

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

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

Unless stated otherwise, all abbreviations and defined terms contained in this Abridged Prospectus are defined in the "Definitions" section of this Abridged Prospectus. All enquiries concerning the Rights Issue with Warrants should be addressed to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (Tel: 03-2783 9299). This Abridged Prospectus, together with the NPA and RSF are only despatched to Entitled Shareholders whose names appear in our Record of Depositors and who have provided our Share Registrar with a registered address in Malaysia not later than 5.00 p.m. on 27 March 2023. This Abridged Prospectus together with the NPA and RSF, are not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and other professional advisers as to whether the acceptance or renunciation (as the case may be) of all or any part of their entitlements to the Rights Issue with Warrants would result in the contravention of any laws of such countries or jurisdictions. Our Company, our Principal Adviser and other professional advisers shall not accept any responsibility or liability in the event that any acceptance or renunciation made by the Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) are or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions.

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

Approval for this Rights Issue with Warrants has been obtained from our shareholders at our EGM held on 5 December 2022. Approval has also been obtained from Bursa Securities vide its letter dated 1 November 2022 for the admission of the Warrants B to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, Warrants B and new Bina Puri Shares to be issued pursuant to the exercise of the Warrants B ("**New Securities**"). The listing of and quotation for the Rights Shares and Warrants B will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS Accounts of successful Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) have been duly credited with the Rights Shares and Warrants B allotted to them and notices of allotment have been despatched to them. However, the approval from Bursa Securities for the admission of the Rights Shares and Warrants B to the Official List of Bursa Securities and the listing of and quotation for the New Securities on the Main Market of Bursa Securities are not to be taken as an indication of the merits of the Rights Issue with Warrants.

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

**FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE "RISK FACTORS" AS SET OUT IN SECTION 6 OF THIS ABRIDGED PROSPECTUS.**



**BINA PURI HOLDINGS BHD**  
(Registration No.: 199001015515 (207184-X))  
(Incorporated in Malaysia)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,402,258,933 NEW ORDINARY SHARES IN BINA PURI HOLDINGS BHD ("BINA PURI") ("BINA PURI SHARES" OR "SHARES") ("RIGHTS SHARES") ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 3 EXISTING BINA PURI SHARES HELD AS AT 5.00 P.M. ON MONDAY, 27 MARCH 2023 ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 280,451,788 FREE DETACHABLE WARRANTS B IN BINA PURI ("WARRANT(S) B") ON THE BASIS OF 1 WARRANT B FOR EVERY 5 RIGHTS SHARES SUBSCRIBED, AT AN ISSUE PRICE OF RM0.035 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANTS")**

Principal Adviser



**M & A SECURITIES SDN BHD**  
(Registration No. 197301001503 (15017-H))  
(A Wholly-Owned Subsidiary of Insas Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Financial Adviser



NEWFIELDS

**NEWFIELDS ADVISORS SDN BHD**  
(Registration No. 199401010372 (296051-V))  
(A Corporate Finance Adviser licensed by Securities Commission Malaysia)

**IMPORTANT RELEVANT DATES AND TIME:**

Entitlement Date	: Monday, 27 March 2023 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Monday, 3 April 2023 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Wednesday, 5 April 2023 at 5.00 p.m.
Last date and time for acceptance and payment	: Tuesday, 11 April 2023 at 5.00 p.m.
Last date and time for excess application and payment	: Tuesday, 11 April 2023 at 5.00 p.m.

This Abridged Prospectus is dated 27 March 2023

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

**M & A SECURITIES SDN BHD, BEING THE PRINCIPAL ADVISER FOR THIS RIGHTS ISSUE WITH WARRANTS, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS ABRIDGED PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE RIGHTS ISSUE WITH WARRANTS.**

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

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

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

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

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

## **DEFINITIONS**

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Except where the context otherwise requires, the following definitions and abbreviations shall apply throughout this Abridged Prospectus, NPA and RSF:

“Abridged Prospectus”	: This abridged prospectus dated 27 March 2023 in relation to the Rights Issue with Warrants
“Act”	: The Companies Act 2016, as amended from time to time
“Bina Puri” or “Company”	: Bina Puri Holdings Bhd (Registration No. 199001015515 (207184-X))
“Bina Group” or “Group”	: Bina Puri and its subsidiaries, collectively
“Bina Puri Share(s)” or “Share(s)”	: Ordinary share(s) in Bina Puri
“Bloomberg”	: Bloomberg Finance Singapore L.P. and its affiliates
“BNM”	: Bank Negara Malaysia
“Board”	: Board of Directors of Bina Puri
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“By-Laws”	: The by-laws which took effect on 1 March 2019, governing the ESIS
“CDS”	: Central depository system, the system established and operated by Bursa Depository for the central handling of securities deposited with Bursa Depository
“CDS Account(s)”	: Central depository system account(s), which is/are a securities account(s) established by Bursa Depository for a depositor pursuant to the SICDA and the rules of Bursa Depository for the recording of depositors of securities and for dealings in such securities by the depositor
“Closing Date”	: Tuesday, 11 April 2023 at 5.00 p.m., being the last date and time for the acceptance and payment for the Rights Shares and the Excess Rights Shares with Warrants B
“CMSA”	: Capital Markets and Services Act, 2007
“Code”	: Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time
“Constitution”	: Constitution of our Company
“COVID-19”	: Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019

## **DEFINITIONS (Cont'd)**

"Deed Poll B"	:	The deed poll constituting the Warrants B dated 2 March 2023 and governing the rights of Warrants B holders executed by our Company
"Director(s)"	:	The director(s) of Bina Puri having the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
"Documents"	:	Collectively, this Abridged Prospectus and the accompanying NPA and RSF
"EGM"	:	Extraordinary general meeting
"Entitled Shareholders"	:	Shareholders of Bina Puri whose names appear in the Record of Depositors of Bina Puri on the Entitlement Date
"Entitlement Date"	:	At 5.00 p.m on Monday, 27 March 2023, being the time, day and date which the Entitled Shareholders must appear in the Record of Depositors of Bina Puri in order to be entitled to participate in the Rights Issue with Warrants
"EPS" or "LPS"	:	Earnings/ (losses) per share
"ESIS"	:	Employees' share issuance scheme
"ESIS Options"	:	26,447,263 outstanding options granted under the existing ESIS of our Company which took effect on 1 March 2019 for a period of 5 years pursuant to the By-Laws, which will result in the issuance of 26,447,263 new Bina Puri Shares pursuant to the full conversion of all outstanding ESIS Options
"ESIS Options Adjustments"	:	Adjustments to the exercise price and number of outstanding ESIS Options as a result of the Rights Issue with Warrants in accordance with the provisions of the By-Laws
"Excess Application(s)"	:	Application(s) for Excess Rights Shares with Warrants B
"Excess Rights Share(s) with Warrant(s) B"	:	Rights Share(s) together with Warrant(s) B which are not taken up or not validly taken up by the Entitled Shareholder(s) and/or their renounee(s) and/or transferee(s) (if applicable) prior to the Closing Date
"e-Subscription"	:	Electronic subscription
"Foreign Entitled Shareholder(s)"	:	Entitled Shareholder(s) who have not provided an address in Malaysia for the service of documents to be issued for the purposes of the Rights Issue with Warrants
"FPE"	:	Financial period ended/ending, where relevant
"FYE"	:	Financial year ended/ending 30 June, where relevant
"GDP"	:	Gross domestic product
"Government"	:	Government of Malaysia

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**DEFINITIONS (Cont'd)**

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"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
"LAT"	:	Loss after tax
"LBT"	:	Loss before tax
"LPD"	:	28 February 2023, being the latest practicable date prior to the issuance of this Abridged Prospectus
"Market Day(s)"	:	A day on which the stock market of Bursa Securities is open for trading of securities
"Maximum Scenario"	:	Assuming all the Entitled Shareholders and/or their renounees(s) fully subscribe for their respective entitlements under the Rights Issue with Warrants
"MCO"	:	Movement control order (including all versions and phases) issued by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
"Minimum Scenario"	:	The minimum level of subscription of 142,857,144 Rights Shares based on the issue price of RM0.035 per Rights Share, representing the aggregate amount subscribed under the Undertakings
"M&A Securities" "Principal Adviser"	or	M&A Securities Sdn Bhd (Registration No. 197301001503 (15017-H))
"NA"	:	Net assets
"NPA"	:	Notice of provisional allotment of Rights Shares with Warrants B pursuant to the Rights Issue with Warrants
"Private Placement 2022"	:	Private placement exercise previously undertaken by us which involved the issuance of 479,293,900 new Shares (representing 30.0% of the then existing total number of issued Shares), which raised a total of RM16.78 million and was completed on 23 December 2022
"Proposals"	:	Private Placement 2022 and Rights Issue with Warrants
"Provisional Allotment(s)"	:	Rights Shares with Warrants B provisionally allotted to the Entitled Shareholders pursuant to the Rights Issue with Warrants
"Record of Depositors"	:	A record of securities holders established and maintained by Bursa Depository under the Rules of Bursa Depository
"Registered Entitled Shareholders"	:	Entitled Shareholders who are the registered users of TIIH Online
"Rights Issue with Warrants"	:	The renounceable rights issue of up to 1,402,258,933 Rights Shares on the basis of 2 Rights Shares for every 3 existing Bina Puri Shares held, together with up to 280,451,788 Warrants B on the basis of 1 Warrant B for every 5 Rights Shares subscribed by the Entitled Shareholders on the Entitlement Date

## **DEFINITIONS (Cont'd)**

"Rights Share(s)"	:	Up to 1,402,258,933 new Bina Puri Shares to be issued pursuant to the Rights Issue with Warrants
"RSF"	:	Rights subscription form in relation to the Rights Issue with Warrants
"Rules"	:	Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the SC
"Rules of Bursa Depository"	:	The rules of Bursa Depository as issued pursuant to the SICDA as amended from time to time
"SC"	:	Securities Commission Malaysia
"SICDA"	:	Securities Industry (Central Depositories) Act, 1991
"TERP"	:	Theoretical ex-all price
"TIIH" or "Share Registrar"	:	Tricor Investor and Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
"TIIH Online"	:	TIIH's propriety owned application to facilitate Entitled Shareholders to subscribe for the Rights Shares with Warrants B provisionally allotted and to apply for Excess Rights Shares with Warrants B electronically
"Undertaking Shareholders"	:	The following undertaking shareholders who/which have provided his/its respective undertakings:  (i) Tan Sri Datuk Tee Hock Seng, JP; (ii) Datuk Matthew Tee Kai Woon; and (iii) Tee Hock Seng Holdings Sdn Bhd
"Undertaking(s)"	:	The irrevocable and unconditional written undertakings provided by the Undertaking Shareholders, vide their letters dated 9 March 2023, pursuant to which the Undertaking Shareholders have irrevocably and unconditionally undertaken, amongst others, to apply and subscribe for such subscription amount of at least RM5.00 million in aggregate under the Rights Issue with Warrants
"Warrants A"	:	382,028,550 outstanding warrants 2019/2022 issued by our Company on 23 December 2019 which are exercisable into 382,028,550 new Bina Puri Shares at an exercise price of RM0.10 each, which have lapsed on 22 December 2022
"Warrants B"	:	Up to 280,451,788 free new detachable warrants to be issued pursuant to the Rights Issue with Warrants
"Warrants B Exercise Price"	:	RM0.040, being the price at which 1 Warrant B is exercisable into 1 new Bina Puri Share, subject to adjustments in accordance with the provisions of the Deed Poll B
"5D-VWAMP"	:	5-day volume weighted average market price

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**DEFINITIONS (Cont'd)**

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***CURRENCIES:***

"AED"	:	United Arab Emirates Dirham
"IDR"	:	Indonesian Rupiah
"PKR"	:	Pakistani Rupees
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"THB"	:	Thai Baht
"USD"	:	United States Dollar

In this Abridged Prospectus, all references to "we", "us", "our" and "ourselves" are to our Company and save where the context otherwise requires, our subsidiaries. All references to "you" in this Abridged Prospectus are to our Entitled Shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Abridged Prospectus to any statute, guideline, listing requirement or enactment shall be a reference to such statute, guideline, listing requirement or enactment for the time being in force or as amended or re-enacted. Any reference to a time of day in this Abridged Prospectus shall be a reference to Malaysian time, unless otherwise specified.

Certain statements in this Abridged Prospectus may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Abridged Prospectus should not be regarded as a representation or warranty that our Company's plans and objectives will be achieved.

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**ADVISERS' DIRECTORY**

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- PRINCIPAL ADVISER** : **M & A Securities Sdn Bhd**  
Level 11, No. 45 & 47  
The Boulevard  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur  
  
Telephone number: 03-2284 2911
- FINANCIAL ADVISER** : **Newfields Advisors Sdn Bhd**  
Suite 16.1, Level 16, Menara Weld  
No. 76, Jalan Raja Chulan  
50200 Kuala Lumpur  
  
Telephone number: 03-2031 2888
- SOLICITORS FOR THE RIGHTS ISSUE  
WITH WARRANTS** : **Messrs Naqiz & Partners**  
Suite 9B.02  
Level 9B, Wisma E&C  
Lorong Dungun Kiri  
Damansara Heights  
50490 Kuala Lumpur  
  
Telephone number: 03-2095 1188
- COMPANY SECRETARY** : Nip Chee Sien  
(SSM Practicing Certificate No. 202008003954)  
(MAICSA 7066996)
- 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  
  
Telephone number: 03-2783 9299

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**ADVISERS' DIRECTORY (Cont'd)**

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**REPORTING ACCOUNTANTS**

: **UHY Malaysia**

Suite 11.05, Level 11  
The Gardens South Tower  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

Telephone number: 03-2279 3088

Partner's Name: Yeoh Aik Chuan  
Approved Number: 02239/07/2024 J  
Malaysia Institute of Accountants Number:  
CA14294

**REGISTERED OFFICE**

: Wisma Bina Puri  
88, Jalan Bukit Idaman 8/1  
Bukit Idaman  
68100 Selayang  
Selangor

Telephone number: 03-6136 3333

**STOCK EXCHANGE LISTING**

: Main Market of Bursa Securities

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## **SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS**

**This summary of the Rights Issue with Warrants only highlights the key information from other parts of this Abridged Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Abridged Prospectus.**

<b>Information</b>	<b>Section</b>	<b>Summary</b>
Summary	2.1	<p><b><u>Rights Issue with Warrants</u></b></p> <p>Basis of the Rights Issue with Warrants : 2 Rights Shares for every 3 Bina Puri Shares held by the Entitled Shareholders on the Entitlement Date, together with 1 Warrant B for every 5 Rights Shares subscribed</p> <p>Number of issued Shares as at LPD : 2,076,941,137 Bina Puri Shares (nil treasury shares)</p> <p>Number of Right Shares and Warrants B : Up to 1,402,258,933 Bina Puri Shares together with up to 280,451,788 Warrants B</p> <p>Amount to be raised under the Rights Issue with Warrants : Based on the issue price of the Rights Shares:</p> <p style="margin-left: 40px;">(i) RM5.00 million under the Minimum Scenario; and</p> <p style="margin-left: 40px;">(ii) Up to RM49.08 million under the Maximum Scenario</p> <p>The salient terms of the Warrants B are set out in Section 2.4.</p> <p>It is the intention of our Board to allot the Excess Rights Shares with Warrants B in the following priority:</p> <p>(i) Firstly, to minimise the incidence of odd lots;</p> <p>(ii) Secondly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date;</p> <p>(iii) Thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants B application; and</p> <p>(iv) Fourthly, for allocation to transferee(s) and/or renounee(s) who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants B application.</p> <p>The Excess Rights Share and Warrants B will firstly be allocated to minimise the odd lots (if any) held by each applicant of Excess Rights Shares with Warrants B. Thereafter, the Excess Rights Shares and Warrants B will be allocated in the order of (ii) to (iv), and any balance thereafter will be allocated in the same sequence of allocation, i.e. items (ii) to (iv) until all Excess Rights Shares with Warrants B are allotted.</p>
Issue price of the Rights Shares and Warrants B Exercise Price	2.2	<p><b><u>Issue price of the Rights Shares</u></b> Our Board has fixed the issue price of the Rights Shares at RM0.035 each.</p> <p><b><u>Warrants B Exercise Price</u></b> Our Board has fixed the exercise price of Warrants B at RM0.040 each.</p>

**SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS (Cont'd)**

<b>Information</b>	<b>Section</b>	<b>Summary</b>																												
Undertakings	2.5	<p>Undertaking Shareholders and : Tan Sri Datuk Tee Hock Seng, JP, Datuk Matthew Tee Kai Woon and Tee Hock Seng Holdings Sdn Bhd; aggregate of RM5.00 million</p> <p>Minimum Rights Shares to be : 142,857,144 Rights Shares subscribed</p>																												
Utilisation of proceeds	2.6	<p>The details of the utilisation of gross proceeds are as follows:</p> <table border="1"> <thead> <tr> <th></th> <th><b>Minimum Scenario RM'000</b></th> <th><b>Maximum Scenario RM'000</b></th> <th><b>Expected time frame for utilisation from listing of Rights Shares</b></th> </tr> </thead> <tbody> <tr> <td>Property development projects</td> <td>1,100</td> <td>11,000</td> <td>Within 24 months</td> </tr> <tr> <td>Construction projects</td> <td>1,100</td> <td>11,000</td> <td>Within 24 months</td> </tr> <tr> <td>Repayment of bank borrowings</td> <td>1,620</td> <td>22,000</td> <td>Within 12 months</td> </tr> <tr> <td>Repayment of outstanding trade payables</td> <td>-</td> <td>3,899</td> <td>Within 12 months</td> </tr> <tr> <td>Estimated expenses for the Rights Issue with Warrants</td> <td>1,180</td> <td>1,180</td> <td>Within 1 month</td> </tr> <tr> <td><b>Total</b></td> <td><b>5,000</b></td> <td><b>49,079</b></td> <td></td> </tr> </tbody> </table>		<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>	<b>Expected time frame for utilisation from listing of Rights Shares</b>	Property development projects	1,100	11,000	Within 24 months	Construction projects	1,100	11,000	Within 24 months	Repayment of bank borrowings	1,620	22,000	Within 12 months	Repayment of outstanding trade payables	-	3,899	Within 12 months	Estimated expenses for the Rights Issue with Warrants	1,180	1,180	Within 1 month	<b>Total</b>	<b>5,000</b>	<b>49,079</b>	
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Risk factors	6	<p>You should carefully consider the following risk factors before subscribing for or investing in the Rights Issue with Warrants:</p> <p><u>Risk relating to our Group's construction business:</u></p> <p>(i) the sustainability of our Group's construction business is dependent on our ability to continuously replenish our order book; and</p> <p>(ii) the performance of our Group's construction business is dependent on the timely completion of our projects.</p> <p><u>Risk relating to our Group's property development business:</u></p> <p>(i) our Group's property development business performance is dependent on the performance of the property market, particularly in Malaysia; and</p> <p>(ii) the sustainability of our Group's property development business is dependent on our ability to successfully market our property developments, which requires us to respond to the changes in economic conditions and market demand.</p>																												
Procedures for acceptance and payment	9	<p>Acceptance of and payment for the Provisional Allotment of Rights Shares with Warrants B and application for the Excess Rights Shares with Warrants B must be made by way of the RSF enclosed together with this Abridged Prospectus or by way of e-Subscription via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> and must be completed in accordance with the terms of this Abridged Prospectus, the RSF or the notes and instructions contained therein.</p> <p>Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for each application method in Section 9.</p> <p>The last day, date and time for acceptance of and payment for the Provisional Allotments and Excess Application(s) is on Tuesday, 11 April 2023 at 5.00 p.m., being the Closing Date.</p>																												



**BINA PURI HOLDINGS BHD**  
(Registration No.: 199001015515 (207184-X))  
(Incorporated in Malaysia)

**Registered Office:**

Wisma Bina Puri  
88, Jalan Bukit Idaman 8/1  
Bukit Idaman  
68100 Selayang  
Selangor

27 March 2023

**Directors:**

Tan Sri Dato' Wong Foon Meng (Chairman/ Independent Non-Executive Director)  
Tan Sri Datuk Tee Hock Seng, JP (Group Managing Director)  
Dr Tony Tan Cheng Kiat (Founder Executive Director)  
Datuk Matthew Tee Kai Woon (Group Executive Director)  
Chai Chan Tong (Executive Director)  
Ooi Hee Kah (Executive Director)  
Ir Ghazali Bin Bujang (Independent Non-Executive Director)

**To: Entitled Shareholders**

Dear Sir/Madam,

**RIGHTS ISSUE WITH WARRANTS**

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**1. INTRODUCTION**

On 21 June 2022, M&A Securities had, on behalf of our Board, announced that our Company proposes to undertake the Proposals.

On 19 August 2022, M&A Securities had, on behalf of our Board, announced that our Company proposes to vary the conditionality of the Proposals such that the Private Placement 2022 and the Rights Issue with Warrants are not inter-conditional with each other.

On 1 November 2022, M&A Securities had, on behalf of our Board, announced that Bursa Securities had vide its letter dated 1 November 2022 approved the following:

- (a) listing of and quotation for the Placement Shares;
- (b) listing of and quotation for the Rights Shares, Warrants B and additional Warrants A;
- (c) admission of the Warrants B on the Official List; and
- (d) listing of and quotation for the new Bina Puri Shares to be issued pursuant to the exercise of the Warrants B and additional Warrants A,

on the Main Market of Bursa Securities.

Bursa Securities' approval for the above is subject to the following conditions:

<b>Conditions</b>	<b>Status of Compliance</b>
(a) Bina Puri and M&A Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposals;	To be complied
(b) M&A Securities to inform Bursa Securities upon the completion of the Proposals;	To be complied
(c) Bina Puri and M&A Securities must observe and ensure full compliance with Paragraph 6.50 of the Listing Requirements at all times;	To be complied
(d) M&A Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed;	To be complied
(e) Bina Puri to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants B as at the end of each quarter together with a detailed computation of listing fees payable; and	To be complied
(f) The Additional Warrants A must be issued and quoted simultaneously with the Warrants B and the Rights Shares.	Not applicable as the Warrants A have lapsed on 22 December 2022

On 5 December 2022, our shareholders approved the Proposals at the EGM of our Company.

On 23 December 2022, M&A Securities had, on behalf of our Board, announced that the Private Placement 2022 has been completed.

On 1 March 2023, M&A Securities had, on behalf of our Board, announced that our Board had on even date resolved to fix the issue price for the Rights Shares at RM0.035 each and the Warrants B Exercise Price at RM0.040.

On 10 March 2023, M&A Securities had, on behalf of our Board, announced the Entitlement Date and the other relevant dates pertaining to the Rights Issue with Warrants.

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

**YOU ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS WHICH SETS OUT THE DETAILS AND RISK FACTORS ASSOCIATED WITH THE RIGHTS ISSUE WITH WARRANTS. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

## 2. PARTICULARS OF THE RIGHTS ISSUE WITH WARRANTS

### 2.1 Details of the Rights Issue with Warrants

The Rights Issue with Warrants entails the issuance of up to 1,402,258,933 Rights Shares together with up to 280,451,788 Warrants B to be implemented on a renounceable basis of 2 Rights Shares for every 3 existing Bina Puri Shares together with 1 free Warrant B for every 5 Rights Shares held by the Entitled Shareholders on the Entitlement Date.

The actual number of Rights Shares and Warrants B to be issued will depend on the total number of issued Shares held by our Entitled Shareholders on the Entitlement Date after taking into consideration the exercise of any outstanding ESIS Options as well as the eventual subscription level for the Rights Issue with Warrants.

Under the Maximum Scenario, the maximum number of Rights Shares and Warrants B to be issued under the Rights Issue with Warrants is derived based on the enlarged number of issued Bina Puri Shares of 2,103,388,400, assuming all 26,447,263 outstanding ESIS Options are exercised into 26,447,263 new Shares.

