

Unless otherwise stated, all abbreviations and defined terms contained in this Abridged Prospectus are defined in the “Definitions” section of this Abridged Prospectus.

No securities will be allotted or issued based on this Abridged Prospectus after six (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. All enquiries concerning the Rights Issue with Warrants, which is the subject matter of this Abridged Prospectus, should be addressed to our Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

This Abridged Prospectus, together with the NPA and RSF (collectively, the “Documents”), are despatched only to our Entitled Shareholders whose names appear in our Record of Depositors as at 5.00 p.m. on Thursday, 10 October 2024 at their registered address in Malaysia or who have provided our Share Registrar with a registered address in Malaysia in writing by 5.00 p.m. on Thursday, 10 October 2024. The Documents are not intended to (and will not be made to) comply with the laws of any country or jurisdiction other than Malaysia and are not intended to be and will not be issued, circulated or distributed in countries or jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any country or jurisdiction other than the laws of Malaysia. Entitled Shareholders and/or their renounee(s)/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, application for Excess Rights Shares with Warrants, or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue with Warrants would result in the contravention of any law of such countries or jurisdictions. Our Company, Maybank IB and/or the other advisers named in this Abridged Prospectus shall not accept any responsibility or liability in the event that any acceptance and/or renunciation (as the case may be) of entitlements to the Rights Shares, application for Excess Rights Shares with Warrants or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue with Warrants made by any Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) are residents.

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

Approval for the Rights Issue with Warrants has been obtained from our shareholders at our EGM convened on 19 September 2024. Approval has also been obtained from Bursa Securities via its letter dated 30 August 2024 for the admission of the Warrants to the Official list of Bursa Securities and the listing and quotation of the Rights Shares, Warrants and Exercised Shares on the Main Market of Bursa Securities. Such admission and listing and quotation 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 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 SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” AS SET OUT IN SECTION 6 OF THIS ABRIDGED PROSPECTUS.



Registration No. 199501041948 (371152-U)
(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 157,663,249 NEW ORDINARY SHARES IN ANN JOO RESOURCES BERHAD (“ANN JOO”) (“ANN JOO SHARES”) (“RIGHTS SHARES”) AT AN ISSUE PRICE OF RM0.80 PER RIGHTS SHARE TOGETHER WITH UP TO 157,663,249 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ANN JOO SHARES HELD AS AT 5.00 P.M. ON THURSDAY, 10 OCTOBER 2024 AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR

Principal Adviser



Investment Bank

Company Registration No. 197301002412
(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIMES:

Entitlement Date	:	Thursday, 10 October 2024 at 5.00 p.m.
Last date and time for sale of Provisional Rights Shares with Warrants	:	Thursday, 17 October 2024 at 5.00 p.m.
Last date and time for transfer of Provisional Rights Shares with Warrants	:	Monday, 21 October 2024 at 4.30 p.m.
Last date and time for acceptance and payment	:	Friday, 25 October 2024 at 5.00 p.m.
Last date and time for excess applications and payment	:	Friday, 25 October 2024 at 5.00 p.m.

This Abridged Prospectus is dated 10 October 2024

ALL ABBREVIATIONS AND DEFINED TERMS CONTAINED IN THIS ABRIDGED PROSPECTUS ARE DEFINED IN THE “DEFINITIONS” SECTION OF THIS ABRIDGED PROSPECTUS UNLESS STATED OTHERWISE.

RESPONSIBILITY STATEMENTS

THE 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. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS ABRIDGED PROSPECTUS FALSE OR MISLEADING.

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

STATEMENT OF DISCLAIMER

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE RIGHTS ISSUE WITH WARRANTS AND YOUR INVESTMENT IN OUR COMPANY. 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 THIS ABRIDGED PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION; OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THIS ABRIDGED PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

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

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO THE LAWS OF MALAYSIA. 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

In this Abridged Prospectus, unless otherwise indicated, the following words and abbreviations shall have the following meanings:

5D-VWAP	:	Five (5)-day volume weighted average price
Abridged Prospectus	:	This abridged prospectus dated 10 October 2024 in relation to the Rights Issue with Warrants
Act	:	Companies Act 2016
Additional Undertakings	:	The irrevocable and unconditional additional undertakings by LSCS, LSQS and LSS vide their letters dated 5 July 2024 to subscribe for an additional 7,057,627 Rights Shares that are not taken up by the Entitled Shareholders and/or their renounee(s) by way of Excess Rights Shares with Warrants application and/or purchase of the Provisional Rights Shares with Warrants. For clarity, the Additional Undertakings are provided to the extent such that the Minimum Subscription Level is met
AJC	:	Ann Joo Corporation Sdn Bhd (Registration No. 197501003709 (24089-X))
Ann Joo or Company	:	Ann Joo Resources Berhad (Registration No. 199501041948 (371152-U))
Ann Joo Group or Group	:	Collectively, Ann Joo and its subsidiaries
Ann Joo Shares or Shares	:	Ordinary shares in Ann Joo
ATM(s)	:	Automated teller machine
Authorised Nominee	:	A person who is authorised to act as a nominee as defined under the Rules of Bursa Depository
Base Case Scenario	:	Up to 140,347,160 Rights Shares together with up to 140,347,160 Warrants to be issued which was arrived at based on the following: <ul style="list-style-type: none"> (i) assuming none of the RCPS are converted into new Ann Joo Shares prior to the Entitlement Date; and (ii) all the Entitled Shareholders fully subscribe for their respective entitlements under the Rights Issue with Warrants
Bloomberg	:	Bloomberg Finance Singapore L.P. and its affiliates
BNM	:	Bank Negara Malaysia
Board	:	Board of Directors of Ann Joo
Bursa Anywhere	:	Bursa Anywhere mobile application operated by Bursa Depository to enable depositors to perform their CDS transactions electronically from their mobile phones
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))

DEFINITIONS *(Cont'd)*

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)	:	Securities account established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of deposits of securities and dealings in such securities by the depositor
Circular	:	The Circular to the shareholders of Ann Joo in relation to the Rights Issue with Warrants dated 4 September 2024
Closing Date	:	Friday, 25 October 2024 at 5.00 p.m., being the last date and time for the acceptance of and payment for the Provisional Rights Shares with Warrants and the Excess Rights Shares with Warrants
CMSA	:	Capital Markets and Services Act, 2007
Constitution	:	Constitution of our Company
Deed Poll	:	Deed poll constituting the Warrants dated 26 September 2024
Directors	:	Directors of our Company and shall have the meaning given in Section 2(1) of the CMSA
DLAC	:	Dato' Lim Aun Chuan
DLHT	:	Dato' Lim Hong Thye
DLKL	:	Dato' Lim Kiam Lam
Documents	:	Collectively, this Abridged Prospectus together with the NPA and RSF
EGM	:	Extraordinary General Meeting
Electronic Application	:	Electronic application for the subscription of provisional allotments and excess applications via ATM and Participating Financial Institutions as set out in Section 10 of this Abridged Prospectus
Eligible Employees	:	Selected key personnel and/or senior management of our Group who fulfils the eligibility criteria for participation in the SGP
Entitled Shareholders	:	Shareholders of our Company whose names appear in the Record of Depositors of our Company as at the close of business on the Entitlement Date
Entitlement Date	:	Thursday, 10 October 2024 at 5.00 p.m., being the date and time on which the names of our shareholders must appear in the Record of Depositors of our Company in order to be entitled to participate in the Rights Issue with Warrants
Entitlement Undertakings	:	The irrevocable and unconditional undertakings by the Undertaking Shareholders vide their letters dated 5 July 2024 to subscribe in full or in part their respective Rights Shares entitlement based on their respective shareholding as at the date of their respective Undertakings, totalling to 92,942,373 Rights Shares
EPS	:	Earnings per Share
ESG	:	Environmental, social and governance

DEFINITIONS (*Cont'd*)

Exercised Shares	:	New Ann Joo Shares to be issued by our Company upon exercise of the Warrants
Excess Shares with Warrants	Rights with :	Such Rights Shares with Warrants not taken up or validly taken up by the Entitled Shareholders and/or their renouncee(s) by the Closing Date
Foreign-Addressed Shareholders	:	Our shareholders who have not provided an address in Malaysia for the service of the Documents
FPE	:	Financial period ended
FYE	:	Financial year ended
LAT	:	Loss after tax
LBT	:	Loss before tax
LHH	:	Lim Hong Hock
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	20 September 2024, being the latest practicable date prior to the registration of this Abridged Prospectus
LPS	:	Loss per Share
LSCS	:	Lim Seng Chee & Sons Sdn Berhad (Registration No. 198801008425 (175781-D))
LSS	:	Lim Sin Seong Sdn Bhd (Registration No. 199301013203 (267941-U))
LSQ	:	Lim Seng Qwee
LSQS	:	LSQ & Sons Sdn Berhad (Registration No. 198801009280 (176637-V))
LTIP	:	Long term incentive plan of our Company of up to 15.0% of the issued share capital of our Company (excluding treasury shares). The original duration of the LTIP was for five (5) years commencing from 1 January 2017 to 31 December 2021, but was subsequently extended for another five (5) years commencing from 1 January 2022 to 31 December 2026 in accordance with the terms of the by-laws governing the LTIP
Market Day(s)	:	Any day on which Bursa Securities is open for trading in securities
Maximum Scenario	:	Up to 157,663,249 Rights Shares together with up to 157,663,249 Warrants to be issued which was arrived at based on the following: <ul style="list-style-type: none"> (i) 69,264,355 RCPS are assumed to be converted into new Ann Joo Shares prior to the Entitlement Date; and (ii) all the Entitled Shareholders fully subscribe for their respective entitlements under the Rights Issue with Warrants
Maybank IB Principal Adviser	or :	Maybank Investment Bank Berhad (Company Registration No. 197301002412)
MGO	:	Mandatory take-over offer

DEFINITIONS *(Cont'd)*

MIDA	:	Malaysian Investment Development Authority
Minimum Scenario	:	100,000,000 Rights Shares together with 100,000,000 Warrants to be issued which was arrived at based on the following: <ul style="list-style-type: none"> (i) the Rights Issue with Warrants is undertaken on the Minimum Subscription Level basis; and (ii) the Undertaking Shareholders subscribing for, in aggregate, 100,000,000 Rights Shares pursuant to the Undertakings and none of the other Entitled Shareholders subscribe for their respective entitlements under the Rights Issue with Warrants
Minimum Subscription Level	:	Minimum subscription level to raise a minimum of RM80.0 million based on the issue price of RM0.80 per Rights Share
NA	:	Net assets
NPA	:	Notice of provisional allotment in relation to the Rights Issue with Warrants
NRS	:	Nominee rights subscription service offered by Bursa Depository at the request of our Company, to Authorised Nominees for electronic subscription of the Rights Issue with Warrants through Bursa Depository's existing network facilities with the Authorised Nominees
Official List	:	A list specifying all securities listed on the Main Market of Bursa Securities
Participating Financial Institution	:	Participating financial institutions for Electronic Applications
PAT	:	Profit after tax
PBT	:	Profit before tax
PCSB	:	Perfect Channel Sdn Bhd (Registration No. 200501036333 (718481-V))
Price-Fixing Date	:	26 September 2024, being the date on which the issue price of the Rights Shares and exercise price of the Warrants were fixed by the Board
Provisional Rights Shares with Warrants	:	Rights Shares provisionally allotted to the Entitled Shareholders together with the Warrants attached
Public Requirement Spread	:	The requirement under Paragraph 8.02(1) of the Listing Requirements which states that a listed issuer must ensure that at least 25.0% of its total listed shares (excluding treasury shares) are in the hands of public security holders. Bursa Securities may accept a percentage lower than the 25.0% threshold if it is satisfied that such lower percentage is sufficient for a liquid market in such securities
RCPS	:	Redeemable convertible cumulative preference shares in our Company
Record of Depositors	:	A record consisting of names of depositors established and maintained by Bursa Depository under the Rules of Bursa Depository

DEFINITIONS *(Cont'd)*

Rights Issue with Warrants	:	Renounceable rights issue of up to 157,663,249 Rights Shares at an issue price of RM0.80 per Rights Share together with up to 157,663,249 Warrants on the basis of one (1) Rights Share for every four (4) existing Ann Joo Shares held as at the Entitlement Date and one (1) Warrant for every one (1) Rights Share subscribed for
Rights Shares	:	New Ann Joo Shares to be issued by our Company pursuant to the Rights Issue with Warrants
Rights Shares with Warrants Subscription File	:	An electronic file submitted by an Authorised Nominee who has subscribed for NRS to Bursa Depository, containing information pertaining to such Authorised Nominee's subscription of the Rights Shares
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 SICDA
SC	:	Securities Commission Malaysia
SGP	:	Share grant plan of our Company which forms part of the LTIP
SGP Shares	:	Ann Joo Shares granted and/or to be granted to the Eligible Employees pursuant to the SGP
Share Registrar	:	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))
SICDA	:	Securities Industry (Central Depositories) Act, 1991
TERP	:	Theoretical ex-rights price
Undertaking Shareholders	:	Collectively, AJC, LSCS, LSQS, LSS, LSQ, DLKL, DLHT, DLAC and LHH
Undertakings	:	Collectively, the Entitlement Undertakings and Additional Undertakings
Warrants	:	Free detachable warrants to be issued by our Company pursuant to the Rights Issue with Warrants

CURRENCIES

CNY	:	Renminbi
EUR	:	Euro
JPY	:	Japanese Yen
RM and sen	:	Ringgit Malaysia and sen
SGD	:	Singapore Dollar
USD	:	United States Dollar

DEFINITIONS *(Cont'd)*

All references to “**our Company**” or “**Ann Joo**” in this Abridged Prospectus are to Ann Joo and references to “**our Group**” or “**Ann Joo Group**” are to our Company and our subsidiaries, collectively. All references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires otherwise, shall include our subsidiaries.

All references to “**you**” and “**your**” in this Abridged Prospectus are to our shareholders and/or, where the context otherwise requires, their renouncee(s)/transferee(s) (if applicable).

Words referring to the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference to any act, rule, written law, ordinance, enactment or guideline in this Abridged Prospectus is a reference to that act, rule, written law, ordinance, enactment or guideline as amended or re-enacted from time to time.

Any reference to a time of day in this Abridged Prospectus shall be a reference to Malaysian time, unless otherwise stated.

Certain amounts and percentage figures included in this Abridged Prospectus have been subject to rounding adjustments. Any discrepancy in the figures included in this Abridged Prospectus between the amounts stated and the totals thereof are due to rounding.

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 reasonable 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. All statements other than statements of historical facts included in this Abridged Prospectus, including, without limitation, those regarding our prospects and plans of our Group for future operations, are forward-looking statements. There is no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

Any exchange rate translations in this Abridged Prospectus are provided solely for your convenience and should not be taken as meaning that the translated amount stated in this Abridged Prospectus could have been or would have been converted into such other amounts.

TABLE OF CONTENTS

	PAGE
ADVISERS' DIRECTORY	ix
SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS	xi
LETTER TO OUR ENTITLED SHAREHOLDERS CONTAINING:	
1. INTRODUCTION	1
2. PARTICULARS OF THE RIGHTS ISSUE WITH WARRANTS	2
2.1 Details of the Rights Issue with Warrants	2
2.2 Basis of determining the issue price of the Rights Shares and the exercise price of the Warrants	4
2.3 Ranking of the Rights Shares and Exercised Shares	5
2.4 Details of fund-raising exercises undertaken by our Group in the past five (5) years	5
3. IRREVOCABLE AND UNCONDITIONAL UNDERTAKING	5
4. UTILISATION OF PROCEEDS	8
5. RATIONALE FOR THE RIGHTS ISSUE WITH WARRANTS	15
6. RISK FACTORS	18
6.1 Risk relating to our Group	18
6.2 Risk relating to the steel manufacturing industry	19
6.3 Risk relating to the Rights Issue with Warrants	20
7. INDUSTRY OVERVIEW AND PROSPECTS	22
7.1 Overview and outlook for the Malaysian economy	22
7.2 Overview and outlook of the steel manufacturing industry in Malaysia	23
7.3 Overview and outlook of the commercial real estate industry in Malaysia	24
7.4 Overview and outlook of the green technology industry in Malaysia	25
7.5 Prospects of our Group	26
8. EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS	28
8.1 Share capital	28
8.2 Substantial shareholders' shareholdings	29
8.3 NA and gearing	33
8.4 Earnings and EPS	35
8.5 Convertible securities	36
9. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES AND MATERIAL COMMITMENTS	36
9.1 Working capital and sources of liquidity	36
9.2 Borrowings	36
9.3 Contingent liabilities	37
9.4 Material commitments	37
9.5 Material transactions	37
10. INSTRUCTIONS FOR ACCEPTANCE AND PAYMENT	37
10.1 General	38
10.2 NPA	38
10.3 Last date and time for acceptance and payment	38
10.4 Methods of acceptance and application	38
10.5 Procedures for full acceptance and payment	39
10.6 Procedures for part acceptance by Entitled Shareholders	52
10.7 Procedures for sale or transfer of Provisional Rights Shares with Warrants	53

TABLE OF CONTENTS *(Cont'd)*

	PAGE
10.8 Procedures for acceptance by renounee(s)/transferee(s)	53
10.9 Procedures for application for Excess Rights Shares with Warrants	53
10.10 Form of issuance	56
10.11 Notice of allotment	57
10.12 Foreign-Addressed Shareholders	57
11. TERMS AND CONDITIONS	59
12. FURTHER INFORMATION	60
APPENDIX I : INFORMATION ON OUR COMPANY	61
APPENDIX II : SALIENT TERMS OF THE WARRANTS	71
APPENDIX III : ADDITIONAL INFORMATION	74

ADVISERS' DIRECTORY

- PRINCIPAL ADVISER** : **Maybank Investment Bank Berhad**
32nd Floor, Menara Maybank
100, Jalan Tun Perak
50050 Kuala Lumpur
Wilayah Persekutuan

Tel: +603 2059 1888
Fax: +603 2078 4194
- SOLICITORS** : **Raja, Darryl & Loh**
Level 26, Menara Hong Leong
No. 6, Jalan Damanlela
Bukit Damansara
50490 Kuala Lumpur

Tel: +603 2632 9999
Fax: +603 232 9850
- COMPANY SECRETARIES** : **Kong Tat Wai**
(SSM Practicing Certificate No. 202008001528)
(MAICSA 7062129)

Ann Joo Resources Berhad
Wisma Ann Joo, Lot 19391
Bt. 8½, Jalan Klang Lama
46000 Petaling Jaya
Selangor Darul Ehsan

Tel: +603 7877 0028
Fax: +603 7876 5381
- Lim Li Heong**
(SSM Practicing Certificate No. 202008001981)
(MAICSA 7054716)
- Wong Mee Kiat**
(SSM Practicing Certificate No. 202008001958)
(MAICSA 7058813)
- Acclime Corporate Services Sdn Bhd
Level 5, Tower 8
Avenue 5 Horizon 2
Bangsar South City
59200 Kuala Lumpur

Tel: +603 2280 6388
Fax: +603 2280 6399
- SHARE REGISTRAR** : **Boardroom Share Registrars Sdn Bhd**
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

Tel: +603 7890 4700
Fax: +603 7890 4670

ADVISERS' DIRECTORY *(Cont'd)*

**AUDITORS AND
REPORTING
ACCOUNTANTS** : **BDO PLT**
Level 8, BDO @ Menara CenTARa
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur

Tel: +603 2616 2888
Fax: +603 2616 2970

**STOCK EXCHANGE
LISTING** : Main Market of Bursa Securities

SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS

THIS SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS ONLY HIGHLIGHTS THE KEY INFORMATION FROM OTHER PARTS OF THIS ABRIDGED PROSPECTUS. IT DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE WHOLE OF THIS ABRIDGED PROSPECTUS.

Information	Summary
Basis of allotment and number of the Rights Shares	The Rights Issue with Warrants entails the issuance of up to 157,663,249 Rights Shares at an issue price of RM0.80 per Rights Share together with up to 157,663,249 Warrants on the basis of one (1) Rights Share for every four (4) existing Ann Joo Shares held by the Entitled Shareholders as at the Entitlement Date and (1) Warrant for every one (1) Rights Share subscribed for. Further details are set out in Section 2.1 of this Abridged Prospectus.
Issue price of the Rights Shares and exercise price of the Warrants	The Board has fixed the issue price at RM0.80 per Rights Share and exercise price at RM0.93 per Warrant. Further details are set out in Section 2.2 of this Abridged Prospectus.
The Undertaking	<p>The Rights Issue with Warrants will be undertaken on the Minimum Subscription Level basis to raise a minimum of RM80.0 million based on the issue price of RM0.80 per Rights Share.</p> <p>In order to achieve the Minimum Subscription Level, our Company has procured the Undertakings from the Undertaking Shareholders and/or their renounee(s) to apply and subscribe for an aggregate of 100,000,000 Rights Shares in the following manner:</p> <ul style="list-style-type: none"> (i) subscribe in full or in part for their respective Rights Shares entitlement based on their respective shareholding as at the date of their respective Undertaking, totalling to 92,942,373 Rights Shares; and (ii) subscribe for an additional 7,057,627 Rights Shares that are not taken up by the Entitled Shareholders and/or their renounee(s) by way of Excess Rights Shares with Warrants application and/or purchase of provisional allotment of Rights Shares with Warrants. <p>For clarity, the Additional Undertakings are provided to the extent such that the Minimum Subscription Level is met. While the Undertaking Shareholders have undertaken to subscribe for 7,057,627 Rights Shares, the allocation of the Excess Rights Shares is subject to the subscription level of the Rights Issue with Warrants and the basis of allocation as disclosed in Section 10.9.1 of this Abridged Prospectus.</p> <p>The pro forma shareholding of the Entitled Shareholders based on the Minimum Scenario is set out in Section 3 of this Abridged Prospectus.</p>
Utilisation of proceeds	The Rights Issue with Warrants is expected to raise gross proceeds of RM80.0 million under the Minimum Scenario (" Minimum Proceeds "), approximately RM112.3 million under the Base Case Scenario and approximately RM126.1 million under the Maximum Scenario, to be utilised in the following manner:

Description of the utilisation	Minimum Scenario	Base Case Scenario	Maximum Scenario	Expected timeframe for utilisation from the listing of the Rights Shares
	RM'000	RM'000	RM'000	
Business expansion and project expenditure	50,000	50,000	50,000	Within 12 months
Working capital	28,900	61,178	75,031	Within 12 months
Estimated expenses relating to the Rights Issue with Warrants	1,100	1,100	1,100	Upon completion of the Rights Issue with Warrants
Total	80,000	112,278	126,131	

