 December 2012 / 22 September 2021	31 December 2032	Granted
2.	STS	A system for controlling traffic signals	PI2015700145 / MY-190689-A	21 January 2015 / 11 May 2022	21 January 2035	Granted
3.	STS	Elevator monitoring system	PI2021006339	22 October 2021	-	Substantive examination in progress ^{(2)/(4)}
4.	STS	Traffic control method and apparatus	PI2021006396	25 October 2021	-	Substantive examination in progress ^{(2)/(4)}
5.	STS	A traffic control monitoring system	PI2021006586	2 November 2021	-	Substantive examination in progress ^{(2)/(4)}
6.	STS	System for remote operation of streetlights	PI2021004488	3 August 2021	-	Substantive examination in progress ^{(2)/(4)}
7.	STS	System and method for traffic management	PI2022003742	15 July 2022	-	Submitted application on 15 July 2022 and pending preliminary examination ^{(3)/(4)}

7. BUSINESS OVERVIEW (Cont'd)

No.	Applicant	Title of invention	Filing no. / Grant no.	Filing date / Grant date	Expiry date	Status
8.	STS	A system for managing traffic flow between junctions	PI2022003738	15 July 2022	-	Submitted application on 15 July 2022 and pending preliminary examination ^{(3)/(4)}
9.	STS	A vehicle queue information system and method	PI2022003741	15 July 2022	-	Submitted application on 15 July 2022 and pending preliminary examination ^{(3)/(4)}

Notes:

- (1) STS has made an international application under the Patent Cooperation Treaty with international publication no. WO2014/104869 in respect of the such invention and subsequently, we have registered the invention with the National Intellectual Property Office of Sri Lanka with patent no. 18242, which is valid from 4 March 2013 until 4 March 2033. Such patent application was submitted in view of a past potential business opportunity in Sri Lanka, which eventually did not materialise. We do not deem the aforementioned patent registered in Sri Lanka as a material patent or an intellectual property right on which we are materially dependent as we do not have any immediate plans to pursue any business opportunities in Sri Lanka.
- (2) The patent is estimated to be granted by 2026.
- (3) The patent is estimated to be granted by 2027.
- (4) We may not be able to protect or effectively enforce our proprietary rights against unauthorised use of such invention in the event the registration of the patent with MyIPO is unsuccessful. However, we are not materially dependent on the patent and our Group's operations and financial performance will not be materially affected if the registration of the patent is unsuccessful as any failure to register such patent will not in itself prohibit our Group from using such invention and we can continue to offer these systems to our existing and future customers. We may also re-apply if our patent application is rejected after meeting patentability requirements and there are also avenues to challenge the filing of a patent by any third party for a similar invention such as on the basis that such third party invention is not novel in nature in view of our existing invention. Such invention only represents part of the systems we provide to our customers and our competitive advantage lies to a large extent in our ability and track record of providing various systems to our customers which form part of a single integrated system or solution.

7. BUSINESS OVERVIEW (Cont'd)

7.22.2 Trademarks

As at the LPD, our Group has registered two (2) trademarks and we are in the midst of applying for registration of nine (9) trademarks with MyIPO. The status of the registration of these trademarks as at the LPD is as follows:

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
TrafficSens	2010010797	Malaysia	16 June 2010 / 16 June 2010	Registered	16 June 2010 – 16 June 2030	Class 9: Data processing apparatus, electro-dynamic apparatus for the remote control of signals; traffic-light apparatus [signaling devices]; computers (processor); detectors; all included in class 9
TrafficSens	2010010796	Malaysia	16 June 2010 / 16 June 2010	Registered	16 June 2010 – 16 June 2030	Class 42: Computer programming; research and development; all included in class 42
BRIGHTSENS	TM2022017295	Malaysia	12 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 11: Accent lights for indoor use; automobile headlights; bicycle lights; diving lights; electric flashlights; electric night lights; floodlights; handheld spotlights; high-intensity searchlights; led flashlights; led lamp lights; led landscape lights; led lights; safety lights; spotlights.

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
SENSELOG	TM2022017170	Malaysia	8 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
TECHSENSE	TM2022017172	Malaysia	8 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
LIGHTSENSE	TM2022017173	Malaysia	8 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
TRAFFIXBOX	TM2022017174	Malaysia	8 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.