For the avoidance of doubt, the outstanding 382,028,550 Warrants A had lapsed on 22 December 2022, and is not included in the calculation of the Maximum Scenario.

Separately, the Minimum Scenario is derived based on the Undertakings as set out in Section 2.5.

The table below illustrates the number of Rights Shares which will be made available for subscription and number of Warrants B which will be issued pursuant to the Rights Issue with Warrants based on the different scenarios:

<b>Scenario</b>	<b>No. of Rights Shares</b>	<b>No. of Warrants B</b>
Minimum Scenario	142,857,144	28,571,428
Maximum Scenario	1,402,258,933	280,451,788

As you are an Entitled Shareholder and the Rights Shares and Warrants B are prescribed securities, your CDS Account will be duly credited with the number of Provisional Allotments which you are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. You will find enclosed in this Abridged Prospectus, a NPA notifying you of the crediting of such Provisional Allotments into your CDS Account and a RSF which is to be used for the acceptance of the Provisional Allotments, and for the application of any Excess Rights Shares with Warrants B under excess application, should you wish to do so. You may also subscribe for such Provisional Allotments and Excess Rights Shares with Warrants B via Electronic Application in accordance with the instructions set out in Section 9.9.

However, only Entitled Shareholders who have an address in Malaysia as stated in our Record of Depositors or who have provided our Share Registrar with an address in Malaysia in writing by the Entitlement Date will receive this Abridged Prospectus, together with the NPA and RSF.

The Warrants B are attached to the Rights Shares without any cost, and shall only be issued to the Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) who subscribe for the Rights Shares. The Warrants B are exercisable into new Bina Puri Shares and each Warrant B will entitle the Warrant B holder to subscribe for 1 new Bina Puri Share at the Warrants B Exercise Price. The Warrants B will be immediately detached from the Rights Shares upon issuance and will be traded separately. The Warrants B will be issued in registered form and constituted by the Deed Poll B. The salient terms of the Warrants B are set out in Section 2.4.



Any dealings in our securities will be subject to, amongst others, the provisions of the SICDA, the rules of Bursa Depository and any other relevant legislation. Accordingly, upon subscription, the Rights Shares with Warrants B will be credited directly into the respective CDS Accounts of the successful applicants. No physical share or warrant certificates will be issued but notices will be despatched to the successful applicants of the Rights Shares with Warrants B.

The Rights Issue with Warrants is renounceable in full or in part. Accordingly, Entitled Shareholders can subscribe for and/or renounce their entitlements to the Rights Shares in full or in part. However, the Rights Shares and Warrants B cannot be renounced separately. As such, the Entitled Shareholders who renounce all of their Rights Shares entitlements will not be entitled to the Warrants B attached thereto. If the Entitled Shareholders accept only part of their Rights Shares entitlements, they shall be entitled to the Warrants B in proportion of their acceptance to the Rights Shares entitlements. The Rights Shares and Warrants B which are not taken up or invalidly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s) and/or transferee(s).

Fractional entitlements pursuant to the Rights Issue with Warrants, if any, will be disregarded and/or dealt with in such manner as our Board in its absolute discretion deems fit and in the best interest of our Company.

Notices of allotment will be despatched to the successful applicants of the Rights Shares with Warrants B within 8 Market Days from the last date for acceptance and payment of the Rights Shares with Warrants B or such other period as may be prescribed by Bursa Securities.

The Warrants B will be admitted to the Official List and the listing of and quotation for Warrants B will commence 2 Market Days upon the receipt by Bursa Securities of an application for quotation for these securities as specified under the Listing Requirements, which will include amongst others, confirmation that all notices of allotment have been despatched to the successful applicants, and after receipt of confirmation from Bursa Depository that all CDS Accounts of successful applicants have been duly credited with the Rights Shares and Warrants B.

## **2.2 Basis and justification of determining the issue price of the Rights Shares and the Warrants B Exercise Price**

### **(i) Rights Shares**

Our Board has fixed the issue price of the Rights Shares at RM0.035 each, which represents a discount of 8.4% to the TERP of Bina Puri Shares of approximately RM0.0382 per Share, calculated based on the 5D-VWAMP of Bina Puri Shares up to and including 28 February 2023 (being the last trading day prior to the price-fixing date of 1 March 2023) of RM0.0404 per Share.

The issue price was fixed after taking into consideration the following:

- (a) the 5D-VWAMP of Bina Puri Shares up to and including 28 February 2023 (being the last trading day prior to the price-fixing date of 1 March 2023) of RM0.0404;
- (b) the TERP of Bina Puri Shares of RM0.0382, calculated based on the 5D-VWAMP of Bina Puri Shares in (a). As approved in the EGM of our Company on 5 December 2022 in relation to the Proposals, the discount of the issue price of the Rights Shares shall not be more than 30.0% of the TERP. The issue price of the Rights Shares fixed by our Board of RM0.035 which represents a discount of 8.4% to the TERP, is consistent with the basis approved in said EGM;

- (c) the historical share price of Bina Puri Shares; and
- (d) the funding requirements of our Group as set out in Section 2.6.

The issue price was considered by our Board as reasonable in terms of the discount percentage, so as to encourage participation by Entitled Shareholders and/or their renounce(s) and/or transferee(s), so that the funding objectives as set out in Section 4 may be met.

## **(ii) Warrants B**

Our Board has fixed the Warrants B Exercise Price at RM0.040, which represents a premium of 4.7% to the TERP of Bina Puri Shares of RM0.0382 per Share, calculated based on the 5D-VWAMP of Bina Puri Shares up to and including 28 February 2023 (being the last trading day prior to the price-fixing date of 1 March 2023) of RM0.0404 per Share. As approved in the EGM of our Company on 5 December 2022 in relation to the Proposals, the exercise price of the Warrants B shall be fixed at a premium of not more than 20% of the TERP. The exercise price of the Warrants B fixed by our Board of RM0.040 which represents a premium of 4.7% to the TERP, is consistent with the basis approved in said EGM.

This was determined by our Board after taking into consideration, amongst others, that the Warrants B are issued without any cost and have a term of 5 years, during such time our Board is confident of our Group's turnaround and positive prospects in a post COVID-19 pandemic environment.

The Warrants B are attached to the Rights Shares without any cost and will be issued in proportion to the Rights Shares subscribed by the Entitled Shareholders.

## **2.3 Ranking of the Rights Shares and the new Bina Puri Shares to be issued arising from the exercise of Warrants B**

The Rights Shares shall upon allotment and issuance, rank equally in all respects with the then existing Bina Puri Shares except that the holders shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the Rights Shares.

The new Bina Puri Shares to be issued arising from the exercise of the Warrants B shall, upon allotment and issuance, rank equally in all respects with the then existing Bina Puri Shares except that the holders shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the relevant date of allotment and issuance of the new Bina Puri Shares arising from the exercise of the Warrants B.

## **2.4 Salient terms of the Warrants B**

The salient terms of the Warrants B are as follows:

Issuer	: Bina Puri.
Issue size	: Up to 280,451,788 Warrants B.
Form and denomination	: The Warrants B will be issued in registered form and constituted by Deed Poll B.
Tenure	: 5 years commencing from and inclusive of the date of issuance of the Warrants B.

- Exercise period : The Warrants B may be exercised at any time within the Tenure not later than 5.00 p.m. on the last day of the exercise period. Warrants B not exercised during the exercise period will thereafter lapse and cease to be valid.
- Exercise price : RM0.040 per Warrant B. The exercise price and/or the number of Warrants B in issue during the exercise period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll B.
- Exercise rights : Each Warrant B carries the entitlement, at any time during the exercise period, to subscribe for 1 Bina Puri Share at the exercise price of the Warrants B, subject to adjustment in accordance with the provisions of the Deed Poll B.
- Expiry date : The last day of a period of 5 years commencing from and including the date of issue of the Warrants B (but if that day is not a Market Day, it shall be the immediately preceding Market Day).
- Mode of exercise : The holders of Warrants B must complete and sign the exercise form (which shall be irrevocable) and deliver the duly completed exercise form to the Company or the Company's share registrar together with a remittance of the exercise money by way of cashier's order or banker's draft or money order or postal order in Ringgit Malaysia drawn on a bank or post office operating in Malaysia in accordance with the provisions of the Deed Poll B.
- Participating rights of the holders of Warrants B : The holders of Warrants B are not entitled to vote in any general meeting of Bina Puri and/ or to participate in any distribution other than on winding-up, compromise or arrangement of Bina Puri and/ or offer of further securities in Bina Puri unless and until the holders of Warrants B become a shareholder of Bina Puri by exercising his/ her Warrants B into new Shares or unless otherwise resolved by Bina Puri in a general meeting.
- Adjustments in the exercise price and/or number of Warrants B : The exercise price and/ or the number of Warrants B held by each holder of Warrants B shall from time to time be adjusted in accordance with the provisions of the Deed Poll B by the Directors in consultation with an approved adviser appointed by the Company and certified by the auditors in accordance with the provisions of the Deed Poll B.
- In this respect, the exercise price and/or number of Warrants B shall only be adjusted following capitalisation issues, rights issues, bonus issues, consolidation or subdivision of shares or capital reduction exercise as permitted under the Listing Requirements.
- Transferability : The transfer of Warrants B shall be subject to and be carried out in accordance with the provisions of the Deed Poll B, the provisions of the SICDA and the Rules of Bursa Depository. Subject to the provisions of the SICDA and the Rules of Bursa Depository, no person shall be recognised by the Company as having title to the Warrants B entitling the holder to subscribe for a fractional part of a new Share. This is in relation to the rights conferred to the holders of Warrant B. In the event the holder exercises its rights to subscribe for new Shares of the Company, such entitlement shall only be in respect of the whole and not part of the new Shares of the Company.

Due to the various adjustment formulas provided in the Deed Poll B there may be fractions in the entitlement of the holder of Warrants B and the Company will not deal with such fractions. Each Warrant B or new Share shall be recognised by the Company as 1 full Warrant B or Share and not fractions.

- Board lot : For the purposes of trading on the Bursa Securities, board lot for the Warrants B shall be 100 Warrants B, each carrying the right to subscribe for 100 new Shares at any time during the exercise period or in such other denominations permitted by Bursa Securities from time to time.
- Rights on winding up, liquidation, compromise and/or arrangement : The rights of the holders of Warrants B on the winding-up, compromise or arrangement of the Company is as set out in the Deed Poll B.
- Modification of rights of the holders of Warrants B : Save as otherwise provided in the Deed Poll B, a special resolution of the Warrants B holders is required to sanction any modification, alteration or abrogation in respect of the rights of the Warrants B holders.
- Listing status : The Warrants B will be listed and quoted on the Main Market of Bursa Securities.
- Governing law : The Warrants B and the Deed Poll B shall be governed by the applicable laws and regulations of Malaysia.

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## 2.5 Minimum Scenario and the Undertakings

Our Company intends to raise a minimum of RM5.00 million from the Rights Issue with Warrants to meet the funding requirements of our Group, which will be channelled towards the proposed utilisation as set out in Section 2.6.

As such, our Board has determined to undertake the Rights Issue with Warrants based on a minimum subscription level to raise the minimum proceeds of RM5.00 million. Based on the issue price of the Rights Shares, the Minimum Scenario shall entail the issuance of 142,857,144 Rights Shares (which amounts to RM5.00 million) together with 28,571,428 Warrants B.

To meet the Minimum Scenario, our Company has procured the Undertakings from our Undertaking Shareholders, to apply and subscribe in full for their respective entitlements under the Rights Issue with Warrants and additional Rights Shares not taken up by other Entitled Shareholders, of not less than RM5.00 million. Details of the Undertakings under the Minimum Scenario are as follows:

### Minimum Scenario

	Existing direct shareholdings as at LPD		Total Rights Shares with Warrants B to be subscribed pursuant to the Undertakings				Assuming none of the other Entitled Shareholders and/or their renouncee(s) subscribe for their Rights Shares			
	No. of Shares	(1)%	No. of Rights Shares	(2)%	No. of Warrants B	(3)%	No. of Shares held after the Rights Issue with Warrants	(4)%	No. of Shares held after full exercise of Warrants B	(5)%
Tan Sri Datuk Tee Hock Seng, JP	129,131,504	6.2	86,061,585	60.2	17,212,317	60.2	215,193,089	9.7	232,405,406	10.3
Datuk Matthew Tee Kai Woon	84,419,159	4.1	56,262,387	39.4	11,252,477	39.4	140,681,546	6.3	151,934,023	6.8
Tee Hock Seng Holdings Sdn Bhd <sup>(6)</sup>	800,000	<0.1	533,172	0.4	106,634	0.4	1,333,172	0.1	1,439,806	0.1

**Notes:**

- (1) Based on the issued share capital of 2,076,941,137 Shares as at LPD.
- (2) Based on the total number of 142,857,144 Rights Shares to be subscribed by the Undertaking Shareholders pursuant to their Undertakings under the Minimum Scenario.
- (3) Based on the total number of 28,571,428 Warrants B attached to the Rights Shares to be subscribed by the Undertaking Shareholders.
- (4) Based on the enlarged share capital of 2,219,798,281 Shares under the Minimum Scenario.
- (5) Based on the enlarged share capital of 2,248,369,709 Shares under the Minimum Scenario and assuming full exercise of the Warrants B.
- (6) As at LPD, the shareholders of Tee Hock Seng Holdings Sdn Bhd are as follows:

<b>Name</b>	<b>No. of shares</b>	<b>%</b>
Puan Sri Datin Kong Wan Peng	300,000	30.0
Datuk Matthew Tee Kai Woon	350,000	35.0
James Tee Kai Wah	350,000	35.0
	<b>1,000,000</b>	<b>100.0</b>

The Undertaking Shareholders have confirmed:

- (a) that the Undertakings will not give rise to any mandatory take-over offer obligation pursuant to the Code and the Rules immediately after the completion of the Rights Issue with Warrants;
- (b) that it will at all times observe and ensure compliance with the provisions of the Code and the Rules and will seek from the SC the necessary exemptions from undertaking such mandatory take-over offer, if required; and
- (c) that it has sufficient financial resources to fulfil their respective Undertaking. The said confirmation has been verified by M&A Securities, being the Principal Adviser for the Rights Issue with Warrants.

There is no other pertinent condition in the Undertakings.

Our Company will ensure that the Undertakings will not result in the following:

- (a) any breach in the public shareholding spread requirement by our Company under Paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed corporation must ensure that at least 25.0% of its total listed shares (excluding treasury shares) are in the hands of public shareholders; and
- (b) any consequences of mandatory general offer obligations pursuant to the Code and the Rules immediately after completion of the Rights Issue with Warrants.

As the Minimum Scenario will be fully satisfied via the Undertakings, we will not procure any underwriting arrangement for the remaining Rights Shares not subscribed for by other Entitled Shareholders.

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## 2.6 Utilisation of proceeds from the Rights Issue with Warrants

Based on an issue price of RM0.035 per Rights Share, the total proceeds to be raised from the Rights Issue with Warrants are set out below:

The proceeds raised are expected to be utilised in the following manner:

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>	<b>Note</b>	<b>Expected time frame for utilisation of proceeds (from listing date)</b>
Property development projects	1,100	11,000	(1)	Within 24 months
Construction projects	1,100	11,000	(2)	Within 24 months
Repayment of bank borrowings	1,620	22,000	(3)	Within 12 months
Repayment of outstanding trade payables	-	3,899	(4)	Within 12 months
Estimated expenses for the Rights Issue with Warrants	1,180	1,180	(5)	Within 1 month
<b>Total estimated proceeds</b>	<b>5,000</b>	<b>49,079</b>		

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**Notes:**

**(1) Property development projects**

Our Group intends to utilise proceeds of up to RM11.00 million to fund its existing property development projects as well as any other new property development projects to be undertaken by our Group in the future.

Several of our Group's existing property development projects are as follows (in order of priority for utilisation of proceeds):

No.	Project name/ Location	Description	Estimated completion date	Estimated gross development value	Percentage completed as at LPD	Estimated balance gross development cost to be incurred	Total units sold as at LPD	Total value sold as at LPD	Take-up rate secured as at LPD
				(RM' million)	(%)	(RM' million)	(No.)	(RM' million)	(%)
(a)	Petrie Villa/ Johor Bahru, Johor	23 units of 4-storey pool villas and 1 unit of clubhouse	June 2023	81.00	92.2	3.00	(a)-	-	-
(b)	Lakehill/ Masai, Johor	384 units of double storey homes	June 2023	217.00	97.7	2.00	377	214.97	98.2
(c)	1 Puri Commercial Centre/ Kuching, Sarawak	28 units of 4 & 5 storey shoplots	June 2023	60.00	73.5	5.00	-	-	-
(d)	One Jesselton Condominium/ Kota Kinabalu, Sabah	125 units of 11-storey condominium	December 2023	118.60	92.0	12.00	125	118.60	100.0

<b>No.</b>	<b>Project name/ Location</b>	<b>Description</b>	<b>Estimated completion date</b>	<b>Estimated gross development value (RM' million)</b>	<b>Percentage completed as at LPD (%)</b>	<b>Estimated balance gross development cost to be incurred (RM' million)</b>	<b>Total units sold as at LPD (No.)</b>	<b>Total value sold as at LPD (RM'million)</b>	<b>Take-up rate secured as at LPD (%)</b>
(e)	Main Place/ Kota Kinabalu, Sabah	306 units of 30-storey service suites with 2-storey commercial retails and 6-storey carparks	December 2025	296.00	(b)-	239.00	-	-	-
(f)	Waterfront Kuantan Phase 2/ Pahang	456 units of serviced apartments and 17 units of retail shops	December 2025	196.00	(b)-	154.00	-	-	-
				<b>968.60</b>		<b>415.00</b>	<b>502</b>	<b>333.57</b>	

**Notes:**

- (a) Our Group delayed the launching of this project due to unfavourable market conditions in the last few years arising from the COVID-19 pandemic and resultant MCO imposed by the Government. We are planning to launch the project in the 2nd quarter of 2023 in view of the recovering market conditions.
- (b) As at LPD, these projects have yet to commence.

As at LPD, our inventory balance consists of the following completed units from other residential/commercial property development projects of our Company:

<u>Project name/ Location</u>	<u>Description</u>	<u>Completed unsold development</u>	
		<u>Units No.</u>	<u>%</u>
<b>Residential</b>			
Jesselton View Condominium/ Kota Kinabalu, Sabah	80 units of 11-storey apartment	3	3.8
<b>Commercial</b>			
Imperium Residence /Kuantan, Pahang	714 units of 23-storey serviced apartments on top of a 6-storey podium block with 5 units of commercial lots	13	1.8
		<b>16</b>	

The proceeds shall be utilised as payment to main contractor(s) and/or subcontractor(s) for subcontracted construction works undertaken for the property development projects mentioned above which includes other construction related costs and professional fees. The proceeds will be prioritised for our existing property developments projects first. In the event our property development projects are able to generate surplus cash flows from internally-generated funds (i.e. from sale of property development units after deducting property development costs), any unutilised proceeds will be channeled towards new property development projects to be undertaken by our Group in the future.

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(2) **Construction projects**

Our Group intends to utilise proceeds up to RM11.00 million to fund its existing construction projects as well as any other new construction projects to be undertaken in the future.

Several of our Group's existing construction projects are as follows (in order of priority for utilisation of proceeds):

<b>Project name/ Location</b>	<b>Developer/ main contractor</b>	<b>Description</b>	<b>Estimated completion date</b>	<b>Contract value  (RM' million)</b>	<b>Total contract cost incurred as at LPD  (RM' million)</b>	<b>Total payment received as at LPD  (RM' million)</b>	<b>Total value completed as at LPD  (RM' million)</b>	<b>Estimated value of unbilled order book  (RM' million)</b>
Upgrading works for Pan Borneo Highway/ Sarawak	Lebuhraya Borneo Utara Sdn Bhd/ PPESW BPSB JV Sdn Bhd	Road upgrading works for Bukit Sebangkoi section (37.3 km) and Sarikei section (27.5 km)	July 2023 <sup>(a)</sup>	601.77	394.75	422.06	426.75	175.02
Hotel Kerajaan Negeri Terengganu/ Tasik Kenyir, Terengganu	Pengarah Kerja Raya Negeri Terengganu	150 hotel room with banquet hall, restaurants and swimming pool	March 2023 <sup>(b)</sup>	94.34	85.77	88.00	88.22	6.11
				<b>696.11</b>	<b>480.52</b>	<b>510.06</b>	<b>514.97</b>	<b>181.13</b>

**Notes:**

- (a) The original completion date for this project was August 2020. The delay in the project was mainly due to a revision in the pavement structure of the highway, a revision in the payment structure to contractors by the developer, force majeure events such as bad weather, as well as the MCO periods imposed by the Government as a result of the COVID-19 pandemic. Our Group has secured multiple extension of time from the developer and the latest revised completion date is July 2023.

- (b) The original completion date for this project was June 2018. The delay in the project was mainly due to delay in obtaining the required authorities' approvals (i.e. Department of Environment, Tenaga Nasional Berhad and Indah Water Konsortium Sdn Bhd), disruption in progress arising from issues on bridge access to the project site, as well as the MCO periods imposed by the Government as a result of the COVID-19 pandemic. Our Group has secured multiple extension of time from the developer and the latest revised completion date is March 2023. Our Group is in the midst of applying for a further extension of time up to May 2023.

The proceeds shall be utilised as payments to subcontractors, material costs, earthworks, piling works and site clearing undertaken for the construction projects mentioned above which includes other construction related costs and professional fees. The proceeds will be prioritised for our existing construction projects first. In the event our construction projects are able to generate surplus cash flows from internally-generated funds (i.e. from receipts of progress billings after deducting construction costs), any unutilised proceeds will be channeled towards new construction projects to be undertaken by our Group in the future.

The allocation of funding for the above-mentioned property development and construction projects in Notes (1) and (2) will be determined over the progress of the projects based on their status and the estimated costs required then. In the event of, amongst others, any termination or delays in the above-mentioned projects, the surplus will be adjusted and re-allocated to other existing property development and construction projects and/or future projects of our Group, depending on their respective funding requirement.

Our Group intends to fund the remaining shortfall in the property development expenditure or construction sum via progressive sales billings to be received and/or bank borrowings. However, the actual funding breakdown cannot be determined at this juncture as it will depend on, amongst others, the actual proceeds raised from the Rights Issue with Warrants as well as the availability and suitability of other funding options at the relevant time.

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(3) **Repayment of bank borrowings**

Our Group intends to utilise proceeds up to RM22.00 million to partially repay its bank borrowings. As at LPD, the total outstanding principal amount of our Group's borrowings stood at approximately RM397.13 million, comprising the following:

<b>Type of borrowings</b>	<b>Financial institutions</b>	<b>Purpose of borrowings</b>	<b>Interest rate per annum (%)</b>	<b>Maturity date</b>	<b>Balance as at LPD RM'000</b>
Term loans	<ul style="list-style-type: none"> <li>• AmBank (M) Berhad</li> <li>• Al Rajhi Banking &amp; Investment Corporation (Malaysia) Berhad</li> <li>• Bangkok Bank Berhad</li> <li>• Bank of China (Malaysia) Berhad</li> <li>• Bank Pertanian Malaysia Berhad (Agrobank)</li> <li>• Maybank Berhad</li> <li>• MBSB Bank Berhad</li> <li>• United Overseas Bank (Malaysia) Berhad</li> <li>• Perbadanan Tabung Amanah Islam Brunei</li> </ul>	Funding for property development and construction projects	3.5 – 9.2	December 2024 to June 2037	240,052
Bank overdrafts	<ul style="list-style-type: none"> <li>• Bank of China (Malaysia) Berhad</li> <li>• RHB Bank Berhad</li> <li>• United Overseas Bank (Malaysia) Berhad</li> </ul>	General working capital and funding for construction projects	6.3 – 9.2	December 2023 to December 2027	20,040
Revolving credits	<ul style="list-style-type: none"> <li>• Alliance Bank Berhad</li> <li>• Bangkok Bank Berhad</li> <li>• Kuwait Finance House (Malaysia) Berhad</li> </ul>	Funding for property development and construction projects	6.3 – 7.3	April 2026 to December 2026	95,650
Trade finance facilities	<ul style="list-style-type: none"> <li>• Alliance Bank Berhad</li> <li>• Maybank Berhad</li> </ul>	Funding for construction projects	7.3 – 7.7	March 2023 to May 2023	41,391
					<b>397,133</b>

As at LPD, RM49.72 million is repayable within 12 months and RM347.41 million is repayable after 12 months.