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

Information	Summary
	<p>Any additional proceeds raised in excess of the Minimum Proceeds will be allocated for working capital of our Group. Further details are set out in Section 4 of this Abridged Prospectus.</p>
Rationale for the Rights Issue with Warrants	<p>The Board is of the opinion that the Rights Issue with Warrants is the most appropriate means of raising funds for our Group as it will enable our Company to raise the requisite funds without incurring additional interest expense as compared to bank borrowings; it will involve the issuance of new Ann Joo Shares without diluting the existing shareholders' percentage shareholding provided that all the Entitled Shareholders subscribe in full for their respective entitlements under the Rights Issue with Warrants; it will provide the Entitled Shareholders with an opportunity to further participate in the prospects and future growth of the Ann Joo Group by subscribing to the Rights Shares at a discount to the TERP of Ann Joo Shares; it will increase the number of Ann Joo Shares in circulation which is expected to strengthen the financial position and capital base of our Company and may potentially enhance the liquidity and marketability of Ann Joo Shares on the Main Market of Bursa Securities; and the Warrants attached to the Rights Shares is meant to reward and provide the Entitled Shareholders with an option to further increase their equity participation in our Company by exercising their Warrants during the exercise period.</p> <p>Further details are set out in Section 5 of this Abridged Prospectus.</p>
Risk factors	<p>You should consider the following material risk factors before subscribing for or investing in the Rights Shares with Warrants:</p> <p>(i) Risk relating to our Group We face certain operational risks inherent in the manufacturing industry, including, among others, unexpected equipment failures, electricity failures, water disruptions, fire hazards as well as natural disasters such as floods. We may be involved in disputes with various parties integral to our business operations including contractors, suppliers, purchasers and customers. Such disputes could potentially lead to legal and other proceedings, resulting in additional costs and delays. Please refer to Section 10 of Appendix I of this Abridged Prospectus for details of a material litigation faced by our Group.</p> <p>(ii) Risk relating to the steel manufacturing industry Our steel manufacturing operations face strong competition from numerous established market participants, potential new entrants, and a high volume of imported steel products. Our Group is also exposed to fluctuations in raw material prices, which may adversely affect our financial performance. Further, adverse changes in political, social, economic, and regulatory conditions in Malaysia could negatively impact our business operations and financial performance. We are also susceptible to risks from local epidemics or pandemics, which could lead to business interruptions, including temporary suspensions of our operations;</p> <p>(iii) Risk relating to the Rights Issue with Warrants The Rights Issue with Warrants may be aborted or delayed on the occurrence of any material adverse change of events/circumstances. The market price of our Shares as traded on Bursa Securities is influenced by, among others, the prevailing market sentiments, volatility of the equity markets, the outlook of the industries which we operate in as well as our financial performance. There can be no assurance that the market price of the Rights Shares will be at a level that meets the specific investment objectives or targets of any holders of the Rights Shares.</p> <p>Further details are set out in Section 6 of this Abridged Prospectus.</p>
Procedures for acceptance and payment	<p>Acceptance and payment for the Rights Shares provisionally allotted to you as an Entitled Shareholder and/or your renounee(s)/transferee(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. The last day, date and time for acceptance of and payment for the Provisional Rights Shares with Warrants and Excess Rights Shares with Warrants is on Friday, 25 October 2024 at 5.00 p.m.. Further details are set out in Section 10 of this Abridged Prospectus.</p>



Registered Office

Wisma Ann Joo, Lot 19391
Batu 8½, Jalan Klang Lama
46000 Petaling Jaya
Selangor Darul Ehsan

10 October 2024

Board of Directors

Dato' Lim Kiam Lam (*Group Non-Executive Chairman*)
Dato' Lim Hong Thye (*Group Managing Director*)
Dato' Lim Aun Chuan (*Deputy Group Managing Director*)
Lim Hong Hock (*Non-Independent Non-Executive Director*)
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar (*Independent Non-Executive Director*)
Dato' Chan Choy Lin (*Independent Non-Executive Director*)

To: Our Entitled Shareholders

Dear Sir / Madam,

RENOUNCEABLE RIGHTS ISSUE OF UP TO 157,663,249 RIGHTS SHARES AT AN ISSUE PRICE OF RM0.80 PER RIGHTS SHARE TOGETHER WITH UP TO 157,663,249 WARRANTS ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ANN JOO SHARES HELD AS AT 5.00 P.M. ON THURSDAY, 10 OCTOBER 2024 AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR

1. INTRODUCTION

On 9 July 2024, Maybank IB had, on behalf of the Board, announced that our Company proposes to undertake the Rights Issue with Warrants.

On 2 September 2024, Maybank IB had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 30 August 2024, approved the following:

- (i) admission to the Official List and the listing and quotation of up to 157,663,249 Warrants on the Main Market of Bursa Securities;
- (ii) listing and quotation of up to 157,663,249 Rights Shares on the Main Market of Bursa Securities; and
- (iii) listing and quotation of up to 157,663,249 Exercised Shares on the Main Market of Bursa Securities,

subject to the conditions as set out below:

Conditions imposed by Bursa Securities	Status of compliance
(a) our Company and Maybank IB must fully comply with relevant provisions under the Listing Requirements at all times pertaining to the implementation of the Rights Issue with Warrants, including compliance with the Public Spread Requirement upon exercise of the Warrants;	To be complied
(b) Maybank IB to inform Bursa Securities upon the completion of the Rights Issue with Warrants;	To be complied
(c) Maybank IB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Rights Issue with Warrants is completed; and	To be complied
(d) our Company to furnish Bursa Securities on a quarterly basis a summary of the total number of Exercised Shares listed as at the end of each quarter together with a detailed computation of the listing fees payable.	To be complied

On 19 September 2024, our shareholders had approved the Rights Issue with Warrants at our EGM.

On 26 September 2024, Maybank IB had, on behalf of the Board, announced that:

- (i) the issue price of the Rights Shares with Warrants has been fixed at RM0.80 per Rights Share and the exercise price of the Warrants has been fixed at RM0.93 per Warrant;
- (ii) the entitlement date for the Rights Issue with Warrants has been fixed at 5.00 p.m. on Thursday, 10 October 2024; and
- (iii) the Deed Poll has been executed on 26 September 2024.

No person is authorised to give any information or make any representation not contained in this Abridged Prospectus in connection with the Rights Issue with Warrants and if given or made, such information or representation must not be relied upon as having been authorised by us or Maybank IB.

YOU ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, 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 157,663,249 Rights Shares at an issue price of RM0.80 per Rights Share together with up to 157,663,249 Warrants on the basis of one (1) Rights Share for every four (4) existing Ann Joo Shares held as at the Entitlement Date and one (1) Warrant for every one (1) Rights Share subscribed for.

The Rights Issue with Warrants will be undertaken on the Minimum Subscription Level to raise minimum gross proceeds of RM80.0 million for the purposes as set out in Section 4 of this Abridged Prospectus, which is derived from the Undertakings. Based on the Minimum Subscription Level, 100,000,000 Rights Shares together with 100,000,000 Warrants will be issued pursuant to the Rights Issue with Warrants.

The maximum number of Rights Shares together with Warrants to be issued under the Maximum Scenario is derived after taking into consideration of the following:

- (i) as at the LPD, our Company has an issued share capital of RM645.5 million comprising 561,388,643 Ann Joo Shares (excluding 17,194,900 treasury shares). For the purpose of implementing the Rights Issue with Warrants, the Board had undertaken and confirmed that our Company will not sell, cancel, transfer and/ or distribute any treasury shares prior to the Entitlement Date;
- (ii) 15,117,750 unvested SGP Shares that have been granted under the SGP are expected to be vested after the Entitlement Date; and
- (iii) full conversion of all the outstanding 69,264,355 RCPS by our Company's RCPS holders prior to the Entitlement Date under the Maximum Scenario. Assuming all the outstanding RCPS are fully converted, our Company's enlarged number of issued shares excluding treasury shares will be 630,652,998 Shares.

The Warrants are attached to the Rights Shares and will only be issued, without any cost, to the Entitled Shareholders and/or their renounee(s) who subscribe for the Rights Shares. The Warrants will be immediately detached from the Rights Shares upon issuance and will be traded separately on the Main Market of Bursa Securities and will be issued in registered form and constituted by the Deed Poll. The salient terms of the Warrants are set out in **Appendix II** of this Abridged Prospectus.

The Rights Issue with Warrants is renounceable in full or in part. Accordingly, the Entitled Shareholders can subscribe for and/or renounce their entitlements under the Rights Issue with Warrants in full or in part. However, the Rights Shares and Warrants cannot be renounced separately. As such, the Entitled Shareholders who renounce all their entitlements for the Rights Share shall be deemed to have renounced all the accompanying entitlements to the Warrants to be issued together with the Rights Shares. If the Entitled Shareholders accept only part of their entitlements for the Rights Share, they shall be entitled to the Warrants in proportion to their acceptance of their entitlements for the Rights Share.

Any Excess Rights Shares with Warrants will be made available for excess application by other Entitled Shareholders and/or their renounee(s). It is the intention of the Board to allocate the Excess Rights Shares with Warrants, if any, in a fair and equitable manner on such basis as set out in Section 10.9.1 of this Abridged Prospectus.

The Rights Shares will be provisionally allotted to the Entitled Shareholders together with the Warrants attached. In determining our shareholders' entitlement under the Rights Issue with Warrants, fractional entitlements arising from the Rights Issue with Warrants, if any, shall be disregarded and/or dealt with by the Board in such manner as the Board in its absolute discretion deems fit and in the best interest of our Company.

As you are an Entitled Shareholder and the Rights Shares with Warrants are prescribed securities, your CDS Account will be credited with the number of Provisional Rights Shares with Warrants which you are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. You will find enclosed with this Abridged Prospectus, a NPA notifying you of the crediting of such Provisional Rights Shares with Warrants into your CDS Account, and the RSF to enable you to subscribe for such Provisional Rights Shares with Warrants, as well as to apply for the Excess Rights Shares with Warrants if you choose to do so. However, only the 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.

Any dealings in our Company's securities will be subject to, among others, the provisions of the SICDA, the Rules of Bursa Depository and any other relevant legislation. Accordingly, upon subscription, the Rights Shares with Warrants will be credited directly into the respective CDS Accounts of the Entitled Shareholders and/or their renounee(s)/transferee(s) who have successfully subscribed for the Rights Shares with Warrants. No physical share or warrant certificates will be issued to successful applicants of the Rights Shares with Warrants and/or their renounee(s)/transferee(s).

2.2 Basis of determining the issue price of the Rights Shares and the exercise price of the Warrants

2.2.1 Issue Price

The issue price of RM0.80 per Rights Share was determined and fixed by the Board on the Price-Fixing Date after taking into consideration, among others, the following:

- (i) the TERP⁽¹⁾ of Ann Joo Shares based on the 5D-VWAP of Ann Joo Shares immediately preceding the Price-Fixing Date and the Board's intention to fix the issue price of the Rights Shares at a discount of between 10.0% to 30.0% to the TERP of Ann Joo Shares.

The issue price of RM0.80 per Rights Share represents a discount of approximately 14.1% to the TERP of Ann Joo Shares of RM0.9308. The TERP was computed based on the 5D-VWAP of Ann Joo Shares up to and including 25 September 2024, being the last market day immediately preceding the Price-Fixing Date, of RM0.9635 per Ann Joo Share;

- (ii) the funding requirements of our Group as set out in Section 4 of this Abridged Prospectus. Based on the issue price of RM0.80 per Rights Share, the Rights Issue with Warrants will raise an amount of RM80.0 million under the Minimum Scenario, approximately RM112.3 million under the Base Case Scenario and approximately RM126.1 under the Maximum Scenario; and
- (iii) the prevailing market conditions.

Note:

(1)
$$TERP = \frac{(A \times X) + (B \times Y)}{A + B}$$

where:

A = Number of Rights Shares (one (1) Right Share)

B = Number of existing Ann Joo Shares (four (4) existing Ann Joo Shares)

X = Issue price of the Rights Shares (RM0.80 per Rights Share)

Y = 5D-VWAP of Ann Joo Shares up to and including 25 September 2024, being the last market day immediately preceding the Price-Fixing Date (RM0.9635 per Ann Joo Share)

and the ratio of A:B is 1:4, in accordance with the entitlement basis of one (1) Rights Share for every four (4) existing Ann Joo Shares held.

The abovementioned discount is intended to provide the Entitled Shareholders with an attractive opportunity to increase their equity participation in Ann Joo on a pro rata basis at a discount to the prevailing market price of Ann Joo Shares and to reward the Entitled Shareholders for their continuous support of Ann Joo.

2.2.2 Exercise price of the Warrants

The exercise price of RM0.93 per Warrant was determined and fixed by the Board on the Price-Fixing Date after taking into consideration, among others, the following:

- (i) the TERP of Ann Joo Shares based on the 5D-VWAP of Ann Joo Shares immediately preceding the Price-Fixing Date and the Board's intention to fix the exercise price of the Warrants at the TERP of Ann Joo Shares; and
- (ii) the funding requirements and timing of such funding requirements.

2.3 Ranking of the Rights Shares and Exercised Shares

The Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing Ann Joo Shares save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Rights Shares.

The Exercised Shares will, upon allotment and issuance, rank equally in all respects with the existing Ann Joo Shares save and except that the Exercised Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Exercised Shares.

2.4 Fund-raising exercise undertaken by our Group in the past five (5) years

Our Company has not undertaken any fund-raising exercise in the past five (5) years.

3. IRREVOCABLE AND UNCONDITIONAL UNDERTAKING

The Rights Issue with Warrants will be undertaken on the Minimum Subscription Level basis.

In order to achieve the Minimum Subscription Level, our Company has procured the Undertakings from the Undertaking Shareholders and/or their renounee(s) to apply and subscribe for an aggregate of 100,000,000 Rights Shares in the following manner:

- (i) subscribe in full or in part for their respective Rights Shares entitlement based on their respective shareholding as at the date of their respective Undertakings, totalling to 92,942,373 Rights Shares; and
- (ii) subscribe for an additional 7,057,627 Rights Shares that are not taken up by the Entitled Shareholders and/or their renounee(s) by way of Excess Rights Shares with Warrants application and/or purchase of Provisional Rights Shares with Warrants.

For clarity, the Additional Undertakings are provided to the extent such that the Minimum Subscription Level is met. While the Undertaking Shareholders have undertaken to subscribe for 7,057,627 Rights Shares, the allocation of the Excess Rights Shares is subject to the subscription level of the Rights Issue with Warrants and the basis of allocation as disclosed in Section 10.9.1 of this Abridged Prospectus.

The quantum of the Undertakings was determined after taking into account:

- (i) the Undertaking Shareholders' respective Rights Shares entitlement as at the date of their respective Undertakings;
- (ii) the funding requirements of our Group as set out in Section 4 of this Abridged Prospectus; and
- (iii) the pro forma shareholding of the Undertaking Shareholders after the Rights Issue with Warrants after taking into consideration the consequences of such subscription with regards to the Rules.

The Undertaking Shareholders have confirmed that they have sufficient financial resources to fulfil their obligations under their respective Undertakings. Our solicitors for the Rights Issue with Warrants have verified that the Undertaking Shareholders have sufficient financial resources to fulfil their respective Undertakings.

The details of the Undertakings are as follows:

No.	Name of Undertaking Shareholder	Shareholding as at the LPD		Entitled Rights Shares		Entitlement Undertaking	Additional Undertaking	Total Rights Shares to be subscribed pursuant to the Undertakings			Entitled Warrants	Shareholding after the subscription of the Rights Shares pursuant to the Undertakings ⁽¹⁾	
		No. of Shares	%	No. of Shares	% ⁽²⁾	No. of Shares	No. of Shares	No. of Shares	% ⁽²⁾	Amount to be raised (RM)		No. of Shares	%
(i)	AJC ⁽³⁾	199,229,032	35.5	49,807,258	35.5	48,100,000 ⁽⁴⁾	-	48,100,000	34.3	38,480,000	48,100,000	247,329,032	37.4
(ii)	LSCS ⁽³⁾	75,929,600	13.5	18,982,400	13.5	18,982,400	3,479,410	22,461,810	16.0	17,969,448	22,461,810	98,391,410	14.9
(iii)	LSQS ⁽³⁾	65,050,850	11.6	16,262,712	11.6	16,262,712	2,872,454	19,135,166	13.6	15,308,133	19,135,166	84,186,016	12.7
(iv)	LSS ⁽³⁾	18,600,000	3.3	4,650,000	3.3	4,650,000	705,763	5,355,763	3.8	4,284,610	5,355,763	23,955,763	3.6
(v)	LSQ ⁽³⁾	6,510,000	1.2	1,627,500	1.2	1,627,500	-	1,627,500	1.2	1,302,000	1,627,500	8,137,500	1.2
(vi)	DLKL ⁽⁵⁾	4,645,025	0.8	1,161,256	0.8	1,161,256	-	1,161,256	0.8	929,005	1,161,256	5,806,281	0.9
(vii)	DLHT ⁽⁶⁾	5,183,650	0.9	1,295,912	0.9	1,295,912	-	1,295,912	0.9	1,036,730	1,295,912	6,479,562	1.0
(viii)	DLAC ⁽⁷⁾	2,409,500	0.4	602,375	0.4	602,375	-	602,375	0.4	481,900	602,375	3,011,875	0.5
(ix)	LHH ⁽⁸⁾	1,040,875	0.2	260,218	0.2	260,218	-	260,218	0.2	208,174	260,218	1,301,093	0.2
Total		378,598,532	67.4	94,649,631	67.4	92,942,373	7,057,627	100,000,000	71.3	80,000,000	100,000,000	478,598,532	72.4

Notes:

- (1) Assuming the Undertaking Shareholders' shareholdings after the Rights Issue with Warrants based on the Minimum Scenario but before full exercise of the Warrants.
- (2) Based on the total number of Rights Shares to be issued under the Base Case Scenario of 140,347,160 Rights Shares.
- (3) A major shareholder of Ann Joo.
- (4) The quantum of AJC's Entitlement Undertaking was determined after taking into account the consequences of such subscription with regards to subparagraph 4.01(b) of the Rules as it is not the intention of AJC to undertake a MGO for the remaining Ann Joo Shares not already owned by AJC and parties acting in concert with it.
- (5) Our Group Non-Executive Chairman and major shareholder of Ann Joo.
- (6) Our Group Managing Director and a shareholder of Ann Joo.
- (7) Our Deputy Group Managing Director and a shareholder of Ann Joo.
- (8) Our Non-Independent Non-Executive Director and a shareholder of Ann Joo.

In the event that the Undertaking Shareholders acquire any additional Ann Joo Shares (including conversion of RCPS) subsequent to the date of their respective Undertakings, the Undertaking Shareholders undertake to only subscribe for such additional Rights Shares entitlements after consultation with our Company, to ensure that such additional subscription will not result in our Company not being in compliance with the Public Spread Requirement.

For illustrative purposes only, the pro forma shareholding of the Entitled Shareholders based on the Minimum Scenario is as follows:

	As at the LPD		(I)		(II)	
			After the Rights Issue with Warrants		After (I) and assuming full exercise of the Warrants	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Undertaking Shareholders:						
AJC	199,229	35.5	247,329	37.4	295,429	38.8
LSCS	75,930	13.5	98,391	14.9	120,853	15.9
LSQS	65,051	11.6	84,186	12.7	103,321	13.6
LSS	18,600	3.3	23,956	3.6	29,312	3.8
LSQ	6,510	1.2	8,138	1.2	9,765	1.3
DLKL	4,645	0.8	5,806	0.9	6,968	0.9
DLHT	5,184	0.9	6,480	1.0	7,775	1.0
DLAC	2,410	0.4	3,012	0.5	3,614	0.5
LHH	1,041	0.2	1,301	0.2	1,561	0.2
	378,600	67.4	478,599	72.4	578,598	76.0
Other Entitled Shareholders:						
Non-public shareholders	14,147	2.5	14,147	2.1	14,147	1.9
Public shareholders	168,643	30.0	168,643	25.5	168,643	22.1
Total	561,389	100.0	661,389	100.0	761,389	100.0

Given that the Minimum Subscription Level will be fully satisfied via the Undertakings, there will be no underwriting arrangement for the remaining portion of up to 57,663,249 Rights Shares (representing up to 36.6% of the total Rights Shares) for which no undertaking has been obtained.

Pursuant to Paragraph 6.18(4) of the Listing Requirements, where the Minimum Subscription Level is not achieved, the implementation of the Rights Issue with Warrants must be terminated, and all consideration received must be immediately returned to all subscribers. As such, if the Minimum Subscription Level is not achieved for any reason whatsoever, our Company will not proceed with the implementation of the Rights Issue with Warrants. All subscription monies received pursuant to the Rights Issue with Warrants will be returned without interest as soon as practicable to the Entitled Shareholders and/or their renounee(s) who have subscribed for their entitlements.

MGO implication

As illustrated above, assuming the full exercise of the Warrants by the Undertaking Shareholders under the Minimum Scenario, AJC's shareholding will increase from 35.5% as at the LPD to 38.8%. Such exercise of the Warrants by AJC may result in the shareholding of AJC in Ann Joo to increase by more than 2.0% within a period of six months and pursuant to subparagraph 4.01(b) of the Rules, AJC would trigger the creeping threshold and in such event be obliged to extend a MGO for Ann Joo.

As it is not the intention of AJC to undertake a MGO, AJC will monitor at all times when exercising its Warrants to ensure compliance with the provisions of the Rules.

Public shareholding spread

As illustrated above, under the Minimum Scenario, the public shareholding spread of our Company is not expected to fall below the Public Spread Requirement after the completion of the Rights Issue with Warrants. However, assuming the full exercise of the Warrants by the Undertaking Shareholders under the Minimum Scenario, our Company will not be in compliance with the Public Spread Requirement. In view of the foregoing, our Company has obtained written irrevocable undertakings dated 5 July 2024 from the Undertaking Shareholders that they shall not exercise any of their Warrants after the completion of the Rights Issue with Warrants if the exercise of such number of Warrants will result in our Company not being able to comply with the Public Spread Requirement.

In addition to the above, our Company will monitor the public shareholding spread of our Company to ensure that any exercise of the Warrants by the Undertaking Shareholders will comply with the Public Spread.