7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
ELOGGER	TM2022017176	Malaysia	8 July 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.


7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
CITY CREW	TM2022017294	Malaysia	12 July 2022	Received provisional refusal from MyIPO ⁽²⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
	TM2022022711	Malaysia	1 September 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers

7. BUSINESS OVERVIEW (Cont'd)

Trademark	Application no.	Place of application	Application date / Registration date	Status	Validity period	Class/Description of trademark
	TM2022022713	Malaysia	1 September 2022	Under substantive examination ⁽¹⁾⁽³⁾	-	Class 9: Data processing apparatus; data processing equipment; data processing programs; air traffic control apparatus; air traffic control equipment; air traffic control radio equipment; air traffic control systems; luminous or mechanical traffic signs; luminous traffic signs; railway traffic safety appliances; reflectors for traffic signals; traffic cones; traffic-light apparatus; traffic signs, luminous; traffic signs, mechanical; radio transmitters for remote controls; remote control receivers.

Notes:

- (1) The trademark is estimated to be registered by 2024.
- (2) We have received a provisional refusal from MyIPO in respect of our trademark application "City Crew" on 7 November 2022 on the ground that the mark does not have distinctive characteristics and consists of signs or indications which may serve, in trade, to show the type, quality and characteristics of other goods. We are intending to submit an appeal to MyIPO in respect of such provisional refusal by 7 January 2023.
- (3) We may not be able to protect or effectively enforce our proprietary rights against unauthorised use of such trademark in the event the registration of the trademark with MyIPO is unsuccessful. However, we are not materially dependent on the trademark and our Group's operations and financial performance will not be materially affected if the registration of the trademark is unsuccessful as our existing customers recognise us through our company name and not through such trademark.

7. BUSINESS OVERVIEW (Cont'd)

7.23 MATERIAL PROPERTIES

As at the LPD, our Group does not own any real properties. The material properties leased/tenanted by our Group as at the LPD are as follows:

No.	Tenant	Landlord/ Lessor	Location/ Postal address	Description/ Existing use	Tenure of tenancy	Approximate rented built- up area	Rental per annum (RM)	Encumbrances
1.	ITMAX System	Modal Saujana Sdn Bhd ⁽¹⁾	No. 37-1, Jalan Radin Bagus, Seri Petaling, 57000 Kuala Lumpur	Brief description: First floor of a 3-storey shoplot Existing use: For office / commercial use only	1 October 2021 – 30 September 2023	223 square metres	60,000	(a) Private caveat lodged by Public Islamic Bank Berhad vide presentation number PDB3013/2019 (b) Charge in favour of Public Islamic Bank Berhad vide presentation number PDSC12415/2019
2.	ITMAX System	Tan Hock Holdings Sdn Bhd ⁽¹⁾	No. 30-G & 30-3, Jalan Radin Bagus 3, Sri Petaling, 57000 Kuala Lumpur	Brief description: Ground floor and third floor of a 4-storey shoplot Existing use: For office use only	1 May 2021 – 30 April 2023	356 square metres	120,000	(a) Charge in favour of Public Islamic Bank Berhad vide presentation number PTSC11877/2014 (b) Charge in favour of Public Islamic Bank Berhad vide presentation number PTSC11878/2014
3.	STS	Tan Hock Holdings Sdn Bhd ⁽¹⁾	No. 30-1 & 30-2, Jalan Radin Bagus 3, Sri Petaling, 57000 Kuala Lumpur	Brief description: First floor and second floor of a 4-storey shoplot Existing use: For office use only	1 July 2022 – 30 June 2024	356 square metres	120,000	(a) Charge in favour of Public Islamic Bank Berhad vide presentation number PTSC11877/2014 (b) Charge in favour of Public Islamic Bank Berhad vide presentation number PTSC11878/2014

7. BUSINESS OVERVIEW (Cont'd)

Note:

- (1) *The three (3) properties leased/tenanted by our Group from Modal Saujana Sdn Bhd and Tan Boon Hock Holdings, being companies related to Tan Sri Tan, TSC and TWL, have not been included in Section 10 of this Prospectus as they are not regarded as material related party transactions based on the following:*
- (a) *the individual and aggregate rental amount per annum paid in respect of these properties are not material; and*
 - (b) *these properties are used as our head offices which only house administrative functions and can be easily relocated by renting other properties from third parties.*

The above transactions were carried out on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third parties and are not detrimental to our non-interested shareholders.