As at LPD, our Group has yet to determine the type of borrowings which it will repay and the quantum of such repayment as this will depend on the level of proceeds raised by our Group pursuant to the Rights Issue with Warrants. Nonetheless, our Board shall prioritise repayment of bank borrowings with impending maturity followed by the potential interest savings in determining the type of borrowings to be repaid and the quantum of repayment. For illustration purposes, the priority of repayment of borrowings will be as follows:

- (i) firstly, towards the repayment of term loans;
- (ii) secondly, towards the repayment of trade finance facilities;
- (iii) thirdly, towards the repayment of revolving credits; and
- (iv) lastly, towards the repayment of bank overdrafts.

Based on an average effective interest rate of 6.3% to 8.4% per annum, the repayment of the bank borrowings amounting to RM22.00 million is expected to result in an annual interest savings of approximately RM1.47 million.

After the proposed repayment, our Group's total borrowings will reduce to RM375.13 million. The proposed repayment of bank borrowings coupled with the increase in total equity from the issuance of new Shares under the Rights Issue with Warrants will reduce our Group's gearing ratio. Please refer to Section 7.2 for the effect of the Rights Issue with Warrants on our gearing ratio. In the event only the Minimum Scenario is realised, any shortfall in the amount required to settle our short-term borrowings will be funded via internally-generated funds (i.e. surplus funds generated from our property development and construction projects). We will continue our current conservative and cautious business management and operation strategy in order to preserve our cash flows to fund our operations and financing obligations.

**(4) Repayment of outstanding trade payables**

Our Group intends to utilise up to RM3.90 million for repayment of outstanding trade payables. As at 30 June 2022, the total outstanding trade payables (including retention sum) of our Group amounts to RM230.99 million, of which RM203.25 million has exceeded its credit terms while the remaining RM27.74 million are still within its credit terms. The ageing analysis of our outstanding trade payables as at 30 June 2022 is as follows:

	<b>Outstanding trade payables as at 30 June 2022<sup>(a)</sup> (RM' million)</b>
Within 1 year	24.41
1 to 2 years	49.96
2 to 5 years	118.42
More than 5 years	38.20
<b>Total</b>	<b>230.99</b>

**Note:**

(a) Including retention sum as at 30 June 2022.

Our Group has yet to determine the trade payable balances which it will repay and the quantum of such repayment as this will depend on the level of proceeds raised by our Group pursuant to the Rights Issue with Warrants.

**(5) Estimated expenses for the Rights Issue with Warrants**

The breakdown of the estimated expenses for the Rights Issue with Warrants are as follows:

<b>Description</b>	<b>Minimum Scenario and Maximum Scenario RM'000</b>
Professional fees <sup>(a)</sup>	800
Fees to relevant authorities <sup>(b)</sup>	100
Miscellaneous charges (Printing, meeting expenses and advertising)	280
	<b>1,180</b>

**Notes:**

- (a) Comprises the professional fees of the Principal Adviser, Financial Adviser, Solicitors, Reporting Accountants, Share Registrar and Company Secretary.
- (b) Comprises fees payable to Bursa Securities, the SC and the Registrar of Companies.

In the event the actual expenses are less than the allocated amount, the excess allocated amount shall be utilised as working capital for our Group.

Any further funding required beyond the amount of proceeds raised from the Rights Issue with Warrants is expected to be sourced from internally-generated funds and/or bank borrowings.

Pending utilisation of the proceeds from the Rights Issue with Warrants for the above purposes, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interests derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional general working capital for our Group.

**2.7 Proceeds from the exercise of Warrants B**

Based on the Warrants B Exercise Price, the exercise of the Warrants B will raise up to RM1.14 million (under the Minimum Scenario) and RM11.22 million (under the Maximum Scenario).

Any proceeds arising from the exercise of the Warrants B in the future shall be utilised for the working capital of our Group which includes but is not limited to salaries, rental, materials, transportation and other related expenses for its ordinary course of business, the breakdown of which has yet to be determined. The exact details of the utilisation of such proceeds, including the breakdown of the utilisation have not been determined. Pending utilisation of such proceeds, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interests derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional general working capital for our Company.

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### 3. OUTSTANDING CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION

Save for the Rights Issue with Warrants, there is no other corporate exercise/scheme being undertaken by our Company which has been announced but is pending completion as at the date of this Abridged Prospectus.

#### 3.1 Details of past fund-raising exercise in the past 5 years

- (a) On 3 August 2018, our Company completed a private placement of 26,716,000 new Shares (representing approximately 10.0% of the then existing total number of issued Shares) which raised a total of RM6.74 million ("**Private Placement 2017**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>Note</b>
Funding for existing property development and construction projects	4,658	4,658	-	(1)
Repayment of bank borrowings	2,005	2,005	-	(2)
Expenses for the Private Placement 2017	81	81	-	(3)
	<b>6,744</b>	<b>6,744</b>	<b>-</b>	

#### Notes:

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for term loans.
- (3) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.
- (b) On 26 December 2018, our Company completed a private placement of 88,162,900 new Shares (representing approximately 30.0% of the then existing total number of issued Shares) which raised a total of RM14.37 million ("**Private Placement 2018**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>Note</b>
Funding for existing property development and construction projects	11,212	11,212	-	(1)
Repayment of bank borrowings	3,000	3,000	-	(2)
Expenses for the Private Placement 2018	160	160	-	(3)
	<b>14,372</b>	<b>14,372</b>	<b>-</b>	

**Notes:**

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for term loans.
- (3) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.
- (c) On 30 December 2019, our Company completed a rights issue with warrants exercise involving the issuance of up to 439,345,450 new Shares together with up to 439,345,450 free detachable Warrants A on the basis of 1 Rights Share together with 1 free Warrant A for every existing share held by entitled shareholders on 28 November 2019, raising a total of RM34.38 million ("**Rights Issues with Warrants A**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	<b>Note</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Funding for existing property development and construction projects	22,000	22,000	-	(1)
Repayment of bank borrowings	5,000	5,000	-	(2)
Working capital	5,984	<sup>(5)</sup> 6,074	-	(3)
Expenses for the Rights Issue with Warrants A	1,400	<sup>(5)</sup> 1,310	-	(4)
	<b>34,384</b>	<b>34,384</b>	<b>-</b>	

**Notes:**

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for term loans.
- (3) Comprises payment for staff costs, other operating and administrative expenses.
- (4) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.
- (5) As the actual expenses for the Rights Issue with Warrants A was lower than the estimated expenses, the balance was reallocated to working capital.
- (d) On 21 September 2020, our Company completed a private placement exercise involving the issuance of 76,907,900 new Shares (representing 10% of the then existing total number of issued Shares before the private placement), raising a total of RM5.21 million ("**Private Placement 2020a**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	<b>Note</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Funding for existing property development and construction projects	4,150	4,150	-	(1)
Repayment of bank borrowings	500	500	-	(2)
Working capital	481	481	-	(3)
Expenses for the Private Placement 2020a	83	83	-	(4)
	<b>5,214</b>	<b>5,214</b>	<b>-</b>	

**Notes:**

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for term loans.
- (3) Comprises payment for staff costs, other operating and administrative expenses.
- (4) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.
- (e) On 19 April 2021, our Company completed a private placement exercise involving the issuance of 260,523,000 new Shares (representing 30.0% of the then existing total number of issued Shares before the private placement), raising a total of RM21.13 million ("**Private Placement 2020b**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	<b>Note</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Funding for existing property development and construction projects	21,028	21,028	-	(1)
Expenses for the Private Placement 2020b	100	100	-	(2)
	<b>21,128</b>	<b>21,128</b>	<b>-</b>	

**Notes:**

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.

- (f) On 4 October 2021, our Company completed a private placement exercise involving the issuance of 143,111,000 new Shares (representing 10% of the then existing total number of issued Shares before the private placement), raising a total of RM7.52 million ("**Private Placement 2021**").

The said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	<b>Note</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Working capital	7,390	7,390	-	(1)
Expenses for the Private Placement 2021	129	129	-	(2)
	<b>7,519</b>	<b>7,519</b>	<b>-</b>	

**Notes:**

- (1) Comprises payment for staff costs, other operating and administrative expenses.
- (2) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.
- (g) On 23 December 2022, our Company completed a private placement exercise involving the issuance of 479,293,900 new Shares (representing 30.0% of the then existing total number of issued Shares before the private placement), raising a total of RM16.78 million ("**Private Placement 2022**").

As at LPD, the said proceeds have been utilised as follows:

	<b>Actual proceeds raised</b>	<b>Amount utilised as at LPD</b>	<b>Balance unutilised</b>	<b>Note</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Property development projects	3,750	2,343	1,407	(1)
Construction projects	3,750	2,481	1,269	(1)
Repayment of bank borrowings	7,500	7,500	-	(2)
Repayment of outstanding trade payables	1,106	908	198	(3)
Expenses for the Private Placement 2022	669	669	-	(4)
	<b>16,775</b>	<b>13,901</b>	<b>2,874</b>	

**Notes:**

- (1) Comprises payment to contractors, suppliers, material costs, earthwork, piling works, site clearing, building and external works, consultants and relevant authorities.
- (2) Comprises payment for term loans, bank overdrafts, revolving credits and trade finance facilities.
- (3) Comprises payment for outstanding trade payables.
- (4) Comprises payment for advisors' professional fees, fees to the relevant authorities and miscellaneous expenses.

Save for the above, our Company had not undertaken any other equity fund-raising exercises in the past 5 years. Save for proceeds from the Private Placement 2022 which have yet to be fully utilised as stated in (g) above, all of the proceeds raised from the other fund-raising exercises as stated in (a) to (f) above were fully utilised as proposed.

**4. RATIONALE FOR THE RIGHTS ISSUE WITH WARRANTS**

Our Board had considered other methods of fundraising available such as obtaining additional borrowings. However, our Group's current capital structure is highly geared with a gearing ratio as at 31 December 2022 of 1.64 times which restricts us from obtaining additional borrowings. The COVID-19 pandemic and resultant MCO periods imposed by the Government since 2020 had resulted in disruption in the overall operating environment of our Group's operations. As a result, the progress of our construction projects were delayed which resulted in a decline in revenue recognition, and the sluggish property market resulted in lower sales from our property development division. Furthermore, our Group continued to incur certain fixed costs (such as rental costs, staff costs and borrowing costs) which resulted in our weak financial performance for FYE 2020 to 2022. In order to obtain sufficient cash flow for our Group's operations, our Board had undertaken various equity fund-raising exercises in the past in order to fund our working capital.

Given our high gearing ratio, our Board is of the opinion that the Rights Issue with Warrants remains the most appropriate method of raising funds, after taking into account the following:

- (a) the Rights Issue with Warrants will increase the number of Bina Puri Shares in circulation which may potentially enhance the liquidity and marketability of Bina Puri Shares on the Main Market of Bursa Securities;
- (b) the Rights Issue with Warrants will enable our Company to raise the requisite funds as stated in Section 2.6 above without incurring additional bank borrowings or the issuance of debt instruments, thereby allowing our Company to reduce its gearing level and strengthen its financial position;
- (c) the proceeds to be raised from the Rights Issue with Warrants are intended to be utilised mainly for the funding of existing and future construction and property development projects and/or repayment of borrowings and outstanding trade payables. Based on the prospects and outlook of the property market and construction industries in Malaysia as set out in Sections 5.2 and 5.3, the utilisation of proceeds are expected to contribute positively to the future earnings of our Group;
- (d) the Rights Issue with Warrants will increase the capital base of our Company which is expected to strengthen our financial position;

- (e) the Warrants B are expected to enhance the attractiveness of the Rights Shares. It provides the shareholders with the option to further participate in the equity of our Company at a pre-determined price and enable them to benefit from the future growth of our Company and any potential capital appreciation arising thereof; and
- (f) the Warrants B will also provide our Company with additional capital when they are exercised. The exercise of the Warrants B will allow our Company to raise fresh proceeds without incurring additional financing cost and minimise any potential cash outflow in respect of interest servicing.

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

### **5.1 Overview and outlook of the Malaysian economy**

The Malaysian economy grew slower in the fourth quarter of 2022 (7.0%; third quarter of 2022: 14.2%) as support from the stimulus measures and low base effect waned. At 7.0%, the growth was still above the long-term average of 5.1%. Private sector activity remained the key driver of growth, supported by private consumption and investment. The continued growth in private consumption was mainly driven by improving labour market conditions. Meanwhile, overall export growth moderated in line with the weaker external demand. This was partly offset by the resilient performance in exports of electrical and electronic products and higher tourism activities. The services and manufacturing sectors continued to drive growth. On a quarter-on-quarter seasonally-adjusted basis, the economy registered a decline of 2.6% (third quarter of 2022: +1.9%). Overall, the Malaysian economy expanded by 8.7% in 2022.

Domestic financial conditions have eased mostly due to global developments during the quarter. In particular, market expectations for smaller interest rate increases by the United States Federal Reserve amidst indications of slowing inflation in the United States have eased the strength of the USD. Global investor sentiments on RM and regional currencies have also been somewhat lifted by the reopening of China's economy and its expected positive economic spillovers to the region.

These encouraging global developments and greater domestic political certainty after the formation of the new Government in November 2022 led to a stronger RM against the USD. In line with other regional currencies, RM ended the quarter stronger by 5.3% against the USD.

Similarly, RM also strengthened against several major trading partners – the nominal effective exchange rate appreciated by 0.4% during the quarter. Moving forward, BNM will continue to closely monitor global and domestic financial conditions, and ensure orderly financial market adjustments.

For 2023, the Malaysian economy is expected to expand at a more moderate pace amidst a challenging external environment. Domestic demand will continue to drive growth, supported by the continued recovery in the labour market and the realisation of multi-year investment projects. The services and manufacturing sectors will also continue to support growth. Meanwhile, the slowdown in exports following weaker global demand would be partially cushioned by higher tourism activity. The balance of risks remains tilted to the downside, mainly from weaker global growth, tighter financial conditions, re-escalation of geopolitical conflicts and worsening supply chain disruptions.

Headline and core inflation are expected to moderate but remain elevated in 2023 amidst lingering cost and demand pressures. Core inflation is expected to remain elevated in the near term, in part due to the low base in the first half of 2022. Existing price controls and fuel subsidies, and the remaining spare capacity in the economy, will continue to partly contain the extent of upward pressures to inflation. The inflation outlook remains highly subject to any changes to domestic policy, as well as global commodity price developments.

*(Source: Economic and Financial Developments in Malaysia in the Fourth Quarter of 2022, Bank Negara Malaysia, published on 10 February 2023)*

Malaysia's economy is expected to continue its recovery momentum to achieve a GDP growth of 6.5% to 7.0% in 2022, in line with strong domestic demand, stellar exports performance and implementation of measures under the expansionary Budget 2022. Despite a softening world economic growth and trade activities, the economy is projected to grow between 4.0% and 5.0% in 2023, supported by steady domestic demand, a vibrant services sector, implementation of new and ongoing high multiplier infrastructure projects and sustained exports. The Government will continue to monitor global developments as well as implement appropriate policies and reform initiatives to strengthen the economy and fiscal position to withstand potential external shocks, improve people's livelihoods and enhance business resilience.

*(Source: Economic Outlook 2023, Ministry of Finance Malaysia)*

## 5.2 Overview and outlook of the property market in Malaysia

Property market activity continued to record growth in 2022. More than 389,000 transactions worth RM179.07 billion were recorded, showing an increase of 29.5% in volume and 23.6% in value compared to last year.

Residential sub-sector led the overall property market activity, with 62.5% contribution in volume. There were 243,190 transactions worth RM94.28 billion recorded in the review period, increased by 22.3% in volume and 22.6% in value year-on-year. The improvement was supported by the uptrend recorded in Pulau Pinang (31.1%), Johor (24.3%), Perak (18.9%), Wilayah Persekutuan Kuala Lumpur (18.4%) and Selangor (15.9%).

Commercial property segment recorded 32,809 transactions worth RM32.61 billion in 2022, increased by 46.3% in volume and 16.7% in value compared to last year. Shops formed more than half of these transactions (16,862 transactions worth RM14.2 billion); mostly were in Selangor (19.0%) and Johor (17.1%).

The residential overhang numbers reduced to 27,746 units worth RM18.41 billion as at 4th quarter 2022, down by 24.7% and 19.2% in volume and value respectively (Q4 2021: 36,863 worth RM22.79 billion).

Johor retained the highest number and value of overhang in the country with 5,285 units worth RM4.33 billion, accounting for 19.0% and 23.5% of the national volume and value respectively. Selangor (3,698 units worth RM3.36 billion), Pulau Pinang (3,593 units worth RM2.74 billion) and Wilayah Persekutuan Kuala Lumpur (3,429 units worth RM3.15 billion) followed suit.

Nevertheless, the overhang volume in all four states reduced, each down by 13.8%, 39.3%, 34.6% and 12.2% compared to last year, mainly due to the absorption of supplies in the affordable price bracket (RM300,000 and below). On the same note, serviced apartment saw a marginal reduction of 1.3% in both volume and value to record at 23,978 overhang units worth RM20.19 billion. Johor recorded the highest volume in the country with 58.9% share (14,132 units) and 60.6% share in value (RM12.23 billion) but the overhang volume and value reduced by 14.2% and 13.5% respectively.

The property market performance is expected to grow in line with the moderately lower economic growth projected for 2023 given the unpredictable external environment. Notwithstanding this, the accommodative policies, continuous government support, well execution of all planned measures outlined in the revised Budget 2023 and the proper implementation of strategies and initiatives under the 12th Malaysian Plan are expected to remain supportive of the property sector.

*(Source: Property Market Report 2022, Valuation and Property Services Department, Ministry of Finance Malaysia, published on 15 March 2023)*

### 5.3 Overview and outlook of the construction industry in Malaysia

The construction sector contracted by 2.1% in the first half of 2022, mainly due to lower construction activities in civil engineering and residential buildings subsectors. In contrast, non-residential buildings and specialised construction activities subsectors registered a growth during the same period, in line with expansion in business activities, albeit rising prices of construction-related materials.

The sector is expected to turn around in the second half with an expansion rate of 6.9%, supported by positive growth in all subsectors. Improvement in private investment and robust domestic economic activities are anticipated to increase demand for more industrial buildings. In addition, the acceleration of major infrastructure projects will continue to drive the sector's performance. The development of residential property is expected to remain active supported by continuous implementation of measures under the Budget 2022 including a total government guarantee of up to RM2.00 billion to banks via Skim Jaminan Kredit Perumahan ("SJKP") as well as housing projects for low income group with an allocation of RM1.50 billion. In 2022, the sector is projected to rebound by 2.3%.

The construction sector is forecast to expand by 4.7% in 2023 following a better performance in all subsectors. Civil engineering subsector is anticipated to rebound buoyed by implementation of new projects such as Mass Rapid Transit Line 3 (MRT3) Circle Line and acceleration of ongoing infrastructure projects which include, Rapid Transit System (RTS) Link, East Coast Rail Link (ECRL) and Light Rail Transit Line 3 (LRT3).

In addition, the approved investment projects in the manufacturing sector are anticipated to come onstream and subsequently creating a greater demand for industrial buildings. Hence, the non-residential buildings subsector is projected to expand further. Meanwhile, the residential buildings subsector is expected to grow steadily supported by more construction of affordable houses, in line with the strategy under the 12MP. In addition, incentive offered by the Government to encourage home ownership through the i-MILIKI programme is expected to spur demand for residential buildings while addressing the property overhang issue.

*(Source: Economic Outlook 2023, Ministry of Finance Malaysia)*

### 5.4 Overview and outlook of the construction industry in Thailand

The Thailand economy in the fourth quarter of 2022 expanded by 1.4%, decelerating from a growth of 4.6% in the previous quarter. After seasonally adjusted, the economy decreased by 1.5% from the third quarter. In 2022, the Thailand economy expanded by 2.6%, accelerating from a 1.5% expansion in 2021.

On expenditure side, the economy was mainly driven by the acceleration of export of services, the favorable expansion of private consumption and public investment, and the improvement of public investment. Nonetheless, export of goods and government expenditure contracted.

On the production side, agricultural sector and construction sector returned to expansion while accommodation and food service activities sector, wholesale and retail trade, repair of motor vehicles and motorcycles sector, transportation and storage sector continued to grow in line with a recovery of tourism sector. On the contrary, manufacturing sector contracted.



Construction sector expanded by 2.6% for the first time in six quarters, after dropping by 2.6% in the previous quarter. Public construction increased by 3.3% for the first time in six quarters, improving from a 5.7% contraction in the previous quarter. Meanwhile, government construction returned to expand for the first time in four quarters by 0.1%, increasing from a 9.8% decrease in the previous quarter while stateowned-enterprises construction expanded for the third consecutive quarter by 11.5%, accelerating from a 4.0% growth in the previous quarter. Besides, private construction increased for the second consecutive quarter at 1.9%, compared with a 2.0% increase in the previous quarter, consistent with the expansions of residential and non-residential constructions. On the contrary, other construction decreased for the fifth consecutive quarter, mainly due to decline of the metro railway construction.

The Thailand economy in 2023 is projected to expand in the range of 2.7% – 3.7% (with the midpoint of 3.2%). Key supporting factors include the recovery of tourism sector, the expansion in both private and public investments, the continual expansion of private consumption, and the favorable growth of the agricultural sector. Private consumption expenditure is expected to increase by 3.2%. Private and public investments are projected to increase by 2.1% and 2.7%, respectively. Meanwhile, export value of goods in United States dollar terms is anticipated to decline by 1.6%. Headline inflation is estimated to be in the range of 2.5% – 3.5% and the current account is projected to record a surplus of 1.5% of GDP.