4. UTILISATION OF PROCEEDS

Based on the issue price of RM0.80 per Rights Share, the Rights Issue with Warrants will raise gross proceeds of RM80.0 million under the Minimum Scenario, approximately RM112.3 million under the Base Case Scenario and approximately RM126.1 million under the Maximum Scenario, to be utilised in the following manner:

Description of the utilisation	Minimum Scenario (RM'000)	Base Case Scenario (RM'000)	Maximum Scenario (RM'000)	Expected timeframe for utilisation from the listing of the Rights Shares
Business expansion and project expenditure ⁽¹⁾	50,000	50,000	50,000	Within 12 months
Working capital ⁽²⁾	28,900	61,178	75,031	Within 12 months
Estimated expenses relating to the Rights Issue with Warrants ⁽³⁾	1,100	1,100	1,100	Upon completion of the Rights Issue with Warrants
Total	80,000⁽⁴⁾	112,278	126,131	

Notes:

(1) *Our Company proposes to utilise RM50.0 million of the proceeds as standby funds to embark on future business projects or investments that may or may not be in similar or complementary businesses to our Group's existing businesses. Prior to the receipt of the proceeds from the Rights Issue with Warrants, our Company may fund the business expansion and project expenditure using internally-generated funds of our Group and/or borrowings. Accordingly, upon receipt of the proceeds from the Rights Issue with Warrants, the proceeds will be used to replenish its internally-generated funds or repay borrowings drawn down for the funding of the business expansion and project expenditure.*

The proceeds have not been earmarked for specified projects or investments at this juncture so as to provide flexibility in determining the allocation of the proceeds for the project expenditure of the specified projects. Nonetheless, as at the LPD, our Company has identified the following focus areas for the utilisation of these proceeds:

Focus area	Description	Nature of expenditure
<p>Expansion of our Group's upstream and downstream steel divisions</p>	<p>Our Group intends to expand our upstream and downstream steel businesses including but not limited to:</p> <p>1) Development of a diverse range of steel products</p> <p>We acquired PCSB as a subsidiary of our Group in June 2023 with the intention to expand our Group's upstream steel division to include the production of engineering-grade steel wire rods by leveraging on PCSB's plant and machinery which are capable of producing hard drawn wires, galvanised steel wires, mild steel bars, high tensile deformed bars as well as low, medium and high carbon steel wire rods.</p> <p>PCSB had ceased operations at its rolling mill since May 2019 due to a fire incident involving its main intake substation. The recommissioning of the rolling mill had commenced in January 2024, following the completion of repair works and restoration activities. Currently, PCSB produces commercial-grade mild steel bars and wire rods in a standard range of product sizes.</p> <p>To increase our product offerings, PCSB is also tasked with undertaking a product development program for the production of engineering-grade steel wire rods. This can be achieved by integrating PCSB's rolling mill with our Group's upstream iron and steel manufacturing operations. Specifically, the rolling mill will utilise high quality billets supplied by our Group to achieve this goal.</p> <p>As at the LPD, the development of engineering-grade steel wire rods by PCSB is still an ongoing project as such development will require some equipment modifications and upgrades in our Group's upstream steel division's steelmaking plant and PCSB's rolling mill. PCSB targets to commence the production of engineering-grade steel wire rods in 2025.</p> <p>PCSB's rolling mill, with an installed capacity of 450,000 metric tonnes per annum, is capable of producing both steel bars and wire rods. The resumption of operations at this rolling mill is expected to drive operational efficacy and create synergistic values across our Group, thereby enhancing our Group's competitive advantage in the upstream steel business. The resumption of operations at PCSB's rolling mill may also help our Group to capture the anticipated increase in demand of wire rods. According to the 15th Report on Status & Outlook of the Malaysian Iron & Steel Industry 2024/2025 published by the Malaysian Iron and Steel Industry Federation, Malaysia imported a total of 460,707 metric tonnes and 633,860 metric tonnes of wire rods in 2022 and 2023 respectively.</p>	<p>Includes but is not limited to the purchase and upgrade of plants and machineries, upgrade of system and expansion of factories for our Group's upstream steel division as part of the product development program.</p>

Focus area	Description	Nature of expenditure
	<p>2) Expansion of our Group’s downstream steel division’s rebar fabrication business through the enhancement of its steel service capability in cut and bend, threading and coupling, and diaphragm wall and caging fabrications</p> <p><i>These steel service capabilities are essential for our Group to meet the complex demands of modern construction projects and will strengthen our Group’s market position by broadening its service offerings. Such expansion may be achieved via further investment in our rebar fabrication facilities and/or the acquisition of suitable fabrication businesses. Our Group is currently identifying and assessing potential investment in fabrication facilities and/or businesses. As at the LPD, the expansion plan is still ongoing as our Group is currently in negotiation with some potential vendors to purchase a majority stake in a company that is involved in the fabrication business, with the aim of finalising the investment appraisal by end 2024. Should the acquisition materialise, we intend to use part of the proceeds to fund the purchase consideration for the potential acquisition.</i></p>	<p><i>Includes but is not limited to capital expenditure for the potential establishment of fabrication facilities and/or to settle the purchase consideration for the potential acquisition.</i></p>
<p><i>Upgrading of existing investment properties</i></p>	<p><i>Our Group plans to refurbish and/or upgrade the existing properties owned by our Group. These include the factory and office buildings located on the freehold industrial land owned by PCSB in Gurun Industrial Park, Kedah (one of the major industrial centres in the Northern region of Peninsular Malaysia) as well as the factory and office buildings owned by Ann Joo Management Services Sdn Bhd (“AJMS”), a wholly-owned subsidiary of our Company, which are located in the Klang Valley area. These properties are currently being used for our Group’s operations, leased to third parties or vacant.</i></p> <p><i>The proposed refurbishment and/or upgrade works is expected to improve the functionality and appearance of the said properties, thereby potentially achieving the following benefits:</i></p> <p><i>(a) for properties that are currently being occupied by our Group – mainly to undertake restoration works due to the age of the buildings, in order to improve safety of the buildings as well as uplift employee morale and corporate image; and</i></p> <p><i>(b) for properties that are currently leased to third parties or vacant – increasing the rental value and appeal to new tenants. Further, where necessary, we plan to upgrade the properties with additional facilities and energy-efficient features. By meeting the specific needs of industrial tenants such as improved safety and operational efficiency, these upgrades will enhance the said properties’ market competitiveness and overall attractiveness, thereby justifying higher rental rates.</i></p>	<p><i>Includes but is not limited to cost associated with renovation works including floor restoration, wall painting, roofing repairs, replacement of water piping and electrical wiring, upgrading to light-emitting diode (LED) lighting, and restoring or upgrading safety equipment (such as reel hoses and smoke detector) and other components, fees to consultants and application fees to authorities.</i></p>

Focus area	Description			Nature of expenditure
	<p><i>For information purpose only, the list of properties that have been earmarked for upgrading is as follows:</i></p>			
	Owner	Land title	Age (years)	Use / function
	PCSB	GRN 67194 / Lot 8067, Bandar Gurun, District of Kuala Muda	16-18	Factories and office
		GRN 67196 / Lot 8068, Bandar Gurun, District of Kuala Muda		Factory
	AJMS	HS(D) 132496, Lot 9, Persiaran Perusahaan Section 23, Shah Alam	30	Factory and office
		HS(D) 50441, Tapak Perusahaan, Shah Alam, District of Petaling	32	Factory and office
		HS(D) 156463, Tapak Perusahaan, Shah Alam, District of Petaling	33	Factory and office
		Lot 19391, Mukim and District of Petaling	41	Office and warehouse
		Lot 1508, Mukim and District of Petaling	21	Office and warehouse
	<p><i>The upgrading of our investment properties will commence upon receipt of the proceeds from the Rights Issue with Warrants and the specifications for the upgrades will be determined based on requests from current and/or potential future tenants.</i></p>			

Focus area	Description	Nature of expenditure
<p>Expansion of our Group's green technology division</p>	<p>Our Group's green technology division recorded a higher revenue of approximately RM22.7 million for the FYE 31 December 2023, compared to revenue of approximately RM0.6 million for the FYE 31 December 2022, following the commencement of waste management business in June 2023. However, the division's segmental loss increased to approximately RM1.6 million for the FYE 31 December 2023, compared to a loss of approximately RM0.6 million for the FYE 31 December 2022, mainly due to higher operating costs incurred for our waste management projects as further described below.</p> <p>Notwithstanding that our green technology division has incurred a loss for the FYE 31 December 2023, our Group remains optimistic with the outlook of the division and intends to make further investment in our ongoing waste management business and new solar photovoltaic power projects.</p> <p>Among others, Bumi Segar Indah Sdn Bhd ("Bumi Segar"), a 51.0% indirect-owned subsidiary of our Company which specialises in solid waste management service, had commenced its operations in June 2023. Via Bumi Segar, our Group continues to explore new business opportunities in waste management services. Entering into the waste management sector will diversify our Group's business portfolio by providing both environmental benefits and new revenue streams, while aligning with global trends toward sustainability. We are in the midst of identifying and evaluating the potential projects and business opportunities in this sector and will only invest in the project if it meets our investment objectives.</p> <p>As at the LPD, Bumi Segar had secured concessions from the Malaysian Government for the following projects:</p> <ol style="list-style-type: none"> 1) design, build, operate and maintain a waste transfer station at Taman Beringin, Kuala Lumpur ("KLTS2") ("KLTS2 Project"). The KLTS2 Project includes the provision of equipment and vehicles for the handling of waste up to 2,700 tonnes per day. Based on the contract entered between, among others, Bumi Segar and the Malaysian Government on 20 June 2019, the contract term for the KLTS2 Project is for six (6) years starting from 19 April 2019 to 19 April 2025 with an option to extend for another six (6) years. However, the contract term for the KLTS2 Project was subsequently revised to nine (9) years, starting from 19 April 2019 to 19 April 2028 pursuant to the letter from the Ministry of Housing and Local Government (formerly known as the Ministry of Local Government Development) ("KPKT") dated 22 November 2023. The contract value cannot be determined at this juncture as it is contingent upon the volume of waste to be processed and transferred by Bumi Segar. As at the LPD, Bumi Segar is in the final stage of testing and commissioning KLTS2, with the operations of KLTS2 expected to commence by end 2024; and 2) operation and maintenance of a waste transfer station at Section 21, Shah Alam, Selangor ("SATS Project") designed to handle an average 1,000 metric tonnes of waste daily. Based on the contract entered between Bumi Segar and the Malaysian Government on 8 June 2017, the contract term for the SATS Project is from 22 May 2017 to 22 May 2023. Further, based on the letter from the KPKT dated 2 August 2024, Bumi Segar shall enter into a new contract with KPKT for a term of six (6) years. The terms of the SATS Project will be finalised in this new contract. The contract value cannot be determined at this juncture as it is contingent upon the volume of waste to be processed and transferred by Bumi Segar. As at the LPD, Bumi Segar is in the midst of refurbishing the said transfer station and aims to commence operations by the fourth quarter of 2024. 	<p>Includes but is not limited to capital expenditure for setting up and/or refurbishment of solid waste transfer stations, which include the construction and upgrading of facilities and platforms as well as the procurement of vehicle fleet such as prime movers for transporting waste-filled silos from the transfer station to the landfill sites. Additionally, funds will be allocated to complete and operationalise the transit platforms at the landfill sites in Bukit Tagar and Jeram such as carrying out the necessary modification work to comply with the Fire and Rescue Department of Malaysia's requirements.</p>

Focus area	Description	Nature of expenditure
	<i>In addition, our Group is exploring business opportunities in renewable energy projects by leveraging on the new National Energy Transition Roadmap (“NETR”) which has been implemented as part of Malaysia’s efforts towards achieving a sustainable and inclusive energy system. The NETR aims to navigate the complexity of energy transition on a large scale, especially the shift from a traditional fossil fuel-based economy to a high-value green economy. In this respect, our Group intends to focus on solar photovoltaic power projects. However, as at the LPD, our Group’s expansion plan into new solar photovoltaic power projects is currently still in the exploration stage and our Group has yet to identify any specific business ventures. Our Group will evaluate factors such as financial viability and technical feasibility before committing to any renewable energy projects.</i>	
<i>Investments in ESG initiatives and decarbonisation efforts</i>	<i>Our Group acknowledges the importance of ESG principles in promoting sustainable growth and business continuity. Hence, our Group intends to undertake ESG initiatives as part of its decarbonisation efforts. Among others, PCSB intends to install solar systems on the rooftops of its existing buildings in Gurun Industrial Park, Kedah for solar energy generation. This potentially enables our Group to grow its newly set up business segment in green technology which is expected to contribute positively to the future earnings of our Group while contributing to our overall decarbonisation goals. The installation of solar systems has yet to commence and is expected to be carried out within the next 12 months.</i>	<i>Includes but is not limited to capital expenditure for the installation of solar systems on rooftop of PCSB’s existing buildings in Gurun Industrial Park, Kedah and setting up a system for carbon emission reduction.</i>

Currently, save for the potential acquisition as disclosed above, our Group is not actively sourcing for potential investment opportunities. Our Group intends to fully utilise the RM50.0 million proceeds within 12 months from the listing of the Rights Shares. Such funds will first be channelled to projects or business opportunity(ies) that require immediate funding from our Group within the 12 months’ period and hence, the proceeds may only be utilised for a few of the abovementioned projects and/or business opportunity(ies) and not all of them. Any shortfall in our Group’s funding requirement for the projects under the focus areas and the proceeds earmarked for business expansion and project expenditure will be financed via internally generated funds, bank borrowings and/or future fund raising exercises to be undertaken by our Company (if required).

- (2) *The proceeds allocated for working capital will be utilised to finance the day-to-day operations of the existing businesses of our Group as follows:*

	Minimum Scenario	Base Case Scenario	Maximum Scenario
	RM'000	RM'000	RM'000
<i>Purchase of raw materials and direct costs related to the production and sale of goods^(a)</i>	18,900	51,178	65,031
<i>General operating and administrative expenses^(b)</i>	10,000	10,000	10,000
Total	28,900	61,178	75,031

Notes:

- (a) *Including purchase of materials for the operation of steel manufacturing business (such as iron ore, scrap metal, cooking coal and met coke) and trade and vendor payables (50.0%), our Group's rental (10.0%), utilities (30.0%), transportation costs (10%). The percentages in brackets indicate the proposed allocation of the proceeds for each category.*

Notwithstanding the subdued demand for our steel products, the allocation of proceeds for the purchase of raw materials is intended to strengthen our working capital position as it allows us to better manage our production schedules and avoid potential challenges related to material shortages or delays

- (b) *Including staff-related costs (such as salaries, allowances and statutory contributions for our Group's staff or engineers), insurance, office running expenses and other miscellaneous items (such as audit fees, professional fees, consultancy fees and secretarial fees).*

The actual breakdown of these expenses will depend on the operating and funding requirements of our Group at the time of utilisation. Any surplus or shortfall for any category under working capital will be adjusted against the other category under working capital.

- (3) *The breakdown of the estimated expenses relating to the Rights Issue with Warrants is as follows:*

Description	RM'000
<i>Professional fees^(a)</i>	600
<i>Fees to authorities</i>	100
<i>Printing, EGM expenses and advertising</i>	250
<i>Miscellaneous charges and contingencies</i>	150
Total	1,100

Note:

- (a) *Comprise of the professional fees of the Principal Adviser, solicitors, Reporting Accountants, Share Registrar and Company Secretary.*

Any surplus or shortfall in the funds allocated for expenses relating to the Rights Issue with Warrants against actual expenses incurred will be adjusted accordingly to/from the amount allocated for working capital of our Group.

- (4) *Any additional proceeds raised in excess of this amount under the Minimum Scenario will be allocated for working capital of our Group.*

The exact quantum of proceeds that may be raised by our Company from the exercise of the Warrants would depend on the exercise price, subscription level of the Rights Issue with Warrants and the actual number of Warrants exercised during the tenure of the Warrants. The proceeds from the exercise of Warrants will be received on an "as and when basis" over the tenure of the Warrants.

Based on the exercise price of the Warrants of RM0.93, the full exercise of the Warrants will raise RM93.0 million under the Minimum Scenario, approximately RM130.5 million under the Base Case Scenario and approximately RM146.6 million under the Maximum Scenario. Any proceeds arising from the exercise of the Warrants in the future shall be utilised for capital expenditure, investment opportunities and/or working capital of our Group. The exact details of the utilisation of such proceeds, including the breakdown of the utilisation cannot be determined at this juncture.

Pending the utilisation of proceeds from the Rights Issue with Warrants for the above purposes, the proceeds will be placed with licensed financial institutions as the Board deems fit. Any interest earned from such deposits will be used for the working capital of our Group.

5. RATIONALE FOR THE RIGHTS ISSUE WITH WARRANTS

After due consideration of the various options available as well as the capital structure of our Company, the Board is of the opinion that the Rights Issue with Warrants is the most appropriate means of raising funds for our Group for the following reasons:

- (i) the Rights Issue with Warrants will enable our Company to raise the requisite funds without incurring additional interest expense as compared to bank borrowings;
- (ii) the Rights Issue with Warrants will involve the issuance of new Ann Joo Shares without diluting the existing shareholders' percentage shareholding provided that all the Entitled Shareholders subscribe in full for their respective entitlements under the Rights Issue with Warrants;
- (iii) the Rights Issue with Warrants will provide the Entitled Shareholders with an opportunity to further participate in the prospects and future growth of the Ann Joo Group by subscribing to the Rights Shares at a discount to the TERP of Ann Joo Shares;
- (iv) the Rights Issue with Warrants will increase the number of Ann Joo Shares in circulation which is expected to strengthen the financial position and capital base of our Company and may potentially enhance the liquidity and marketability of Ann Joo Shares on the Main Market of Bursa Securities; and
- (v) the Warrants attached to the Rights Shares is meant to reward and provide the Entitled Shareholders with an option to further increase their equity participation in our Company by exercising their Warrants during the exercise period. The exercise of the Warrants will also strengthen the capital base of our Company and provide additional funds to our Group. In addition, as the Warrants will be listed and traded separately from the Ann Joo Shares, this will provide the Entitled Shareholders with an avenue to monetise the Warrants should they choose to do so.

In addition, the Board has also considered the following factors:

- (i) since 2022, external factors such as heightened geopolitical tensions, geo-economic fragmentation and monetary tightening policies have hindered economic activities and steel consumption. Further, the crisis in China's property sector in 2023 had impeded the growth in demand for steel, causing an overproduction situation to emerge in the region due to a lack of government-mandated production curbs. Regionally, a massive influx of integrated mega mills into the Association of Southeast Asian Nations ("**ASEAN**") market further exacerbated the persistent overcapacity issue, exerting downward pressure on steel prices.

Despite these challenges, our Group remains steadfast in our commitment to strategic initiatives such as optimising operational efficiencies and exploring new market opportunities to mitigate the impact of unfavourable market conditions. The steps undertaken by our Group to improve our financial condition include:

- (a) in 2022, an investment was made to install the fourth hot blast stove at our Group's iron-making plant as part of our Group's productivity improvement program for its upstream steel division. The fourth hot blast stove acts as a heat exchanger that preheats hot air before it enters the blast furnace and will contribute to cost savings by consuming less fuel and being more energy efficient while allowing the blast furnace to operate without interruption;
- (b) in 2022, our Group expanded the steel service capabilities of our downstream steel division, adding profile cutting services with an annual capacity of 9,000 metric tonnes and roll bending/pipe forming for tubular supports with an estimated annual capacity of 7,200 metric tonnes. The division also upgraded its levelling equipment to enable the processing and fabrication of a wider range of long and flat products with more superior quality. These production line enhancements are designed to support various economic sectors such as construction, fabrication and many others thus seizing potential business opportunities;
- (c) in 2022, our Group embarked on a transformative journey towards sustainability and innovation by establishing our green technology division with the goal of pursuing opportunities for business expansion in the green technology and environmental solution sectors. This is in line with our Group's strategic direction of integrating ESG aspects into its business operations and pursuing its environmental sustainability agenda, which creates long-term sustainable value for our Group's stakeholders;
- (d) in 2023, our Group undertook an internal reorganisation by making Ann Joo Steel Berhad, Ann Joo Metal Sdn Bhd and Ann Joo Green Energy Sdn Bhd, the divisional holding companies for the upstream steel division, downstream steel division and green technology division, respectively. The Board believes that the new group structure will enable the respective business divisions to pursue their own distinct aspirations and strategies by improving management focus and accountability, increasing operational efficiency, thus allowing for tailored capital management initiatives;
- (e) in 2023, our 55.0% indirect subsidiary, Konsortia Etiqa Sdn Bhd, has acquired 102,000 ordinary shares in PCSB from Kinsteel Berhad (in liquidation) for RM10.0 million. Additionally, Konsortia Etiqa Sdn Bhd subscribed for 100 million new ordinary shares in PCSB for RM100,000, which increased our stake in PCSB to 99.9%. The acquisition is aimed at expanding our Group's upstream steel division to include the production of engineering-grade steel wire rods. This move aligns with our Group's strategy to strengthen our property management and investment segment within the industrial segment, leveraging on PCSB's assets which include 436.8 acres of industrial land at the Gurun Industrial Park in Kedah;
- (f) in 2024, our Group has incorporated IAC Infrastructure Sdn Bhd which holds a Grade 7 Construction Industry Development Board licence. Such incorporation aligns with our Group's strategy to leverage on synergies to expand our presence in infrastructure-related sectors. IAC Infrastructure Sdn Bhd will support our Group's core activities, potentially enhancing our Group's capabilities in infrastructure projects that require steel products. This strategic move aims to diversify our revenue streams and strengthen our market positioning; and

- (g) in 2024, PT Lumintu-Ann Joo Consortium, a consortium formed between our wholly-owned subsidiary, Ann Joo Metal Sdn Bhd and PT Lumintu Insan Mandiri, has been awarded with the design and built project for electrification of the East Coast Rail Link feeder stations including 132 kilovolt switching station, overhead transmission line, underground cable installation and associated works by Tenaga Switchgear Sdn Bhd, a subsidiary of Tenaga National Berhad, for a total contract value of RM297.9 million. This initiative aligns with our Group's strategic objectives, potentially enhancing our capabilities and market presence in the construction and electrification sectors.

The historical financial information and commentaries on the historical financial performance of our Group for the past three (3) FYE(s) 31 December 2021, 31 December 2022 and 31 December 2023, and the six (6)-month FPE(s) 30 June 2023 and 30 June 2024 are set out in Section 6 of **Appendix I** of this Abridged Prospectus.

With the above initiatives and strategies, the prospects of our Group as set out in Section 7.5 of this Abridged Prospectus and the proposed utilisation of proceeds to be raised from the Rights Issue with Warrants as set out in Section 4 of this Abridged Prospectus, the Board is cautiously optimistic that our Group will be able to improve its financial performance in the near future;

- (ii) the Board is of the view that the indicative gross proceeds to be raised from the Rights Issue with Warrants is adequate to meet our Group's immediate funding requirements in the short term without having to rely on external funding such as bank borrowings which would entail our Group incurring interest expense and principal repayment obligations. In doing so, it allows our Group to preserve its cash flow and in turn, have more flexibility and better control over our Group's internally-generated funds which can be channelled towards expanding the products and services offered by our Group as well as capturing merger and acquisition opportunities in the future, if any.

In addition, the Rights Issue with Warrants provides an opportunity to all Entitled Shareholders to participate in an equity offering on a pro rata basis at a discount to the prevailing market price of Ann Joo Shares deemed sufficiently attractive to encourage the subscription of the Rights Shares with Warrants by the Entitled Shareholders as well as to enjoy the growth of our Group moving forward; and

- (iii) as set out in Section 8 of this Abridged Prospectus, the Rights Issue with Warrants will enhance our Group's overall financial position as it will increase our shareholders' equity and strengthen Ann Joo's capital base. Further, the Rights Issue with Warrants, if implemented, is expected to contribute positively to the future earnings of our Group via the utilisation of proceeds as set out in Section 4 of this Abridged Prospectus. There is no dilutive effect on the Entitled Shareholders' shareholdings in the event all the Entitled Shareholders subscribe for their respective entitlement in full under the Rights Issue with Warrants.

However, in the event none of the Entitled Shareholders subscribe for their respective entitlement under the Rights Issue with Warrants save for the Undertaking Shareholders based on their Undertakings, the Entitled Shareholders' (save for the Undertaking Shareholders) shareholdings in Ann Joo will be diluted and the Undertaking Shareholders' shareholdings in Ann Joo will increase pursuant to their Undertakings.

6. RISK FACTORS

6.1 Risk relating to our Group

6.1.1 Operational risk

We face certain operational risks inherent in the manufacturing industry, which include, among others, unexpected equipment failures, electricity failures, water disruptions, fire hazards as well as natural disasters such as floods.

We rely on machinery and equipment to manufacture steel products at our manufacturing facilities. These machinery and equipment may, on occasion, be out of service due to unanticipated failures or damages sustained during operation. In addition, as our manufacturing activities are dependent on the continuous supply of electricity and water, any major disruptions to the supply of electricity or water may result in interruptions in our operations. There has been no past major disruptions in the supply of electricity or water that has affected our Group's business operations and financial condition. Notwithstanding, there is no assurance that our Group will not face electricity or water disruptions in future that may adversely affect our Group's business operations and financial condition.