As at the LPD, there is no breach of relevant laws, regulations, rules and requirements relating to the above material properties leased/tenanted by our Group which may materially affect our operations and use of the above properties.

7. BUSINESS OVERVIEW (Cont'd)**7.24 MAJOR CERTIFICATES, LICENCES, PERMITS AND APPROVALS**

We have various licences and permits for our operations. As at the LPD and save as disclosed below, our Group is not dependent on any other major certificates, licences, permits and approvals which could materially affect our business or profitability:

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
----------------------------	------------------------------	--	----------------------------------	-----------------------------	----------------------------	----------------------

(i) ITMAX System	CIDB	Certificate of registration as contractor under the following categories according to part IV of the Construction Industry Development Board Act 1994:	0120030602-WP084636	2 July 2021 – 26 August 2024	(a) This certificate is not transferable. (b) Regulation 13 of the Registration of Contractors (Construction Industry) Regulations 1995 states that the registered person shall notify the CIDB whenever there is any change in the capital, particulars relating to experience and/or qualifications of employees, employment, ownership, or the board of directors or management, of the firm or company within 30 days of the change.	Complied.
------------------	------	--	---------------------	------------------------------	---	-----------

Grade	Category	Specialisation
G7	B	B01 B04 015
G7	CE	CE01 CE21 CE31
G7	ME	E01 E02 E03 E04 E06 E08 E09 E10 E11 E14 E16 E17 E21 M15 M23

(c) ITMAX System shall apply for renewal of registration within 60 days prior to the expiration of the certificate.

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
(ii) ITMAX System	CIDB	Government work procurement certificate (<i>sijil perolehan kerja kerajaan</i>) granted to carry out the following scope of work:	0120030602-WP084636	15 June 2022 – 26 August 2024	<p>(a) This certificate has to be renewed together with the certificate of registration issued by the CIDB.</p> <p>(b) The company/holder of this certificate shall not lend, charge, transfer, permit or create any matter which causes this certificate to be used by any person not named in this certificate for the purpose of obtaining government procurement.</p> <p>(c) Any change in information shall be notified to the CIDB within 30 days from the date the change takes place.</p>	Complied.

Grade	Category
G7	B (Pembinaan Bangunan)
G7	CE (Pembinaan Kejuruteraan Awam)
G7	ME (Mekanikal dan Elektrikal)

Officers commissioned to carry out the work are as follows:

Name
Tan Sri Tan
TWL
Datin Afnaliza
Syaifulizman Bin Ahmad Khusairi

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
(iii) ITMAX System	Energy Commission	Certificate of registration as electrical contractor to perform or carry out any electrical work under Regulation 75 of the Electricity Regulations 1994. The certificate is issued under Class A.	ST(TKL)SGR/C /KE/00607/201 5	30 December 2021 – 29 December 2024	(a) Regulation 103(1) of the Electricity Regulations 1994 states that no certificate of registration issued under Regulation 75 shall be transferred by the holder of the certificate to any other person except with the written permission of the Energy Commission. (b) Regulation 78(2) of the Electricity Regulations 1994 states that an electrical contractor of Class A shall be a person who: (i) is capable of carrying out electrical work above RM1 million in value; (ii) has employed on a full-time basis at least three wiremen with three phase restriction, and nothing in this paragraph prohibits him to be one of the three wireman;	Complied.

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
					(iii) has employed on a full-time basis at least one wireman with three phase restriction authorised to test an installation, and nothing in this paragraph prohibits the wireman from being one of the three wireman with three phase restriction as provided in paragraph; and	
					(iv) has employed on a full-time basis at least two wireman with single phase restriction, and nothing in this paragraph prohibits him to be one of the two wireman.	