*(Source: NESDC Economic Report, Thai Economic Performance in Q4 of 2022 and Outlook for 2023, Macroeconomic Strategy and Planning Division, Office of the National Economic and Social Development Council, published on 17 February 2023)*

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## 5.5 Prospects of our Group

Our Group is involved in various business divisions, including construction, property development, quarrying and power generation. However, for the past few financial years, construction and property development have been the main focus of our Group. The audited segmental revenue and LBT of our Group for FYE 2020 to 2022 are as follows:

<b>Segmental revenue</b>	<b>FYE 2020</b>		<b>FYE 2021</b>		<b>FYE 2022</b>	
	<b>RM'000</b>	<b>%</b>	<b>RM'000</b>	<b>%</b>	<b>RM'000</b>	<b>%</b>
Construction	219,311	56.6	157,047	54.6	40,927	17.4
Property development	152,194	39.3	103,692	36.1	136,511	58.1
Quarry	37,781	9.8	14,358	5.0	18,766	8.0
Power supply	11,442	3.0	12,322	4.3	14,065	6.0
Others	-	-	47	0.0	24,650	10.5
Adjustments and eliminations	(33,306)	(8.6)	-	-	-	-
<b>Total revenue</b>	<b>387,422</b>	<b>100.0</b>	<b>287,466</b>	<b>100.0</b>	<b>234,919</b>	<b>100.0</b>

<b>Segmental LBT</b>	<b>FYE 2020</b>		<b>FYE 2021</b>		<b>FYE 2022</b>	
	<b>RM'000</b>	<b>%</b>	<b>RM'000</b>	<b>%</b>	<b>RM'000</b>	<b>%</b>
Construction	(74,489)	274.9	(49,695)	79.6	(33,333)	46.3
Property development	59,438	(219.4)	2,527	(4.0)	1,180	(1.6)
Quarry	(449)	1.7	735	(1.2)	(18,048)	25.1
Power supply	(9,969)	36.8	(582)	0.9	(844)	1.2
Others	62	(0.2)	(281)	0.5	(1,740)	2.4
Adjustments and eliminations	(1,689)	6.2	(15,131)	24.2	(19,144)	26.6
<b>Total LBT</b>	<b>(27,096)</b>	<b>100.0</b>	<b>(62,427)</b>	<b>100.0</b>	<b>(71,929)</b>	<b>100.0</b>

As at LPD, our Group's construction division is involved in various projects domestically and overseas. The current unbilled order book of our Group stands at approximately RM510.91 million, which is expected to provide earnings visibility for our Group over the next 1 to 2 years. Our Group's on-going construction projects as at LPD comprise the following:

- (a) Upgrading works for Pan Borneo Highway in Sarawak;
- (b) Hotel Kerajaan Negeri Terengganu in Pulau Poh, Tasik Kenyir, Terengganu;
- (c) Malaysian Embassy in Moscow, Russia; and
- (d) construction works for the high-speed railway project in Thailand.

For the property development division, as at LPD, our Group has several ongoing projects in Johor, Pahang, Sabah and Sarawak with a combined estimated gross development value of RM1.29 billion. Based on the sales achieved for the property development division, the unbilled sales amounts to approximately RM43.80 million as at LPD. Our Group's on-going property development projects as at LPD comprise the following:

- (a) Petrie Villa in Johor Bahru, Johor;
- (b) Lakehill in Masai, Johor;
- (c) 1 Puri Commercial Center in Kuching, Sarawak;
- (d) One Jesselton Condominium in Kota Kinabalu, Sabah;
- (e) Main Place in Kota Kinabalu, Sabah;
- (f) Waterfront Kuantan Phase 2 in Pahang; and
- (g) The Valley in Bentong, Pahang.

Moving forward, our Group will continue to participate actively in open tenders for both public and private projects in Malaysia and overseas to replenish its order book, supported by our Group's experience and competitiveness in the construction sector.

Our Group is keen to expand its presence in the renewable energy sector in Malaysia and will participate actively in tendering for large scale solar power plant projects, leveraging on our power subsidiary listed on the Indonesia Stock Exchange, PT Megapower Makmur Tbk ("**PMMT**").

The key power plants currently being operated by PMMT includes the following:

- (a) Bantaeng 1: a mini-hydro power plant with installed capacity of 2 x 2,250kilowatt ("**kW**"), located at Patanetteang Village, Tompobulu District, Bantaeng Regency, South Solawesi, Indonesia;
- (b) Muntok: a diesel power plant with installed capacity of 13 x 800kW located at Jalan Mentok Pal 2, No. 198, West Bangka Regency, Bangka-Belitung Islands, Indonesia;
- (c) Bengkalis: a diesel power plant with installed capacity of 8 x 800kW located at Desa Pangkalan Batang, Bengkalis Regency, Riau, Indonesia; and
- (d) Toboali 1 & 2: two diesel power plant with installed capacity of 7 x 800kW and 8 x 800kW respectively located at Jalan Puput No. 3, Toboali, South Bangka Regency, Bangka-Belitung Islands, Indonesia.

For FYE 31 December 2021, with the recovery of the Indonesian economy in 2021, PMMT had registered a PAT of IDR2,504.96 million (approximately RM0.73 million at an exchange rate of IDR100:RM0.0290, based on average exchange rate in 2021 published by BNM) compared to a LAT of IDR4.99 million (approximately RM1,442.00 at an exchange rate of IDR100:RM0.0289, based on average exchange rate in 2020 published by BNM) for FYE 31 December 2020. Moving forward, with the expected completion of new power projects leading to an increase in power production by the company and the support of the Indonesian government for the development of electricity with renewable resources, PMMT's financial performance is expected to further improve in the subsequent financial years.

In Malaysia, the Ministry of Energy and Natural Resources of Malaysia is committed to the use of renewable resources for power generation with a target to reach 31.0% of the total installed capacity in Malaysia coming from renewable resources in 2025 and 40.0% by 2035 under Malaysian Energy Transition Plan 2021 -2040. The Government will be focusing on Peninsular Malaysia as it accounts for 80.0% of Malaysia's electricity demand. Out of the 31.0% renewable energy target in 2025, 26% comes from Peninsular Malaysia in 2025 and out of the 40.0% target in 2035, Peninsular Malaysia accounts for 32.0%. Renewable energy capacity in Peninsular Malaysia is projected to increase from the current 4,430 Megawatt ("MW") to 10,944MW in the next 15 years. As solar has the highest potential, Malaysia plans to introduce battery energy storage systems, with a total capacity of 500MW from 2030 onwards.

Hence, taking into consideration the above and the expected recovery of the Malaysian economy post COVID-19 pandemic, our Group is optimistic on the outlook and long-term prospects of the renewable energy sector, particularly in the solar power space in Malaysia.

Our Group, in response to the COVID-19 crisis and market uncertainties, will continue to exercise prudence in the management of our Group's financial matters and operations.

Premised on the above as well as the overview and outlook of the property market and construction industry in Malaysia as set out in Sections 5.2 and 5.3, our Board is optimistic of the future prospects of our Group moving forward.

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## **6. RISK FACTORS**

In addition to other information contained in this Abridged Prospectus, you should carefully consider the following risk factors before subscribing for or investing in the Rights Issue with Warrants:

### **6.1 Risks relating to our business**

#### **6.1.1 Risks relating to our Group's construction business**

- (i) The construction business is highly competitive

The sustainability of our Group's construction business is dependent on our ability to continuously replenish our order book of construction projects. This is dependent on our Group's ability to successfully tender for construction projects. However, our Group faces competition from other construction companies in terms of pricing, timely delivery and quality. While we continue to leverage on our established brand name and track record, we will also seek to remain competitive in terms of pricing, quality and efficiency. As such, there is no assurance that our Group will be able to consistently succeed in competitive bidding for construction projects in the future or that our Group will not suffer a decline in our profit margins in order to maintain competitive pricing in our tenders to replenish our order book.

- (ii) We may face delays in completing our construction projects

The performance of our Group's construction business is dependent on the timely completion of our construction projects. In turn, this is dependent on various external factors, some of which may be beyond our control, such as obtaining various regulatory approvals, site accidents, shortage or late arrival of raw materials as well as change in regulatory environment or framework. Any delay in completing our construction projects within the agreed timeframe with our customers may expose our Group to additional costs and potential claims which may impact our Group's profitability.

As a result of the COVID-19 pandemic and resultant MCO periods imposed by the Government in the past financial years as well as the recent global political instability due to the on-going Russia-Ukraine war, we experienced delays in completing some of our construction projects, namely for the upgrading works for Pan Borneo Highway in Sarawak, construction of Hotel Kerajaan Negeri Terengganu in Pulau Poh, Tasik Kenyir, Terengganu and construction of the Malaysian Embassy in Moscow, Russia. Further details of our ongoing construction projects are set out in Note (2) of Section 2.6.

Notwithstanding that our contracts with our customers will normally include clauses which allow us to claim for force majeure events, there is no assurance that we will be able to recover in full or any of the additional costs we may be required to incur as a result of such delays. Such delays may also affect our Group's reputation which may adversely affect our Group's ability to successfully bid for new construction projects in the future. This may then affect our Group's ability to continuously replenish our order book, thus affecting our future financial performance.

- (iii) We may incur additional costs due to defect liability period

Our Group's construction contracts normally include clauses which provide a defect liability period for work done of up to 24 months from the date of practical completion of a construction project. As such, our Group will be responsible to repair or rectify any defects identified during the defect liability period at our own expense. There is no assurance that any repair, reconstruction or rectification work during the defects liability period will not have a material impact on our Group's financial performance or cash flows, which may erode our profit margins or restrict our ability to tender for new construction projects due to insufficient cash flows.

- (iv) We depend on the services of third-party subcontractors

Our Group engages third-party subcontractors from time to time for our construction projects. We normally engage subcontractors for, amongst others, mechanical and electrical works, piling and foundation works as well as interior design and fittings. Our Group implements stringent selection criterias to ensure only subcontractors with proven track record and adequate financial resources are appointed. Notwithstanding this, we are still susceptible to the inherent risk relating to such third-party subcontractors, such as construction defects, delays in completion, shortage of workers or failure to obtain relevant permits. There is no assurance that the appointed subcontractors will provide satisfactory services or fulfil the quality level we expect. The subcontractors may also face financial difficulties which may affect their ability to carry out the subcontracted work, leading to possible delays in completing the projects as well as cost overruns. In turn, our Group may be required to incur additional costs to complete the construction work up to the standards our customers expect and based on the agreed timeline, which may adversely affect the financial performance of our Group.

- (v) We may face shortages and/or fluctuations in the costs of construction materials, labour and equipment

Construction contracts are generally quoted based on prevailing market prices. However, the cost of construction materials, labour or equipment may fluctuate materially from the time we tender for the contract up to the actual commencement and completion of the project due to shortages in supply, delay in global supply chains or fluctuation in currency exchange rates. In the event there is a material increase in such costs and we are unable to pass such additional costs to our customers, or our budgeted contingency costs are insufficient to cover the increase in costs, or we are unable to source for other cheaper alternatives in a timely manner, our profit margins from such projects may be reduced and consequently, our financial performance may be adversely affected. In addition, such cost overruns may also affect our cash flows and in the event we are unable to generate sufficient cash flows, either via internally generated funds, borrowings or equity fund raising, we may face additional delays in completing our projects which may adversely affect our business and financial performance.

Furthermore, in the event there is a shortage of construction materials, labour or equipment and we are unable to source for alternatives in a timely manner, the progress of our construction projects may be delayed which may adversely affect the financial performane of our Group.

### 6.1.2 Risks relating to our Group's property development business

- (i) Our property development business is dependent on the prevailing market conditions of the property market

Our Group's property development business performance is dependent on the performance of the property market, particularly in Malaysia. This is in turn affected by changes in domestic and global economies, political uncertainties, changes in demographic trends, unemployment levels, and income and inflation levels, amongst others. Political and economic uncertainties include, but are not limited to, the risk of war, terrorism, riots, change in political leadership and/or change in the Government's legislations and policies. In addition, changes in interest rates, property tax assessments, currency exchange controls, introduction of regulatory measures to curb speculative investments in the property market and other statutory changes may also affect the property market. Any change in the Government's policy, regulatory changes or any political instability in Malaysia may lead to price instability and an imbalance between the supply of, and demand for properties.

Other factors beyond our control such as the sudden outbreak of diseases (e.g. the COVID-19 pandemic) may also have a material impact on the property market condition. Any adverse developments affecting the property market may result in an adverse impact on the performance of the construction, property development and property investment sectors, which in turn may adversely affect the performance and growth of our Group's property development business.

- (ii) The property development business is highly competitive

We face competition from both local and international property developers in terms of pricing of properties, design and quality of properties, facilities and supporting infrastructure. The sustainability of our Group's property development business is dependent on our ability to successfully market our property developments, which requires us to respond to the changes in economic conditions and market demand. In turn, this is dependent on our Group's ability to successfully conduct market intelligence surveys to understand home buyers' needs, monitoring and adjusting development products as well as implementing innovative market strategies in order to compete with the other property developers in terms of pricing, efficiency, design and quality.

While we can leverage on our established brand name, track record and the strategic locations of our developments, we will also continuously implement strategic marketing and attractive promotional campaigns in order to remain competitive in terms of pricing. We will also adjust our development products and marketing strategies based on our understanding of evolving economic conditions, home buyers' needs and market demands. Notwithstanding the measures undertaken by our Group, there is no assurance that we will be able to succeed in marketing our products in the future or that our Group will not suffer an erosion in profit margins in order to remain competitive in pricing, which may have an adverse impact on the financial performance of our Group.

- (iii) We may face delays or be unable to complete our property development projects

The performance of our Group's property development business is dependent on the timely completion of our property development projects. In turn, this is dependent on various external factors, some of which may be beyond our control, such as obtaining various regulatory approvals, site accidents, shortage or late arrival of raw materials, changes in regulatory environment or framework as well as the performance of our contractors and subcontractors, amongst others.

As a result of the COVID-19 pandemic and resultant MCO periods imposed by the Government in the past few financial years, we experienced delays in completing some of our property development projects, namely the following:

- (a) Petri Villa in Johor Bahru, Johor;
- (b) Lakehill in Masai, Johor;
- (c) 1 Puri Commercial Center in Kuching, Sarawak; and
- (d) One Jesselton Condominium in Kota Kinabalu, Sabah.

Further details of such ongoing property development projects are set out in Note (1) of Section 2.6.

Any delay in completing our property development projects may expose our Group to additional costs and potential claims which may impact our Group's financial performance. In the event our cash flow is adversely affected, we may be unable to complete the property development project unless we secure additional financing facilities and/or generate additional cashflows, either via internally generated funds and/or equity fund raisings. Such delays may also affect our Group's reputation which may adversely affect our ability to market our property development projects in the future, hence adversely affect our Group's future financial performance.

- (iv) We are exposed to the risk of property overhang and/or unsold properties

Property overhang is commonly caused by oversupply of properties. Other factors contributing to property overhang include economic downturn, insufficient home ownership policies by the Government, unfavourable market conditions or declining population. A prolonged increase in the property overhang situation may affect the take-up rate of future property development projects and the number of unsold properties will continue to increase.

Notwithstanding that our Group constantly monitors the developments in the property market in order to anticipate the requirements and needs of buyers based on their expectations in terms of design, material specifications, lifestyle preferences, location and changing consumer needs before launching any property development projects, there is no assurance that there will not be a prolonged property overhang situation in the future and that our future property development projects will be able to achieve a favourable take-up rate, which may have an adverse impact on the financial performance of our Group.

- (v) We are dependent on the availability of viable landbanks for development

Our Group's success in the property development business is dependent on our ability to identify and acquire viable landbanks with development potential at commercially viable prices. The continuous identification and replenishment of landbank is crucial in determining whether our Group's property development business can deliver sustainable growth and contribute positively to the financial performance of our Group.



As Malaysia continues to become more urbanised and viable landbank for development becomes more scarce, our Group may face increased competition from other property developers in the acquisition of landbanks at commercially viable prices. This may result in a higher acquisition cost and reduce the profit margins of our property development projects in the future. There is no assurance that this would not adversely affect our Group's financial performance in the future.

- (vi) Our property development business is capital intensive in nature and is dependent on our ability to raise financing

Our Group's ability to continue launching new property development projects in the future require significant capital expenditure, including the acquisition of land. In order for our Group to meet the continued capital requirements, we will be required to raise sufficient financing via external debt financing, equity financing and/or internally generated funds. There is no assurance that financing, either on a short-term or a long-term basis, can be secured by our Group, or if available, such financing can be secured on terms favourable to us or will be sufficient for our future projects.

In the event we are unable to secure the necessary financing or secure such financing on terms which are favourable to us, we may be unable to continue launching new property development projects in the future which may adversely affect our business, financial performance and future prospects.

- (vii) We are exposed to the risk of recording negative operating cash flows

We recorded net cash used in operating activities of RM21.2 million for FYE 2021, primarily due to increase in the Group's LBT by RM35.3 million or 130.3% for FYE 2021 as compared to FYE 2020 (FYE 2021: RM62.4 million, FYE 2020: RM27.1 million). The increase in the Group's LBT was mainly due to decrease in profit contribution from the property development division by RM56.9 million or 95.8% for FYE 2021 as compared to FYE 2020 (FYE 2021: RM2.5 million, FYE 2020: RM59.4 million) primarily due to slower sales and additional time required to complete the property development projects due to the prolonged COVID-19 pandemic impact and the various MCO imposed by the Government.

Nonetheless, save for FYE 2021, we recorded net positive operating cash flows for FYE 2020 and FYE 2022. However, we cannot assure you that we will continue to record net positive operating cash flows in the future. In the event we record a net negative operating cash flow in the future, our liquidity may be affected which will reduce our financial flexibility and our ability to obtain additional financing facilities from financial institutions, which in turn may adversely affect our ability to complete our property development and construction projects. All these may in turn, adversely affect our ability to meet our financial obligations.

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## **6.2 Risks relating to the Rights Issue with Warrants**

### **(i) Capital market risk**

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

The value of the Warrants B depends on various factors, primarily the market price of our Shares, Warrants B Exercise Price, remaining tenure of the Warrants B, volatility of our share price and the perceived risk-free rates applicable in the relevant market. In view of this, there can be no assurance that the Warrants B will be 'in-the-money' during its tenure. There can also be no assurance that an active market for the Warrants B will develop upon or subsequent to their listing on Bursa Securities or if developed, that such market can be sustained.

Furthermore, you are reminded that should the outstanding Warrants B expire at the end of its tenure, it will cease thereafter to be valid for any other purposes and hence, will no longer have any value.

### **(ii) Failure or delay in the completion of the Rights Issue with Warrants**

The Rights Issue with Warrants is exposed to the risk that it may be terminated or delayed in the event of a material adverse change of events or circumstances (such as force majeure events including without limitation, natural disasters, acts of terrorism, strikes, national disorder, declaration of a state of war or accidents, or any change in law, regulation, policy or ruling), which is beyond the control of our Group and the Principal Adviser, arising prior to the completion of the Rights Issue with Warrants.

In this respect, pursuant to Section 243 of the CMSA, in the event the Rights Issue with Warrants is aborted, all monies raised under the Rights Issue with Warrants which are held in a trust account for our Company will be refunded free of interest within 14 days to the Entitled Shareholders. Monies not paid within 14 days will be returned with interest at the rate of 10% per annum or at such other rates as may be prescribed by the SC.

In the event the Rights Issue with Warrants is aborted/terminated, and the Rights Shares have been allotted to the Entitled Shareholders, a return of monies to all holders of Rights Shares will only be achieved by way of cancellation of the share capital as provided under the Act and its related rules. Such cancellation requires the sanction of our shareholders by special resolution in a general meeting, consent of our Company's creditors (where applicable) and either the confirmation of the High Court of Malaya or a solvency statement by our Board. There can be no assurance that such monies can be returned within a short period of time.

**(iii) Forward-looking statements**

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

All forward-looking statements are based on forecasts and assumptions made by our Company and although believed to be reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. Such factors include, among others, the risk factors as set out in this section. In light of these and other uncertainties, the inclusion of forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company that the plans and objectives of our Group will be achieved.

**(iv) Potential dilution of existing shareholders' shareholdings**

Those Entitled Shareholders who do not subscribe for their entitlement of Rights Shares with Warrants B under the Rights Issue with Warrants will experience dilution in their existing shareholding in our Company as a result of the issuance of the Rights Shares arising from the subscription by other Entitled Shareholders and/or their renounees. In addition, the issuance of new Shares arising from the exercise of the Warrants B in the future will lead to further such dilution.

Consequently, their proportionate entitlement to any dividends, rights, allotments and/or other distributions that our Company may declare, make or pay after completion of the Rights Issue with Warrants will correspondingly be diluted.

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## 7. EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS

### 7.1 Share capital

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

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM'000	No. of Shares	RM'000
Existing issued share capital as at LPD	2,076,941,137	263,296	2,076,941,137	263,296
Assuming full exercise of ESIS Options	-	-	26,447,263	<sup>(3)</sup> 2,899
	2,076,941,137	263,296	2,103,388,400	266,195
Rights Shares to be issued	142,857,144	<sup>(1)</sup> 2,894	1,402,259,933	<sup>(1)</sup> 38,812
Enlarged share capital after Rights Issue with Warrants	2,219,798,281	266,190	3,505,647,333	305,007
To be issued assuming full exercise of Warrants B	28,571,428	<sup>(2)</sup> 2,069	280,451,788	<sup>(2)</sup> 20,305
<b>Enlarged share capital</b>	<b>2,248,369,709</b>	<b>268,259</b>	<b>3,786,099,121</b>	<b>325,312</b>

#### Notes:

- (1) Based on the issue price of the Rights Shares, adjusted for the creation of warrant reserve based on the issuance of Warrants B at a fair value of RM0.0324 each (computed based on the Trinomial option pricing model (source: Bloomberg as at LPD) and deducting the estimated expenses incidental to the Rights Issue with Warrants amounting to RM1.18 million (for the Minimum Scenario and Maximum Scenario).
- (2) Based on the Warrants B Exercise Price and after accounting for the reversal of Warrant B reserve.
- (3) Based on the exercise price of outstanding ESIS Options of RM0.076 and after accounting for the reversal of warrant and share option reserve.

Based on the illustration above, the number of new shares which will arise from the exercise or conversion of all outstanding convertible equity securities, does not exceed 50% of the total number of issued shares of Bina Puri, and as such, is in compliance with Rule 6.50 of the Listing Requirements.

## 7.2 NA and gearing

For illustrative purposes, the pro forma effects of the Rights Issue with Warrants on the NA and gearing of our Group based on its audited consolidated financial statements as at 30 June 2022 are as follows:

### Minimum Scenario

	(I)	(II)	(III)
Audited as at 30 June 2022	<sup>(1)</sup> After adjusting for subsequent events	After (I) and the Rights Issue with Warrants	<sup>(5)</sup> After (II) and assuming full exercise of all Warrants B
RM'000	RM'000	RM'000	RM'000
Share capital	246,521	263,296	<sup>(2)</sup> 266,190
Other reserves	484	(9,555)	<sup>(3)</sup> (8,629)
Accumulated losses	(79,477)	(69,438)	(69,438)
<b>Shareholders' fund / NA</b>	<b>167,528</b>	<b>184,303</b>	<b>188,123</b>
Non-controlling interest	107,169	107,169	107,169
<b>Total equity</b>	<b>274,697</b>	<b>291,472</b>	<b>295,292</b>
Number of Shares in issue ('000)	1,597,646	2,076,941	2,219,798
NA per Share (RM)	0.10	0.09	0.08
Borrowings (interest-bearing)	424,292	424,292	<sup>(4)</sup> 422,672
Gearing ratio (times)	1.54	1.46	1.43

### Notes:

<sup>(1)</sup> After accounting for the following:

- (a) issuance of 479,293,900 new Shares at the issue price of RM0.035 per Share pursuant to the Private Placement 2022;
- (b) issuance of 1,000 new Shares at the issue price of RM0.10 per Share pursuant to the exercise of Warrants A; and
- (c) reversal of warrant reserve in relation to Warrants A pursuant to their expiry on 22 December 2022.

<sup>(2)</sup> Adjusted for the issuance of 142,857,144 Rights Shares at the issue price of the Rights Shares and after deducting estimated expenses incidental to the Rights Issue with Warrants of approximately RM1.18 million.

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- (3) Adjusted for the creation of warrant reserve amounting to RM0.93 million for the issuance of 28,571,428 Warrants B at a fair value of RM0.0324 each, computed based on the Trinomial option pricing model (source: Bloomberg as at LPD).
- (4) After utilisation of RM1.62 million from the total proceeds of the Rights Issue with Warrants towards repayment of our Group's bank borrowings.
- (5) Assuming the exercise of all 28,571,428 Warrants B at the Warrants B Exercise Price.