Further, the occurrence of natural disasters (e.g. floods) and damage caused by fires may also cause interruptions to the operations at our manufacturing facilities, as well as damage to all or part of our inventory, machinery and equipment. In such event, our processing, distribution and manufacturing activities may experience interruptions or prolonged suspension, which may consequently affect our ability to fulfil our customers' orders in a timely manner. Further, any material damage to our inventory, machinery and equipment may result in our Group incurring significant costs for repair, refurbishment and/or replacement that may adversely impact our financial performance.

6.1.2 Licencing risk

Our Group has been granted various licences, permits, and certificates from governmental authorities. Such licences, permits, and certificates include but are not limited to:

- (i) manufacturing licences issued by the Ministry of Investment, Trade and Industry ("MITI");
- (ii) business premise licences issued by local authorities; and
- (iii) fire certificate issued by the Bomba confirming that the designated premises comply with the life safety, fire prevention, fire protection and firefighting requirements under the Fire Services 1988.

Some of these licences, permits, and certificates are subject to periodic inspections, changes, and/or fulfilment of certain conditions imposed by the relevant authorities. Failure to comply with these conditions may result in the revocation or non-renewal of such licences, permits, and certificates. There has been no previous revocation or non-renewal of our Group's major licences, permits, and certificates.

However, there can be no assurance that we will be able to renew our major licences, permits and certificates in future or that we will not be subject to revocation of our major licences, permits and certificates despite our best efforts to maintain full compliance. Any revocation or non-renewal of our licences, permits, and certificates by the relevant authorities could materially impact our Group's ability to continue operations and consequently, have a material adverse effect on our profitability.

6.1.3 Financial performance risks

Our Group has recorded a PAT of RM242.9 million for the FYE 31 December 2021. However, our Group recorded a LAT of RM133.1 million, RM7.1 million and RM62.6 million for the FYE 31 December 2022, FYE 31 December 2023 and six-(6)-month FPE 30 June 2024, respectively. The losses were mainly attributed to, among others, higher cost of sales and overhead costs, lower average selling prices of various steel products and recognition of lower reversal of allowance for inventories write down. Further details of our Group's historical financial performance are set out in Section 6 of **Appendix I** of this Abridged Prospectus.

Notwithstanding our Group's efforts, prospects and future plans, there is no assurance that strategies/plans are able to be implemented without further delays or are able to successfully turnaround the financial performance of our Group in the future. Even if the plans are successful in the near term, there is no assurance that our Group is able to sustain its earnings and maintain a profit-making position.

6.1.4 Foreign exchange fluctuation risks

Our Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of our Group entities. The currencies giving rise to this risk are primarily USD, SGD, EUR, JPY and CNY.

Our revenues are denominated mainly in RM, SGD and USD while our purchases are mainly denominated in RM, USD, CNY, EUR, JPY and SGD. In addition, to the extent that our revenue, purchases and operating costs are not naturally matched in the same currency and to the extent that there are timing differences between collections and payments, we will be exposed to any adverse fluctuation of the USD or other foreign currencies against the RM. As a result of this adverse fluctuation in foreign exchange rates, our financial performance may be adversely affected.

From time to time, we may employ forward currency contracts to manage foreign exchange exposure if the need arises. However, we deploy natural hedge policy with respect to our foreign exchange exposure given both revenue and purchases are exposed to common foreign currency pre-dominated in USD. Our Group monitors the foreign exchange exposure closely and may be partially or fully hedged depending on the size of the exposure and the expected strength of the currency in future.

6.1.5 Risk relating to material litigation, claims or arbitration

From time to time, we may be involved in disputes with various parties integral to our business operations including contractors, suppliers, purchasers and customers. Such disputes could potentially lead to legal and other proceedings, resulting in additional costs and delays.

As at the LPD, save as disclosed in Section 10 of **Appendix I** of this Abridged Prospectus, neither our Company nor any of our subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board confirmed that there are no proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which may materially affect the financial position or business of our Group.

6.2 Risk relating to the steel manufacturing industry

6.2.1 Competition from industry players

Our steel manufacturing, sale and trading businesses operate in a market characterised by strong competition arising from the number of established market participants as well as the volume of imported steel products and potential new entrants. There is a risk that we may not be able to compete effectively against other manufacturers, thus impacting our business.

This competitive environment, whether from local steel producers or imported products, could lead to a loss of market share, reduced pricing of our steel products, or increased expenditures. Any of these factors could materially impact our business.

The Malaysian steel manufacturing industry is dominated by several key players who have established a strong market presence. These companies are well-equipped with advanced manufacturing technologies and have developed extensive distribution networks, contributing to their competitive edge in the market.

6.2.2 Fluctuations in raw material prices

Our Group is exposed to fluctuations in the prices of raw materials, particularly steel bars, which can adversely affect our financial performance.

Steel bars, being a commodity, are subject to global price fluctuations influenced by the dynamics of supply and demand. In some cases, increases in raw material costs cannot be easily passed on to our customers, which could negatively impact our margins. Conversely, if we do pass on the increased costs to our customers, we may lose price competitiveness.

Therefore, significant increases in raw material prices could materially and adversely affect our profitability, future earnings and overall business performance. In the past two (2) FYE 31 December 2022 and FYE 31 December 2023, our gross margin has been impacted by fluctuations in steel prices due to adverse time lag effects in the selling price of our products as well as changes in raw material costs.

Additionally, while we have not faced any major disruption to the supply chain of our raw materials due to our diversified sourcing capabilities from both local and international suppliers, there can be no assurance that the supply of our Group's raw materials will not be disrupted by external factors such as disease outbreaks, delivery delays or other significant disruptions. As steel bars are a commodity subject to global pricing, all players in the steel industry face similar challenges.

6.2.3 Economic, social, political, regulatory and pandemic risks

Our Group's businesses are subjected to prevailing political, social, economic, and regulatory conditions in Malaysia which includes changes in political, social, economic, fiscal, and regulatory conditions which may result from various factors, including shifts in political leadership, risks of war or civil unrest, changes in import tariffs and related duties, and alterations in licensing, registration, and permit requirements.

Similarly, local, regional, or global economic downturns could affect overall business conditions, consumer confidence, and investment levels, thereby impacting the demand for our products. We are also susceptible to risks from local epidemics or pandemics, which could lead to business interruptions, including temporary suspensions of our operations.

Consequently, there can be no assurance that adverse changes in economic, social, political, regulatory conditions and outbreaks of diseases will not materially affect our business operations and financial performance.

6.3 Risk relating to the Rights Issue with Warrants

6.3.1 Investment and market risks

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

Accordingly, there can be no assurance that the market price of the Rights Shares will be at a level that meets the specific investment objectives or targets of any holders of the Rights Shares.

The market price of the Warrants, like all listed securities traded on Bursa Securities, being new issue of securities is subject to, among others, price discovery by investors, fluctuation in tandem with the overall outlook of stock market in Malaysia and globally, and will be influenced by, among others, the market price, volatility of our Shares and the remaining exercise period of the Warrants.

The Warrants are new instruments issued by our Company. Therefore, there can be no assurance that an active market for the Warrants will develop upon listing on Bursa Securities, or if developed, will be sustainable or adequately liquid during the tenure of the Warrants. In addition, there is no assurance that the Warrants will be "in-the-money" during the exercise period.

Accordingly, there can be no assurance that the market price of the Warrants will be at a level that meets the specific investment objective or targets of any subscriber of the Warrants. The Warrants will be traded on Bursa Securities at prices which are dependent upon market forces and may be beyond the control of our Company.

6.3.2 Potential dilution

The Entitled Shareholders who do not or are not able to subscribe for their entitlement under the Rights Issue with Warrants will have their proportionate ownership and voting interest in our Company reduced. 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.

6.3.3 Forward looking statements

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

All forward-looking statements contained in this Abridged Prospectus are based on assumptions made by our Company, unless stated otherwise. Although the Board believes that these forward-looking statements are reasonable, the statements are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements.

Such factors include, inter-alia, the risk factors as set out in this section of this Abridged Prospectus. In view of these uncertainties, the inclusion of any forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company that the plans and objectives of our Group will be achieved.

6.3.4 Delay in or abortion of the Rights Issue with Warrants

The Rights Issue with Warrants is exposed to the risk that it may be delayed or aborted under certain circumstances such as change in law, regulation, policy or ruling, which are beyond the control of our Company, arising prior to the completion of the Rights Issue with Warrants.

Our Company has procured the Undertakings from the Undertaking Shareholders to subscribe in full for its entitlement. The successful implementation of the Rights Issue with Warrants is dependent on the fulfilment by the Undertaking Shareholders of its obligation under the Undertakings.

There can be no assurance that the abovementioned events will not occur and cause a delay or failure to implement the Rights Issue with Warrants.

In this respect, all proceeds arising from the Rights Issue with Warrants will be refunded without interest to the successful subscribers of the Rights Shares with Warrants in the event the Rights Issue with Warrants is subsequently aborted and if such monies are not repaid within 14 days after it becomes liable, our Company will repay such monies with interest at the rate of 10% per annum or such other rate as may be prescribed by the SC in accordance with Section 243(2) of the CMSA.

In the event that the Rights Shares with Warrants have been allotted to the successful Entitled Shareholders and/or their renounee(s) (if applicable), and if the approval for the listing of the Rights Shares with Warrants is subsequently revoked, a return of monies to the successful applicants can only be achieved by way of cancellation of share capital in accordance with the provisions of the Act and its related rules. Such cancellation requires the approval of our Company's shareholders by way of a special resolution in general meeting and consent of our Company's creditors (where applicable) and may require the confirmation of the High Court of Malaya. There can be no assurance that such monies can be returned within a short period of time or at all under such circumstances.

7. INDUSTRY OVERVIEW AND PROSPECTS

7.1 Overview and outlook for the Malaysian economy

Despite escalating uncertainties in the global landscape, Malaysia's economy remains resilient. The Malaysian economic growth normalised to 3.7% in 2023 and gross domestic product ("GDP") is forecast to expand by approximately 4% to 5% in 2024. The Malaysian economy demonstrated robust growth, with GDP expanding by 5.9% in the second quarter of 2024 ("2Q24"), up from 4.2% in the first quarter of 2024. This growth has been primarily driven by higher household spending, with private consumption rising by 6% in 2Q24 compared to 4.7% in the previous quarter. Additionally, the export sector has shown significant improvement, with exports of goods and services increasing by 8.4% in 2Q24, up from 5.2% in the previous quarter. Investment activities have also strengthened, with private investment growing by 12% in the 2Q24, indicating a solid outlook for continued economic expansion in the coming quarters. These factors collectively signal a positive trajectory for Malaysia's economic performance.

The Government acknowledged the World Bank's forecast that Malaysia's growth will be 4.3% in 2024, which is slightly higher than its initial estimate. This is in line with Malaysia's 2024 growth projection, which will be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new NETR, New Industrial Master Plan 2030 ("NIMP 2030"), and the Mid-Term Review of the Twelfth Malaysia Plan ("MTR of the Twelfth Plan").

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

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

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

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

(Source: Economic & Fiscal Outlook and Federal Government Revenue Estimates 2024, the press release titled “2023 Economic Growth Normalised, Supported by Recovery in Economic Activities and Labour Market Conditions” issued on 16 February 2024, Ministry of Finance Malaysia and BNM Quarterly Bulletin Vol. 39, No. 2, the Second Quarter of 2024)

7.2 Overview and outlook of the steel manufacturing industry in Malaysia

The manufacturing sector grew by 1.7% during the first half of 2023 underpinned by resilient domestic-oriented industries amid sluggish external demand. The domestic-oriented industries’ steady growth of 4.4% was backed by increasing demand for consumer goods and construction-related segments. Meanwhile, export-oriented industries expanded marginally by 0.5% weighed down by the lower production of electrical and electronics (“E&E”) due to cyclical downturn in global semiconductor industry.

The sector is forecast to grow by 1.2% in the second half of 2023 with domestic-oriented industries remain as the mainstay of growth. All segments are projected to expand, particularly food and beverages, and transport equipment. These segments will benefit from the strengthening of tourism activities and increasing demand for passenger cars and related motor parts and accessories. In addition, anticipated acceleration and realisation of projects in the construction sector will increase the demand for metal-related segments. Meanwhile, within the export-oriented industries, the E&E segment is expected to pivot away from the downcycle trend, in line with gradual improvements in global demand especially for computing devices, electronics and semiconductors as well as growing domestic demand for industrial electronics, electric vehicles (“EV”) and medical technology devices. Furthermore, the demand for chemicals segment is expected to increase in line with the bottom out of E&E downcycle. Hence, the manufacturing sector is anticipated to register a modest growth of 1.4% in 2023.

(Source: Economic Outlook 2024, Ministry of Finance Malaysia)

The global iron and steel market size is expected to reach RM10.8 trillion by 2030. Factors contributing to this growth include rising urbanisation and infrastructure projects; growth of the E&E and machinery and equipment industries driven by semiconductor and automation demands; and the transition towards energy efficiency and decarbonisation within the industry. This potential growth has created opportunities for Malaysia to expand and strengthen the domestic industry, ensuring its competitiveness on a global scale.

The metal industry is the largest contributor of carbon emissions, accounting for 39.8% of total industrial processes and product used sector emissions. The emissions were mainly from the production of iron, steel and aluminium. In order to meet Malaysia’s aspiration of achieving net zero emissions by 2050, there is a need for the metal industry to accelerate the transition towards energy efficiency and decarbonisation through the development of carbon footprint policy, including compulsory carbon audit and reporting; introduction of carbon tax, whereby tax is imposed on carbon-emitting companies operating in Malaysia; and introduction of ESG considerations in manufacturing licence.

(Source: NIMP 2030 Sectoral Plan – Metal Industry, MITI)

As at 2021, the capacity of steel production in ASEAN stood at 75.3 million tonnes, with Malaysia being the third largest producer with a capacity of 16.1 million tonnes, behind Vietnam and Indonesia.

Based on a South East Asia Iron and Steel Institute analysis, the steel production capacity in ASEAN is expected to balloon to 147.2 million tonnes by 2026 as a result of the influx of foreign steel investments into the region, especially those from China. The capacity of China-owned steel firms in Southeast Asia is intended for export to China. This can be an issue of concern as China's construction sector is experiencing a slowdown, led by weak housing demand and high debt of property developers which continue to dampen activity in the property sector, which caused subsequent reduction in demand for steel from China. Weak housing demand has contributed to a decline of new home sales by 47.2% in value and 46.8% in volume terms by April 2024, compared to their peak levels in July 2021. While the construction sector in China is unlikely to be robust in the foreseeable future, the technology, EV and renewable energy sectors are all doing very well, evidenced by the 34.5% surge in the number of EVs sold in China in the first quarter of 2024. Through a scale-up of renewable energy investments and other low-carbon technologies, China could not only progress toward its dual carbon targets – achieving peak carbon emissions before 2030 and carbon neutrality by 2060 – but also boost domestic demand and absorb its growing supply of green technology products.

The Malaysian Government is committed to transforming the manufacturing industry to reach greater heights, capitalising on emerging global trends. Therefore, the NIMP 2030 is formulated with a mission-based approach in the Malaysian Government's pursuit of industrial development. The third mission in the NIMP 2030 — Push for Net Zero — aims to decarbonise the country's industries while capitalising on new green growth areas such as renewable energy, EV, the circular economy as well as technology and services in carbon capture, utilisation and storage.

The NIMP 2030 will prepare the industry by developing a decarbonisation pathway that utilises various measures such as implementation of energy efficiency and waste management initiatives, electrification of processes, and adoption of renewable energy and technology, supported by a robust regulatory framework. ESG initiatives have become a part of regulatory requirements and procedures for production, trade and investment, especially those who want to enter the European Union market. Due to the regulatory changes in many countries, investors are also progressively taking ESG considerations into account in their selection of locations to invest. Malaysia's leadership in driving ESG in the manufacturing sector is therefore timely as businesses need to be equipped with the ability to comply with the trade and investment policies that emphasise compliance with sustainability and ESG principles by Malaysia's trading partners.

(Source: The future of Malaysia's steel industry, MIDA and China Economic Update – June 2024, World Bank Group)

7.3 Overview and outlook of the commercial real estate industry in Malaysia

The property market has gradually improved in 2023, with higher transaction value recorded after the downturn in 2020 due to the COVID-19 pandemic. A total of 399,008 transactions worth RM196.83 billion were recorded, each showing an increase of 2.5% and 9.9% respectively compared to 2022, which recorded 389,107 transactions worth RM179.07 billion. Of the total transactions, 77.7% (309,861 transactions) and 18.6% (74,405 transactions) were transfers dated in 2023 and 2022 respectively while the remaining percentage share was for prior years' transfers.

Sectoral market activity performance showed upward movements in 2023. Residential, commercial, industrial and development land sub-sectors recorded year-on-year growths of 3.0%, 23.3%, 0.9% and 5.0% respectively. In contrast, the agricultural sub-sector experienced a decline of 7.8% in volume.

The industrial sub-sector recorded moderate growth in 2023, increasing by 0.9% in volume to 8,157 transactions and 13.1% in value to RM23.94 billion (2022: 8,082 transactions worth RM21.16 billion); Selangor continued to dominate the market, with 31.8% of total transactions volume, followed by Johor, Sarawak and Pulau Pinang with 19.3%, 7.9% and 7.8% of market share respectively.

The industrial property shown an improvement across the states with some increment witnessed for terraced factory. The upward trend could be attributed to growing demand for warehouse and storage due to expansion of e-commerce. Prices of industrial property in Kuala Lumpur and Selangor showed a more stable trend. In Kuala Lumpur, one and a-half storey terraced factory at Kepong Entrepreneurs Park, Springcrest Industrial Park and Desa Tun Razak 2 increased by 17.6%, 15.2% and 10.8% respectively with price transacted ranging from RM1.18 million to RM1.6 million. In Selangor, similar terraced factory in Sunway Damansara and Taman Perindustrian Subang Mewah, in Petaling increased by 7.0% and 7.8% to RM1.28 million to RM1.3 million and RM1.98 million respectively.

According to the Ministry of Finance, Malaysia's economy is expected to grow moderately with a projected growth between 4.0% to 5.0% in 2024, driven by domestic demand, sustained and diversified economic structure, coupled with ongoing policy support including the NETR and the NIMP 2030. The property market performance is expected to remain cautiously optimistic given the unpredictable external environment. The accommodative policies, continuous government support, measures outlined in Budget 2024, and the implementation of strategies and initiatives under the MTR of the Twelfth Plan are expected to support the growth in the property sector.

(Source: Valuation and Property Services Department, Ministry of Finance Malaysia – Property Market Report 2023)

7.4 Overview and outlook of the green technology industry in Malaysia

In the country's endeavour towards achieving net-zero aspiration by as early as 2050, low-carbon and climate-resilient elements will be emphasised in Malaysia's development planning to shape a more efficient and sustainable economic landscape. Under the NETR, the Government aims to accelerate the energy transition to ensure a continuous and sustainable supply of clean energy for all. This aspiration will include increasing renewable energy generation capacity, installation of solar panels on government buildings as well as renewable energy trading policy through the electricity market system. The Government will also continue to spearhead efforts to pioneer the hydrogen economy and carbon capture, utilisation and storage while continuously providing incentives specifically to encourage such new green growth activities.

Malaysia's transition to a green economy presents a host of intricate challenges due to its heavy reliance on fossil fuels, which exposes the nation to economic vulnerabilities as global demand shifts towards renewable energy sources. To navigate this transition effectively, it is imperative for the country to diversify its energy sources and invest in sustainable infrastructure and technology, while ensuring a just transition for carbon-intensive industries and micro, small and medium enterprises. Additionally, as a mega-biodiverse nation bestowed with rich ecosystems, Malaysia faces the critical task of managing its land use effectively and sustainably preserving its natural heritage. Achieving a green economy in Malaysia requires determined efforts to overcome these formidable hurdles. Success hinges on a strategic approach that harmonises economic development with environmental stewardship and social inclusivity, necessitating comprehensive policies, greater public awareness, and robust international collaborations in forging a sustainable future for the nation.

The energy sector emerges as the epicenter of transformative shifts. Energy consumption is vital to economic growth, yet the historical global reliance on fossil fuels has forged the current state of climate change. The National Energy Policy 2022-2040 and NETR as well as various policies and economic instruments collectively propel Malaysia towards attaining its long-term renewable energy objectives, primarily through harnessing solar, hydro and biofuels. These policies will also encourage the usage of rooftop solar and largescale solar farms, coupled with investments in battery storage systems and the growing hydrogen economy.

(Source: Economic Outlook 2024, Ministry of Finance Malaysia)

Malaysia has experienced significant growth with an average annual increase of 35-40% in green projects covering renewable energy, energy efficiency, green buildings and integrated waste management since 2018.

Green technology investments were recorded at RM1.3 billion between January and June of 2023, representing a 21.9% year-on-year growth. Notably, 348 green technology projects and services including renewable energy were approved up to June 2023, which aligns with the objectives of the NETR.

From 2018 to June 2023, MIDA approved 3,247 green projects worth over RM17.7 billion, reflecting Malaysia's promising outlook in green technologies. MIDA is diligently prioritising green initiatives, with a specific focus on renewable energy projects that adhere strictly to ESG criteria and standards.

(Source: Green technology investments up 22 pct to RM1.3 billion in 1H 2023, MIDA)

7.5 Prospects of our Group

Based on market reports for the steel industry, the Group is of the view that the global steel sector is expected to have a moderate outlook in 2024, with steel markets remaining relatively balanced and slightly better than a year ago. Manufacturing, automotive and infrastructure, particularly those associated with the energy transition sector, are anticipated to continue to be the key drivers of steel demand. However, according to the International Monetary Fund's World Economic Outlook Update for January 2024, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment, which are likely to have a detrimental effect on the property and construction sectors, affecting demand for construction steel. Despite a modest outlook, the steel industry will continue to struggle with slow demand, especially from China.

There is uncertainty arising from China's structural transition phase, as steel consumption shifts from the real estate sector to infrastructure and manufacturing, reflecting the challenges in its property market. In China, the recovery in steel demand is expected to be constrained by its property debt crisis, slow consumer spending and growing steel overcapacity. Based on market reports on the steel industry, China's manufacturing sector is overtaking its construction sector in driving the country's demand for steel. Accordingly, it is expected that this shift will benefit flat products more than long products. Yet, as reported by various news portals, the Chinese government is anticipated to continue adjusting property policies and implementing stimulus measures including reductions in down-payment ratios and mortgage rates which have been introduced in 2024 to accelerate the promotion of affordable housing, urban village rehabilitation and public infrastructure development.

Prices for raw materials and fuels are expected to be volatile, tracking the pace of recovery in China's steel market. Iron ore and scrap prices are anticipated to be influenced by the pace and scale of the steel industry's decarbonisation initiatives, as well as broader economic and market conditions even though prices have been falling since the first quarter of 2024. Increased demand for low-carbon steel production, technological advancements, supply chain disruptions and regulatory changes will all play a role in shaping the price dynamics for the commodities. Likewise, coking coal and coke prices showed a declining trajectory. The price disparity between metallurgical coal and coke, which remains significant, is projected to have an impact on the future direction of the steel market, influencing production costs, supply chain dynamics and product competitiveness on a global scale. This price disparity will continue to be determined by supply and demand dynamics, changes in trade policies and global economic growth.