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
(iv) ITMAX System	MOF	Certificate of registration with the MOF under the supply/service section in relation to the following sub-sectors:	K60211664413 034371	1 October 2021 – 20 December 2024	(a) Clause 1.2 of the "Syarat kelulusan siji Akuan Pendaftaran Syarikat" states that should there be any change in information, such changes shall be updated in the ePerolehan system within 21 days from the date of the change, failing to do so in which the MOF has the right to suspend or cancel the registration of our Company. The shareholders and the board of directors of our Company will be subjected to disciplinary action including being blacklisted without any notice if it is found that the information provided is incorrect.	Complied.
Code	Sub-sector					
020804	Perabot, Peralatan Pejabat, Hiasan Dalam Dan Domestik / Pakaian Dan Kelengkapan / Pakaian Keselamatan, Kelengkapan Dan Aksesori.					
020901	Perabot, Peralatan Pejabat, Hiasan Dalam Dan Domestik / Bahan Terpaulin Dan Karvas / Bahan Terpaulin / Canvas					
030501	Sukan, Rekreasi Dan Alat Muzik (Peralatan, Bekalan Dan Aksesori Sukan Dan Rekreasi) / Peralatan Sukan Padang, Gelanggang, Rekreasi, Taman Permainan, Kecergasan Dan Sukan Air/ Peralatan Sukan					
060501	Kimia, Bahan Kimia Dan Peralatan Makmal / Peralatan Makmal Serta Aksesori					
120401	Pertahanan Dan Keselamatan / Peralatan Keselamatan Dan Penguatkuasaan / Alat Keselamatan, Perlindungan Dan Kawalan Perlindungan					

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
		Code	Sub-sector			
		120502	Pertahanan Dan Keselamatan / Pengesanan, Pemantauan Dan Perlindungan / Peralatan Pemantauan Dan Pengesanan			
		140101	Peralatan Kejuruteraan Elektrik Dan Elektronik / Mesin Dan Jentera Penjanaaan Dan Pengagihan Tenaga Elektrik Serta Aksesori / Motor Dan Alatubah / Alatganti		(b) Our Company shall ensure that the sectors that have been registered for and specified in the certificate of registration shall not be the same as to the sectors that have been approved for another company of similar owner/board of director, management or employees, or operate in the same premise.	
		140501	Peralatan Kejuruteraan Elektrik Dan Elektronik / Sistem, Komponen Elektrik, Elektronik, Lampu Dan Aksesori / Sistem Elektrik		(c) Company which is newly registered is not allowed to change its owners or directors within 6 months from the date of registration.	
		140502	Peralatan Kejuruteraan Elektrik Dan Elektronik / Sistem, Komponen Elektrik, Elektronik, Lampu Dan Aksesori / Komponen Dan Aksesori Elektrik / Elektronik			
		140503	Peralatan Kejuruteraan Elektrik Dan Elektronik / Sistem, Komponen Elektrik, Elektronik, Lampu Dan Aksesori / Lampu, Komponen Lampu Dan Aksesori			

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Sub-sector	Code	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
			ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perakasan Dan Komponen / Hardware (Low End Technology)	210101				
			ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perakasan Dan Komponen / Hardware (High End Technology)	210102				
			ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perakasan Dan Komponen / Hardware (High End Technology)	210103				
			ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perakasan Dan Komponen / Software, Operating System, Database, Off-The-Shelf Packages Including Maintenance	210104				

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
		Code	Sub-sector			
		210105	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen / Telecommunication / Networking-Supply Product, Infrastructure, Services Including Maintenance			
		210106	ICT (Information Communication Technology)/ Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen / Data Management -Provide Services Including Disaster			
		210107	ICT (Information Communication Technology)/ Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen/ ICT Security And Firewall, Encryption, PKI, Anti Virus			
		210108	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen / Multimedia-Products, Services And Maintenance			
		210109	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen / Hardware And Software Leasing / Renting			