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**Maximum Scenario**

	(I)	(II)	(III)	(IV)
Audited as at 30 June 2022	(1)After adjusting for subsequent events	(2)After (I) and full exercise of ESIS Options	After (II) and the Rights Issue with Warrants	(6)After (III) and assuming full exercise of all Warrants B
RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	246,521	263,296	266,195	(3)305,007
Other reserves	484	(9,555)	(10,444)	(4)(1,357)
Accumulated losses	(79,477)	(69,438)	(69,438)	(69,438)
<b>Shareholders' fund / NA</b>	<b>167,528</b>	<b>184,303</b>	<b>186,313</b>	<b>234,212</b>
Non-controlling interest	107,169	107,169	107,169	107,169
<b>Total equity</b>	<b>274,697</b>	<b>291,472</b>	<b>293,482</b>	<b>341,381</b>
Number of Shares in issue ('000)	1,597,646	2,076,941	2,103,388	3,505,647
NA per Share (RM)	0.10	0.09	0.09	0.07
Borrowings (interest-bearing)	424,292	424,292	424,292	(5)402,292
Gearing ratio (times)	1.54	1.46	1.45	1.18

**Notes:**

(1) After accounting for the following:

- (a) issuance of 479,293,900 new Shares at the issue price of RM0.035 per Share pursuant to the Private Placement 2022;
- (b) issuance of 1,000 new Shares at the issue price of RM0.10 per Share pursuant to the exercise of Warrants A; and
- (c) reversal of warrant reserve in relation to Warrants A pursuant to their expiry on 22 December 2022.

(2) Adjusted for the issuance of Bina Puri Shares pursuant to the exercise of all outstanding ESIS Options at an exercise price of RM0.076 and after accounting for the reversal of share option reserve.

(3) Adjusted for issuance of 1,402,258,933 Rights Shares at the issue price of the Rights Shares and after deducting estimated expenses incidental to the Rights Issue with Warrants of approximately RM1.18 million.

Registration No. 199001015515 (207184-X)

- (4) Adjusted for the creation of warrant reserve amounting to RM9.09 million for the issuance of 280,451,788 Warrants B at a fair value of RM0.0324 each, computed based on the Trinomial option pricing model (source: Bloomberg as at LPD).
- (5) After utilisation of RM22.00 million from the total proceeds of the Rights Issue with Warrants towards repayment of our Group's bank borrowings.
- (6) Assuming the exercise of all 280,451,788 Warrants B at the Warrants B Exercise Price.

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### 7.3 Substantial shareholders' shareholdings

The pro forma effects of the Rights Issue with Warrants on the shareholdings of the substantial shareholders is set out below:

#### Minimum Scenario

Substantial shareholders	As at LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of all Warrants B			
	<----Direct---->		<----Indirect---->		<----Direct---->		<----Indirect-->		<----Direct---->		<----Indirect-->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chai Chan Tong	423,293,900	20.4	-	-	423,293,900	19.1	-	-	423,293,900	18.8	-	-
Tan Sri Datuk Tee Hock Seng, JP	129,131,504	6.2	<sup>(1)</sup> 85,219,159	4.1	215,193,089	9.7	<sup>(1)</sup> 142,014,718	6.4	232,405,406	10.3	<sup>(1)</sup> 153,373,829	6.8
Dato' Neoh Soo Keat	113,726,900	5.5	-	-	113,726,900	5.1	-	-	113,726,900	5.1	-	-
Datuk Matthew Tee Kai Woon	84,419,159	4.1	<sup>(2)</sup> 129,931,504	6.3	140,681,546	6.3	<sup>(2)</sup> 216,526,261	9.8	151,934,023	6.8	<sup>(2)</sup> 233,845,212	10.4

#### Notes:

- (1) Deemed interest via the shareholdings of his son, Datuk Matthew Tee Kai Woon and his son's interest in Tee Hock Seng Holdings Sdn Bhd (which holds 800,000 Shares as at LPD) pursuant to Section 8 of the Act.
- (2) Deemed interest via the shareholdings of his father, Tan Sri Datuk Tee Hock Seng, JP and his interest in Tee Hock Seng Holdings Sdn Bhd.

**Maximum Scenario**

Substantial shareholders	As at LPD				(I) After full exercise of ESIS Options			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chai Chan Tong	423,293,900	20.4	-	-	423,293,900	20.1	-	-
Tan Sri Datuk Tee Hock Seng, JP	129,131,504	6.2	<sup>(1)</sup> 85,219,159	4.1	129,131,504	6.1	<sup>(1)</sup> 86,059,159	4.1
Dato' Neoh Soo Keat	113,726,900	5.5	-	-	113,726,900	5.4	-	-
Datuk Matthew Tee Kai Woon	84,419,159	4.1	<sup>(2)</sup> 129,931,504	6.3	<sup>(3)</sup> 85,259,159	4.1	<sup>(2)</sup> 129,931,504	6.2
Substantial shareholders	(II) After (I) and the Rights Issue with Warrants				(III) After (II) and assuming full exercise of Warrants B			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chai Chan Tong	705,489,833	20.1	-	-	761,929,020	20.1	-	-
Tan Sri Datuk Tee Hock Seng, JP	215,219,173	6.1	<sup>(1)</sup> 143,431,932	4.1	232,436,707	6.1	<sup>(1)</sup> 154,906,487	4.1
Dato' Neoh Soo Keat	189,544,833	5.4	-	-	204,708,420	5.4	-	-
Datuk Matthew Tee Kai Woon	<sup>(3)</sup> 142,098,598	4.1	<sup>(2)</sup> 216,552,507	6.2	<sup>(3)</sup> 153,466,486	4.1	<sup>(2)</sup> 233,876,708	6.2

**Notes:**

- (1) Deemed interest via the shareholdings of his son, Datuk Matthew Tee Kai Woon and his son's interest in Tee Hock Seng Holdings Sdn Bhd (which holds 800,000 Shares as at LPD) pursuant to Section 8 of the Act.
- (2) Deemed interest via the shareholdings of his father, Tan Sri Datuk Tee Hock Seng, JP and his interest in Tee Hock Seng Holdings Sdn Bhd (which holds 800,000 Shares as at LPD) pursuant to Section 8 of the Act.
- (3) Assuming full exercise of his outstanding 840,000 ESIS Options into new Bina Puri Shares.

## 7.4 Earnings and EPS

The effects of the Rights Issue with Warrants on the consolidated losses and LPS of our Company for FYE 2023 will depend on, amongst others, the number of Rights Shares to be issued and the level of returns generated from the utilisation of the proceeds to be raised from the Rights Issue with Warrants.

Assuming that the consolidated losses of our Company remain unchanged, the LPS of our Company will be diluted as a result of the increase in the number of Shares in issue following the issuance of the Rights Shares and any new Shares arising from the exercise of the Warrants B.

For illustration purposes only, based on the audited consolidated financial statements of Bina Puri for FYE 2022 and assuming the Rights Issue with Warrants had been effected at the beginning of the financial year, the pro forma effects of the Rights Issue with Warrants on the consolidated losses and LPS of Bina Puri assuming the maximum scenario, are as follows:

	<b>Audited as at 30 June 2022</b>	<b>After the Rights Issue with Warrants (Maximum Scenario)</b>
	<b>RM'000</b>	<b>RM'000</b>
LAT attributable to owners of our Company	(74,749)	(74,749)
Pro forma LAT attributable to owners of our Company <sup>(1)</sup>	(74,749)	(74,749)
No. of shares ('000)	1,597,646	3,786,099
LPS (sen)	(4.68)	(1.97)

### Note:

- <sup>(1)</sup> There is no change in the pro forma LAT attributable to owners of our Company after the Rights Issue with Warrants as the estimated expenses incidental to the Rights Issue with Warrants will be deducted from our share capital.

## 7.5 Convertible securities

Save as disclosed below, our Company does not have any other outstanding convertible securities as at LPD.

### 7.5.1 ESIS Options

As at LPD, there are 26,447,263 ESIS Options granted under the existing ESIS which have not been exercised. Furthermore, our Company has up to 212,078,671 ESIS Options which may be granted pursuant to the maximum allowable amount under the existing By-Laws based on the total number of issued Shares as at LPD. Nonetheless, our Company undertakes not to grant any additional ESIS Options from LPD up to the completion of the Rights Issue with Warrants.

In accordance with the provisions of the By-Laws, consequential to the Rights Issue with Warrants, the exercise price and/or number of outstanding ESIS Options may be adjusted in accordance with ESIS Options Adjustments.

The ESIS Options Adjustments will only be finalised on the Entitlement Date (where applicable) and will be effective on the date following the Entitlement Date (where applicable), and the relevant notifications to the respective holders will be issued by our Company at a later date.

For illustrative purpose, in accordance with the provisions of the By-Laws, based on the outstanding ESIS Options as at LPD of 26,447,263 which are exercisable into 26,447,263 new Bina Puri Shares at an exercise price of RM0.076 each, set out below is the detailed computations of the ESIS Options Adjustments:

$$(i) \quad \text{The new exercise price} = S \times \frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

$$(ii) \quad \text{The adjusted ESIS Options} = \frac{T \times (G + H^*) \times C}{(G \times C) + (H^* \times I^*)}$$

Where,

C = RM0.0404, being the market price of each Share on the market day immediately preceding the date of announcement of the Entitlement Date of the Rights Issue with Warrants to Bursa Securities (for illustrative purposes, the 5D-VWAMP up to and including the LPD is used);

G = 2,076,941,137, being the aggregate number of Shares in issue as at LPD;

H = 1,402,258,933, being the aggregate number of Rights Shares to be issued pursuant to the Rights Issue with Warrants;

H\* = 1,402,258,933, being the aggregate number of Rights Shares to be issued pursuant to the Rights Issue with Warrants;

I = RM0.035, being the subscription consideration of each Rights Share;

I\* = RM0.035, being the subscription consideration of each Rights Share;

J = 280,451,788, being the aggregate number of Shares to be issued upon exercise of Warrants B computed based on 1,402,258,933 Rights Shares;

K = RM0.040, being the exercise price of each Warrant B;

S = RM0.076, being the existing exercise price of the outstanding ESIS Options; and

T = 26,447,263, being the existing number of outstanding ESIS Options.

**(i) Adjustment to the exercise price of ESIS Options**

$$\begin{aligned} \text{The new exercise price} &= \text{RM0.076} \times \frac{(2,076,941,137 \times \text{RM0.0404}) + (1,402,258,933 \times \text{RM0.035}) + (280,451,788 \times \text{RM0.040})}{(2,076,941,137 + 1,402,258,933 + 280,451,788) \times \text{RM0.0404}} \\ &= \text{RM0.07} \\ &\quad \text{(rounded down to the nearest one sen as provided in the By-Laws)} \end{aligned}$$

**(ii) Adjustment to the number of outstanding ESIS Options**

$$\begin{aligned} \text{The adjusted ESIS Options} &= \frac{26,447,263 \times (2,076,941,137 + 1,402,258,933) \times \text{RM0.0404}}{(2,076,941,137 \times \text{RM0.0404}) + (1,402,258,933 \times \text{RM0.035})} \\ &= 27,953,148 \end{aligned}$$

$$\begin{aligned} \text{The additional number of ESIS Options} &= 27,953,148 - 26,447,263 \\ &= 1,505,885 \\ &\text{(rounded down to the nearest whole ESIS Option as provided in the By-Laws)} \end{aligned}$$

Based on the above computation, the adjusted ESIS Options is 27,953,148. As at LPD, there are 26,447,263 outstanding ESIS Options. As such, our Company will have to issue 1,505,885 additional ESIS Options (assuming there are no fractional entitlements).

**8. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES, MATERIAL COMMITMENTS AND MATERIAL TRANSACTIONS**

**8.1 Working capital and sources of liquidity**

Our Group's working capital is funded through cash generated from operating activities, credit extended by suppliers, credit facilities from financial institutions as well as our Group's existing cash and bank balances.

As at LPD, we hold cash and bank balances of RM29.55 million and have outstanding borrowings of RM397.13 million comprising RM335.74 million of term loans, bank overdrafts and revolving credits, and RM41.39 million of trade finance facilities, which represents a gearing ratio of 1.45 times based on our total NA as at 30 June 2022. We have fully utilised our available banking facilities.

Our Board confirms that, after taking into consideration the funds generated from our Group's operations, the banking facilities available to our Group as well as the proceeds to be raised from the Rights Issue with Warrants, our Group will have sufficient working capital available for a period of 12 months from the date of this Abridged Prospectus.

**8.2 Borrowings**

As at LPD, our Group's total outstanding borrowings (all of which are interest bearing and denominated in RM) are set out below:

<b>Borrowings</b>	<b>Outstanding amount as at LPD RM'000</b>
<b>Short term borrowings</b>	
Term loans (Secured)	32,559
Bank overdrafts (Secured)	3,000
Bank overdrafts (Unsecured)	3,000
Revolving credits (Secured)	4,100
Trade finance facilities (Secured)	7,060

<b>Borrowings</b>	<b>Outstanding amount as at LPD</b>
	<b>RM'000</b>
<b>Long term borrowings</b>	
Term loans (Secured)	207,493
Bank overdrafts (Secured)	7,749
Bank overdrafts (Unsecured)	6,291
Revolving credits (Secured)	91,550
Trade finance facilities (Secured)	34,331
	<b>397,133</b>

Throughout FYE 2022 and up to LPD, we did not default on payments of either interest or principal sums for any of our borrowings.

### 8.3 Material commitments

As at LPD, save as disclosed below, our Board confirms that there are no material capital commitment, incurred or known to be incurred by Bina Puri Group, which upon becoming due or enforceable, may have a material impact on the financial position or business of our Group:

<b>Material capital commitments</b>	<b>Amount</b>
	<b>(RM'000)</b>
<u>Approved and contracted for</u>	
- Balance consideration for the acquisition of land in Laos	<sup>(1)</sup> 15,300

**Note:**

<sup>(1)</sup> To be funded via internally-generated funds and/or bank borrowings.

### 8.4 Contingent liabilities

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

### 8.5 Material transactions

Our Board confirms that save for the Private Placement 2022 which was completed on 23 December 2022 and Rights Issue with Warrants, there are no other transactions which may have a material effect on our operations, financial position and results since the latest audited consolidated financial statements of our Group for FYE 2022.

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## **9. INSTRUCTIONS FOR ACCEPTANCE, PAYMENT, SALE OR TRANSFER AND EXCESS APPLICATION FOR THE RIGHTS ISSUE WITH WARRANTS**

**THIS ABRIDGED PROSPECTUS AND THE RSF CONTAIN FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE ALLOTMENTS AS WELL AS THE EXCESS RIGHTS SHARES WITH WARRANTS B APPLICATIONS AND THE PROCEDURES TO BE FOLLOWED IF YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) WISH TO SELL OR TRANSFER ALL OR ANY PART OF YOUR/HIS RIGHTS ENTITLEMENT.**

**YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE RSF AND THE NOTES AND INSTRUCTIONS PRINTED THEREIN CAREFULLY. THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.**

**ACCEPTANCE AND PAYMENT FOR THE PROVISIONAL ALLOTMENTS ALLOTTED TO YOU AS AN ENTITLED SHAREHOLDER OR YOUR RENOUNCEE(S) (IF APPLICABLE) MUST BE MADE ON THE RSF ENCLOSED WITH THIS ABRIDGED PROSPECTUS AND MUST BE COMPLETED IN ACCORDANCE WITH THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. ACCEPTANCES WHICH DO NOT CONFORM TO THE TERMS OF THIS ABRIDGED PROSPECTUS, NPA OR RSF OR THE NOTES AND INSTRUCTIONS CONTAINED IN THESE DOCUMENTS OR WHICH ARE ILLEGIBLE MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.**

### **9.1 General**

As an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Allotments, which you are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. You will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such Provisional Allotments into your CDS Account and the RSF which is to be used for the acceptance of the Provisional Allotments, and for the application of any Excess Rights Shares with Warrants B under excess application, should you wish to do so.

This Abridged Prospectus and RSF are also available on Bursa Securities' website (<http://www.bursamalaysia.com>).

The outcome of the subscription of the Rights Issue with Warrants shall be announced after the Closing Date.

### **9.2 NPA**

The provisionally allotted Rights Shares with Warrants B are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in the provisionally allotted Rights Shares with Warrants B will be by book entries through CDS Accounts and will be governed by the SICDA and the rules of Bursa Depository. Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are required to have valid and subsisting CDS Accounts when making their applications.

### **9.3 Last date and time of acceptance and payment**

The last date and time for acceptance and payment for the Rights Shares with Warrants B is on Tuesday, 11 April 2023 at 5.00 p.m., or such later date and time as may be determined and announced by our Board at their absolute discretion.

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

#### 9.4 Methods of acceptance and application

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

<b>Method</b>	<b>Category of Entitled Shareholders</b>
RSF	All Entitled Shareholders
e-Subscription	All Entitled Shareholders

#### 9.5 Procedure for acceptance and payment

##### 9.5.1 By way of RSF

You or your renounee(s) (if applicable) accepting the provisionally allotted Rights Shares with Warrants B are required to complete Part I(a) and Part II of the RSF in accordance with the notes and instructions provided therein. Each completed RSF together with the relevant payment must be despatched by **ORDINARY POST, COURIER or DELIVERED BY HAND** using the envelope provided (at your own risk) to our Share Registrar at the following address:

**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  
Telephone number: 03-2783 9299  
Fax number: 03-2783 9222

**OR**

**Tricor Customer Service Centre**

Unit G-3 Ground Floor  
Vertical Podium Avenue 3  
Bangsar South  
NO. 8 Jalan Kerinchi  
59200 Kuala Lumpur

so as to arrive not later than **5.00 p.m. on Tuesday, 11 April 2023**, being the last time and date for acceptance and payment, or such extended time and date as may be determined and announced by our Board.

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

One (1) RSF can only be used for acceptance of provisionally allotted Rights Shares with Warrants B standing to the credit of one (1) CDS Account. Separate RSFs must be used for the acceptance of provisionally allotted Rights Shares with Warrants B standing to the credit of more than one (1) CDS Account. If successful, Rights Shares with Warrants B subscribed by you or your renounee(s) (if applicable) will be credited into the respective CDS Accounts where the provisionally allotted Rights Shares with Warrants B are standing to the credit.

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



The minimum number of Rights Shares that can be subscribed for or accepted is one (1) Rights Share. Successful applicants of the Rights Shares will be given free attached Warrants B on the basis of 1 Warrant B for every 5 Rights Share successfully subscribed for. However, you should take note that a trading board lot for the Rights Issue with Warrants will comprise 100 Rights Shares and 100 Warrants B respectively. Fractional entitlements arising from the Rights Issue with Warrants will be disregarded and dealt with by our Board as they may deem fit and expedient and in the best interest of our Company.

If acceptance and payment for the Rights Shares with Warrants B provisionally allotted to you and/or your renounee(s) (if applicable) is not received by the Share Registrar on **Tuesday, 11 April 2023 by 5.00 p.m.**, being the last date and time for acceptance and payment, or such extended date and time as may be determined and announced by our Board at their discretion, you and/or your renounee(s) (if applicable) will be deemed to have declined the Provisional Allotments made to you and/or your renounee(s) (if applicable) and it will be cancelled.

Such Rights Shares with Warrants B not taken up by you will be allotted to the applicants applying for Excess Rights Shares with Warrants B. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar. Our Board reserves the right not to accept or to accept in part only any application without providing any reasons.

You or your renounee(s) (if applicable) who lose, misplace or for any other reasons require another copy of the RSF may obtain additional copies from your stockbrokers, Bursa Securities' website (<http://www.bursamalaysia.com>), our Share Registrar at the address stated above or our Registered Office.

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

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

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

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

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

**IN RESPECT OF UNSUCCESSFUL OR PARTIALLY SUCCESSFUL APPLICATIONS, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE DESPATCHED TO YOU WITHIN 15 MARKET DAYS FROM THE CLOSING DATE BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITARY AT YOUR OWN RISK.**

**ALL RIGHTS SHARES AND WARRANTS B TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND WARRANTS B INTO THE CDS ACCOUNTS OF THE SUCCESSFUL APPLICANTS. NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.**

### **9.5.2 By way of e-Subscription**

You and/or your renounees and/or transferees (if applicable) can have the option to accept your or their entitlement to the Provisional Allotments and payment for the Provisional Allotments through e-Subscription available from TIIH Online website at <https://tiih.online>. The e-Subscription is available to all Entitled Shareholders including individuals, corporations or institutional Shareholders.

Subsequent to the Entitlement Date, our Company will, at its discretion, authorise the Share Registrar to send an electronic notification to the Registered Entitled Shareholders. If you are a Registered Entitled Shareholder, you will be notified on the availability of e-Subscription for the Rights Issue with Warrants on TIIH Online website.

The e-NPA and the e-RSF are available to you upon your login to TIIH Online. You are advised to read the instructions as well as the terms and conditions of the e-Subscription.

Registered Entitled Shareholders who wish to subscribe for the Provisional Allotments and apply for Excess Rights Shares with Warrants B by way of e-Subscription shall take note of the following:

- (a) any e-Subscription received by the Share Registrar after the Closing Date for acceptance, excess application and payment shall be regarded as null and void and of no legal effect unless the Board in its absolute discretion determines otherwise. Any e-Subscription, once received by the Share Registrar from you, is irrevocable and shall be binding on you;
- (b) you will receive notification to login to TIIH Online in respect of your shareholding in your CDS Account(s). Accordingly, for each CDS Account, you can choose to subscribe the Rights Shares with Warrants B which you are entitled to in whole or part thereof as stipulated in this Abridged Prospectus;
- (c) the e-Subscription made must be in accordance with the procedures of submitting e-Subscription using TIIH Online, the terms and conditions of e-Subscription, this Abridged Prospectus and the e-RSF. Any e-Subscription submitted that does not conform to the terms and conditions of TIIH Online, this Abridged Prospectus and the e-RSF may not be accepted at the sole discretion of the Company. Our Company reserves the right at its absolute discretion to reject any e-Subscription which are incomplete or incorrectly completed;
- (d) the number of Rights Shares with Warrants B you are entitled to under the Rights Issue with Warrants is set out in the e-RSF. You are required to indicate the number of Rights Shares with Warrants B you wish to accept and number of Excess Rights Shares with Warrants B you wish to apply in the e-RSF;
- (e) the e-Subscription must be accompanied by remittance in RM which is to be made through online payment gateway or telegraphic transfer;

- (f) a handling fee of **RM5.00 per e-RSF** is payable should you make e-Subscription. You will also need to pay a stamp duty of RM10.00 for each e-RSF; and
- (g) the Rights Shares with Warrants B accepted and Excess Rights Shares with Warrants B applied (if successful pursuant to procedure for Excess Rights Shares with Warrants B Application as stated in this Abridged Prospectus) will be issued and credited into your CDS Account as stated in the Record of Depositors as at the last date for transfer of Provisional Allotments.

All Entitled Shareholders who wish to opt for e-Subscription, either in full or in part of your Provisional Allotments, please read and follow the procedures set below:

**(i) Sign up as a user of TIIH Online**

- (a) Access TIIH Online at <https://tiih.online>.
- (b) Under e-Services, select "Sign Up" – "Create Individual Account" (applicable for individual Shareholders) or "Create Corporate Holder Account" (applicable for corporation or institutional Shareholders). You may refer to the tutorial guide posted on the homepage for assistance.
- (c) Registration will be verified and you will be notified by email within two working days.
- (d) Proceed to activate your account with the temporary password given in the email and reset your own password.

Note: An email address is allowed to be used once to register as a new user account, and the same email address cannot be used to register another user account. If you are already a user of TIIH Online, you are not required to sign up again. If you are signing up to represent a Corporate Holder Account(s), please contact the Share Registrar for further details and requirements.