In Singapore, based on the estimation provided by the Building and Construction Authority of Singapore via its press release dated 15 January 2024, the total construction demand in 2024 is projected to be between SGD32 billion and SGD38 billion, indicating a substantial increase in demand for construction materials including steel. This presents an opportunity for our Group to participate in this growing market. Among the upcoming major public sector projects include the Housing and Development Board's new Built-To-Order developments, phase 2 of the Cross Island Mass Rapid Transit line, infrastructure works for the future Changi Airport Terminal 5 and developments at Tuas Port. The public sector is expected to contribute between SGD18 billion and SGD21 billion, making up 55% of the total construction demand. The private sector demand is forecast to contribute between SGD14 billion to SGD 17 billion in 2024.

On the local front, the steel industry outlook is likely to face continued headwinds, primarily due to uninspiring demand and the presence of structural overcapacities domestically and regionally. Demand for construction steel will remain subdued until mega infrastructure projects such as the light rail transit (“LRT”) 3, Kuala Lumpur-Singapore High Speed Rail, Penang’s first LRT, among others, get underway.

In light of the ongoing overcapacity issue in the domestic steel industry, the MITI has imposed a two-year moratorium on the expansion and diversification of the country’s steelmaking industry, effective 15 August 2023. This would allow the Government sufficient time to thoroughly review and resolve the industry’s challenges, assuring a sustainable future.

Further, the MITI had established an Independent and Special Committee (“ISC”) for Malaysia’s iron and steel industry, reflecting a proactive approach to address key challenges and capitalise on opportunities within the sector, and to review and realign towards achieving the objectives of NIMP 2030, including addressing issues of overcapacity. By addressing key challenges, capitalising on opportunities and providing strategic guidance, the ISC aims at enhancing the industry’s contribution to the country’s economic development and industrial transformation efforts.

Given the challenging business environment, our Group has been actively accelerating its productivity improvement and cost optimisation programs to improve the operational efficiency and financial condition of our Group. These programs are implemented through the following:

- (a) industry expert engagement to assess and implement various productivity improvement programs which involve the iron making and steel making processes as well as rolling mill operations; and
- (b) realignment of procurement strategies for key materials and fuels, particularly coke purchases.

Our Group remains committed to maintaining effective balance sheet and cash flow management so as to navigate through this turbulent and demanding period.

Barring unforeseen circumstances, we expect our financial performance to improve moving forward after taking into consideration the initiatives and strategies implemented by our Group as elaborated in item (i) of Section 5, pages 15 to 17 of this Abridged Prospectus and the utilisation of proceeds to be raised from the Rights Issue with Warrants as set out in Section 4 of this Abridged Prospectus.

(Source: Management of our Company)

8. EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS

8.1 Share capital

The pro forma effect of the Rights Issue with Warrants on the issued share capital of Ann Joo is as follows:

	Minimum Scenario		Base Case Scenario		Maximum Scenario	
	No. of Shares	RM'000	No. of Shares	RM'000	No. of Shares	RM'000
As at the LPD	578,583,543	645,626	578,583,543	645,626	578,583,543	645,626
Less: Treasury shares	(17,194,900)	-	(17,194,900)	-	(17,194,900)	-
	561,388,643	645,626	561,388,643	645,626	561,388,643	645,626
New Shares to be issued assuming full conversion of the RCPS	-	-	-	-	69,264,355	⁽¹⁾ 124,676
	561,388,643	645,626	561,388,643	645,626	630,652,998	770,302
No. of Rights Shares to be issued	100,000,000	⁽²⁾ 53,000	140,347,160	⁽²⁾ 74,384	157,663,249	⁽²⁾ 83,562
	661,388,643	698,626	701,735,803	720,010	788,316,247	853,864
No. of Exercised Shares to be issued assuming full exercise of the Warrants	100,000,000	⁽³⁾ 120,000	140,347,160	⁽³⁾ 168,417	157,663,249	⁽³⁾ 189,195
Enlarged number of Ann Joo Shares and issued share capital	761,388,643	818,626	842,082,963	888,427	945,979,496	1,043,059

Notes:

- (1) Assuming full conversion of the 69,264,355 outstanding RCPS into 69,264,355 new Ann Joo Shares based on the conversion price of RM1.80.
- (2) Computed based on the issue price of RM0.80 per Rights Share and after accounting for the creation of warrants reserve.
- (3) Computed based on the exercise price of RM0.93 per Warrant and after accounting for the reversal of warrants reserve.

8.2 Substantial shareholders' shareholdings

The pro forma effect of the Rights Issue with Warrants on the substantial shareholders' shareholding based on the Register of Substantial Shareholders of our Company is as follows:

Minimum Scenario

Name	As at the LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
AJC	199,229	35.5	-	-	247,329	37.4	-	-	295,429	38.8	-	-
LSCS	75,930	13.5	⁽¹⁾ 199,229	35.5	98,391	14.9	⁽¹⁾ 247,329	37.4	120,853	15.9	⁽¹⁾ 295,429	38.8
LSQS	65,051	11.6	⁽¹⁾ 199,229	35.5	84,186	12.7	⁽¹⁾ 247,329	37.4	103,321	13.6	⁽¹⁾ 295,429	38.8
LSS	18,600	3.3	⁽¹⁾ 199,229	35.5	23,956	3.6	⁽¹⁾ 247,329	37.4	29,312	3.8	⁽¹⁾ 295,429	38.8
LSQ	6,510	1.2	⁽¹⁾ 264,280	47.1	8,138	1.2	⁽¹⁾ 331,515	50.1	9,765	1.3	⁽¹⁾ 398,750	52.4
DLKL	4,645	0.8	⁽²⁾ 275,537	49.1	5,806	0.9	⁽²⁾ 346,098	52.3	6,968	0.9	⁽²⁾ 416,660	54.7
Lim Sin Seong	-	-	⁽¹⁾ 217,829	38.8	-	-	⁽¹⁾ 271,285	41.0	-	-	⁽¹⁾ 324,741	42.7

Notes:

- (1) Deemed interested pursuant to Section 8 of the Act.
(2) Deemed interested pursuant to Sections 8 and 59 of the Act.

Base Case Scenario

Name	As at the LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	('000)		('000)		('000)		('000)		('000)		('000)	
AJC	199,229	35.5	-	-	249,036	35.5	-	-	298,844	35.5	-	-
LSCS	75,930	13.5	⁽¹⁾ 199,229	35.5	94,912	13.5	⁽¹⁾ 249,036	35.5	113,894	13.5	⁽¹⁾ 298,844	35.5
LSQS	65,051	11.6	⁽¹⁾ 199,229	35.5	81,314	11.6	⁽¹⁾ 249,036	35.5	97,576	11.6	⁽¹⁾ 298,844	35.5
LSS	18,600	3.3	⁽¹⁾ 199,229	35.5	23,250	3.3	⁽¹⁾ 249,036	35.5	27,900	3.3	⁽¹⁾ 298,844	35.5
LSQ	6,510	1.2	⁽¹⁾ 264,280	47.1	8,138	1.2	⁽¹⁾ 330,350	47.1	9,765	1.2	⁽¹⁾ 396,420	47.1
DLKL	4,645	0.8	⁽²⁾ 275,537	49.1	5,806	0.8	⁽²⁾ 344,421	49.1	6,968	0.8	⁽²⁾ 413,305	49.1
Lim Sin Seong	-	-	⁽¹⁾ 217,829	38.8	-	-	⁽¹⁾ 272,286	38.8	-	-	⁽¹⁾ 326,744	38.8

Notes:

- (1) Deemed interested pursuant to Section 8 of the Act.
(2) Deemed interested pursuant to Sections 8 and 59 of the Act.

Maximum Scenario

Name	As at the LPD				(I) Assuming full conversion of the 69,264,355 outstanding RCPS				(II) After (I) and the Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares (^{'000})	%	No. of Shares (^{'000})	%	No. of Shares (^{'000})	%	No. of Shares (^{'000})	%	No. of Shares (^{'000})	%	No. of Shares (^{'000})	%
AJC	199,229	35.5	-	-	232,607	36.9	-	-	290,759	36.9	-	-
LSCS	75,930	13.5	⁽¹⁾ 199,229	35.5	93,281	14.8	⁽¹⁾ 232,607	36.9	116,601	14.8	⁽¹⁾ 290,759	36.9
LSQS	65,051	11.6	⁽¹⁾ 199,229	35.5	72,325	11.5	⁽¹⁾ 232,607	36.9	90,406	11.5	⁽¹⁾ 290,759	36.9
LSS	18,600	3.3	⁽¹⁾ 199,229	35.5	18,600	2.9	⁽¹⁾ 232,607	36.9	23,250	2.9	⁽¹⁾ 290,759	36.9
LSQ	6,510	1.2	⁽¹⁾ 264,280	47.1	7,944	1.3	⁽¹⁾ 304,932	48.4	9,930	1.3	⁽¹⁾ 381,165	48.4
DLKL	4,645	0.8	⁽²⁾ 275,537	49.1	6,304	1.0	⁽²⁾ 326,295	51.7	7,880	1.0	⁽²⁾ 407,868	51.7
Lim Seong	Sin -	-	⁽¹⁾ 217,829	38.8	-	-	⁽¹⁾ 251,207	39.8	-	-	⁽¹⁾ 314,009	39.8

(III)				
After (II) and assuming full exercise of the Warrants				
Name	Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%
AJC	348,911	36.9	-	-
LSCS	139,922	14.8	⁽¹⁾ 348,911	36.9
LSQS	108,487	11.5	⁽¹⁾ 348,911	36.9
LSS	27,900	2.9	⁽¹⁾ 348,911	36.9
LSQ	11,916	1.3	⁽¹⁾ 457,398	48.4
DLKL	9,456	1.0	⁽²⁾ 488,832	51.7
Lim Sin Seong	-	-	⁽¹⁾ 376,811	39.8

Notes:

- (1) Deemed interested pursuant to Section 8 of the Act.
(2) Deemed interested pursuant to Sections 8 and 59 of the Act.

8.3 NA and gearing

For illustrative purposes only, based on the latest audited consolidated statement of financial position of Ann Joo as at 31 December 2023 and assuming that the Rights Issue with Warrants had been effected on that date, the pro forma effects of the Rights Issue with Warrants on the audited consolidated NA per Ann Joo Share and gearing of our Group are as follows:

Minimum Scenario

		(I)	(II)	(III)
	Audited as at 31 December 2023	After subsequent events ⁽³⁾	After (I) and the Rights Issue with Warrants	After (II) and assuming full exercise of the Warrants
	RM'000	RM'000	RM'000	RM'000
Share capital	645,626	645,626	⁽⁴⁾ 698,626	⁽⁷⁾ 818,626
RCPS – equity component	2,175	2,175	2,175	2,175
Warrants reserve	-	-	⁽⁵⁾ 27,000	⁽⁷⁾ -
Treasury shares	(55,664)	(55,621)	(55,621)	(55,621)
Other reserves	84,073	84,030	84,030	84,030
Retained earnings	522,729	522,729	⁽⁶⁾ 521,629	521,629
NA attributable to owners of our Company	1,198,939	1,198,939	1,277,839	1,370,839
No. of Shares in issue ('000) (excluding treasury shares)	561,375	561,389	661,389	761,389
NA per Ann Joo Share (RM) ⁽¹⁾	2.14	2.14	1.93	1.80
Total borrowings	1,456,144	1,456,144	1,456,144	1,456,144
Gearing (times) ⁽²⁾	1.21	1.21	1.14	1.06

Notes:

- (1) Computed based on NA attributable to owners of our Company divided by number of Ann Joo Shares in issue.
- (2) Computed based on total borrowings divided by NA attributable to owners of our Company.
- (3) After accounting for the transfer of treasury shares to the Eligible Employees upon the vesting of 10,500 and 3,000 SGP Shares on 28 June 2024 and 1 July 2024 respectively.
- (4) Based on the issue price of RM0.80 per Rights Share and after accounting for the creation of warrant reserve.
- (5) Based on the theoretical fair value of the Warrants as at the LPD of RM0.27 per Warrant.
- (6) After deducting estimated expenses relating to the Rights Issue with Warrants of approximately RM1.1 million.
- (7) Assuming the Warrants are exercised into new Ann Joo Shares at the exercise price of RM0.93 per Warrant and the corresponding reclassification of the warrant reserve amount to the share capital account.

Base Case Scenario

		(I)	(II)	(III)
	Audited as at 31 December 2023	After subsequent events ⁽³⁾	After (I) and the Rights Issue with Warrants	After (II) and assuming full exercise of the Warrants
	RM'000	RM'000	RM'000	RM'000
Share capital	645,626	645,626	⁽⁴⁾ 720,010	⁽⁷⁾ 888,427
RCPS – equity component	2,175	2,175	2,175	2,175
Warrants reserve	-	-	⁽⁵⁾ 37,894	⁽⁷⁾ -
Treasury shares	(55,664)	(55,621)	(55,621)	(55,621)
Other reserves	84,073	84,030	84,030	84,030
Retained earnings	522,729	522,729	⁽⁶⁾ 521,629	521,629
NA attributable to owners of our Company	1,198,939	1,198,939	1,310,117	1,440,640
No. of Shares in issue ('000) (excluding treasury shares)	561,375	561,389	701,736	842,083
NA per Ann Joo Share (RM) ⁽¹⁾	2.14	2.14	1.87	1.71
Total borrowings	1,456,144	1,456,144	1,456,144	1,456,144
Gearing (times) ⁽²⁾	1.21	1.21	1.11	1.01

Notes:

- (1) Computed based on NA attributable to owners of our Company divided by number of Ann Joo Shares in issue.
- (2) Computed based on total borrowings divided by NA attributable to owners of our Company.
- (3) After accounting for the transfer of treasury shares to the Eligible Employees upon the vesting of 10,500 and 3,000 SGP Shares on 28 June 2024 and 1 July 2024 respectively.
- (4) Based on the issue price of RM0.80 per Rights Share and after accounting for the creation of warrants reserve.
- (5) Based on the theoretical fair value of the Warrants as at the LPD of RM0.27 per Warrant.
- (6) After deducting estimated expenses relating to the Rights Issue with Warrants of approximately RM1.1 million.
- (7) Assuming the Warrants are exercised into new Ann Joo Shares at the exercise price of RM0.93 per Warrant and the corresponding reclassification of the warrants reserve amount to the share capital account.

Maximum Scenario

		(I)	(II)	(III)	(IV)
	Audited as at 31 December 2023	After subsequent events ⁽³⁾	After (I) and assuming full conversion of the 69,264,355 outstanding RCPS	After (II) and the Rights Issue with Warrants	After (III) and assuming full exercise of the Warrants
	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	645,626	645,626	⁽⁴⁾ 770,302	⁽⁵⁾ 853,864	⁽⁸⁾ 1,043,059
RCPS – equity component	2,175	2,175	-	-	-
Warrants reserve	-	-	-	⁽⁶⁾ 42,569	⁽⁸⁾ -
Treasury shares	(55,664)	(55,621)	(55,621)	(55,621)	(55,621)
Other reserves	84,073	84,030	84,030	84,030	84,030
Retained earnings	522,729	522,729	522,729	⁽⁷⁾ 521,629	521,629
NA attributable to owners of our Company	1,198,939	1,198,939	1,321,440	1,446,471	1,593,097
No. of Shares in issue ('000) (excluding treasury shares)	561,375	561,389	630,653	788,316	945,979
NA per Ann Joo Share (RM) ⁽¹⁾	2.14	2.14	2.10	1.83	1.68
Total borrowings	1,456,144	1,456,144	1,456,144	1,456,144	1,456,144
Gearing (times) ⁽²⁾	1.21	1.21	1.10	1.01	0.91

Notes:

- (1) Computed based on NA attributable to owners of our Company divided by number of Ann Joo Shares in issue.
- (2) Computed based on total borrowings divided by NA attributable to owners of our Company.
- (3) Upon the transfer of treasury shares to the Eligible Employees upon the vesting of 10,500 and 3,000 SGP Shares on 28 June 2024 and 1 July 2024 respectively.
- (4) Assuming full conversion of the 69,264,355 outstanding RCPS into 69,264,355 new Ann Joo Shares based on the conversion price of RM1.80.
- (5) Based on the issue price of RM0.80 per Rights Share and after accounting for the creation of warrant reserve.
- (6) Based on the theoretical fair value of the Warrants as at the LPD of RM0.27 per Warrant.
- (7) After deducting estimated expenses relating to the Rights Issue with Warrants of approximately RM1.1 million.
- (8) Assuming the Warrants are exercised into new Ann Joo Shares at the exercise price of RM0.93 per Warrant and the corresponding reclassification of the warrant reserve amount to the share capital account.

8.4 Earnings and EPS

As the Rights Issue with Warrants is only expected to be completed in the fourth quarter of 2024, the Rights Issue with Warrants is not expected to have any material effect on the earnings of our Group for the financial year ending 31 December 2024.

However, there will be a dilution in EPS as a result of the issuance of the Rights Shares. The EPS is expected to be further diluted arising from the Exercised Shares.

Notwithstanding, the Rights Issue with Warrants is expected to contribute positively to the future earnings of our Group via the utilisation of proceeds as set out in Section 4 of this Abridged Prospectus.

8.5 Convertible securities

Save for the outstanding RCPS, our Company does not have any other outstanding convertible securities as at the LPD.

Adjustments to the conversion price of the RCPS arising from the Rights Issue with Warrants will be determined based on the Constitution. The details of such adjustments shall be notified to the RCPS holders in accordance with the Constitution.

9. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES AND MATERIAL COMMITMENTS

9.1 Working capital and sources of liquidity

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

As at the LPD, our Group's cash and bank balances stood at RM121.2 million and our Group has unutilised credit facilities of RM155.9 million.

Apart from the sources of liquidity described above, our Group does not have access to other material unused sources of liquidity as at the LPD.

The Board has confirmed that, after taking into consideration the existing cash and bank balances, cash generated from operating activities, available credit facilities and the proceeds to be raised from the Rights Issue with Warrants as well as the material commitments as disclosed in Section 9.4 of this Abridged Prospectus, our Group has sufficient working capital for a period of 12 months from the date of this Abridged Prospectus.

9.2 Borrowings

As at the LPD, our Group's total outstanding borrowings (all of which are interest-bearing) are as follows:

<u>Short term borrowings –variable rate</u>	<u>RM'000</u>
• Term loans	30,370
• Banker acceptance ⁽¹⁾	1,080,035
• Synthetic trade loan ⁽²⁾	211,243
• Hire purchase liabilities	402
<u>Long term borrowings – variable rate</u>	
• Term loans	177,123
• Hire purchase liabilities	898
Total	<u>1,500,071</u>

Notes:

- (1) *Comprising SGD-denominated foreign currency trade loan (also known as Trust Receipt) by our subsidiary in Singapore of SGD13.08 million (equivalent to RM42.47 million based on the exchange rate of SGD1 : RM3.2469, being the middle rate prevailing at 5 p.m. as at the LPD as published on BNM's website).*
- (2) *A trade loan that is denominated in USD. However, no foreign exchange exposure due to the hedging arrangement.*

The borrowings of our Group are mainly used for the purchase of properties, machineries, equipment, raw materials, overheads, working capital and to repayment of bank borrowings owed by our newly acquired subsidiary, i.e. PCSB.

There have been no default on payments of either interest and/or principal sums on any borrowings throughout the past one financial year and subsequent financial period up to the LPD.

9.3 Contingent liabilities

As at the LPD, the Board confirms that there are no contingent liabilities which, upon becoming enforceable, may have a material impact on the profits or NA of our Group.

9.4 Material commitments

As at the LPD, save as disclosed below, the Board confirms that there are no material commitments incurred or known to be incurred by our Group which may have a material impact on the profits or NA of our Group:

	<u>RM'000</u>
Property, plant and equipment⁽¹⁾	
- Contracted but not provided for	9,287
- Approved but not contracted for	9,175
	<u>18,462</u>
Concession assets⁽²⁾	
- Contracted but not provided for	56,824
Total	<u><u>75,286</u></u>

Notes:

- (1) *Comprises our Group's gas insulated substation, direct current furnace tilting platform and top gas pressure recovery turbine.*
- (2) *Comprises our Group's incinerator plant in Langkawi, KLTS2 and the waste transfer station at Section 21, Shah Alam, Selangor.*

Our Group will fund the abovementioned material commitments through internally-generated funds and/or bank borrowings.

9.5 Material transactions

The Board confirms that save for the Rights Issue with Warrants, there are no other transactions which may have a material effect on our Group's operations, financial position and results since the date of announcement of our Group's latest unaudited financial report for the quarter ended 30 June 2024.

10. INSTRUCTIONS FOR ACCEPTANCE AND PAYMENT

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL RIGHTS SHARES WITH WARRANTS AS WELL AS EXCESS RIGHTS SHARES WITH WARRANTS APPLICATIONS AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) WISH TO SELL OR TRANSFER ALL OR ANY PART OF YOUR/HIS RIGHTS ENTITLEMENT ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE RSF. 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. IN ACCORDANCE WITH SECTION 232(2) OF THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

ACCEPTANCE OF AND/OR PAYMENT FOR THE PROVISIONAL RIGHTS SHARES WITH WARRANTS WHICH DO NOT CONFORM STRICTLY TO THE TERMS OF THIS ABRIDGED PROSPECTUS, THE RSF OR THE NOTES AND INSTRUCTIONS PRINTED THEREIN OR WHICH ARE ILLEGIBLE MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF THE BOARD.

10.1 General

As you are an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Rights Shares with Warrants that you are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. You will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such securities into your CDS Account and the RSF to enable you to subscribe for the Provisional Rights Shares with Warrants, as well as to apply for Excess Rights Shares with Warrants if you choose to do so.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic copy of this Abridged Prospectus and the Rights Shares with Warrants Subscription File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominees. Please refer to Sections 10.5 and 10.9 of this Abridged Prospectus for the procedures for acceptance as well as to apply for Rights Shares, if you choose to do so.

This Abridged Prospectus and the RSF are also available at the registered office of our Company, our Share Registrar or on Bursa Securities' website at <https://www.bursamalaysia.com>.

10.2 NPA

The Provisional Rights Shares with Warrants are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in the Provisional Rights Shares with Warrants will be by book entries through the CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. As an Entitled Shareholder, you and/or your renounee(s)/transferee(s) (if applicable) are required to have valid and subsisting CDS Accounts when making your applications.

10.3 Last date and time for acceptance and payment

The last date and time for acceptance and payment for the Provisional Rights Shares with Warrants and the Excess Rights Shares with Warrants application is on **Friday, 25 October 2024 at 5.00 p.m.**, being the Closing Date.

We shall make an announcement on Bursa Securities in relation to the outcome of the Rights Issue with Warrants after the Closing Date.

10.4 Methods of acceptance and application

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

Method	Category of Entitled Shareholders
RSF	All Entitled Shareholders
Electronic Application ⁽¹⁾	All Entitled Shareholders
Bursa Anywhere ⁽²⁾	All Entitled Shareholders who have registered for Bursa Anywhere
NRS	Authorised Nominee who has subscribed for NRS with Bursa Depository

Notes:

(1) *The following surcharge per Electronic Application via ATM will be charged by the Participating Financial Institutions:*

- (i) *Public Bank Berhad – RM4.00; and*
- (ii) *Affin Bank Berhad – RM4.00*

The following processing fee per Electronic Application via internet financial services website will be charged by the respective Participating Financial Institutions:

- (i) *Public Bank Berhad (<https://www.pbebank.com>)– RM4.00; and*
- (ii) *Affin Bank Berhad (<https://www.affinbank.com.my>)– RM4.00*

(2) *A processing fee of RM2.00 per Electronic Application via Bursa Anywhere will be charged*

10.5 Procedures for full acceptance and payment

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL RIGHTS SHARES WITH WARRANTS, EXCESS RIGHT SHARES WITH WARRANTS AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) WISH TO SELL OR TRANSFER ALL OR ANY PART OF YOUR PROVISIONAL RIGHTS SHARES WITH WARRANTS ARE SET OUT IN THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS PRINTED THEREIN. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

YOU AND/OR YOUR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

10.5.1 By way of RSF

Acceptance of and payment for the Provisional Rights Shares with Warrants must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances and/or payments which do not strictly conform to the terms of this Abridged Prospectus, the NPA and RSF or the notes and instructions contained therein or which are illegible may not be accepted at the absolute discretion of the Board. Our Share Registrar will not contact you, your renounee(s)/transferee(s) (if applicable) for such acceptances.