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
		Code	Sub-sector			
		210110	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Komputer, Perkakasan Dan Komponen / Geographic Information System (GIS) And Services			
		210201	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Telekomunikasi / Alat Perhubungan			
		210202	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Telekomunikasi / Sistem Perhubungan / Telekomunikasi			
		210203	ICT (Information Communication Technology) / Peralatan Dan Kelengkapan Telekomunikasi / Aksesoris Penghubung Dan Telekomunikasi			
		220501	Perkhidmatan Penyelenggaraan / Pembaikan Kejuruteraan Dan Komunikasi / Alat Semboyan Perhubungan / Penyiaran			
		220503	Perkhidmatan Penyelenggaraan / Pembaikan Kejuruteraan Dan Komunikasi / Perkakas / Sistem Elektrik			

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
----------------------------	------------------------------	--	----------------------------------	-----------------------------	----------------------------	----------------------

Code	Sub-sector
100101	Peralatan Sukatan Dan Ukuran / Peralatan Sukatan Dan Ukuran / Semua Peralatan Sukatan / Ukuran
221201	Perkhidmatan / Khidmat Udara / Lau / Darat / Topografi / Lidar

Persons authorised for governmental procurement matters are as follows:

Name
Datin Afinaliza
TWL
Syaifulizman Bin Ahmad Khusairi

(v) ITMAX System	MCMC	NFP individual licence for the provision of fixed links and cable, towers, poles, ducts and pits used in conjunction with other network facilities pursuant to Sections 30 and 126 of the CMA.	NFP//2000/289	14 December 2016 – 13 December 2026	(a) ITMAX System shall notify the Minister of Communications and Multimedia ("Minister") of any changes in the substantial shareholdings of our Company as defined under the Companies Act 1965, or any amendment or replacement enacted thereafter.	Complied. Refer notes (1) and (2) on the Equity Condition.
------------------	------	--	---------------	-------------------------------------	--	--

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
					<p>(b) ITMAX System shall comply with all relevant laws or rules under any legislation or guidelines issued by the Government or Government agencies pertaining to the restrictions on foreign shareholdings in ITMAX System.</p>	
					<p>(c) ITMAX System shall notify the Minister, in writing, of any restructuring or rationalization of the Licensee's corporate structure.</p>	
					<p>(d) ITMAX System shall ensure that the Bumiputera equity in ITMAX System is not less than 30% for so long as ITMAX System remains a private company or public company as defined under the Companies Act 1965 and is not listed on Bursa Securities ("Equity Condition").</p>	

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
(vi) ITMAX System	MCMC	NSP individual licence for the provision of bandwidth services pursuant to Sections 30 and 126 of the CMA	NSP//2000/326	27 February 2018 – 26 February 2028	<p>(e) Foreign shareholding, if any, in ITMAX System shall not be more than 49%. ITMAX System shall have one year from the date of the licence to ensure compliance with the condition.</p> <p>(a) ITMAX System shall notify the Minister of any changes in the substantial shareholdings of the company as defined under the Companies Act 1965, or any amendment or replacement enacted thereafter.</p> <p>(b) ITMAX System shall comply with all relevant laws or rules under any legislation or guidelines issued by the Government or Government agencies pertaining to the restrictions on foreign shareholdings in ITMAX System.</p>	Complied. Refer notes (1) and (2) on the Equity Condition.

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
(vii) ITMAX System	MCMC	ASP class licence	369/2022	4 September 2022 – 3 September 2023	<p>(c) ITMAX System shall notify the Minister, in writing, of any restructuring or rationalization of the Licensee's corporate structure.</p> <p>(d) ITMAX System shall ensure that the Bumiputera equity in ITMAX System is not less than 30% for so long as ITMAX System remains a private company or public company as defined under the Companies Act 1965 and is not listed on Bursa Securities i.e. the Equity Condition.</p> <p>(e) Foreign shareholding, if any, in ITMAX System shall not be more than 49%. ITMAX System shall have one year from the date of the licence to ensure compliance with the condition.</p>	Complied.
					Prior to the expiry of the licence, ITMAX System must submit a fresh application for renewal to the MCMC.	