**(ii) Procedures to make e-Subscription**

**Individual registered Entitled Shareholders**

- (a) Login to TIIH Online at <https://tiih.online>.
- (b) Select the corporate exercise name: **Bina Puri Rights Issue with Warrants.**
- (c) Read and agree to the terms & conditions and confirm the declaration.
- (d) Preview your CDS Account details and your Provisional Allotments.
- (e) Select the relevant CDS Account and insert the number of Rights Shares with Warrants B to subscribe and the number of Excess Rights Shares with Warrants B to apply (if applicable) in the e-RSF.
- (f) Review and confirm the number of Rights Shares with Warrants B which you are subscribing and the number of Excess Rights Shares with Warrants B you are applying (if applicable) and the total amount payable for the Rights Shares with Warrants B and Excess Rights Shares with Warrants B (if applicable).
- (g) Review the payment of stamp duty at RM10 for each e-RSF and handling fee of RM5 for each e-RSF which is included in the total amount payable.
- (h) Proceed to pay via online payment gateway either through Maybank2U or any Financial Process Exchange (FPX) participating bank which you have an internet banking account.

- (i) As soon as the online payment is completed, a confirmation message with details of your subscription and payment from TIIH Online and the relevant payment gateway will be sent to your registered e-mail address.
- (j) Print the payment receipt and your e-RSF for your reference and record.

**Corporation or institutional registered Entitled Shareholders**

- (a) Login to TIIH Online at <https://tiih.online>.
- (b) Select the corporate exercise name: **Bina Puri Rights Issue with Warrants**.
- (c) Agree to the terms & conditions and declaration.
- (d) Proceed to download the "e-RSF file of Provisional Allotments".
- (e) Preview the respective CDS Account details and its Provisional Allotments.
- (f) Arrange to pay for the subscription of Rights Shares with Warrants B and Excess Rights Shares with Warrants B via telegraphic transfer into the designated bank account as follows:

<b>Account name:</b>	<b>BINA PURI RIGHTS ISSUE ACCOUNT</b>	<b>BINA PURI EXCESS RIGHTS ISSUE ACCOUNT</b>
<b>Bank:</b>	Malayan Banking Berhad	Malayan Banking Berhad
<b>Bank account No.:</b>	514012468929	514012468936

- (g) Arrange to pay stamp duty at RM10.00 for each e-RSF and handling fee of RM2.00 for each e-RSF into the Share Registrar's bank account as follows:

<b>Account name:</b>	TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
<b>Bank:</b>	Malayan Banking Berhad
<b>Bank account No.:</b>	514012025081

- (h) Once payments are completed, prepare the submission of your subscriptions by translating the data into the "e-RSF file on the Provisional Allotments".
- (i) Login to TIIH Online, select corporate exercise name: Bina Puri Rights Issue with Warrants and proceed to upload the subscription file duly completed.
- (j) Select "Submit" to complete your submission.
- (k) Print the confirmation report of your submission for your record.

**(iii) Terms and conditions for e-Subscription**

The e-Subscription of Rights Shares with Warrants B and Excess Rights Shares with Warrants B (if successful), shall be made on and subject to the terms and conditions appearing herein:

- (a) After login to TIIH Online, you are required to confirm and declare the following information given are true and correct:
  - (i) you have attained 18 years of age as at the last day for subscription and payment;

- (ii) you have, prior to making the e-Subscription, received a printed copy of this Abridged Prospectus and/or have had access to this Abridged Prospectus from Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com), the contents of which you have read and understood; and
  - (iii) you agree to all the terms and conditions for the e-Subscription as set out in this Abridged Prospectus and have carefully considered the risk factors as set out in this Abridged Prospectus, in addition to all other information contained in this Abridged Prospectus, before making the e-Subscription application;
- (b) you agree and undertake to subscribe for and to accept the number of Rights Shares with Warrants B and Excess Rights Shares with Warrants B applied (if applicable) for as stated in the e-RSF. Your confirmation of your subscription will signify, and will be treated as, your subscription of the number of Rights Shares with Warrants B that may be allotted to you.
- (c) by making and completing your e-Subscription, you, if successful, request and authorise Share Registrar or our Company to credit the Rights Shares with Warrants B allotted to you into your CDS Account.
- (d) you acknowledge that your e-Subscription is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company or the Share Registrar and irrevocably agree that if:
  - (i) our Company or the Share Registrar does not receive your e-Subscription; or
  - (ii) data relating to your e-Subscription application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to the Share Registrar, you will be deemed not to have made an e-Subscription and you may not make any claim whatsoever against our Company or the Share Registrar for the Rights Shares with Warrants B accepted and/or Excess Rights Shares with Warrants B applied for or for any compensation, loss or damage relating to the e-Subscription.
- (e) you will ensure that your personal particulars recorded with TIIH Online and Bursa Depository are correct. Otherwise, your e-Subscription may be rejected; you must inform Bursa Depository promptly of any change in address failing which the notification on the outcome of your e-Subscription will be sent to your address last maintained with Bursa Depository.
- (f) by making and completing an e-Subscription, you agree that:
  - (i) in consideration of our Company agreeing to allow and accept your e-Subscription for the Provisional Allotment and Excess Rights Shares with Warrants B applied (if applicable), your e-Subscription is irrevocable and cannot be subsequently withdrawn; and
  - (ii) the Share Registrar will not be liable for any delays, failures or inaccuracies in the processing of data relating to your e-Subscription due to a breakdown or failure of transmission or communication facilities or to any cause beyond the Company's control.
- (g) the Share Registrar, on the authority of the Company, reserves the right to reject applications which do not conform to these instructions.

- (h) notification on the outcome of your e-Subscription for the Rights Shares with Warrants B and Excess Rights Shares with Warrants B will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
  - (i) successful application - a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Rights Shares; or
  - (ii) unsuccessful/partially successful application - the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account if you have registered such bank account information to Bursa Depository for the purposes of cash dividend/distribution. If you have not registered such bank account information to Bursa Depository the refund will be by issuance of cheque and sent by ordinary mail to your last address maintained with Bursa Depository at your own risk.

## **9.6 Procedure for part acceptance**

If you do not wish to accept the Rights Shares with Warrants B provisionally allotted to you in full, you are entitled to accept part of your entitlements that can be subscribed/applied for. The minimum number of Rights Shares that may be subscribed for or accepted is one (1) Rights Share. However, the Warrants B will be issued in the proportion of 1 Warrant B for every 5 Rights Shares subscribed.

You may refer to the procedures set out in Section 9.5.

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

The portion of the Provisional Allotments that have not been accepted will be made available to applicants for excess applications.

## **9.7 Procedure for sale/transfer of Provisional Allotment of Rights Shares with Warrants B**

As the Provisional Allotment are prescribed securities, you and/or your renouncee(s) (if applicable) may sell/transfer all or part of your entitlement to the Rights Shares with Warrants B to 1 or more person(s) through your stockbrokers without first having to request for a split of the provisionally allotted Rights Shares with Warrants B standing to the credit of your CDS Accounts.

To sell/transfer of all or part of your entitlement to the Rights Shares with Warrants B, you and/or your renounee(s) (if applicable) may sell such entitlement in the open market or transfer to such persons as may be allowed pursuant to the rules of Bursa Depository. Please refer to Section 9.5.1 for the procedures of acceptance and payment by way of RSF.

In selling/transferring all or part of your Provisional Allotment, you and/or your renounee(s) (if applicable) need not deliver any document including the RSF, to the stockbroker. However, you and/or your renounee(s) (if applicable) must ensure that there is sufficient provisionally allotted Rights Shares with Warrants B standing to the credit of your CDS Accounts that are available for settlement of the sale or transfer.

Purchasers or transferees of the Provisional Allotment may obtain a copy of this Abridged Prospectus and the RSF from their stockbrokers or from our Share Registrar, or at our Registered Office. This Abridged Prospectus and RSF are also available on Bursa Securities' website (<http://www.bursamalaysia.com>).

## **9.8 Procedure for acceptance by renouncee(s) and/or transferee(s)**

Renouncee(s) and/or transferee(s) who wish to accept the provisionally allotted Rights Shares with Warrants B must obtain a copy of the RSF from their stockbrokers, our Share Registrar, or at our Registered Office or from the Bursa Securities' website (<http://www.bursamalaysia.com>) and complete the RSF, submit the same together with the remittance in accordance with the notes and instructions printed therein.

The procedure for acceptance and payment applicable to the Entitled Shareholders as set out in Section 9.5 also applies to renouncee(s) and/or transferee(s) who wish to accept the provisionally allotted Rights Shares with Warrants B.

**RENOUNCEE(S) AND/OR TRANSFEREE(S) ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENT OF THIS ABRIDGED PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS ABRIDGED PROSPECTUS AND THE RSF CAREFULLY.**

## **9.9 Procedure for excess application**

### **9.9.1 By way of RSF**

As an Entitled Shareholder, you and/or your renouncee(s) and/or transferee(s) (if applicable) may apply for Excess Rights Shares with Warrants B in addition to the Provisional Allotment by completing Part I(b) of the RSF (in addition to Parts I(a) and II) and forward it (together with a **separate remittance** for the full amount payable in respect of the Excess Rights Shares with Warrants B applied for) to our Share Registrar at the address set out above, so as to arrive not later than 5.00 p.m. on Tuesday, 11 April 2023, being the last time and date for acceptance and payment, or such extended time and date as may be determined by our Board.

Payment for the Excess Rights Shares with Warrants B applied for should be made in the same manner set out in Section 9.5, except that the Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "**A/C PAYEE ONLY**" and made payable to "**BINA PURI EXCESS RIGHTS ISSUE ACCOUNT**" and endorsed on the reverse side with the name, address and CDS Account Number of the applicant in block letters to be received by our Share Registrar.

### **9.9.2 By way of e-Subscription**

If you are an Entitled Shareholder and/ or their renouncee(s) and/ or transferee(s) (if applicable) who is an individual, you may apply for the Excess Rights Shares with Warrants B via e-Subscription in addition to your Rights Shares with Warrants B, if you wish to do so, you may apply for the Excess Rights Shares with Warrants B by following the same steps as set out in Section 9.5.2.

The e-Subscription for Excess Rights Shares with Warrants B will be made on, and subject to, the same terms and conditions appearing in Section 9.5.2.

Our Board reserves the right to allot the Excess Rights Shares with Warrants B applied for under Part I(b) of the RSF, in a fair and equitable basis and in such manner as they in their absolute discretion deem fit and expedient in the best interest of our Company and that the intention of our Board as set out below are achieved. It is the intention of our Board to allot the Excess Rights Shares with Warrants B in the following priority:

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on their respective shareholdings as per the Entitlement Date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants B application; and
- (iv) Fourthly, for allocation to transferee(s); and/or renouncee(s) who have applied for Excess Rights Shares with Warrants B, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants B application.

The Excess Rights Shares and Warrants B will firstly be allocated to minimise the odd lots (if any) held by each applicant of Excess Rights Shares with Warrants B. Thereafter, the Excess Rights Shares and Warrants B will be allocated in the order of (ii) to (iv), and any balance thereafter will be allocated in the same sequence of allocation, i.e. items (ii) to (iv) until all Excess Rights Shares with Warrants B are allotted. Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants B applied for under Part 1 (b) of the RSF in such manner as it deems fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the priority set out in (i) to (iv) are achieved. Our Board also reserves the right not to accept or to accept any application for Excess Rights Shares with Warrants B, in full or in part, without assigning any reason.

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

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

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

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



**IN RESPECT OF UNSUCCESSFUL OR PARTIALLY SUCCESSFUL EXCESS RIGHTS SHARES WITH WARRANTS B APPLICATIONS, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED INTO YOUR BANK ACCOUNT REGISTERED WITH BURSA DEPOSITORY FOR THE PURPOSE OF CASH DIVIDEND/DISTRIBUTION. IF YOU HAVE NOT REGISTERED SUCH BANK ACCOUNT WITH BURSA DEPOSITORY THE REFUND WILL BE MADE BY ISSUANCE OF CHEQUE AND SHALL BE DESPACHED TO YOU WITHIN 15 MARKET DAYS FROM THE CLOSING DATE BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK.**

#### **9.10 Form of issuance**

Bursa Securities has already prescribed our Shares listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares with Warrants B are prescribed securities and as such, the SICDA and the rules of Bursa Depository shall apply in respect of the dealings in the said securities.

Failure to comply with the specific instructions or inaccuracy in the CDS Account number may result in the application being rejected.

No physical share or warrant certificates will be issued to you under the Rights Issue with Warrants. Instead, the Rights Shares with Warrants B will be credited directly into your CDS Accounts. The notices of allotment will be issued and forwarded to you by ordinary post at your own risk to the address shown in the Record of Depositors within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities.

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

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

Any person who intends to subscribe for the Rights Shares with Warrants B as a renounee by purchasing the provisional allotment of Rights Shares with Warrants B from an Entitled Shareholder will have his Rights Shares with Warrants B credited directly as prescribed securities into his CDS Account.

The Excess Rights Shares with Warrants B, if allotted to the successful applicant who applies for Excess Rights Shares with Warrants B, will be credited directly as prescribed securities into his CDS Account.

#### **9.11 Laws of foreign jurisdictions**

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

Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) may only accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Issue with Warrants only to the extent that it would be lawful to do so.

M&A Securities, our Company, our Board and officers and other experts would not, in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which that Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are or may be subject to. Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) shall solely be responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject to. M&A Securities, our Company, our Board and officers and other experts shall not accept any responsibility or liability in the event that any acceptance or renunciation made by any Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such jurisdiction.

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

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

By signing any of the forms accompanying this Abridged Prospectus, the NPA, and the RSF, the Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are deemed to have represented, acknowledged and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) M&A Securities, our Company and our Board and officers and other experts that:

- (i) We would not, by acting on the acceptance or renunciation in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which that Foreign Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are or may be subject to;
- (ii) They have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation;
- (iii) They are not a nominee or agent of a person in respect of whom we would, by acting on the acceptance or renunciation, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- (iv) They are aware that the Rights Shares with Warrants B can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;

- (v) They have respectively received a copy of this Abridged Prospectus and have had access to such financial and other information and have been afforded the opportunity to pose such questions to the representatives of our Company and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the Rights Shares with Warrants B; and
- (vi) They have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares with Warrants B, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights Shares with Warrants B.

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

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

Our Company reserves the right, in its absolute discretion, to treat any acceptance of the Rights Shares with Warrants B as invalid if it believes that such acceptance may violate any applicable legal or regulatory requirements in Malaysia.

## 10. TERMS AND CONDITIONS

The issuance of the Rights Shares with Warrants B pursuant to the Rights Issue with Warrants is governed by the terms and conditions as set out in this Abridged Prospectus, the Deed Poll B, the NPA and RSF enclosed herewith.

## 11. FURTHER INFORMATION

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

Yours faithfully,  
for and on behalf of the Board,  
**BINA PURI HOLDINGS BHD**

**DATUK MATTHEW TEE KAI WOON**  
Group Executive Director



**INFORMATION ON OUR COMPANY****1. BOARD OF DIRECTORS**

The details of our Board are set out below:

<b>Name (<i>Designation</i>)</b>	<b>Age</b>	<b>Address</b>	<b>Nationality</b>
Tan Sri Dato' Wong Foon Meng <i>(Chairman/ Independent Non-Executive Director)</i>	69	D-13-04 Seri Maya Savana Condo Jalan Jelatek 54200 Kuala Lumpur	Malaysian
Tan Sri Datuk Tee Hock Seng, JP <i>(Group Managing Director)</i>	74	No. 43, Jalan Bukit Segar 7 Taman Bukit Segar Cheras 56100 Kuala Lumpur	Malaysian
Dr Tony Tan Cheng Kiat <i>(Founder Executive Director)</i>	75	A-32-1, Panorama No. 2 Persiaran Hampshire Off Jalan Ampang 50450 Kuala Lumpur	Malaysian
Datuk Matthew Tee Kai Woon <i>(Group Executive Director)</i>	48	No. 9, Duta Tropika Lingkungan Dutamas Jalan Sri Hartamas 50480 Kuala Lumpur	Malaysian
Chai Chan Tong <i>(Executive Director)</i>	35	No. 55, Sungai Maong Ulu 93150 Kuching Sarawak	Malaysian
Ooi Hee Kah <i>(Executive Director)</i>	29	No. 2403, Jalan Kanchut 05150 Alor Setar Kedah	Malaysian
Ir Ghazali Bin Bujang <i>(Independent Non-Executive Director)</i>	72	No. 9, Jalan 11/9 46200 Petaling Jaya Selangor	Malaysian

### 1.1 Director' shareholdings

Please refer to Section 7.3 for pro forma effects of the Rights Issue with Warrants on the shareholdings of the Directors who are also substantial shareholders before and after the Rights Issue with Warrants. Save for the above and the Director's shareholdings disclosed below, none of the other Directors have any direct and/or indirect shareholding in our Company as at LPD.

#### Minimum Scenario

	As at LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of Warrants B			
	<-----Direct----->		<---Indirect--->		<-----Direct----->		<---Indirect-->		<-----Direct----->		<---Indirect-->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ooi Hee Kah	57,000,000	2.7	-	-	57,000,000	2.6	-	-	57,000,000	2.5	-	-

#### Maximum Scenario

	As at LPD				(I) After full exercise of ESIS Options			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ooi Hee Kah	57,000,000	2.7	-	-	57,000,000	2.7	-	-
	(II) After (I) and the Rights Issue with Warrants				(III) After (II) and assuming full exercise of Warrants B			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ooi Hee Kah	95,000,000	2.7	-	-	102,600,000	2.7	-	-

## 2. SHARE CAPITAL

As at LPD, our issued share capital is RM263,296,975 comprising 2,076,941,137 Bina Puri Shares.

## 3. HISTORICAL SHARE PRICE PERFORMANCE

The monthly highest and lowest market prices of Bina Puri Shares as traded on Bursa Securities for the past 12 months are as follows:

	<u>High</u>	<u>Low</u>
	<u>RM</u>	<u>RM</u>
<b>2022</b>		
March	0.045	0.035
April	0.050	0.035
May	0.080	0.050
June	0.065	0.035
July	0.045	0.030
August	0.045	0.035
September	0.040	0.030
October	0.040	0.025
November	0.040	0.025
December	0.045	0.030
<b>2023</b>		
January	0.050	0.035
February	0.050	0.040

The last transacted market price of Bina Puri Shares immediately prior to the announcement on 21 June 2022

0.05

Last transacted market price on LPD

0.04

The last transacted market price of Bina Puri Shares prior to ex-rights date on 23 March 2023

0.03

*(Source: Bloomberg and M&A Securities)*

## 4. OPTION TO SUBSCRIBE FOR SHARES

As at the date of this Abridged Prospectus, save for the Entitled Shareholders who will be provisionally allotted the Rights Shares together with Warrants B under the Rights Issue with Warrants that may be granted, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of our Company or our subsidiaries as of the date of this Abridged Prospectus.

## 5. MATERIAL CONTRACTS

Save for Deed Poll B, to the best knowledge of our Board, neither Bina Puri nor its subsidiaries have entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past 2 years preceding the date of this Abridged Prospectus.

## 6. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, save as disclosed below, to the best knowledge of our Board, neither our Company nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board has no knowledge of any proceedings pending or threatened against us and its subsidiaries or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of our Group:

- (a) Bina Puri Pakistan (Private) Limited, our 99.97%-owned subsidiary ("**BPPPL**") v National Highway Authority of Pakistan ("**NHA**")

BPPPL had filed an application under Section 20 of the Arbitration Act 1940 of Pakistan before the High Court of Sindh on 28 September 2012 for reference of a dispute to arbitration for the alleged unlawful termination by NHA of the concession agreement dated 16 January 2012 entered into between BPPPL and NHA ("**Concession Agreement**"). The application was granted on 23 April 2013.

BPPPL commenced the arbitral proceedings on 21 October 2013 claiming for a sum of PKR26,760,300,964 (approximately RM479.01 million) for loss and damage including loss of profit, interest, cost and expenses. NHA contended on 9 December 2013 that the termination is lawful. On 27 March 2019, Mr Justice (R) Nasir-ul-Mulk allowed BPPPL's claims against NHA as follows:

- (i) a declaration that the termination notice issued by NHA was unlawful repudiation and therefore anticipatory breach of the Concession Agreement; and
- (ii) BPPPL shall be entitled for the actual pre-development cost and actual development costs to be determined by a joint auditor in accordance with the award.

(i) and (ii) above are collectively referred to as the "**Arbitration Award**".

On 6 April 2019, the Adjudication Award was filed in High Court of Sindh at Karachi to be enforced and made a rule of court. On 25 November 2019, the Court recognised the enforcement of the Arbitration Award and appointed the Auditor to evaluate the damages. On 7 September 2020, the Auditor has directed that the termination payment payable by NHA to BPPPL is PKR873,561,224 (approximately RM15,636,745.91) with interest of PKR224,681.00 (approximately RM4,021.79) per day from 21 July 2020 until full settlement.

On 29 October 2020, BPPL has filed in the enforcement/recovery of award application to the Court. BPPL's solicitor has filed a Certificate of Urgency to the Pakistan Court. The Court had previously fixed the hearing date on 14 November 2022 however, the Court has vacated all hearings on 14 November 2022 and BPPL has thereafter filed a certificate of urgency to have the execution proceeding being listed. As at LPD, hearing date has yet to be fixed by the Court.

(Based on BNM's exchange rate of PKR1:RM0.0179 as at LPD)

- (b) Conaire Engineering Sdn Bhd – L.L.C (“**Conaire**”) v (1) Bina Puri and (2) Pembinaan SPK Sdn Bhd (“**SPK**”) (collectively referred as “**SPK – BPHB JV**”)

SPK-BPHB JV is an unincorporated joint venture between SPK and Bina Puri (on a 70:30 proportion basis). An agreement was entered into between Conaire and SPK-BPHB JV in respect of the electromechanical and plumbing works at Phase 1, Plot 1, Area B for ‘residential, commercial and entertainment development at Al Reem Island, Abu Dhabi, UAE’. On 17 March 2015, Conaire obtained a judgment in default at the Abu Dhabi Court against SPK-BPHB JV for, amongst others, AED20,718,958.25 (approximately RM25.20 million) (“**Abu Dhabi Judgment**”).

On 11 April 2016, Conaire issued and served a writ to SPK and Bina Puri to enforce the Abu Dhabi Judgment at the High Court of Pulau Pinang (“**Conaire’s Claim**”). On 31 October 2017, the High Court of Pulau Pinang directed the case to be heard at the High Court of Kuala Lumpur. Conaire thereafter applied for a summary judgment to enforce the Abu Dhabi Judgment but it was dismissed by the High Court of Kuala Lumpur. On 18 January 2019, the High Court of Kuala Lumpur allowed the Conaire’s Claim (“**High Court Judgment**”).

On 14 February 2019, SPK and Bina Puri filed an appeal at the Court of Appeal on the High Court Judgment (“**Appeal**”). On 22 February 2019, SPK and Bina Puri applied to stay the High Court Judgment pending the disposal of the Appeal (“**Stay of Execution Application**”). On 17 April 2019, the High Court of Kuala Lumpur allowed the Stay of Execution Application. On 12 September 2019, the Court of Appeal has granted SPK and Bina Puri’s notice of motion to amend the notice of appeal. On 3 February 2021, the Court of Appeal dismissed Bina Puri’s appeal and varied the High Court judgement.

Bina Puri has filed application for leave to appeal in Federal Court on 19 February 2021 and on 5 October 2021, SPK and Bina Puri had obtained the leave to appeal. On 2 September 2022, SPK and Bina Puri had submitted leave questions granted by the Federal Court and the Federal Court has fixed 13 December 2022 as the continued hearing date for Conaire to submit its oral submissions and reply to SPK and Bina Puri’s oral submissions.

On 23 February 2023, Bina Puri’s appeal in the Federal Court has been allowed and the Federal Court has overturned the Court of Appeal’s decision.