If you and/or your renounee(s)/transferee(s) (if applicable) wish to accept either in full or in part of the Provisional Rights Shares with Warrants of your entitlement, please complete Part I(A) and Part II of the RSF in accordance with the notes and instructions contained in the RSF. Each RSF that is completed and signed together with the relevant payment must be sent to our Share Registrar using the reply envelope provided (at your own risk) by **ORDINARY POST, COURIER or DELIVERED BY HAND** to the address stated below.

Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

Tel: +603 7890 4700
Fax: +603 7890 4670

so as to arrive **not later than the Closing Date** being the last time and date for acceptance and payment for the Provisional Rights Shares with Warrants.

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

One (1) RSF can only be used for acceptance of Provisional Rights Shares with Warrants standing to the credit of one (1) CDS Account. Separate RSF(s) must be used for the acceptance of Provisional Rights Shares with Warrants standing to the credit of more than one (1) CDS Account(s). If successful, the Rights Shares with Warrants subscribed for will be credited into the respective CDS Account(s) as stated in the completed RSF(s).

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

The minimum number of Rights Shares with Warrants that can be subscribed for or accepted is one (1) Rights Share. However, you and/or your renounee(s)/transferee(s) (if applicable) should take note that a trading board lot for the Rights Shares and Warrants comprises 100 Rights Shares and 100 Warrants, respectively. Fractions of Rights Shares with Warrants, if any, shall be disregarded, and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of our Company.

If acceptance of and payment for the Provisional Rights Shares with Warrants allotted to you and/or your renounee(s)/transferee(s) (if applicable) is not received by our Share Registrar by the Closing Date, you and/or your renounee(s)/transferee(s) (if applicable) will be deemed to have declined the Provisional Rights Shares with Warrants and it will be cancelled. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar.

In the event that the Provisional Rights Shares with Warrants are not fully taken up by such applicants, the Board will then have the right to allot such Rights Shares with Warrants to the applicants who have applied for the Excess Rights Shares with Warrants in the manner as set out in Section 10.9.1 of this Abridged Prospectus. The Board reserves the right to accept any application in full or in part only without assigning any reason.

EACH COMPLETED RSF MUST BE ACCOMPANIED BY THE APPROPRIATE REMITTANCE MADE IN RM FOR THE FULL AMOUNT PAYABLE FOR THE PROVISIONAL RIGHTS SHARES WITH WARRANTS ACCEPTED IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S) OR MONEY ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY", MADE PAYABLE TO "ANN JOO RIGHTS ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS, CONTACT NUMBER AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

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 THE 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 ISSUED BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE WITH WARRANTS. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, THE RIGHTS SHARES WITH WARRANTS WILL BE CREDITED INTO YOUR CDS ACCOUNT AND A NOTICE OF ALLOTMENT WILL BE DESPATCHED BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN EIGHT (8) MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED OR ALLOWED BY BURSA SECURITIES.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. APPLICANTS SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

WHERE AN APPLICATION IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

ALL RIGHTS SHARES WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING SUCH RIGHTS SHARES WITH WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE OR WARRANT CERTIFICATES WILL BE ISSUED.

STAMP DUTY OF RM10.00 IS REQUIRED FOR EVERY APPLICATION MADE BY WAY OF RSF OR BY WAY OF ELECTRONIC APPLICATION. EFFECTIVE 1 JANUARY 2024, THE INLAND REVENUE BOARD OF MALAYSIA (“IRBM”) HAS TERMINATED THE USAGE OF PHYSICAL REVENUE STAMPS AS A STAMPING METHOD AT ALL IRBM STAMPING DUTY COUNTERS AND DISTRICT STAMPING OFFICES. IN CONNECTION THERETO, THE APPLICATION AND PAYMENT OF THE STAMP DUTY FOR THE RSF IS TO BE PERFORMED ONLINE VIA IRBM SYSTEM, NAMELY THE STAMP DUTY ASSESSMENT AND PAYMENT SYSTEM (“STAMPS”) AT [HTTPS://STAMPS.HASIL.GOV.MY/](https://stamps.hasil.gov.my/). THE PAYMENT OF STAMP DUTY MUST BE MADE VIA THE SAME LINK. THEREAFTER, THE STAMP CERTIFICATE WILL BE ISSUED VIA STAMPS AS PROOF OF PAYMENT OF STAMP DUTY. ALTERNATIVELY, A STAMP DUTY OF RM10.00 AND PROCESSING FEE OF RM5.00 CAN BE MADE IN BANKER’S DRAFT IN FAVOUR OF “BOARDROOM SHARE REGISTRARS SDN. BHD.” TOGETHER WITH THE RSF SUBMITTED TO THE SHARE REGISTRAR. THE SHARE REGISTRAR WILL ASSIST TO REMIT THE SAID AMOUNT TO IRBM.

PLEASE ATTACH A COPY OF THE STAMP CERTIFICATE WITH THE RSF, FAILING WHICH YOUR APPLICATION WILL BE REJECTED WITHOUT NOTIFICATION FROM THE SHARE REGISTRAR.

ENTITLED SHAREHOLDERS, THEIR RENOUNCEES AND/OR TRANSFEREES (IF APPLICABLE) SHOULD NOTE THAT ANY RSF AND REMITTANCES LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND SHALL NOT BE SUBSEQUENTLY WITHDRAWN.

10.5.2 By way of Electronic Application

All Entitled Shareholders who have bank account(s) with the Participating Financial Institutions may apply for the Rights Shares with Warrants by way of Electronic Application

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Electronic Application and the procedures set out at the ATMs and internet financial services website of the Participating Financial Institutions before making an Electronic Application.

The procedures for Electronic Applications at the ATMs and internet financial services website of the Participating Financial Institutions are set out on the ATM screens and internet financial services website of the relevant Participating Financial Institutions (“Steps”). For illustration purposes, the procedures for Electronic Applications are set out below. Please read carefully the terms of this Abridged Prospectus, the Steps and the terms and conditions of Electronic Applications set out in Section 10.5.2(ii) of this Abridged Prospectus before making an Electronic Application.

You must have an account with a Participating Financial Institution and an ATM card issued by a Participating Financial Institution or with access to internet financial services with Public Bank Berhad at <https://www.pbebank.com> or Affin Bank Berhad at <https://www.affingroup.com>.

You are advised to read and understand this Abridged Prospectus BEFORE making the application.

You shall apply for the Rights Shares with Warrants via the ATM or internet financial services website of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are as set out in Section 10.5.2 of this Abridged Prospectus.

Upon the completion of your Electronic Application transaction via ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Application or any data relating to such an Electronic Application by our Company or our Share Registrar. The Transaction Record is for your record and is not required to be submitted with your application.

For application via internet financial services website, a message from the Participating Financial Institutions pertaining to the payment status will appear on the screen of the website through which the online payment for the Provisional Rights Shares with Warrants is being made. Subsequently, the Participating Financial Institutions shall confirm that the said application has been completed, via the confirmation screen in respect of your application ("**Confirmation Screen**") on their website. You are advised to print out the Confirmation Screen for your reference and record.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

(i) Participating Financial Institutions

Electronic Applications may be made through an ATM or internet financial services websites of the following Participating Financial Institutions and their branches within Malaysia:

- (a) Public Bank Berhad (<https://www.pbebank.com>); and
- (b) Affin Bank Berhad (<https://www.affingroup.com>)

(ii) Terms and conditions of Electronic Applications

The Electronic Application shall be made on, and subject to, the terms of this Abridged Prospectus, as well as the terms and conditions of the Participating Financial Institutions and those appearing therein.

- (a) You are required to confirm the following statements and undertake that the following information given are true to contract:
 - (aa) You have attained 18 years of age as at the Closing Date;
 - (bb) You have read this Abridged Prospectus and understood and agreed with the terms and conditions of the application; and

- (cc) You give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, their respective agents and any third party involved in facilitating the application/ refunds, to disclose information pertaining to yourself and your account with the Participating Financial Institutions and Bursa Depository to the relevant authorities and any person as may be necessary or expedient to facilitate the making of the application/refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction unless you complete all the steps required by the Participating Financial Institutions. By doing so, you shall have confirmed each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 134(1)(a) of the Financial Services Act, 2013 and Section 45(1)(a) of the SICDA, to the disclosures as described above.

- (b) You confirm that you are not applying for the Provisional Rights Shares with Warrants as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner.
- (c) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application, which does not strictly conform to the instructions set out on the ATM or screen of financial services websites of the Participating Financial Institutions through which the Electronic Application is being made, will be rejected.
- (d) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights Shares with Warrants applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by your action of pressing the predesignated keys (or buttons)) of the number of Provisional Rights Shares with Warrants applied for shall signify, and shall be treated as, your acceptance of the number of Provisional Rights Shares with Warrants that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the Participating Financial Institutions.

- (e) By making and completing your Electronic Application, you, if successful, request and authorise our Company to credit the Provisional Rights Shares with Warrants allotted to you into your CDS Account.
- (f) You acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the Participating Financial Institutions or Bursa Depository and you irrevocably agree that if:
- (aa) Our Company, our Share Registrar or Bursa Depository does not receive your Electronic Application; or
- (bb) Data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made an Electronic Application and you shall not make any claim whatsoever against our Company, our Share Registrar, the Participating Financial Institutions or Bursa Depository for the Provisional Rights Shares with Warrants applied for or for any compensation, loss or damage relating to the application for the Provisional Rights Shares with Warrants.

- (g) All of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institutions at the time you make your Electronic Application shall be true and correct, and our Company, our Share Registrar, the relevant Participating Financial Institutions and Bursa Depository shall be entitled to rely on the accuracy thereof.
- (h) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Application will be rejected. You must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to your correspondence address last maintained with Bursa Depository.
- (i) By making and completing an Electronic Application, you agree that:
 - (aa) In consideration of our Company agreeing to allow and accept your application for the Provisional Rights Shares with Warrants via the Electronic Application facility established by the Participating Financial Institutions at their perspective ATMs and financial services websites, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
 - (bb) Our Company, the Participating Financial Institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or any cause beyond our control;
 - (cc) Notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the Provisional Rights Shares with Warrants for which your Electronic Application has been successfully completed is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights Shares with Warrants; and
 - (dd) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to the Electronic Application and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (j) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these terms/ instructions.
- (k) Notification on the outcome of your application for the Rights Shares with Warrants will be despatched to you by ordinary post to the correspondence address as show on Bursa Depository's record at your own risk within the timelines as follows:
 - (aa) Successful application – a notice of allotment will be despatched within eight (8) Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities; or

- (bb) Unsuccessful/ partial successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note if the terms and conditions as stated in Section 10.5.2(ii) of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

10.5.3 By way of Bursa Anywhere

All Entitled Shareholders who are individuals and have bank account(s) in Malaysia and who have registered for Bursa Anywhere and subscribed for eDividend service may apply for the Rights Issue with Warrants by way of Bursa Anywhere mobile application.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, notices, terms for Bursa Anywhere before making an application.

The procedures for submitting an application at Bursa Anywhere are set out on the Bursa Anywhere mobile application screens. Please read carefully the terms of this Abridged Prospectus, the Steps and the terms and conditions as set out in Section 10.5.3(ii) of this Abridged Prospectus before making an application.

You are advised to read and understand this Abridged Prospectus BEFORE making the application.

Upon completion of your application transaction via Bursa Anywhere, you will receive a push notification from Bursa Anywhere and a message in your Bursa Anywhere account inbox on your application for the Rights Shares with Warrants. The notification message is only a record of the completed transaction at Bursa Anywhere.

(i) Procedures for submitting an application through Bursa Anywhere:

- (a) Launch the Bursa Anywhere application on your handphone and login using your username and password.
- (b) Upon successful login, choose the "My Services" at the bottom of the screen and then select "Corporate Action" and then "eRights".
- (c) Next, select "Submit Application", and you will see a screen that informs you to agree with the terms & conditions and notices that governs your Rights Shares with Warrants application via Bursa Anywhere.
- (d) Click on "Terms & Conditions and Notices". You must read and understand the terms & conditions and notices before you click "Agree" to proceed to the next page.
- (e) Click "Agree" to proceed to a landing page for you to select the Rights Shares with Warrants that you would like to subscribe to.
- (f) Select the Rights Issue with Warrants that you want to apply.
- (g) You are also required to click on the hyperlink to the "Declaration". Read and understand the clauses of the "Declarations".

- (h) Upon the completion of the above, at the bottom of the Rights Issue with Warrants detail page you are required to swipe the toggle to the right to indicate that you have read and understood this Abridged Prospectus as well as accepted and made the declarations stated in the “Declaration”.
- (i) Next, select the CDS Account for your Rights Shares with Warrants application and click “NEXT”.
- (j) You will come to a page for you to fill up for your entitled Rights Shares with Warrants and Excess Rights Shares with Warrants application. You have the options to select either “Entitled only”, “Excess only” and “Entitled & Excess” for your Right Shares with Warrants application.
- (k) Select the subscription type, enter the number of units that you would like to subscribe. Click “NEXT” once you complete the required information. You will come to a “Preview” page, where it displays the following information of your subscription:
- units and Ringgit amount of your Rights Issue with Warrants application
 - subscription fee (charged by Bursa Malaysia Berhad)
 - tax, if applicable
 - stamp duty, if applicable
- (l) Check the summary information on the “Preview” page. Click “CONFIRM” at the bottom of the same page, if the information is correct.
- (m) Next, you will receive a six (6)-digit SMS TAC verification code via your mobile phone (the mobile number that you registered with Bursa Anywhere).
- (n) You are required to key-in and submit the verification code.
- (o) Upon successful validation of the verification code, you will be led to the Payment Gateway for payment.
- (p) You are required to select the bank for your Rights Shares with Warrants subscription payment. (IMPORTANT NOTE: You are required to use the bank account that you have registered for Bursa Depository's eDividend service (“**eDividend Bank Account**”). Your subscription will be rejected if another bank account is used for payment. You will be notified if your subscription is rejected. Your subscription monies will be refunded within three (3) working days, to your subscription bank account that you have just subscribed.
- (q) You will be brought to your selected bank login page for payment.
- (r) Once payment is made successfully via your selected bank, you will be brought to the “Thank You” page, which displays your bank transaction details.
- (s) Click “DONE” at the bottom, you will be led back to the My Service landing page.
- (t) You will receive a push notification message in your Bursa Anywhere account inbox.
- (u) You can make multiple applications during the subscription period subject to the maximum quantity you are entitled.

(ii) Terms and conditions of applications via Bursa Anywhere

- (a) The electronic copy of this Abridged Prospectus is available at the “Prospectus” landing page of “Corporate Announcement” at Bursa Securities’ website and can be accessed via the hyperlink in Bursa Anywhere. You have read this Abridged Prospectus prior to making an investment decision and should make the investment decision based on this Abridged Prospectus rather than on advertising or promotional materials. The securities are offered by our Company solely on the basis of the information contained in this Abridged Prospectus
- (b) Our Company has appointed Bursa Depository to provide eRights Services via Bursa Anywhere. Bursa Depository is not responsible for, has not authorised and shall not be deemed to have authorised the contents of the electronic copy of this Abridged Prospectus and therefore, shall not have any liability in respect of the electronic copy of this Abridged Prospectus or the application submitted by way of Bursa Anywhere.
- (c) The physical printed copy of this Abridged Prospectus is available upon request from our Company at the location specified in this Abridged Prospectus during the offer period.
- (d) You may also obtain a physical printed copy of this Abridged Prospectus from the participating organisation(s) set out in the respective Abridged Prospectus.
- (e) Payment of subscription to the Rights Issue with Warrants via Bursa Anywhere is required to be made from your e-Dividend bank account. Failing which, the request of the eRights application will be rejected.
- (f) By submitting an eRights application from Bursa Anywhere, then you confirm that:
- You have read and understood the contents of this Abridged Prospectus;
 - You have read and agreed to be bound by these terms and conditions and notices for application of Rights Issue with Warrants and the terms and conditions of Bursa Anywhere;
 - You are eligible to apply for the Rights Issue with Warrants in Malaysia or in jurisdictions where the Rights Issue with Warrants are intended to be available;
 - You irrevocably consent to the receipt of any cash payment or refund in relation to the eRights application to be made via direct credit into the eDividend Bank Account; and
 - You agree to give irrevocable consent to Bursa Depository to disclose your information, including bank account information, which are necessary or expedient to the relevant entities involved in facilitating the payment of any cash payments or refunds via direct credit into eDividend Bank Account in relation to the application.
- (g) Applications shall close at the Closing Date or such later date and time as the Board may decide and announce.
- (h) An application is deemed to be received by Bursa Anywhere only upon its completion, that is, when you have:
- successfully made full subscription payment via the payment gateway; and

- received an email indicating that the application has been submitted to our Company and/or our Share Registrar.
- (i) You are advised to print out and retain a copy of the Transaction Records for record purposes. The Transaction Records are only a record of the completed transactions received at Bursa Anywhere and not a record of the receipt of the application or any data relating to such an application by our Company or our Share Registrar. No application or monies can be accepted electronically in respect of the securities offered once the offer closes on the Closing Date.
- (j) Upon your receipt of the Transaction Record, cancellation of the application will not be allowed.
- (k) Bursa Depository shall not be liable for any applications made through any alternative methods of application.
- (l) If Bursa Depository has any reason to believe that the electronic copy of this Abridged Prospectus or processes for collection and handling of applications via Bursa Anywhere have been tampered with, Bursa Depository may reject the application and Bursa Depository shall not be liable for such rejection.
- (m) No securities will be allotted or issued on the basis of this Abridged Prospectus after the Closing Date. Bursa Depository, Bursa Securities and Bursa Malaysia Berhad do not guarantee any allotment of securities as a result of the application via Bursa Anywhere and are not responsible for any non-allotment of Rights Shares with Warrants or part thereof by our Company pursuant to the application via Bursa Anywhere.
- (n) Any request for any refunds related to the allotment of Rights Shares with Warrants must be referred to our Company.
- (o) No refund for any subscription fee charged by Bursa Depository and applicable tax (if any), will be made to you if your subscription is rejected by our Share Registrar.
- (p) The electronic copy of this Abridged Prospectus made available on Bursa Securities' website after the Closing Date as described in the terms and conditions is made available solely for informational and archiving purposes.
- (q) Risk of submitting the application from Bursa Anywhere:
 - (aa) By submitting an application from Bursa Anywhere, you agree to assume the risks associated with conducting transactions online, including risks of electrical, electronic, technical and mobile-related faults and breakdowns, faults with mobile applications, problems occurring during data transmission, mobile security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond the control of Bursa Depository, and/or our Company. You acknowledge that the aforementioned events may result in (i) interruption, transmission blackout or delayed transmission; and/or (ii) incorrect data transmission due to the public nature of the Internet and agrees to bear such risks

The applicant agrees that neither Bursa Depository, Bursa Securities, Bursa Malaysia Berhad, our Company nor our Share Registrar shall be liable for any delay, failure or inaccuracy in the recording, storage or transmission or delivery of data, breakdown or failure in communication facilities or due to any cause beyond their control.

- (bb) If, Bursa Depository, our Company and/or our Share Registrar does not receive your application and/or the relevant payment, or in the event that any data relating to the application is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever, you shall be deemed not to have made an application. In such an event, you shall have no claim whatsoever against Bursa Depository, Bursa Securities, our Company and/or our Share Registrar, in relation to the purported application.
- (r) Instead of submitting an application via Bursa Anywhere, you may alternatively submit applications through the existing manual paper-based application method as well as other means of application specified in this Abridged Prospectus, such as via ATM or internet facilities of financial institutions offering such services within Malaysia and such other methods as may from time to time be permitted by the SC.
- (s) In the event a supplementary Abridged Prospectus is issued, you are entitled to revise or withdraw your application by contacting our Share Registrar directly. Bursa Depository or Bursa Anywhere will not be able to facilitate any revision or withdrawal of the application in such circumstances.
- (t) Bursa Depository is committed to protecting the security of the applicant's personal information. It uses a variety of security technologies and procedures, to help protect the confidentiality and security of an applicant's personal information provided through Bursa Anywhere, from unauthorised access, use, or disclosure. In addition, Bursa Depository has put in place appropriate measures to minimise the risks of unauthorised access and to maintain the security of the information it collects through Bursa Anywhere.

10.5.4 By way of NRS

Our Company has appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. All Entitled Shareholders who are Authorised Depository Agents (“ADAs”), Authorised Direct Members (“ADMs”) and nominee companies and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and user guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application:

(i) Steps for application via NRS

- (a) If you are an Entitled Shareholder, and who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this Abridged Prospectus, the RSF nor the NPA by post.
- (b) Instead, this Abridged Prospectus and the Rights Shares with Warrants Subscription File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's user guide for NRS, on the next business day after the Entitlement Date.
- (c) A notification of the delivery of the Abridged Prospectus and the Rights Shares with Warrants Subscription File will also be sent to you via email using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read carefully, understand and follow the terms of this Abridged Prospectus, BEFORE making the application.

- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue with Warrants.
- (f) To apply for the Provisional Rights Shares with Warrants, you will be required to submit your subscription information via Rights Shares with Warrants Subscription File which is to be prepared based on the format as set out in Bursa Depository's user guide for NRS.
- (g) Once completed, you will need to submit the Rights Shares with Warrants Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event no later than the Closing Date.
- (h) Together with the Rights Shares with Warrants Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:
 - (aa) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this Abridged Prospectus, the contents of which you have read, understood and agreed; and
 - (bb) Consent to the disclosure of your information to facilitate electronic refunds where applicable
- (i) With regards to payment for the Provisional Rights Shares with Warrants which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows
 - Bank : MALAYAN BANKING BERHAD
 - Account Name : ANN JOO RIGHTS ACCOUNT
 - Bank Account No. : 514057758703
- (j) Upon completion of the transfer/ payment, you may receive a transaction slip from the transacting financial institution confirming the details of your transfer/ payment. The transaction slip is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The transaction slip is for your record and is not required to be submitted with your application via NRS.
- (k) You will be notified on the outcome of your application for the Rights Shares with Warrants electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
 - (aa) Successful application – an electronic notification will be sent to you within eight (8) Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities; or
 - (bb) Unsuccessful/ partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date

The refund will be credited directly into your bank account(s) from which payment of your subscription monies were made. Kindly take note of the terms and conditions as stated in this Abridged Prospectus and the required consent in making the application via NRS.

If the crediting of the refund into your bank account(s) (as provided by you in the Rights Shares with Warrants Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque(s) which will be despatched to you by ordinary post to the correspondence address as shown in Bursa Depository's record at your own risk.