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance												
(viii) STS	CIDB	Certificate of registration as contractor under the following categories according to part IV of the Construction Industry Development Board Act 1994:	0120160909-JH178953	29 March 2022 – 24 March 2023	(a) This certificate is not transferable. (b) Regulation 13 of the Registration of Contractors (Construction Industry) Regulations 1995 states that the registered person shall notify the CIDB whenever that is any change in the capital, particulars relating to experience and/or qualifications of employees, employment, ownership, or the board of directors or management, of the firm or company within 30 days of the change. (c) STS shall apply for renewal of registration within 60 days prior to the expiration of the certificate.	Complied.												
		<table border="1"> <thead> <tr> <th>Grade</th> <th>Category</th> <th>Specialisation</th> </tr> </thead> <tbody> <tr> <td>G7</td> <td>B</td> <td>B04</td> </tr> <tr> <td>G7</td> <td>CE</td> <td>CE21</td> </tr> <tr> <td>G7</td> <td>ME</td> <td>M15</td> </tr> </tbody> </table>	Grade	Category	Specialisation	G7	B	B04	G7	CE	CE21	G7	ME	M15				
Grade	Category	Specialisation																
G7	B	B04																
G7	CE	CE21																
G7	ME	M15																
(ix) STS	Multimedia Development Corporation Sdn Bhd ("MDEC")	Approval letter for MSC Malaysia status	CS/3/5008(14a)	10 November 2009	(a) STS shall obtain MDEC's prior written approval in the event of any changes in the location or address of STS.	Complied.												

7. BUSINESS OVERVIEW (Cont'd)

Holder of licence / permit	Approving authority / issuer	Type of licences / permits / approvals	Licence / Permit / Reference no.	Date of issuance / Validity	Major condition(s) imposed	Status of compliance
----------------------------	------------------------------	--	----------------------------------	-----------------------------	----------------------------	----------------------

(b) STS shall inform MDEC of any change in its equity structure or shareholding structure, or such other changes that may affect the direction or operation of STS. MDEC must be informed of any change before steps are taken to effect such change.

Notes:

- (1) On 1 October 2019, Datin Afnaliza disposed her entire equity interest in our Company to ARSB ("Disposal"). However, in conjunction with the Disposal, ARSB granted Datin Afnaliza a call option to acquire 30% equity interest in our Company held by ARSB ("Call Option"). We were of the view that our Company was in compliance with the Equity Condition given that the Call Option was still in place during the period after the completion of the Disposal in October 2019 and up to the exercise of the Call Option in October 2021, through GSSB, a company nominated by Datin Afnaliza.
- Following our consultation with the MCMC on the matter, on 18 March 2022, the MCMC issued a letter cautioning us against applying our own interpretation of the relevant licence condition without prior input from the MCMC ("**MCMC Caution**"). We were advised by the MCMC that the MCMC Caution was issued due to irregular conduct by our Company for not seeking the MCMC's advice prior to the Disposal and that the matter was not regarded as a non-compliance. In any event, following the exercise of the Call Option, our Company is in compliance with the Equity Condition.
- Since November 2020, our Chief Financial Officer and subsequently, together with our Executive Director, TSC, supervises our Group's compliance with licence conditions to prevent recurrence of any such irregular conduct. They will ensure that all areas of compliance with regards to Malaysian laws, regulations, rules and requirements as well as licence conditions are monitored and adhered to. Where necessary, our Group will also seek professional advice and assistance from professional advisers/experts on compliance matters.
- (2) Subsequent to the completion of the Acquisition and up to the completion of our Listing, we will not be in compliance with the Equity Condition. The MCMC has, via its letter dated 29 June 2022, granted an extension of time until 30 June 2023 for our Company to comply with the Equity Condition. However, the Equity Condition will cease to be applicable upon the completion of our Listing

7. BUSINESS OVERVIEW (Cont'd)

7.25 GOVERNING LAWS AND REGULATIONS

Our business is regulated by specific laws of Malaysia. The relevant laws and regulations governing our Group which do not purport to be an exhaustive description of all laws and regulations to which our business is subject are summarised below. Non-compliance with the relevant laws and regulations below may result in monetary and/or custodial penalties and/or other orders being made:

(i) **CMA and Malaysian Communications and Multimedia Commission Act 1998 (“MCMCA 1998”)**

The primary legislation governing the communications and multimedia industry in Malaysia are the CMA and the MCMCA 1998. The CMA sets out the licensing and regulatory framework in relation to the communications and industry, establishes the powers and functions for the Minister of Communications and Multimedia and the MCMC in administration of the CMA. The MCMCA 1998 establishes the MCMC and stipulates the general powers and functions of the MCMC in the regulation of the communications and multimedia industry.