(Based on BNM’s exchange rate of AED1:RM1.2165 as at LPD)

- (c) Bina Puri Mining Sdn Bhd, our indirect wholly-owned subsidiary (“**BPM**”) v Bukit Biru Quarry Sdn Bhd (“**BB Quarry**”)

BPM had filed a suit against BB Quarry on 11 May 2015, claiming for the sum of RM8,714,779.84 for the breach of the quarry operation agreement dated 1 January 2013 entered into between the parties (“**Quarry Operation Agreement**”), which includes a claim for misrepresentation. BB Quarry counter-claimed against BPM for a sum of RM1,412,023.79 being the alleged contract fees, insurance premium and reimbursement of commission fees payable by BPM pursuant to the Quarry Operation Agreement.

The Miri High Court has directed to split the trials into two tiers, firstly, liability of the parties and thereafter the computation of the quantum. The trial has been concluded on 16 May 2018. On 24 December 2018, BPM’s claim has been dismissed while the counter-claim by BB Quarry has been allowed. On 21 January 2019, BPM has filed an appeal at the Court of Appeal.



On 24 June 2021, the Court of Appeal dismissed BPM's appeal. BPM subsequently filed an application for leave of appeal at the Federal Court however the said leave application has been dismissed by the Federal Court.

On 8 February 2022, BB Quarry put in an application to the Court for the trial to be limited to the following issues:

- (i) Whether their right to resume possession of the quarry site was subject to lawful termination of the said agreement via the letter dated 12 May 2015;
- (ii) Whether BPM wrongfully withheld possession of the quarry site from 18 May 2015 to 23 February 2016;
- (iii) Whether BB Quarry entitled to compensation for the wrongful possession of the Quarry by BPM;
- (iv) Whether BB Quarry's loss and damage suffered in the sum of RM1,410,000.00.

As at LPD, the Court has vacated the trial dates to 11 to 12 May 2023.

- (d) Ideal Heights Development Sdn Bhd, our indirect 70%-owned subsidiary ("**IHD**") v Jurujati Konsultant Sdn Bhd ("**Jurujati**")

Writ and statement of claim was filed by IHD against Jurujati on 30 December 2020 for seeking of refund for fees overpaid to Jurujati amounting to RM565,519.66 as well as general damages, interest, and costs.

In Jurujati defense, there has been no overpayment and alleges that IHD owes a sum of RM380,438.66 for outstanding fees to Jurujati instead. Jurujati has counterclaimed against IHD for the alleged amount owing of RM380,438.66.

Currently, both parties are in the midst of complying with the court's directions on pre-trial documents. The trial dates have been fixed on 18 November 2022 and 13 to 15 December 2022.

On 15 January 2021, IHD filed a writ and a statement of claim at the Shah Alam High Court against Jurujati for loss and damage suffered by IHD as a result of Jurujati's breach of contract and/or negligence concerning a construction project in Kuantan. The issues in disputes concern the change in design and/or structural drawings, collapse of boardwalk, clogging of the gross pollutant trap.

IHD is claiming for additional costs for the structural of the project in the sum of RM4,293,073.42 as well as general damages, interest, and costs. The trial dates have been fixed on 18 November 2022 and 13 December 2022 to 15 December 2022. However, as at LPD, the trial dates have been vacated and the Court has fixed 19, 20, 26, 27, 30 and 31 October 2023 as the new trial dates.

On 12 October 2021, Jurujati submitted adjudication actions against IHD arising from a construction project in Kuantan for a claim of RM449,088.35 but the said claim has been dismissed with costs.

- (e) RHB Bank Berhad ("**RHB**") v Bina Puri

A suit was filed by RHB against Bina Puri for demand under guarantee and indemnity for bank guarantees provided by it in favour of National Housing Authority of Thailand ("**NHAT**") in respect of a joint venture agreement dated 9 March 2006 entered into between NHAT, Bina Puri (Thailand) Ltd, our associate company ("**BPTL**") and Deva Development Public Co. Ltd.

There was a Thai Court judgment dated 16 August 2019 against BPTL and RHB, which is currently appealed upon and pending a hearing date. However, RHB has called on the revolving bank guarantees with EXIM Bank and unilaterally on 13 November 2019, paid a sum of THB323,042,419.28 (approximately RM41,220,212.69) into the Thai Court.

Taking into account of the aforesaid payments, RHB now claims against Bina Puri for the balance, i.e., interest and other expenses in total of THB93,535,467.66 (approximately RM11,935,125.67) together with interest of 5% p.a from date of judgement until the date of full settlement and costs. RHB subsequently filed an application for a summary judgment on the THB93,535,467.66 (approximately RM11,935,125.67) against Bina Puri, however, it was dismissed by the High Court.

RHB then appealed against the High Court' decision in dismissing the summary judgment application which was further dismissed by the Court of Appeal on 13 September 2022.

Further to the dismissal of the appeal, the High Court has fixed for trial on 1 August 2023 to 4 August 2023 and 7 August 2023 to 9 August 2023 respectively.

(Based on BNM's exchange rate of THB1:RM0.1276 as at LPD)

(f) Lakehill Resort Development Sdn Bhd ("**LRDSB**") v (1) Bina Puri Properties Sdn Bhd, our wholly-owned subsidiary ("**BPPSB**") and (2) Bina Puri

(i) Lakehill had filed a writ of summons and statement of claim on 28 September 2021 against BPPSB and Bina Puri in respect of a sum amounting to RM18,356,047.45 with interest for the outstanding land cost amounting to RM11,203,565.45 ("**Land Cost**") and the owner's entitlement amounting to RM7,402,391.00 at the Shah Alam High Court vide Suit no. BA-22NCVC-381-09/2021 Bina Puri and BPPSB do not agree with the said claim and have entered appearance.

The Court instructed LRDSB to file any interlocutory applications by 25 February 2022. Both Parties are in negotiation.

LRDSB had filed an application for a summary judgment and striking out of BPPSB and Bina Puri's counterclaims and the Court has fixed hearing for LRDSB's applications on 6 January 2023.

On 16 January 2023, the Court dismissed LRDSB's summary judgement however, as at LPD, the trial date has yet to be fixed by the Court.

(ii) Winding-Up petition filed by LRDSB v. BPPSB

On 2 December 2022, LRDSB had filed a winding-up petition against BPPSB with the Shah Alam High Court vide Suit no. BA-28NCC-655-12/2022 due to BPPSB's failure to satisfy the 5<sup>th</sup> to 7<sup>th</sup> instalments amounting to RM4,000,000.00 pursuant to the settlement agreement dated 21 April 2022 for the outstanding Land Cost and BPPSB had received the said winding-up petition on 13 December 2022. The Court has fixed the winding-up hearing on 12 April 2023.

**7. KEY FINANCIAL INFORMATION****7.1 Historical financial performance**

The summary of historical financial information of our Group for the 3 FYE 2020 to 2022 and 6-months FPE 31 December 2022 together with the commentaries are as follows:

	Audited			Unaudited	
	FYE 30 June 2020	FYE 30 June 2021	FYE 30 June 2022	FPE 31 December 2021	FPE 31 December 2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	387,422	287,466	234,919	89,507	66,181
LBT	(27,096)	(62,427)	(71,929)	(19,444)	(35,458)
LAT	(39,800)	(63,722)	(80,485)	(20,326)	(37,499)
Total equity/NA	363,965	365,432	274,697	354,873	253,860
Number of shares ('000)	764,078	1,431,111	1,597,646	1,597,636	2,076,941
LPS					
-basic <sup>(1)</sup> (sen)	(9.4)	(6.8)	(4.8)	(2.1)	(2.5)
-diluted <sup>(2)</sup> (sen)	(9.4)	(6.7)	(4.8)	(2.1)	(2.5)
NA per share <sup>(3)</sup> (RM)	0.32	0.16	0.10	0.14	0.07
Current ratio <sup>(4)</sup> (times)	1.26	1.18	1.25	1.21	1.46
Gearing ratio <sup>(5)</sup> (times)	1.21	1.17	1.54	1.20	1.64
Total borrowings	440,662	426,146	424,292	427,103	416,413

**Notes:**

- (1) Computed based on the LAT attributable to owners of our Company divided by the weighted average number of ordinary shares in issue during the respective FYE/FPE.
- (2) Computed based on the LAT attributable to owners of our Company divided by the weighted average number of ordinary shares (adjusted for incremental shares from assumed conversion of ESIS Options, where applicable) in issue during the respective FYE/FPE.
- (3) Computed based on equity attributable to owners of our Company divided by the total number of ordinary shares in issue at the end of the respective FYE/FPE.
- (4) Computed based on current ratio divided by current liabilities at the end of the respective FYE/FPE.
- (5) Computed based on total bank borrowings divided by total equity at the end of the respective FYE/FPE.

## **Commentaries**

### **FYE 2020 vs FYE 2021**

Our Group's revenue decreased by RM99.9 million or 25.8% for FYE 2021 as compared to the prior year (FYE 2021: RM287.5 million, FYE 2020: RM387.4 million) mainly due to decrease in revenue contribution from the construction division. Revenue from the construction division decreased by RM62.3 million or 28.4% for FYE 2021 as compared to the prior year (FYE 2021: RM157.0 million, FYE 2020: RM219.3 million) as a result of the prolonged COVID-19 pandemic impact as well as the various MCO imposed by the Government. Hence, progress of construction projects continued to be disrupted thus causing the decline in revenue recognised.

Our Group's LBT increased by RM35.3 million or 130.3% for FYE 2021 as compared to the prior year (FYE 2021: RM62.4 million, FYE 2020: RM27.1 million) mainly due to decrease in profit contribution from the property development division. Profit contribution from the property development division decreased by RM56.9 million or 95.8% for FYE 2021 as compared to the prior year (FYE 2021: RM2.5 million, FYE 2020: RM59.4 million) primarily due to slower sales and additional time required to complete the property development projects due to the prolonged COVID-19 pandemic impact and the various MCO imposed by the Government. Furthermore, there was also a provision of impairment for goodwill recognised from acquisition of a subsidiary amounting to RM3.0 million which contributed to the decrease in profit contribution. Notwithstanding the increase in LBT, our Group's basic LPS improved from 9.4 sen per share in FYE 2020 to 6.8 sen per share in FYE 2021 due to the increase in weighted average number of ordinary shares in issue during the financial year.

### **FYE 2021 vs FYE 2022**

Our Group's revenue decreased by RM52.5 million or 18.3% for FYE 2022 as compared to the prior year (FYE 2022: RM234.9 million, FYE 2021: RM287.5 million) mainly due to decrease in revenue contribution from the construction division. Revenue from the construction division decreased by RM116.1 million or 73.9% for FYE 2022 as compared to the prior year (FYE 2022: RM40.9 million, FYE 2021: RM157.0 million) mainly attributable to the lower revenue contribution from the upgrading works for Pan Borneo Highway in Sarawak, Malaysia due to slower progress during the year, and the continued slow progress of other on-going construction projects as a result of the overall disruption in global supply chains.

Our Group's LBT increased by RM9.5 million or 15.2% for FYE 2022 as compared to the prior period (FYE 2022: RM71.9 million, FYE 2021: RM62.4 million) mainly due to loss contribution from the construction division. The construction division contributed RM33.3 million to our Group's LBT for FYE 2022 (FYE 2021: RM49.7 million) primarily arising from increase in costs due to time extension, rising construction costs from surge in building materials prices and higher labour costs due to increase in minimum wages. Our Group's basic LPS improved from 6.8 sen per share in FYE 2021 to 4.8 sen per share in FYE 2022 mainly due to the increase in weighted average number of ordinary shares in issue during the financial period.

### **FPE 31 December 2021 vs FPE 31 December 2022**

Our Group's revenue decreased by RM23.3 million or 26.1% for FPE 31 December 2022 as compared to the prior period (FPE 31 December 2022: RM66.2 million, FPE 31 December 2021: RM89.5 million) mainly due to decrease in revenue contribution from the property development division. Revenue from the property development division decreased by RM19.7 million or 30.7% for FPE 31 December 2022 as compared to the prior period (FPE 31 December 2022: RM44.5 million, FPE 31 December 2021: RM64.2 million) as most of the on-going property development projects are nearing completion, while the new property development projects (Main Place in Kota Kinabalu, Sabah and Waterfront Kuantan Phase 2 in Pahang) have yet to commence during the period.

Our Group's LBT increased by RM16.0 million or 82.4% for FPE 31 December 2022 as compared to the prior period (FPE 31 December 2022: RM35.4 million, FPE 31 December 2021: RM19.4 million) mainly due to loss contribution from the construction division. The construction division contributed RM42.2 million to our Group's LBT for FPE 31 December 2022 (FPE 31 December 2021: RM20.5 million) primarily arising from overall cost increase due to higher finance costs following the increase of the base lending rate by BNM, as well as the on-going Russia-Ukraine war which affected our project in Moscow which has been prolonged due to political instability and rising building material costs. Nevertheless, this was partially offset by an increase in PBT contribution from the property development division which contributed PBT of RM7.8 million to our Group for FPE 31 December 2022 (FPE 31 December 2021: RM0.3 million) due to sales from our agriculture land development known as The Valley @ Bentong. As a result, our Group's basic LPS increased from 2.1 sen per share in FPE 31 December 2021 to 2.5 sen per share in FPE 31 December 2022.

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## 7.2 Historical financial position

	Audited			Unaudited
	As at 30 June 2020	As at 30 June 2021	As at 30 June 2022	As at 31 December 2022
	RM'000	RM'000	RM'000	RM'000
Non-current assets	356,173	375,036	369,966	360,247
Current assets	970,577	982,115	782,061	773,715
<b>Total assets</b>	<b>1,326,750</b>	<b>1,357,151</b>	<b>1,152,027</b>	<b>1,133,962</b>
Share capital	180,856	236,435	246,521	263,297
Reserves	61,668	(4,334)	(78,993)	(119,266)
Equity attributable to owners of the parent	242,524	232,101	167,528	144,031
Non-controlling interests	121,441	133,331	107,169	109,829
<b>Total equity</b>	<b>363,965</b>	<b>365,432</b>	<b>274,697</b>	<b>253,860</b>
Non-current liabilities	193,964	159,872	251,264	350,105
Current liabilities	768,821	831,847	626,066	529,997
<b>Total liabilities</b>	<b>962,785</b>	<b>991,719</b>	<b>877,330</b>	<b>880,102</b>
<b>Total equity and liabilities</b>	<b>1,326,750</b>	<b>1,357,151</b>	<b>1,152,027</b>	<b>1,133,962</b>

## 7.3 Historical cash flows

	Audited			Unaudited
	FYE 2020	FYE 2021	FYE 2022	FPE 31 December 2022
	RM'000	RM'000	RM'000	RM'000
<b>Net cash from/(used in)</b>				
Operating activities	34,405	(21,163)	20,106	(8,075)
Investing activities	(93)	36,896	(4,121)	1,553
Financing activities	(15,464)	9,027	(20,889)	12,897
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>18,848</b>	<b>24,760</b>	<b>(4,904)</b>	<b>6,375</b>
Effect of exchange translation differences on cash and cash equivalents	(3,142)	1,207	(575)	(56)
Cash and cash equivalents at beginning of the year	(32,093)	(16,387)	9,580	4,101
<b>Cash and cash equivalents at end of the year</b>	<b>(16,387)</b>	<b>9,580</b>	<b>4,101</b>	<b>10,420</b>

## 8. WRITTEN CONSENTS

The written consents of our Principal Adviser, Financial Adviser, Company Secretary, Share Registrar and Solicitors for the Rights Issue with Warrants for the inclusion in this Abridged Prospectus of their names in the form and context in which they appear have been given before issuance of this Abridged Prospectus and have not subsequently been withdrawn.

The written consent of our Reporting Accountants for the inclusion in this Abridged Prospectus of their names and letter relating to the pro forma consolidated statement of financial position of our Group as at 30 June 2022, in the form and context in which they appear have been given before the issuance of this Abridged Prospectus and have not subsequently been withdrawn.

## 9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of our Company at Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) for a period of 6 months from the date of this Abridged Prospectus:

- (i) Constitution of our Company;
- (ii) Letters of consent as referred to in Section 8 of this Appendix;
- (iii) Letters of Undertaking as referred to in Section 2.5 of this Abridged Prospectus;
- (iv) Pro forma consolidated statement of financial position of Bina Puri Group as at 30 June 2022 together with the Reporting Accountants' report thereon, as set out in **Appendix II** of this Abridged Prospectus; and
- (v) Material contract as referred to in Section 5 of this Appendix.

## 10. RESPONSIBILITY STATEMENT

This Abridged Prospectus together with its accompanying documents have been seen and approved by our Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, which the omission of which would make any statement herein false or misleading.

M&A Securities, being our Principal Adviser for the Rights Issue with Warrants, acknowledges that, based on all available information and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning this Rights Issue with Warrants.

**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022  
TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON**

Date: 10 MAR 2023

The Board of Directors  
Bina Puri Holdings Berhad  
No. 88, Wisma Bina Puri  
Jalan Bukit Idaman 8/1,  
68100, Selayang,  
Selangor Darul Ehsan

UHY (AF1411)  
**Chartered Accountants**  
Suite 11.05, Level 11  
The Gardens South Tower  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

Phone +60 3 2279 3088  
Fax +60 3 2279 3099  
Email uhykl@uhy.com.my  
Web www.uhy.com.my

Dear Sirs,

**BINA PURI HOLDINGS BERHAD (“BINA PURI” OR “THE COMPANY”) AND ITS  
SUBSIDIARIES (COLLECTIVELY KNOWN AS “BINA PURI GROUP” OR “THE  
GROUP”) PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022**

We have completed our assurance engagement to report on the compilation of Pro forma Consolidated Statements of Financial Position of Bina Puri Group as at 30 June 2022, together with the accompanying notes thereto which have been prepared by the Directors of the Company (“Directors”).

The Pro forma Consolidated Statements of Financial Position are prepared for illustrative purposes only for inclusion in the circular to the shareholders of Bina Puri (“Circular”) in connection with renounceable rights issue of new ordinary shares in Bina Puri (“Bina Puri Shares”) (“Rights Shares”) together with free detachable warrants in Bina Puri (“Warrants B”) to raise proceeds of up to RM49.08 million (“Proposed Rights Issue with Warrants”).

The actual number of Rights Shares and Warrants B to be issued and the actual capital outlay will depend on the final entitlement basis for the Proposed Rights Issue with Warrants as well as the final issue price of the Rights Shares.

The Pro forma Consolidated Statements of Financial Position have been compiled by the Directors to illustrate the impact of the Proposed Rights Issue with Warrants on the Consolidated Statements of Financial Position of the Bina Puri Group as at 30 June 2022 had the Proposed Rights Issue with Warrants been effected on that date, set out in Appendix A and the notes set out in the accompanying Notes 3 to 9 to the Pro forma Consolidated Statements of Financial Position in this letter.

As part of this process, information about the financial position has been extracted by the Directors from the relevant financial statements as at 30 June 2022, on which an audit report has been published.





## **The Directors' Responsibility for the Pro forma Consolidated Statements of Financial Position**

The Directors are responsible for compiling the Pro forma Consolidated Statements of Financial Position on the basis set out in the accompanying notes thereto.

## **Our Independence and Quality Control**

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentially and professional behaviour.

The firm applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## **Our Responsibilities**

Our responsibility is to express an opinion about whether the Pro forma Consolidated Statements of Financial Position have been compiled, in all material respects, by the Directors on the basis set out in the accompanying notes thereto.

We conducted our engagement in accordance with the International Standard on Assurance Engagements, ISAE 3420 *Assurance Engagements to Report on the Compilation of Pro forma Financial Information Included in a Prospectus* issued by the Malaysian Institute of Accountants. This standard requires us to comply with the ethical requirements and plan and perform procedures to obtain reasonable assurance on whether the Directors have compiled, in all material respects, the pro forma financial information on the basis set out in the accompanying notes thereto.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro forma Consolidated Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro forma Consolidated Statements of Financial Position.

The purpose of the Pro forma Consolidated Statements of Financial Position included in the Circular in relation to the Proposed Rights Issue with Warrants is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.



### **Our Responsibilities (Cont'd)**

A reasonable assurance engagement to report on whether the Pro forma Consolidated Statements of Financial Position have been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of Pro forma Consolidated Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence on whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro forma Consolidated Statements of Financial Position reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the Pro forma Consolidated Statements of Financial Position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro forma Consolidated Statements of Financial Position.

We believe that the evidence we obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (i) the Pro forma Consolidated Statements of Financial Position, which have been prepared by the Directors, have been properly prepared on the basis stated in the accompanying Note 1 in Appendix A to the Pro forma Consolidated Statements of Financial Position using financial statements prepared in accordance with Malaysian Financial Reporting Standards and in a manner consistent with both the format to the financial statements and the accounting policies adopted by the Company; and
- (ii) each material adjustments made to the information used in the preparation of the Pro forma Consolidated Statements of Financial Position is appropriate for the purpose of preparing the Pro forma Consolidated Statements of Financial Position.



### Other Matters

This letter has been prepared for the purpose of inclusion in the Circular. Our work had been carried out in accordance with International Standards on Assurance Engagements and accordingly should not be relied upon as if it had been carried out in accordance with standards and practices in other jurisdictions. Therefore, this letter is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the Proposed Rights Issue with Warrants described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this letter in connection with any type of transaction, including the sale of securities other than the Proposed Rights Issues with Warrants.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'UHY'.

UHY  
Firm Number: AF 1411  
Chartered Accountants

A handwritten signature in black ink, appearing to be 'YE OH AIK CHUAN'.

YE OH AIK CHUAN  
Approved Number: 02239/07/2024 J  
Chartered Accountant

Kuala Lumpur, Malaysia

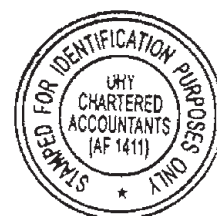
## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022**

The Pro forma Consolidated Statement of Financial Position as set out below have been prepared for illustrative purposes only to show the effect on the audited Consolidated Statement of Financial Position of the Bina Puri Group as at 30 June 2022 and also based on the assumptions that the following events had been effected on that date. The Pro forma should be read in conjunction with the notes accompanying the Pro forma Statements of Financial Position of the Group.