- (l) Upon crediting of the Rights Shares with Warrants allotted to you into your CDS Account(s), you will also receive an electronic confirmation of the crediting from Bursa Depository.
- (m) You should note that all applications made for the Rights Shares with Warrants submitted under NRS will be irrevocable upon submission of the Rights Shares with Warrants Subscription File to Bursa Depository and cannot be subsequently withdrawn.

(ii) Terms and conditions for application via NRS

The application via NRS shall be made on, and subject to, the terms of this Abridged Prospectus, Bursa Depository's terms and conditions for NRS and Bursa Depository's user guide for NRS as well as the terms and conditions appearing herein:

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134(1)(a) of the Financial Services Act, 2013 and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant financial institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms and conditions for NRS.
- (b) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights Shares with Warrants applied for as stated on your Rights Shares Subscription File in respect of your application via NRS. Your application shall signify, and shall be treated as, your acceptance of the number of Provisional Rights Shares with Warrants that may be allotted to you.
- (c) You acknowledge that by completing and submitting the Rights Shares with Warrants Subscription File to Bursa Depository, you, if successful, request and authorise our Company to credit the Provisional Rights Shares with Warrants allotted to you into the respective CDS Account(s) as indicated in the Rights Shares with Warrants Subscription File.
- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if:
 - (aa) our Company, our Share Registrar or Bursa Depository does not receive your application via NRS; or

- (bb) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository, you shall be deemed not to have made your application and you shall not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the Rights Shares with Warrants applied for or for any compensation, loss or damage relating to the application for the Provisional Rights Shares with Warrants.
- (e) By completing and submitting the Rights Shares with Warrants Subscription File to Bursa Depository, you agree that:
 - (aa) In consideration of our Company agreeing to allow and accept your application for the Rights Shares with Warrants via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (bb) Our Company, the relevant financial institutions, Bursa Depository and our Share Registrar shall not be liable for delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (cc) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of the Provisional Rights Shares with Warrants issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights Shares with Warrants; and
 - (dd) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.

Our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

10.6 Procedures for part acceptance by Entitled Shareholders

You are entitled to accept part of your Provisional Rights Shares with Warrants provided always that the minimum number of Rights Shares with Warrants that can be subscribed for or accepted is one (1) Rights Share. Fractions of a Rights Share with Warrants arising from the Rights Issue with Warrants, if any, shall be disregarded and dealt with in a fair and equitable manner as the Board deems fit and expedient and in the best interests of our Company.

You must complete both Parts I(A) and II of the RSF by specifying the number of Rights Shares with Warrants which you are accepting and deliver the completed and signed RSF together with the relevant payment to our Share Registrar in the manner set out in Section 10.5 of this Abridged Prospectus.

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

The portion of the Provisional Rights Shares with Warrants that have not been accepted will be made available to the applicants of the Excess Rights Shares with Warrants application.

10.7 Procedures for sale or transfer of Provisional Rights Shares with Warrants

As the Provisional Rights Shares with Warrants are prescribed securities, you may dispose or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants to one (1) or more person(s) through your stockbrokers for the period up to the last date and time for sale or transfer of the Provisional Rights Shares with Warrants, without first having to request for a split of the Provisional Rights Shares with Warrants standing to the credit of your CDS Account. To dispose or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository. If you have disposed or transferred only part of the Provisional Rights Shares with Warrants, you may still accept the balance of the Provisional Rights Shares with Warrants by completing Parts I(A) and II of the RSF. Please refer to Sections 10.5 and 10.6 of this Abridged Prospectus for the procedure for acceptance and payment.

In disposing or transferring all or part of your Provisional Rights Shares with Warrants, you need not deliver any document including the RSF, to any stockbroker. However, you must ensure that there is sufficient Provisional Rights Shares with Warrants standing to the credit of your CDS Account that are available for settlement of the sale or transfer.

Purchaser(s) or transferee(s) of the Provisional Rights Shares with Warrants may obtain a copy of this Abridged Prospectus and the RSF from their stockbrokers or from our Share Registrar, or at our Company's registered office. This Abridged Prospectus and RSF are also available on the website of Bursa Securities at <https://www.bursamalaysia.com>.

10.8 Procedures for acceptance by renounee(s)/transferee(s)

Renounee(s)/transferee(s) (if applicable) who wish to accept the Provisional Rights Shares with Warrants must obtain a copy of the RSF from their stockbrokers or our Share Registrar, or at our Registered Office or from Bursa Securities' website at <https://www.bursamalaysia.com>. Please complete the RSF and submit the same together with the remittance to our Share Registrar at the address as set out in Section 10.5.1 of this Abridged Prospectus in accordance with the notes and instructions printed therein.

The procedure for acceptance and payment applicable to the Entitled Shareholders as set out in Sections 10.5 and 10.6 of this Abridged Prospectus also applies to renounee(s)/transferee(s) (if applicable) who wish to accept the Provisional Rights Shares with Warrants.

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

10.9 Procedures for application for Excess Rights Shares with Warrants

THE PAYMENT MUST BE MADE FOR THE EXACT AMOUNT PAYABLE FOR THE EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR. ANY EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF THE BOARD.

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

APPLICATIONS FOR THE EXCESS RIGHTS SHARES WITH WARRANTS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. THE BOARD RESERVES THE RIGHT NOT TO ACCEPT ANY SUCH APPLICATION OR TO ACCEPT ANY SUCH APPLICATION IN PART ONLY WITHOUT ASSIGNING ANY REASON THEREOF.

10.9.1 Basis of allocation of the Excess Rights Shares with Warrants

It is the intention of the Board to allocate the Excess Rights Shares with Warrants, if any, in a fair and equitable basis in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on their respective shareholdings in our Company as per their CDS Accounts as at the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants applied for; and
- (iv) finally, for allocation to the renouncee(s)/transferee(s) of the Entitled Shareholders (if applicable) who have applied for the Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares with Warrants applied for.

In the event of any balance of the Excess Rights Shares with Warrants which remain unallocated after steps (i), (ii), (iii) and (iv) are completed, steps (ii), (iii) and (iv) shall be repeated in the same sequence to allocate such remaining balance of the Excess Rights Shares with Warrants to the Excess Rights Shares with Warrants applicants until all the Excess Rights Shares with Warrants are fully allocated and that or in the event of any balance Excess Rights Shares with Warrants after the completion and repetition of steps (ii), (iii) and (iv), such balance unallocated Excess Rights Shares with Warrants shall be allocated and issued to LSCS, LSQS and LSS pursuant to the Additional Undertakings at the issue price of RM0.80 per Rights Share.

Nevertheless, the Board reserves the right to allocate any Excess Rights Shares with Warrants applied for in such manner as it deems fit, 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 intention of the Board as set out in steps (i) to (iv) above is achieved. The Board also reserves the right in its absolute discretion to accept any application for Excess Rights Shares with Warrants, in full or in part, without assigning any reason thereto.

The final basis of allocation of the Excess Rights Shares with Warrants will be announced on Bursa Securities together with the result of the total valid acceptances and Excess Rights Shares with Warrants applications after the Closing Date.

10.9.2 By way of RSF

If you, your renouncee(s)/transferees (if applicable) wish to apply for additional Rights Shares with Warrants in excess of your entitlement, you may do so by completing Part I(B) of the RSF (in addition to Parts I(A) and II) and forwarding it with a **separate remittance made in RM** for the full amount payable for the Excess Rights Shares with Warrants applied. The completed RSF together with the payment must be received by our Share Registrar no later than the Closing Date.

PAYMENT FOR THE EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR SHOULD BE MADE IN THE SAME MANNER AS DESCRIBED IN SECTION 10.5 OF THIS ABRIDGED PROSPECTUS, AND IN THE FORM OF BANKER'S DRAFT(S)/ CASHIER'S ORDER(S) OR MONEY ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY" AND MADE PAYABLE TO "ANN JOO EXCESS RIGHTS ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS, CONTACT NUMBER AND CDS ACCOUNT NUMBER TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

THE PAYMENT MUST BE MADE FOR THE FULL AND EXACT AMOUNT PAYABLE FOR THE EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR. ANY EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF THE BOARD. CHEQUES OR OTHER MODE(S) OF PAYMENT NOT PRESCRIBED HEREIN ARE NOT ACCEPTABLE.

WHERE AN APPLICATION FOR THE EXCESS RIGHTS SHARES WITH WARRANTS IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

APPLICANTS ARE NOT ALLOWED TO WITHDRAW THE RSF AND PAYMENT ONCE THEY HAVE BEEN LODGED WITH OUR SHARE REGISTRAR

10.9.3 By way of Electronic Application

You and/or your renounee(s)/transferee(s) (if applicable), may apply for the Excess Rights Shares with Warrants via Electronic Application in addition to your Provisional Rights Shares with Warrants. If you wish to do so, you may apply for the Excess Rights Shares with Warrants by following the same steps as set out in Section 10.5.2 of this Abridged Prospectus.

The Electronic Application for Excess Rights Shares with Warrants will be made on, subject to, the same terms and conditions appearing in Section 10.5.2 of this Abridged Prospectus. Any Rights Shares with Warrants which are not taken up or not validly taken up by you and/or your renounee(s)/transferee(s) (if applicable) shall be made available for Excess Rights Shares with Warrants application. It is the intention of the Board to allocate the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 10.9.1 above.

WHERE AN APPLICATION FOR THE EXCESS RIGHTS SHARES WITH WARRANTS IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED INTO YOUR BANK ACCOUNT IF YOU HAVE PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY FOR THE PURPOSE OF CASH DIVIDEND/ DISTRIBUTION. IF YOU HAVE NOT PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY, THE REFUND WILL BE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

10.9.4 By way of Bursa Anywhere

You and/or your renounee(s)/transferee(s) (if applicable) may apply for the Excess Rights Shares with Warrants in excess of your entitlement via Bursa Anywhere mobile application in addition to your Provisional Rights Shares with Warrants. If you wish to do so, you may apply for the Excess Rights Shares with Warrants by following the same steps as set out in Section 10.5.3 of this Abridged Prospectus. The application for Excess Rights Shares with Warrants will be made on, subject to, the same terms and conditions.

Any Rights Shares with Warrants which are not taken up or not validly taken up by you and/or your renouncee(s)/transferee(s) (if applicable) shall be made available for Excess Rights Shares with Warrants. It is the intention of the Board to allocate the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 10.9.1 of this Abridged Prospectus.

10.9.5 By way of NRS

You and/or your renouncee(s)/transferee(s) (if applicable) may apply for the Excess Rights Shares with Warrants in excess of your entitlement via NRS in addition to your Provisional Rights Shares with Warrants. If you wish to do so, you may apply for the Excess Rights Shares with Warrants by following the same steps as set out in Section 10.5.4 of this Abridged Prospectus save and except for the amount payable to be directed to our bank account for the Excess Rights Shares with Warrants applied and also that you should complete the details for excess rights application at the designated fields for excess applications in the Rights Shares with Warrants Subscription File. The details of our bank account are as follows:

Bank	:	MALAYAN BANKING BERHAD
Account Name	:	ANN JOO EXCESS RIGHTS ACCOUNT
Bank Account No.	:	514057758710

The NRS for Excess Rights Shares with Warrants will be made on, subject to, the same terms and conditions appearing in Section 10.5.4 of this Abridged Prospectus.

Any provisional allotment of Rights Shares with Warrants which are not taken up or not validly taken up by you and/or your renouncee(s)/transferee(s) (if applicable) shall be made available for Excess Rights Shares with Warrants. It is the intention of the Board to allocate the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the priority and basis as detailed in Section 10.9.1 above

10.10 Form of issuance

Bursa Securities has already prescribed Ann Joo Shares listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares and Warrants are prescribed securities and as such, the SICDA and the Rules of Bursa Depository shall apply to all dealings in the Rights Shares with Warrants.

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

Your subscription for the Rights Shares with Warrants shall signify your consent to receiving such Rights Shares with Warrants as deposited securities that will be credited directly into your CDS Account. No physical share or warrant certificates will be issued to you under the Rights Issue with Warrants.

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

Any person who has purchased the Provisional Rights Shares with Warrants or to whom the Provisional Rights Shares with Warrants has been transferred and intends to subscribe for the Rights Shares with Warrants must state his or her CDS Account number in the space provided in the RSF. The Rights Shares with Warrants will be credited directly as prescribed or deposited securities into his or her CDS Account upon allotment and issuance.

All Excess Rights Shares with Warrants, if allotted to the successful applicant who applies for Excess Rights Shares with Warrants, will be credited directly as prescribed securities into his or her CDS Account. The allocation will be made on a fair and equitable basis in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of our Company, as disclosed in Section 10.9.1 of this Abridged Prospectus. If you have multiple CDS Accounts into which the Provisional Rights Shares with Warrants have been credited, you cannot use a single RSF to accept all these Provisional Rights Shares with Warrants. Separate RSF(s) must be used for acceptance of Provisional Rights Shares with Warrants credited into separate CDS Accounts. If successful, the Rights Shares with Warrants that you subscribed for will be credited into the CDS Accounts where the Provisional Rights Shares with Warrants are standing to the credit.

10.11 Notice of allotment

Upon allotment of the Rights Shares with Warrants in respect of your acceptance and/or your renounee(s)/transferee(s)' acceptance (if applicable) and Excess Rights Shares with Warrants application (if any), the Rights Shares with Warrants shall be credited directly into the respective CDS Account where the Provisional Rights Shares with Warrants were credited. A notice of allotment will be despatched to you and/or your renounee(s)/transferee(s) (if applicable) by ordinary post within eight (8) Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities, to the address last shown on the Record of Depositors provided by Bursa Depository at your own risk.

Where any application for the Rights Shares with Warrants is not accepted due to non-compliance with the terms of the Rights Issue with Warrants or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded without interest to you. The refund will be by credited directly into your bank account if you have provided such bank account information to Bursa Depository for the purposes of cash dividend/distribution. If you have not provided such bank account information to Bursa Depository, the refund will be made by way of issuance of cheque and will be despatched to you within 15 Market Days from the Closing Date by ordinary post to the address last shown on the Record of Depositors provided by Bursa Depository at your own risk.

Please note that a completed RSF and the payment thereof, once lodged with our Share Registrar, cannot be withdrawn subsequently

10.12 Foreign-Addressed Shareholders

The Documents have not been (and will not be) made to comply with the laws of any foreign country or jurisdiction other than Malaysia and have not been (and will not be) lodged, registered or approved under any legislation (or with or by any regulatory authorities or other relevant bodies) of any foreign country or jurisdiction. The Rights Issue with Warrants will not be made or offered for subscription in any foreign country or jurisdiction other than Malaysia.

The distribution of this Abridged Prospectus, the NPA and the RSF, as well as the acceptance of the Provisional Rights Shares with Warrants and the subscription for or the acquisition of the Rights Shares with Warrants may be restricted or prohibited (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain countries or jurisdiction under the relevant laws of those countries or jurisdictions.

This Abridged Prospectus, the NPA and the RSF are not intended to be (and will not be) issued, circulated or distributed and the Rights Issue with Warrants will not be made or offered or deemed made or offered for acquisition or subscription of any Rights Shares with Warrants, in any country or jurisdiction other than Malaysia or to persons who are or may be subject to the laws of any country or jurisdiction other than the laws of Malaysia. The Rights Issue with Warrants to which this Abridged Prospectus relates is only available to Entitled Shareholders receiving this Abridged Prospectus, the NPA and the RSF electronically or otherwise within Malaysia.

As a result, this Abridged Prospectus, the NPA and the RSF have not been (and will not be) sent to Foreign-Addressed Shareholders. However, Foreign-Addressed Shareholders may collect this Abridged Prospectus, the NPA and the RSF from our Share Registrar, who will be entitled to request such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting this Abridged Prospectus, the NPA and the RSF.

Our Company will not make or be bound to make any enquiry as to whether you have a registered address in Malaysia or an address for service in Malaysia if not otherwise stated on the Record of Depositors as at the Entitlement Date and will not accept or be deemed to accept any liability whether or not any enquiry or investigation is made in connection therewith. Our Company will assume that the Rights Issue with Warrants and the acceptance thereof by you would be in compliance with the terms and conditions of the Rights Issue with Warrants and would not be in breach of the laws of any jurisdiction. Our Company will further assume that you had accepted the Rights Issue with Warrants in Malaysia and will at all applicable times be subject to the laws of Malaysia.

A Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) may only accept or renounce all or any part of his/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, and our Company, the Board and officers, Maybank IB and/or the advisers named herein ("Parties") would not, in connection with the Rights Issue with Warrants, be in breach of the laws of any country or jurisdiction to which the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) is or might be subject to.

The Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) shall be solely responsible to seek advice from his/their legal and/or professional advisers as to whether the acceptance or renunciation in any manner whatsoever of his entitlement under the Rights Issue with Warrants would result in the contravention of the laws of the countries or jurisdictions to which he/they is/are or might be subject to. The Parties shall not accept any responsibility or liability in the event any acceptance or renunciation made by any Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) is or shall become unlawful, unenforceable, voidable or void in any such country or jurisdiction. The Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) will also have no claims whatsoever against the Parties in respect of his/their entitlements or to any net proceeds thereof.

Our Company reserves the right, in its absolute discretion, to treat any acceptances as invalid, if we believe that such acceptance may violate applicable legal or regulatory requirements. The Provisional Rights Shares with Warrants relating to any acceptance which is treated as invalid will be included in the pool of Rights Shares with Warrants available for excess application by other Entitled Shareholders and/or their renounee(s)/transferee(s).

Each person, by accepting the delivery of this Abridged Prospectus, the NPA and the RSF, accepting any Provisional Rights Shares with Warrants by signing any of the forms accompanying this Abridged Prospectus or subscribing for or acquiring the Rights Shares with Warrants, will be deemed to have represented, warranted, acknowledged and agreed in favour of (and which representations, warranties, acknowledgements and agreements will be relied upon by) the Parties as follows:

- (i) the Parties would not, by acting on the acceptance or renunciation in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which the Foreign Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) is or might be subject to;
- (ii) the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) has complied with the laws to which the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) is or might be subject to in connection with the acceptance or renunciation of the Provisional Rights Shares with Warrants;
- (iii) the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) is not a nominee or agent of a person in respect of whom the Parties would, by acting on the acceptance or renunciation of the Provisional Rights Shares with Warrants, be in breach of the laws of any jurisdiction to which that person is or might be subject to;
- (iv) the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) is/are aware that the Rights Shares with Warrants can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged or dealt with in any other way in accordance with all applicable laws in Malaysia;
- (v) the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) has/have obtained a copy of this Abridged Prospectus and has/have read and understood the contents of this Abridged Prospectus, has/have had access to such financial and other information and has/have been provided the opportunity to ask such questions to the representatives of the Parties and receive answers thereto as the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) deem(s) necessary in connection with the Foreign-Addressed Shareholder and/or his transferee and/or his renounee's decision to subscribe for or purchase the Rights Shares with Warrants; and
- (vi) the Foreign-Addressed Shareholder and/or his renounee(s)/transferee(s) (if applicable) has/have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares with Warrants, and is/are and will be able, and is/are prepared to bear the economic and financial risks of investing in and holding the Rights Shares with Warrants.

NOTWITHSTANDING ANYTHING HEREIN, THE FOREIGN-ADDRESSED SHAREHOLDERS AND ANY OTHER PERSON HAVING POSSESSION OF THIS ABRIDGED PROSPECTUS AND/OR ITS ACCOMPANYING DOCUMENTS ARE ADVISED TO INFORM THEMSELVES OF AND TO OBSERVE ANY LEGAL REQUIREMENTS APPLICABLE TO THEM. NO PERSON IN ANY TERRITORY OUTSIDE OF MALAYSIA RECEIVING THIS ABRIDGED PROSPECTUS AND/OR ITS ACCOMPANYING DOCUMENTS MAY TREAT THE SAME AS AN OFFER, INVITATION OR SOLICITATION TO SUBSCRIBE FOR OR ACQUIRE ANY RIGHTS SHARES WITH WARRANTS UNLESS SUCH OFFER, INVITATION OR SOLICITATION COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER REGULATORY OR LEGAL REQUIREMENTS ON SUCH TERRITORY.

11. TERMS AND CONDITIONS

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

12. FURTHER INFORMATION

You are requested to refer to the enclosed appendices in this Abridged Prospectus for further information.

Yours faithfully
For and on behalf of the Board of
ANN JOO RESOURCES BERHAD



Dato' Lim Hong Thye
Group Managing Director

APPENDIX I – INFORMATION ON OUR COMPANY**1. INCORPORATION OF OUR COMPANY**

Our Company was incorporated in Malaysia under the Companies Act 1965 (and deemed registered under the Act) on 19 December 1995, as a private limited company under the name of Ann Joo Resources Sdn Bhd. Subsequently, on 14 March 1996, Ann Joo was converted to a public limited company and assumed its present name. On 26 November 1996, Ann Joo was listed on the Main Board of Kuala Lumpur Stock Exchange (now known as Main Market of Bursa Securities). Our Company is currently listed on the Main Market of Bursa Securities.

2. BOARD OF DIRECTORS

The details of the Board as at the LPD are set out below:

Name (Designation)	Age	Address	Nationality
Dato' Lim Kiam Lam (<i>Group Non-Executive Chairman</i>)	72	24, Jalan Mutiara 7/1M Seksyen 7 40000 Shah Alam Selangor Darul Ehsan	Malaysian
Dato' Lim Hong Thye (<i>Group Managing Director</i>)	49	11A, Jalan Permata 7/1 Seksyen 7 40000 Shah Alam Selangor Darul Ehsan	Malaysian
Dato' Lim Aun Chuan (<i>Deputy Group Managing Director</i>)	46	24, Jalan Mutiara 7/1M Seksyen 7 40000 Shah Alam Selangor Darul Ehsan	Malaysian
Lim Hong Hock (<i>Non-Independent Non-Executive Director</i>)	53	105B-6-8, Persiaran Bayan Indah 1, 11900 Bayan Lepas, Pulau Pinang	Malaysian
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar (<i>Independent Non-Executive Director</i>)	68	No. 26, Lorong 1/1, Ivory Villas Perdana College Heights, 71700 Mantin, Negeri Sembilan	Malaysian
Dato' Chan Choy Lin (<i>Independent Non-Executive Director</i>)	66	No. 10, Jalan 16/12B, Pearl Villas, Section 16, 46350 Petaling Jaya Selangor Darul Ehsan	Malaysian

3. SHARE CAPITAL

As at the LPD, the issued share capital of our Company is RM645,626,000 comprising 578,583,543 Ann Joo Shares (including 17,194,900 Ann Joo Shares held as treasury shares).

4. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Please refer to Section 8.2 of this Abridged Prospectus for information on the substantial shareholders' shareholdings before and after the Rights Issue with Warrants.

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)

5. DIRECTORS' SHAREHOLDINGS

Save as disclosed below, none of our Directors have any direct and/or indirect shareholding in our Company as at the LPD. The pro forma effects of the Rights Issue with Warrants on the shareholding of our Directors are as below:

Minimum Scenario

Name	As at the LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares	
	('000)	%	('000)	%	('000)	%	('000)	%	('000)	%	('000)	%
DLKL	4,645	0.8	(1)275,537	49.1	5,806	0.9	(1)346,098	52.3	6,968	0.9	(1)416,660	54.7
DLHT	5,184	0.9	-	-	6,480	1.0	-	-	7,775	1.0	-	-
DLAC	2,410	0.4	-	-	3,012	0.5	-	-	3,614	0.5	-	-
LHH	1,041	0.2	-	-	1,301	0.2	-	-	1,561	0.2	-	-

Note:

(1) Deemed interested pursuant to Sections 8 and 59 of the Act.