The CMA provides that, unless exempted by the Minister of Communications and Multimedia, no person may –

- (a) own or provide any network facilities;
- (b) provide any network services;
- (c) provide any applications services; or
- (d) provide any content applications services,

except under an individual licence granted or a class licence registered under the CMA.

Pursuant to Section 242 of the CMA, every omission or neglect to comply with, and every act done or attempted to be done contrary to the CMA or its subsidiary legislation or any written instrument made under the CMA, or in breach of the conditions subject to which any licence has been granted, shall be an offence against the CMA or its subsidiary legislation, and for every such offence, where the penalty is not otherwise specifically provided for, the offender shall, in addition to the forfeiture of any thing seized, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a term not exceeding 2 years or to both.

The CMA provides for four (4) categories of provider licenses:

- (a) NFP licence: for the ownership of facilities such as satellite earth stations, broadband fiber optic cables, telecommunications lines and exchanges, radio-communications transmission equipment, mobile communications base stations, and broadcasting transmission towers and equipment.
- (b) NSP licence: for the provision of basic connectivity and bandwidth to support a variety of applications.
- (c) ASP licence: for the provision of particular functions by means of network services such as voice services, data services, Internet access and electronic commerce.
- (d) Content applications service provider: for the provision of content applications services including traditional broadcast services and online publishing and information services.

7. BUSINESS OVERVIEW (Cont'd)

As at the LPD, our Company holds an individual licence as NFP and NSP and a class licence as ASP. For further details, see Section 7.24 of this Prospectus.

(ii) Electricity Supply Act 1990 (“ESA 1990”)

The ESA 1990 and its relevant regulations including the Electricity Regulations 1994 regulate the electricity supply industry, the supply of electricity at reasonable prices, the licensing of electrical installation, the control of electrical installation, plant and equipment with respect to matters relating to the safety of persons and the efficient use of electricity and for purposes connected therewith.

ESA 1990 provides that, subject to the exemptions prescribed under the ESA 1990, no person other than a supply authority shall (i) use, work, or operate or permit to be used, worked or operated any installation or (ii) supply to or for the use of any other person electricity from any installation, except under and in accordance with the terms of a license granted by the Energy Commission expressly authorising the supply or use, as the case may be. Any person who supplies electricity from an installation to or for the use of any person without a license shall be guilty of an offence and shall on conviction, be liable to a fine not exceeding RM100,000 and to a further fine not exceeding RM1,000 for every day or part of a day during which the offence continues after conviction.

Further, the Electricity Regulations 1994 provides that any Electrical Services Engineer, Competent Electrical Engineer, Electrical Supervisor, Chargeman, Wireman or Cable Jointer referred to in the Electricity Regulations 1994 shall possess a valid Certificate of Competency appropriate to their category, with restrictions, if any, issued to them by the Energy Commission.

As at the LPD, our Company is certified under the Electricity Regulations 1994 to carry out electrical work business as an electrical contractor or carry out any electrical works. Our employees who are categorised as Chargeman and/or Wireman have also been issued with Certificates of Competency in accordance with the Electricity Regulations 1994. For further details, see Section 7.24 of this Prospectus.

(iii) Akta Lembaga Pembangunan Industry Pembinaan Malaysia 1994 (“CIDB Act”)

The CIDB Act provides that no person shall carry out or complete, undertake to carry out or complete any construction work or hold himself out as a contractor, unless he is registered with CIDB and holds a valid certificate of registration issued by the CIDB under the CIDB Act. Any person who carries out construction works without being registered with CIDB shall be guilty of an offence and shall, on conviction, be liable to a fine of not less than RM10,000 but not more than RM100,000.

The CIDB Act also provides that every contractor shall (i) declare and submit to the CIDB, any contract which he has been awarded on any construction works and (ii) disclose fully to CIDB all the facts and circumstances affecting his liability to pay the levy as prescribed under the CIDB Act. A contractor who contravenes subsection (1) or (3) shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM50,000.