**Minimum Scenario**

	Note	Bina Puri Group Level 30 June 2022 RM'000	Pro forma I After adjusting for subsequent events up to the LPD RM'000	Pro forma III After (I) and the Proposed of Rights Issue with Warrants RM'000	Pro forma IV After (III) and exercise of free Warrants B RM'000
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment		56,258	56,258	56,258	56,258
Right of use assets		75,559	75,559	75,559	75,559
Investment properties		209,725	209,725	209,725	209,725
Intangible assets		1,350	1,350	1,350	1,350
Inventories		7,870	7,870	7,870	7,870
Investment in associates		1,416	1,416	1,416	1,416
Investment in joint ventures		12,479	12,479	12,479	12,479
Other investment		2,781	2,781	2,781	2,781
Trade receivables		2,148	2,148	2,148	2,148
Deferred tax assets		380	380	380	380
		369,966	369,966	369,966	369,966
<b>CURRENT ASSETS</b>					
Inventories		197,938	197,938	197,938	197,938
Trade receivables		134,320	134,320	134,320	134,320
Contract assets		171,517	171,517	171,517	171,517
Other receivables		209,754	209,754	209,754	209,754
Amount due from associates		30,459	30,459	30,459	30,459
Tax recoverable		747	747	747	747
Deposits placed with licensed banks		14,026	14,026	14,026	14,026
Cash and bank balances	3	23,300	40,075	42,275	43,418
		782,061	798,836	801,036	802,179
<b>Total Assets</b>		1,152,027	1,168,802	1,171,002	1,172,145

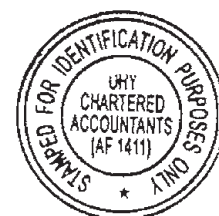


## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

**Minimum Scenario (Cont'd)**

		<b>Bina Puri</b>	<b>Pro forma I</b>	<b>Pro forma III</b>	<b>Pro forma IV</b>
		<b>Group Level</b>	<b>After adjusting</b>	<b>After (I) and</b>	<b>After (III) and</b>
		<b>30 June</b>	<b>for subsequent</b>	<b>the Proposed</b>	<b>exercise of</b>
		<b>2022</b>	<b>events up to</b>	<b>of Rights Issue</b>	<b>free Warrants B</b>
	<b>Note</b>	<b>RM'000</b>	<b>the LPD</b>	<b>with Warrants</b>	<b>RM'000</b>
		<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>EQUITY</b>					
Share capital	4	246,521	263,296	266,190	268,259
ESIS reserves	5	889	889	889	889
Warrant reserves	6	10,039	-	926	-
Translation reserves		(10,444)	(10,444)	(10,444)	(10,444)
Accumulated losses	7	(79,477)	(69,438)	(69,438)	(69,438)
Equity attributable to owners of the Parent		167,528	184,303	188,123	189,266
Non-controlling interests		107,169	107,169	107,169	107,169
<b>Total Equity</b>		<b>274,697</b>	<b>291,472</b>	<b>295,292</b>	<b>296,435</b>
<b>NON-CURRENT LIABILITIES</b>					
Trade payables		1,767	1,767	1,767	1,767
Bank borrowings		234,810	234,810	234,810	234,810
Lease liabilities		446	446	446	446
Deferred tax liabilities		14,241	14,241	14,241	14,241
		<b>251,264</b>	<b>251,264</b>	<b>251,264</b>	<b>251,264</b>
<b>CURRENT LIABILITIES</b>					
Contract liabilities		10,989	10,989	10,989	10,989
Trade payables	8	229,220	229,220	229,220	229,220
Other payables		161,333	161,333	161,333	161,333
Amount due to associates		6	6	6	6
Amount due to joint venture		34	34	34	34
Bank borrowings	9	189,482	189,482	187,862	187,862
Lease liabilities		270	270	270	270
Tax payable		34,732	34,732	34,732	34,732
		<b>626,066</b>	<b>626,066</b>	<b>624,446</b>	<b>624,446</b>
<b>Total Liabilities</b>		<b>877,330</b>	<b>877,330</b>	<b>875,710</b>	<b>875,710</b>
<b>Total Equity and Liabilities</b>		<b>1,152,027</b>	<b>1,168,802</b>	<b>1,171,002</b>	<b>1,172,145</b>

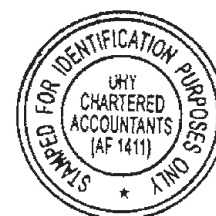


## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

**Minimum Scenario (Cont'd)**

		<b>Pro forma I</b>	<b>Pro forma III</b>	
	<b>Bina Puri</b>	<b>After adjusting</b>	<b>After (I) and</b>	<b>Pro forma IV</b>
	<b>Group Level</b>	<b>for subsequent</b>	<b>the Proposed</b>	<b>After (III) and</b>
	<b>30 June</b>	<b>events up to</b>	<b>of Rights Issue</b>	<b>exercise of</b>
	<b>2022</b>	<b>the LPD</b>	<b>with Warrants</b>	<b>free Warrants B</b>
<b>Note</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
No of shares (excluding treasury shares)	1,597,646	2,076,941	2,219,798	2,248,370
Net assets	167,528	184,303	188,123	189,266
NA per share (RM)	0.10	0.09	0.08	0.08
Borrowings	424,292	424,292	422,672	422,672
Gearing ratio (times)	1.54	1.46	1.43	1.43



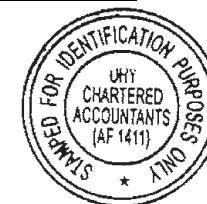
## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES****PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022**

The Pro forma Consolidated Statement of Financial Position as set out below have been prepared for illustrative purposes only to show the effect on the audited Consolidated Statement of Financial Position of the Bina Puri Group as at 30 June 2022 and also based on the assumptions that the following events had been effected on that date. The Pro forma should be read in conjunction with the notes accompanying the Pro forma Statements of Financial Position of the Group.

**Maximum Scenario**

	Note	Bina Puri Group Level 30 June 2022 RM'000	Pro forma I After adjusting for subsequent events up to the LPD RM'000	Pro forma II After (I) and full exercise of Convertible Securities RM'000	Pro forma III After (II) and Proposed Rights Issue with Warrants RM'000	Pro forma IV After (III) and exercise of Free Warrants B RM'000
<b>NON-CURRENT ASSETS</b>						
Property, plant and equipment		56,258	56,258	56,258	56,258	56,258
Right of use assets		75,559	75,559	75,559	75,559	75,559
Investment properties		209,725	209,725	209,725	209,725	209,725
Intangible assets		1,350	1,350	1,350	1,350	1,350
Inventories		7,870	7,870	7,870	7,870	7,870
Investment in associates		1,416	1,416	1,416	1,416	1,416
Investment in joint ventures		12,479	12,479	12,479	12,479	12,479
Other investment		2,781	2,781	2,781	2,781	2,781
Trade receivables		2,148	2,148	2,148	2,148	2,148
Deferred tax assets		380	380	380	380	380
		369,966	369,966	369,966	369,966	369,966

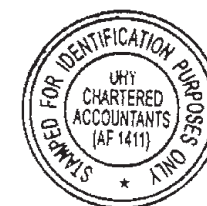


Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022 (CONT'D)**

**Maximum Scenario (Cont'd)**

	Note	Bina Puri Group Level 30 June 2022 RM'000	Pro forma I After adjusting for subsequent events up to the LPD RM'000	Pro forma II After (I) and full exercise of Convertible Securities RM'000	Pro forma III After (II) and Proposed Rights Issue with Warrants RM'000	Pro forma IV After (III) and exercise of Free Warrants B RM'000
<b>CURRENT ASSETS</b>						
Inventories		197,938	197,938	197,938	197,938	197,938
Trade receivables		134,320	134,320	134,320	134,320	134,320
Contract assets		171,517	171,517	171,517	171,517	171,517
Other receivables		209,754	209,754	209,754	209,754	209,754
Amount due from associates		30,459	30,459	30,459	30,459	30,459
Tax recoverable		747	747	747	747	747
Deposits placed with licensed banks		14,026	14,026	14,026	14,026	14,026
Cash and bank balances	3	23,300	40,075	42,085	64,085	75,303
		<u>782,061</u>	<u>798,836</u>	<u>800,846</u>	<u>822,846</u>	<u>834,064</u>
<b>Total Assets</b>		<u>1,152,027</u>	<u>1,168,802</u>	<u>1,170,812</u>	<u>1,192,812</u>	<u>1,204,030</u>



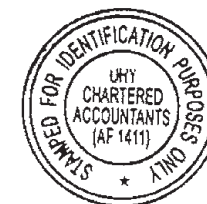


## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022 (CONT'D)**

## Maximum Scenario (Cont'd)

	Note	Bina Puri Group Level 30 June 2022 RM'000	Pro forma I After adjusting for subsequent events up to the LPD RM'000	Pro forma II After (I) and full exercise of Convertible Securities RM'000	Pro forma III After (II) and Proposed Rights Issue with Warrants RM'000	Pro forma IV After (III) and exercise of Free Warrants B RM'000
<b>EQUITY</b>						
Share capital	4	246,521	263,296	266,195	305,007	325,312
ESIS reserves	5	889	889	-	-	-
Warrant reserves	6	10,039	-	-	9,087	-
Translation reserves		(10,444)	(10,444)	(10,444)	(10,444)	(10,444)
Accumulated losses	7	(79,477)	(69,438)	(69,438)	(69,438)	(69,438)
Equity attributable to owners of the Parent		167,528	184,303	186,313	234,212	245,430
Non-controlling interests		107,169	107,169	107,169	107,169	107,169
<b>Total Equity</b>		<b>274,697</b>	<b>291,472</b>	<b>293,482</b>	<b>341,381</b>	<b>352,599</b>
<b>NON-CURRENT LIABILITIES</b>						
Trade payables		1,767	1,767	1,767	1,767	1,767
Bank borrowings		234,810	234,810	234,810	234,810	234,810
Lease liabilities		446	446	446	446	446
Deferred tax liabilities		14,241	14,241	14,241	14,241	14,241
		251,264	251,264	251,264	251,264	251,264



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022 (CONT'D)**

## Maximum Scenario (Cont'd)

	Note	Bina Puri Group Level 30 June 2022 RM'000	Pro forma I After adjusting for subsequent events up to the LPD RM'000	Pro forma II After (I) and full exercise of Convertible Securities RM'000	Pro forma III After (II) and Proposed Rights Issue with Warrants RM'000	Pro forma IV After (III) and exercise of Free Warrants B RM'000
<b>CURRENT LIABILITIES</b>						
Contract liabilities		10,989	10,989	10,989	10,989	10,989
Trade payables	8	229,220	229,220	229,220	225,321	225,321
Other payables		161,333	161,333	161,333	161,333	161,333
Amount due to associates		6	6	6	6	6
Amount due to joint venture		34	34	34	34	34
Bank borrowings	9	189,482	189,482	189,482	167,482	167,482
Lease liabilities		270	270	270	270	270
Tax payable		34,732	34,732	34,732	34,732	34,732
		<u>626,066</u>	<u>626,066</u>	<u>626,066</u>	<u>600,167</u>	<u>600,167</u>
<b>Total Liabilities</b>		<u>877,330</u>	<u>877,330</u>	<u>877,330</u>	<u>851,431</u>	<u>851,431</u>
<b>Total Equity and Liabilities</b>		<u>1,152,027</u>	<u>1,168,802</u>	<u>1,170,812</u>	<u>1,192,812</u>	<u>1,204,030</u>



**Appendix A**

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**

**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2022 (CONT'D)**

**Maximum Scenario (Cont'd)**

	<b>Note</b>	<b>Bina Puri Group Level 30 June 2022 RM'000</b>	<b>Pro forma I After adjusting for subsequent events up to the LPD RM'000</b>	<b>Pro forma II After (I) and full exercise of Convertible Securities RM'000</b>	<b>Pro forma III After (II) and Proposed Rights Issue with Warrants RM'000</b>	<b>Pro forma IV After (III) and exercise of Free Warrants B RM'000</b>
No of shares (excluding treasury shares)		1,597,646	2,076,941	2,103,388	3,505,647	3,786,099
Net assets		167,528	184,303	186,313	234,212	245,430
NA per share (RM)		0.10	0.09	0.09	0.07	0.06
Borrowings		424,292	424,292	424,292	402,292	402,292
Gearing ratio (times)		1.54	1.46	1.45	1.18	1.14



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)****1. Basis of Preparation**

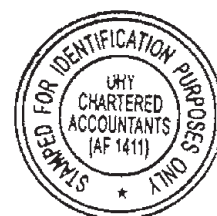
The Pro forma Consolidated Statements of Financial Position of Bina Puri Group as at 30 June 2022 of which the Directors of Bina Puri Group are solely responsible, has been prepared for illustration purposes only, to show the effects on the audited Consolidated Statements of Financial Position of Bina Puri Group had the Proposed Rights Issue with Warrants been effected on that date, and should be read in conjunction with the notes accompanying thereto.

The Pro forma Consolidated Statements of Financial Position of Bina Puri Group as at 30 June 2022 has been prepared based on the audited Consolidated Statements of Financial Position of Bina Puri Group as at 30 June 2022.

The Pro forma Consolidated Statements of Financial Position of Bina Puri Group has been prepared in a manner consistent with both the format of the financial statements and the accounting policies of Bina Puri as disclosed in the Bina Puri's audited consolidated financial statements for the financial year ended 30 June 2022, which have been prepared by the Directors in accordance with the Malaysian Financial Reporting Standards in Malaysia.

**2. Proposed Rights Issue with Warrants**

The Proposed Rights Issue with Warrants entails the issuance of up to 1,402,258,933 Rights Shares together with up to 280,451,788 free Warrants B to be implemented on a renounceable basis of 2 Rights Shares for every 3 existing Bina Puri Shares together with 1 Warrant B for every 5 Rights Shares subscribed, at an issue price of RM0.035 per Rights Share. The Rights Shares will be offered to our Entitled Shareholders.



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)**

**2. Proposed Rights Issue with Warrants (Cont'd)**

The Company intends to raise minimum gross proceeds of RM5.00 million from the Proposed Rights Issue with Warrants (“Minimum Subscription Level”). However, should all the entitled shareholders and/or their renounces, if any, subscribe in full for their respective entitlement under the Maximum Scenario (as defined herein) of the Proposed Rights Issue with Warrants, the Company may potentially raise up to RM49.08 million.

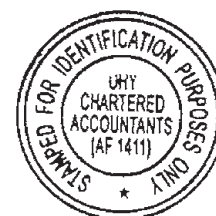
For illustrative purposes only, the pro forma effects of the Proposed Rights Issue with Warrants are presented based on the following parameters:

- (i) An entitlement basis for the Proposed Rights Issue with Warrants of 2 Rights Shares for every 3 Bina Puri Shares held, together with 1 Warrant B for every 5 Right Shares subscribed for;
- (ii) An issue price of RM0.035 per Rights Share; and
- (iii) An exercise price of RM0.04 per Warrant B.

The Pro forma consolidated statements of financial position of Bina Puri are presented into two (2) scenarios as follows:

**Minimum Scenario** : Assuming that none of the 26,447,263 outstanding share options granted under the Company’s existing Employees’ Share Issuance Scheme (“ESIS”) are exercised into new Bina Puri Shares prior to the Entitlement Date; minimum issuance of 142,857,144 Rights Shares together with 28,571,428 Warrants B to be issued pursuant to the Proposed Rights Issue with Warrants (“Minimum Scenario”); and all the Warrants B under the Minimum Scenario are exercised into new Bina Puri shares.

**Maximum Scenario** : Assuming all of the 26,447,263 outstanding ESIS are exercised into new Bina Puri Shares prior to the Entitlement Date; all 1,402,258,933 Rights Shares together with 280,451,788 Warrants B will be issued and subscribed by all the Entitled Shareholders (“Maximum Scenario”); and all the Warrants B under the Maximum Scenario are exercised into new Bina Puri shares.



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)**

**2. Proposed Rights Issue with Warrants (Cont'd)**

The Pro forma Consolidated Statements of Financial Position of Bina Puri Group has been prepared assuming the following Proposed Rights Issue with Warrants are effected as at 30 June 2022. The Proposed Rights Issue with Warrants to be undertaken by Bina Puri Group comprise the following:-

**Proforma I (Applicable to Minimum and Maximum Scenario)**

The Pro forma I incorporates the effect of subsequent adjustment up to and including 28 February 2023, being the latest practicable date prior to the issuance of the abridged prospectus (“LPD”). The adjustments are as below:-

- a.) Issuance of 479,293,900 new Shares at the issue price of RM0.035 per Share pursuant to the Private Placement.
- b.) Issuance of 1,000 new shares at the issue price of RM0.10 per Share pursuant to the exercise of Warrants A; and
- c.) reversal of warrant reserve amounting to RM10.04 million in relation to Warrants A pursuant to their expiry on 22 December 2022.

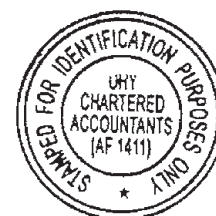
**Pro forma II (Applicable to Maximum Scenario Only)**

The Pro forma II assuming full exercise of outstanding convertible securities as below:

**Exercise of outstanding Employees Share Issuance Scheme (“ESIS”)**

The issuance of 26,447,263 new Bina Puri Shares arising from the exercise of 26,447,263 outstanding share options under ESIS at the exercise price of RM0.076 per share option which raises gross proceed of RM2.01 million gives rise to an increase in the issued share capital by RM2.01 million.

The reversal of ESIS reserves of a total of RM0.89 million to the share capital account.



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)**

**2. Proposed Rights Issue with Warrants (Cont'd)**

**Pro forma III**

**Minimum Scenario**

**Proposed Rights Issue with Warrants**

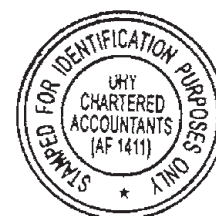
The issuance and subscription of 142,857,144 Rights Shares together with 28,571,428 of Warrants B at an issue price of RM0.035 per Rights Share which raise gross proceeds of RM5.00 million and give rise to an increase of RM5.00 million in the issued share capital account.

The gross proceeds are intended to be utilised in the following manners:

	RM'000
Property development projects	1,100
Construction projects	1,100
Repayment of bank borrowings	1,620
Repayment of outstanding trade payables	-
Estimated expenses for the Proposed Rights Issue with Warrants	1,180
	<b>5,000</b>

A warrant reserve of RM0.93 million recognised for 28,571,428 free detachable warrant at a fair value of RM0.0324 each computed using Trinomial option pricing valuation from Bloomberg based on the following key assumption:

- |                               |   |
|-------------------------------|---|
| a) Fair value                 | RM0.0324 per Warrant                        |
| b) Exercise price             | RM0.04 per Warrant                          |
| c) Theoretical ex-right price | RM0.0382 per Bina Puri Share                |
| d) Volatility rate            | 125.25%                                     |
| e) Risk free interest rate    | 3.75% per annum                             |
| f) Expected dividend yield    | Nil   |
| g) Tenure of Warrants B       | 5 years from date of issuance of Warrants B |



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)**

**2. Proposed Rights Issue with Warrants (Cont'd)**

**Pro forma III (Cont'd)**

**Maximum Scenario**

The Pro forma III incorporates the effect of Pro forma I and II and Proposed Rights Issue with Warrants as below:

**Proposed Rights Issue with Warrants**

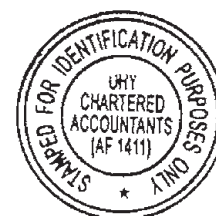
The issuance and subscription of 1,402,258,933 Rights Shares together with 280,451,788 of Warrants B at an issue price of RM0.035 per Rights Share which raise gross proceeds of RM49.08 million and give rise to an increase of RM49.08 million in the issued share capital account.

The gross proceeds are intended to be utilised in the following manners:

	RM'000
Property development projects	11,000
Construction projects	11,000
Repayment of bank borrowings	22,000
Repayment of outstanding trade payables	3,899
Estimated expenses for the Proposed Rights Issue with Warrants	1,180
	<b>49,079</b>

A warrant reserve of RM9.09 million recognised for 280,451,788 free detachable warrant at a fair value of RM0.0324 each computed using Trinomial option pricing valuation from Bloomberg based on the following key assumption:

h) Fair value	RM0.0324 per Warrant
i) Exercise price	RM0.04 per Warrant
j) Theoretical ex-right price	RM0.0382 per Bina Puri Share
k) Volatility rate	125.25%
l) Risk free interest rate	3.75% per annum
m) Expected dividend yield	Nil
n) Tenure of Warrants B	5 years from date of issuance of Warrants B





## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES  
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2022 (CONT'D)****2. Proposed Rights Issue with Warrants (Cont'd)****Pro forma IV****Minimum Scenario**

The Pro forma IV incorporates the effect of Pro forma III and the effect of assuming full exercise of Warrants B as below:

**Exercise of Warrants B**

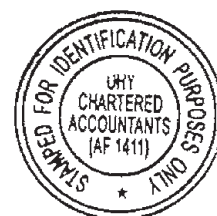
The issuance of 28,571,428 new Bina Puri shares arising from the exercise of 28,571,428 Warrants B at an illustrative exercise price of RM0.04 per Warrant B to raise a gross proceed of RM1.14 million and gives rise to an increase in the issued share capital by RM1.14 million.

**Maximum Scenario**

The Pro forma IV incorporates the effect of Pro forma III and the effect of assuming full exercise of Warrants B as below:

**Exercise of Warrants B**

The issuance of 280,451,788 new Bina Puri shares arising from the exercise of 280,451,788 Warrants B at an illustrative exercise price of RM0.04 per Warrant B to raise a gross proceeds of RM11.22 million and gives rise to an increase in the issued share capital by RM11.22 million.

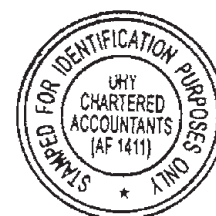


## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

## 3. Cash and bank balances

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022	23,300	23,300
Proceeds from Private Placement 2022	16,775	16,775
As per Pro forma I	<u>40,075</u>	<u>40,075</u>
Assuming full exercise of outstanding convertible securities	-	2,010
As per Pro forma II	40,075	42,085
Proposed Right Issue with Warrants	5,000	49,079
Repayment of bank borrowings from proceeds arising from		
the Proposed Rights Issue with Warrants	(1,620)	(22,000)
Repayment of trade payables from proceeds arising from the Proposed Rights Issue with Warrants	-	(3,899)
Estimated expenses in relation to Proposed Rights Issue with Warrants	<u>(1,180)</u>	<u>(1,180)</u>
As per Pro forma III	42,275	64,085
Assuming full exercise of Warrants B	1,143	11,218
As per Pro forma IV	<u>43,418</u>	<u>75,303</u>



## Appendix A

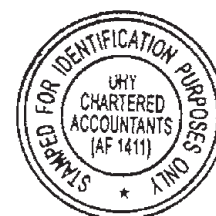
**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

## 4. Share capital

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022	246,521	246,521
Issuance of new ordinary shares by way of private placement	16,775	16,775
As per Pro forma I	<u>263,296</u>	<u>263,296</u>
Assuming full exercise of outstanding convertible securities	-	2,899
As per Pro forma II	<u>263,296</u>	<u>266,195</u>
Proposed Right Issue with Warrants	2,894	38,812
As per Pro forma III	<u>266,190</u>	<u>305,007</u>
Assuming full exercise of Warrants B	2,069	20,305
As per Pro forma IV	<u><u>268,259</u></u>	<u><u>325,312</u></u>

## 5. ESIS reserves

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022/ As per Pro forma I	889	889
Assuming full exercise of ESIS	-	(889)
As per Pro forma II, III and IV	<u>889</u>	<u>-</u>



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

## 6. Warrant reserves

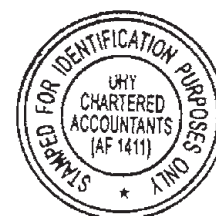
	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022	10,039	10,039
Expiration of Warrants A	(10,039)	(10,039)
As per Pro forma I	-	-
Proposed Right Issue with Warrants	926	9,087
As per Pro forma III	926	9,087
Assuming full exercise of Warrants B	(926)	(9,087)
As per Pro forma IV	-	-

## 7. Accumulated losses

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022	(79,477)	(79,477)
Expiration of Warrants A	10,039	10,039
As per Pro forma I, II, III and IV	(69,438)	(69,438)

## 8. Trade payables – current liabilities

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022/ As per Pro forma I and II	229,220	229,220
Repayment of trade payables from proceeds arising from the Proposed Rights Issue with Warrants	-	(3,899)
As per Pro forma III and IV	229,220	225,321



## Appendix A

**BINA PURI HOLDINGS BERHAD AND ITS SUBSIDIARIES**  
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30**  
**JUNE 2022 (CONT'D)**

**9. Bank borrowings – current liabilities**

	<b>Minimum Scenario RM'000</b>	<b>Maximum Scenario RM'000</b>
As at 30 June 2022/ As per Pro forma I and II	189,482	189,482
Repayment of bank borrowings from proceeds arising from the Proposed Rights Issue with Warrants	<u>(1,620)</u>	<u>(22,000)</u>
As per Pro forma III and IV	<u>187,862</u>	<u>167,482</u>