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)

Base Case Scenario

Name	As at the LPD				(I) After the Rights Issue with Warrants				(II) After (I) and assuming full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
DLKL	4,645	0.8	⁽¹⁾ 275,537	49.1	5,806	0.8	⁽¹⁾ 344,421	49.1	6,968	0.8	⁽¹⁾ 413,305	49.1
DLHT	5,184	0.9	-	-	6,480	0.9	-	-	7,775	0.9	-	-
DLAC	2,410	0.4	-	-	3,012	0.4	-	-	3,614	0.4	-	-
LHH	1,041	0.2	-	-	1,301	0.2	-	-	1,561	0.2	-	-

Note:

(1) Deemed interested pursuant to Sections 8 and 59 of the Act.

Maximum Scenario

Name	As at the LPD				(I) Assuming full conversion of the 69,264,355 outstanding RCPS				(II) After (I) and the Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
DLKL	4,645	0.8	⁽¹⁾ 275,537	49.1	6,304	1.0	⁽¹⁾ 326,295	51.7	7,880	1.0	⁽¹⁾ 407,868	51.7
DLHT	5,184	0.9	-	-	5,791	0.9	-	-	7,239	0.9	-	-
DLAC	2,410	0.4	-	-	2,410	0.4	-	-	3,012	0.4	-	-
LHH	1,041	0.2	-	-	1,146	0.2	-	-	1,432	0.2	-	-

APPENDIX I – INFORMATION ON OUR COMPANY *(Cont'd)*

Name	(III)			
	After (II) and assuming full exercise of the Warrants			
	Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%
DLKL	9,456	1.0	⁽¹⁾ 489,442	51.7
DLHT	8,687	0.9	-	-
DLAC	3,614	0.4	-	-
LHH	1,719	0.2	-	-

Note:

(1) *Deemed interested pursuant to Sections 8 and 59 of the Act.*

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)**6. HISTORICAL FINANCIAL INFORMATION**

A summary of the financial information of our Group for the past three (3) FYEs 31 December 2021, 31 December 2022 and 31 December 2023, as well as the six (6)-month FPEs 30 June 2023 and 30 June 2024 is set out below:

Historical financial performance

	Audited			Unaudited	
	FYE 31 December 2021 (RM'000)	FYE 31 December 2022 (RM'000)	FYE 31 December 2023 (RM'000)	Six (6)-month FPE 30 June 2023 (RM'000)	Six (6)-month FPE 30 June 2024 (RM'000)
Revenue	2,395,704	3,034,972	2,508,050	1,264,369	1,239,171
Cost of sales	(1,970,737)	(3,138,063)	(2,523,135)	(1,247,381)	(1,242,313)
PBT/(LBT)	255,665	(203,290)	(63,399)	(44,055)	(76,578)
Taxation	(12,736)	70,149	56,279	22,802	14,015
PAT/(LAT)	242,929	(133,141)	(7,120)	(21,253)	(62,563)
Profit/(Loss) attributable to:					
- Owners of our Company	242,929	(132,631)	(2,172)	(20,432)	(59,869)
- Non-controlling interests	-	(510)	(4,948)	(821)	(2,694)
Weighted average number of Shares in issue ('000)	541,318	558,476	561,364	561,353	561,377
EPS/(LPS) (sen) ⁽¹⁾ :					
- Basic	44.88	(23.75)	(0.39)	(3.64)	(10.66)
- Diluted	39.20	(20.81)	(0.01)	(3.08)	(9.33)

Note:

(1) Based on the weighted average number of Shares in issue.

Historical financial position

	Audited			Unaudited	
	As at 31 December			As at 30 June	
	2021 (RM'000)	2022 (RM'000)	2023 (RM'000)	2023 (RM'000)	2024 (RM'000)
Non-current assets	975,735	1,110,935	1,539,479	1,304,385	1,555,054
Current assets	1,657,704	1,615,236	1,635,036	1,757,966	1,782,375
Total assets	2,633,439	2,726,171	3,174,515	3,062,351	3,337,429
Share capital	617,674	645,626	645,626	645,626	645,626
RCPS – equity component	2,663	2,175	2,175	2,175	2,175
Treasury shares	(65,634)	(55,747)	(55,664)	(55,664)	(55,630)
Other reserves	77,136	75,823	84,073	82,643	85,939
Retained earnings	691,014	524,901	522,729	504,469	462,860
Equity attributable to the owners of our Company	1,322,853	1,192,778	1,198,939	1,179,249	1,140,970
Non-current liabilities	66,273	78,597	204,409	219,630	214,434
Current liabilities	1,244,313	1,454,275	1,682,867	1,663,752	1,894,214
Total liabilities	1,310,586	1,532,872	1,887,276	1,883,382	2,108,648
Total equity and liabilities	2,633,439	2,726,171	3,174,515	3,062,351	3,337,429

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)**Historical cash flow**

	Audited			Unaudited	
	FYE 31 December 2021 (RM'000)	FYE 31 December 2022 (RM'000)	FYE 31 December 2023 (RM'000)	Six (6)-month FPE 30 June 2023 (RM'000)	Six (6)-month FPE 30 June 2024 (RM'000)
Net cash (used in) / from:					
Operating activities	(68,193)	(53,544)	(114,169)	(116,251)	(38,163)
Investing activities	713	(69,794)	(51,121)	(44,476)	(27,618)
Financing activities	70,940	173,772	148,097	176,246	53,565
Net (decrease) / increase in cash and cash equivalents	3,460	50,434	(17,193)	15,519	(12,216)
Cash and cash equivalents at beginning of year / period	60,383	65,098	121,021	121,021	107,588
Effects of foreign exchange differences	1,255	5,489	3,760	5,567	2,667
Cash and cash equivalents at end of year / period	65,098	121,021	107,588	142,107	98,039

(a) Six (6)-month FPE 30 June 2024 compared to six (6)-month FPE 30 June 2023

Our Group recorded a lower revenue of approximately RM1,239.2 million for the six (6)-month FPE 30 June 2024, compared to revenue of approximately RM1,264.4 million for the six (6)-month FPE 30 June 2023. This was mainly due to our Group's downstream steel division recording a lower revenue of approximately RM539.5 million for the six (6)-month FPE 30 June 2024, compared to the revenue of approximately RM647.6 million for the six (6)-month FPE 30 June 2023, as a result of lower sales tonnage of steel products from the division. This decrease was offset by the increase in revenue from our Group's green technology division due to the commencement of its waste management business in June 2023.

Our Group's LBT increased to approximately RM76.6 million for the six (6)-month FPE 30 June 2024, compared to the LBT of approximately RM44.1 million for the six (6)-month FPE 30 June 2023. This was mainly due to the following:

- (i) higher overhead costs of approximately RM10.3 million for the six (6)-month FPE 30 June 2024 due to a temporary plant shutdown for maintenance as well as the breakdown of a dedusting system at the steelmaking plant of our Group's upstream steel division on 6 April 2024, compared to approximately RM1.2 million for the six (6)-month FPE 30 June 2023; and
- (ii) recognition of a lower reversal of allowance for inventories write down of approximately RM1.1 million for the six (6)-month FPE 30 June 2024, compared to a reversal of allowance for inventories write down of approximately RM14.6 million for the six (6)-month FPE 30 June 2023,

but partially offset by the lower cost of sales of RM1,242 million for the six (6)-month FPE 30 June 2024, compared to cost of sales of RM1,247 million for the six (6)-month FPE 30 June 2023, due to lower production tonnage of steel products.

Our Group recorded a net decrease in cash and cash equivalents of RM12.2 million for the six (6)-month FPE 30 June 2024 mainly due to net cash flows used in operating activities of RM38.2 million mainly for interest and income tax payments, purchase of new property, plant and equipment of RM25.8 million and purchase of concession assets of RM5.4 million which was partially offset by net drawdown of bank borrowings amounting to RM57.1 million.

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)

(b) FYE 31 December 2023 compared to FYE 31 December 2022

Our Group recorded a lower revenue of approximately RM2.5 billion for the FYE 31 December 2023, compared to revenue of approximately RM3.0 billion for the FYE 31 December 2022. This was mainly due to our Group's upstream steel division recording a lower revenue of approximately RM1.8 billion for the FYE 31 December 2023, compared to approximately RM2.3 billion for the FYE 31 December 2022, as a result of lower average selling prices of various steel products, sales tonnage and both domestic and export sales from the division. This decrease was offset by the increase in revenue from our Group's green technology division due to the commencement of its waste management business in June 2023.

However, our Group's LBT improved to approximately RM63.4 million for the FYE 31 December 2023, compared to LBT of approximately RM203.3 million for the FYE 31 December 2022. This was mainly due to the lower cost of sales of RM2.5 billion for the FYE 31 December 2023, compared to cost of sales of RM3.1 billion for the FYE 31 December 2022, as a result of gradual normalisation of high raw materials cost experienced throughout 2023 as well as the gain on bargain purchase arising from the acquisition of a subsidiary of our Company amounting to RM87.7 million.

Our Group recorded a net decrease in cash and cash equivalents of RM17.2 million for the FYE 31 December 2023 mainly due to increased cash flows used in operations of RM53.3 million mainly due to the loss generated in the financial year, higher finance costs paid of RM55.3 million and the purchase of concession assets of RM32.8 million and new property, plant and equipment of RM40.6 million which was partially offset by a net drawdown of RM156.7 million in bank borrowings.

(c) FYE 31 December 2022 compared to FYE 31 December 2021

Our Group recorded a higher revenue of approximately RM3.0 billion for the FYE 31 December 2022, compared to revenue of approximately RM2.4 billion for the FYE 31 December 2021. This was mainly due to the following:

- (i) our Group's upstream steel division recording a higher revenue of approximately RM2.3 billion for the FYE 31 December 2022, compared to approximately RM1.7 billion for the FYE 31 December 2021; and
- (ii) our Group's downstream steel division recording a higher revenue of approximately RM1.2 billion for the FYE 31 December 2022, compared to revenue of approximately RM1.1 billion for the FYE 31 December 2021,

as a result of higher average selling prices of various steel products and an increase in sales tonnage.

However, our Group recorded a LBT of approximately RM203.3 million for the FYE 31 December 2022, compared to a PBT of approximately RM255.7 million for the FYE 31 December 2021. This was mainly due to higher cost of sales caused by the adverse time lag effects of high raw materials and fuel costs since late April 2022.

Our Group recorded a net increase in cash and cash equivalents of RM50.4 million for the FYE 31 December 2022 mainly due to a net drawdown of RM190.6 million in bank borrowings and RM20.2 million in proceeds from the conversion of RCPS which was partly offset by a dividend payout of RM35.2 million, financial cost of RM34.9 million, income tax paid of RM19.3 million, the purchase of new property, plant and equipment of RM52.6 million as well as the net cash outflow arising from acquisition of new subsidiaries amounting to RM12.6 million.

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)**7. HISTORICAL SHARE PRICES**

The monthly highest and lowest market prices of the Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Abridged Prospectus are as follows:

	<u>High</u>	<u>Low</u>
	RM	RM
<u>2023</u>		
October	1.22	1.06
November	1.17	1.01
December	1.10	1.01
<u>2024</u>		
January	1.13	1.03
February	1.08	1.02
March	1.18	1.03
April	1.23	1.10
May	1.24	1.07
June	1.36	1.08
July	1.41	1.09
August	1.12	0.94
September	1.00	0.91

Last transacted market price of Ann Joo Shares as at 5 July 2024, being the latest trading day prior to the announcement of the Rights Issue with Warrants on 9 July 2024 (RM) 1.36

Last transacted market price of Ann Joo Shares as at 8 October 2024, being the latest trading day prior to the ex-date of the Rights Issue with Warrants on 9 October 2024 (RM) 0.95

Last transacted price of Ann Joo Shares as at the LPD (RM) 0.98

(Source: Bloomberg)

8. OPTION TO SUBSCRIBE FOR SHARES

As at the LPD, save for the Provisional Rights Share with Warrants and Excess Rights Shares with Warrants, and as disclosed below, no option to subscribe for any securities of our Company has been granted or is entitled to be granted to any person:

- (i) up to 15.0% of the issued share capital of our Company (excluding treasury shares) may be made available to the Eligible Employees pursuant to the LTIP. The LTIP, which comprises the SGP and share option plan (“**SOP**”), allows our Company to grant Shares and the right to subscribe for new Ann Joo Shares at a prescribed subscription price pursuant to the SOP (“**Options**”) under the SGP and SOP respectively. The original duration of the LTIP was for five (5) years commencing from 1 January 2017 to 31 December 2021, but was subsequently extended for another five (5) years commencing from 1 January 2022 to 31 December 2026 in accordance with the terms of the by-laws governing the LTIP.

As at the LPD, 32,631,250 SGP Shares have been granted to the Eligible Employees pursuant to the SGP since the commencement of the LTIP and there are 15,117,750 SGP Shares which are pending vesting in the financial year ending 31 December 2024.

In addition, as at the LPD, no Options have been granted to the Eligible Employees pursuant to the SOP since the commencement of the LTIP.

APPENDIX I – INFORMATION ON OUR COMPANY (Cont'd)

- (ii) as at the LPD, there are 69,264,355 outstanding RCPS, which entitled our holders of RCPS to convert their RCPS into new Ann Joo Shares on the basis of one (1) RCPS for one (1) Ann Joo Share at the conversion price of RM1.80 at any time commencing from its issuance date (being 1 December 2024) and up to the day immediately preceding the eighth (8th) anniversary of the date of issuance of the RCPS (“**Maturity Date**”) (being 30 November 2024), subject to the terms of the RCPS as set out in our Constitution.

Our Company may redeem the RCPS in part on a pro-rata basis or in its entirety, as the case may be, at the option of the Company at the issue price of RM0.50 per RCPS, at any time up to the Maturity Date but always subject to the requirement of Section 72 of the Act.

9. MATERIAL CONTRACTS

The Board confirmed that as at the LPD, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by our Group during the 2 (two) years preceding the date of this Abridged Prospectus.

10. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, neither our Company nor any of our subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board confirmed that there are no proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of our Group:

High Court of Malaya at Kuala Lumpur Suit No.: WA-22NCVC-303-06/2017, Amsteel Mills Sdn Bhd (“Amsteel”) (as plaintiff) v Ann Joo Steel Berhad (“AJSB”) (as defendant)

On 21 June 2017, AJSB was served with a writ and statement of claim dated 15 June 2017 from Amsteel for claims arising from the alleged wrongful termination of a supply contract and its addendum by AJSB (“**Writ and SOC**”). These contracts relate to the production and delivery of bar billets by AJSB to Amsteel. The primary damages sought include RM14,869,865.00 for loss of profits from the sale of rebar and wire rod and RM1,449,200.00 as the difference between the contractual and market price of rebar billet.

In response to being served with the Writ and SOC by Amsteel, AJSB entered an appearance on 30 June 2017 with the High Court and thereafter filed its statement of defence on 24 July 2017.

Trial dates were fixed on 1 August 2023, 2 August 2023, 3 August 2023, 4 August 2023 and 11 August 2023. The pre-trial documents and witness statements were filed by the parties and the matter proceeded to trial on 1 August 2023 to 3 August 2023 and 11 August 2023. The trial date of 4 August 2023 was vacated by the High Court. The trial concluded on 11 August 2023 and the High Court directed the filing and exchange of written submissions to be filed simultaneously on 18 October 2023 and written submissions in reply to be filed simultaneously by 8 November 2023, with an oral hearing initially fixed on 1 March 2024. On 19 February 2024, the High Court vacated the oral hearing and rescheduled the oral hearing to 10 July 2024. On 10 July 2024, the High Court adjourned the hearing to 18 July 2024 and directed for parties to file their respective written submissions by 16 July 2024. The matter is now fixed for decision on 7 November 2024.

Solicitors for AJSB are of the view that AJSB has an even chance of success in this case, as the evidence, applicable legal principles and position of the respective parties are evenly balanced. However, there can be no assurance that the outcome of the litigation may be favourable to our Group, which may result in appeals to the appellate courts and prolonged settlement of this case.

APPENDIX I – INFORMATION ON OUR COMPANY *(Cont'd)*

In the event Amsteel is successful in its claim, there may be two (2) possible outcomes, i.e. either the sum of RM1,449,200.00 or RM14,869,865.00 (excluding costs and any applicable interests) being made against AJSB, due to the two (2) different basis for Amsteel's claim. However, this decision is not necessarily final, as the parties would have a right to appeal the matter further.

APPENDIX II – SALIENT TERMS OF THE WARRANTS

Issuer	:	Ann Joo Resources Berhad.
Issue size	:	Up to 157,663,249 Warrants.
Issue price	:	The Warrants are to be issued free to the Entitled Shareholders and/or their renounee(s) (if applicable) who subscribe for the Rights Shares.
Form and denomination	:	The Warrants shall be issued (together with the Rights Shares) in registered form and shall be detached from the Rights Shares upon issuance and shall be separately traded.
Tenure	:	Five (5) years from and inclusive of the date of issuance of the Warrants.
Exercise period	:	Five (5) years from and inclusive of the date of issuance of the Warrants and up to and including the expiry date of the Warrants (“ Exercise Period ”).
Expiry date	:	Five (5) years from the date of issuance of the Warrants. Any Warrants which have not been exercised during the Exercise Period shall thereafter lapse and cease to be valid for any purpose.
Exercise price	:	In relation to each Warrant, RM0.93 payable in cash in respect of each Ann Joo Share but subject always to the adjustments under certain circumstances in accordance with the provisions of the Deed Poll.
Exercise rights	:	Each Warrant entitles the registered holder to subscribe for one (1) new Ann Joo Share at the exercise price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of the Deed Poll.
Mode of exercise	:	The registered holders of the Warrants are required to lodge a subscription form, as set out in the Deed Poll, with our Company’s share registrar, duly completed, signed and stamped together with payment of the exercise price for the new Ann Joo Shares subscribed for via online payment into bank account of our Company maintained with a bank in Malaysia or by banker’s draft or cashier’s order or money order or postal order in RM drawn on a bank or post office operating in Malaysia, in accordance with the provisions of the Deed Poll.
Ranking of the Warrants	:	The Warrants shall be of the same class rank equally and rateably without discrimination or preference regardless of denomination as unsecured obligations of our Company ranking (subject to such exceptions as may from time to time exist under any applicable law or the Deed Poll) equally with all other present and future unsecured obligations (other than subordinated obligations, if any) of our Company.
Ranking of the Exercised Shares	:	The Exercised Shares will, upon allotment and issuance, rank equally in all respects with the existing Ann Joo Shares save and except that the Exercised Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Exercised Shares.

APPENDIX II – SALIENT TERMS OF THE WARRANTS *(Cont'd)*

- Adjustments to the exercise price and/or number of Warrants in the event of alteration to the share capital : The exercise price and/or number of Warrants shall be adjusted by the Board in consultation with the approved adviser or the external auditors of Ann Joo and certified by the external auditors of Ann Joo, in the event of any alteration to the share capital of our Company whether by way of rights issue, bonus issue, capitalisation issue, consolidate or subdivision of shares or reduction of capital howsoever being effected, in accordance with the provisions of the Deed Poll.
- Rights of the Warrant holders : The Warrant holders shall not be entitled to any voting rights or to participate in any dividends, rights, allotments and/or other forms of distributions and/or offer of further securities in our Company other than on winding-up, compromise or arrangement of our Company as provided in the Deed Poll until and unless such Warrant holders become a shareholder of Ann Joo by exercising their Warrants into Exercised Shares or unless otherwise resolved by Ann Joo in a general meeting.
- Modification of rights of the Warrant holders : Save as otherwise provided in the Deed Poll, any modification, amendment, deletion or addition to the Deed Poll (including the rights of the Warrant holders, form and content of the warrant certificates to be issued in respect of any Warrants) may be effected only with a sanction of a special resolution (unless modification, amendment, deletion or addition is required to correct any typographical errors, related to purely administrative matters, required to comply with prevailing laws or regulations of Malaysia or in the opinion of our Company, will not be materially prejudicial to the interests of Warrant holders), by a deed to be executed by our Company and expressed to be supplemental to the Deed Poll and if the requirements of the Deed Poll have been complied with.
- Board lot : For the purpose of trading on Bursa Securities, one (1) board lot of Warrants shall comprise 100 Warrants carrying the right to subscribe for 100 Exercised Shares at any time during the Exercise Period, or such other denomination as determined by Bursa Securities from time to time.
- The Warrants will be immediately detached from the Rights Shares upon issuance and shall be listed and traded on the Main Market of Bursa Securities when the Warrants meet the conditions of the Listing Requirements of at least 100 holders of Warrants holding not less than one (1) board lot each and submitting relevant application for the Warrants to be listed on the Main Market of Bursa Securities. The Warrants will not be listed in the event this condition is not met.
- Rights in the event of winding-up, liquidation, compromise and/or arrangement : In the event a resolution is passed for a members' voluntary winding-up of our Company or liquidation or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of our Company or the amalgamation of our Company with one or more companies, then:
- (i) for the purposes of such winding-up, liquidation, compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation) to which the Warrant holders or some person designated by them for such purpose by special resolution, shall be a party, the terms of such winding-up, liquidation, compromise or arrangement shall be binding on all the Warrant holders; and

APPENDIX II – SALIENT TERMS OF THE WARRANTS *(Cont'd)*

- (ii) in any other case, every Warrant holder shall be entitled upon and subject to the Deed Poll at any time within six (6) weeks after the passing of such resolution for a members' voluntary winding-up of our Company or the granting of the court order approving the winding-up, liquidation, compromise or arrangement (as the case may be), by the irrevocable surrender of his Warrants to our Company, to exercise his Warrants by submitting the duly completed exercise form(s) authorising the debiting of his Warrants, together with payment of the relevant payments and fees for the exercise price, to elect to be treated as if he had immediately prior to the commencement of such winding-up, liquidation, compromise or arrangement, exercised his Warrants to the extent specified in the exercise form(s) and be entitled to receive out of the assets of our Company which would be available in liquidation as if he had on such date been the holder of the Exercised Shares to which he would have become entitled pursuant to such exercise and the liquidator of our Company shall give effect to such election accordingly. If our Company is wound up, all exercise rights of the Warrant holder which have not been exercised within six (6) weeks of the passing of such resolution, shall lapse and the Warrants shall cease to be valid for any purpose.

Listing status : The Warrants and Exercised Shares will be listed and traded on the Main Market of Bursa Securities.

Governing law : The laws of Malaysia.

APPENDIX III – ADDITIONAL INFORMATION

1. CONSENTS

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

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

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Wisma Ann Joo, Lot 19391, Batu 8½, Jalan Klang Lama, 46000 Petaling Jaya, Selangor Darul Ehsan from Monday to Friday (except public holidays) during normal business hours for a period of six (6) months from the date of this Abridged Prospectus:

- (i) the Constitution;
- (ii) letter of consent referred to in Section 1 of this Appendix;
- (iii) the Deed Poll; and
- (iv) the Entitlement Undertakings.

3. RESPONSIBILITY STATEMENT

The Board has seen and approved this Abridged Prospectus, together with the NPA and RSF, and they collectively and individually accept full responsibility for the completeness and accuracy of the information contained therein 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, if omitted, would make any statement in these documents false or misleading.

Maybank IB, being the 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 full and true disclosure of all material facts concerning the Rights Issue with Warrants.