Pursuant to the CIDB Act, for every contract having a contract sum of above RM500,000 (regardless of whether such contract is stamped or not), the contractor shall be liable to pay to CIDB a levy at the rate of a quarter per centum of the contract sum. Where a contractor fails to pay any levy due within the prescribed period by CIDB, the contractor shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or four times the amount of such levy payable, whichever is higher.

7. BUSINESS OVERVIEW *(Cont'd)*

As at the LPD, both our Company and STS hold a valid Grade G7 certificate of registration issued under the CIDB Act. For further details, see Section 7.15 of this Prospectus.

7.26 ENVIRONMENTAL MATTERS

As at the LPD, there are no environmental issues which may materially affect our Group's operation and usage of properties tenanted by our Group.

7.27 ESG PRACTICES AND INITIATIVES

We strive to adopt the following ESG practices to ensure environmentally responsible operations, a conducive workplace for employees, and to support the local communities.

(i) Environmental

Our mission is to assist local councils and the Malaysian Government in achieving Smart City Initiatives namely Smart Environment and Smart Mobility. Our ongoing efforts include:

- Replacing street lights in Kuala Lumpur to LED to reduce energy usage. As at the LPD, of the 45,000 LED lights installed including street lights, decorative and flood lights, we have replaced approximately 42,000 street lights in Kuala Lumpur to LED.
- Through the use of our street light controllers, we provide energy saving capabilities as our controllers allow the local councils to set auto timers and auto dimming during off peak periods to conserve energy.
- Our traffic management system assist local councils reduce traffic congestion and by doing so reduce carbon emissions from vehicles on the road.
- Our video surveillance analytics includes functionalities such as early flood warning and river level monitoring which assist local councils for disaster management.
- We have started using solar powered street poles to promote energy conservation. As at the LPD, we have installed 40 solar powered street poles in Kuala Lumpur.

In addition, we have also adopted best practices for our business operations as outlined below:

- Practice paperless administration where we are moving towards digitalising our administrative functions to reduce waste and encourage our employees to recycle their waste while in the office as part of our environmental friendly workspace.
- Promote energy conservation throughout our offices and assembly site in our effort to reduce carbon footprint.

7. BUSINESS OVERVIEW (Cont'd)**(ii) Social**

We place significant emphasis on the relationship with our employees as well as the health and safety of our employees, contractors and company visitors. The core responsibility of ensuring this lies with our management, which is aligned with our business agenda to ensure a healthy and productive human resource and work environment.

These objectives are achieved through the following exercises and goals:

- Investing in our human capital - we are committed to providing compensation and benefits programs and policies that support the needs of our employees. With the establishment of the LTIP which entails the granting of ESGS Shares and ESOS Options, we will be able to reward the LTIP Eligible Persons with an opportunity to participate in our equity. The LTIP Eligible Persons will be able to benefit from the capital gain from the disposal of ESGS Shares or the income from dividend as and when the Company declares any in the future. The LTIP will also align the interests of the LTIP Eligible Persons with the interests of our shareholders.
- Safe workplace environment and working practices – we have put in place standard operating procedures to reduce the possibility of harm to our employees, visitors and contractors. Our employees also are required to attend orientation programmes in the initial stage of their employment to create awareness of the importance of safety.
- Management support - our management shall direct and support all actions, exercises towards improving our relationship with our employees as well as securing the safety, health and environment of our employees, visitors and contractors.

As part of these objectives, we are committed to:

- review our compensation packages annually and reward our employees based on their performance for an equitable and fair compensation;
- provide on-the-job training to our employees; and
- ensure that it is every employee's responsibility to maintain and abide by the safety practices and procedures that have been adopted.

We also believe that we are responsible to improve quality of life and generate other positive social impacts to the community. In 2019, we contributed RM1.0 million to Universiti Tun Hussein Onn Malaysia in support for the research of traffic systems including controller operation software, control centre management software, controller hardware as well as traffic data collection detector.

(iii) Governance

Our Board is committed to achieving and sustaining high standards of corporate governance and has adopted recommendations under the MCGG. As at the LPD, half of our Board members comprise independent directors.

We have also met the MCGG's recommendations to have at least 30% women directors. As at the LPD, 4 out of 8 of our Directors are women.