**TFP SOLUTIONS BERHAD ("TFP" OR "COMPANY")**

**(I) PROPOSED ACQUISITION OF VSURE TECH;**

**(II) PROPOSED BONUS ISSUE OF WARRANTS; AND**

**(III) PROPOSED DIVERSIFICATION**

**(COLLECTIVELY, THE "PROPOSALS")**

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*(Unless stated otherwise or defined herein, the abbreviations used in this announcement shall be as defined in **Appendix I**. Certain figures in this announcement are subject to rounding adjustments.)*

## 1. INTRODUCTION

On behalf of the Board, TA Securities wishes to announce that the Company proposes to undertake the Proposals.

Further details of the Proposals are set out in the ensuing sections of this announcement.

## 2. PROPOSED ACQUISITION OF VSURE TECH

On 7 April 2026, TFP had entered into the SSA with the Vendor to acquire the Sale Shares for the Purchase Consideration.

Pursuant to the SSA, the Sale Shares shall be acquired free from all encumbrances, together with all rights and benefits attached or accruing to them as at the Completion Date, including the right to receive all dividends and distributions declared, made, or paid on or after the Completion Date.

The Purchase Consideration shall be satisfied via a combination of Cash Consideration and the allotment and issuance of Consideration Shares to the Vendor. The Consideration Shares to be allotted and issued to the Vendor or his nominated recipient as may be advised by the Vendor under the SSA shall be rounded down to the nearest 1 unit of Consideration Share and any fractional entitlements shall be disregarded.

After completion of the Proposed Acquisition of VSure Tech and assuming all Consideration Shares are fully issued to the Vendor (and/or his nominee), the Vendor's (and/or his nominee's) shareholding in the Company will increase from nil as at the LPD to 200,000,000 TFP Shares (equivalent to 17.14% of the enlarged share capital of TFP upon completion of the Proposals), and the Company shall hold 51% of the issued share capital of VSure Tech, and VSure Tech shall accordingly became a 51%-owned subsidiary of the Company.

The Proposed Acquisition of VSure Tech will not result in non-compliance with the Public Shareholding Spread Requirement. The effects of the Proposed Acquisition of VSure Tech on the substantial shareholders' shareholdings in the Company are set out in **Section 8.3** of this Announcement.

### 2.1 Information of VSure Tech

VSure Tech was incorporated in Malaysia on 13 December 2017 as a private limited company and is deemed incorporated under the Act, is principally involved in the business of digitalised insurance platform management consultancy services and e-commerce business. VSure Tech is a Malaysian InsurTech/ Digital Insurance Intermediary company operating under the brand VSure.life, offering on-demand, embedded, and lifestyle-based insurance solutions, including Shariah-compliant products and micro-protection programmes such as CoFAP. VSure Tech is registered as a corporate insurance agent with the PIAM and as a corporate takaful agent with the MTA, enabling it to distribute insurance and takaful products on behalf of its appointed principals. The conduct of VSure Tech's business is subject to, and dependent on, the continued validity of these registrations and the subsistence of its agency appointments.

VSure Tech owned three wholly-owned subsidiaries, which are CoFAP Sdn Bhd, VSure Marketing Sdn Bhd, and VSure International Holdings Pte Ltd, the details of which are set out in **Section 5** of **Appendix III** of this announcement. As at the LPD, the Vendor holds 51% equity interest in VSure Tech.

Further information on VSure Tech is set out in **Appendix III** of this announcement.

**2.2 Salient terms of the SSA**

The salient terms of the SSA are set out in **Appendix II** of this announcement.

**2.3 Basis of and justification for the Purchase Consideration**

The Purchase Consideration was arrived at on a "willing-buyer and willing-seller" basis, after taking into consideration the following:

(a) the negotiations between the Vendor and the Purchaser;

(b) the rationale of the Proposed Acquisition of VSure Tech as set out in **Section 5.1** of this announcement;

(c) the prospects of TFP Group and digital insurance industry as set out in **Section 6.5** of this announcement;

(d) the fair market value range as appraised by the Valuer as below:

QuantePhi was appointed by TFP to assess the market value of 51% equity interest in VSure Tech. QuantePhi has assessed a market value range of RM5.10 million to RM7.90 million for the 51% equity interest in VSure Tech, using the DCF method. The DCF method is an investment appraisal technique that considers both the time value of money and the future cash flows of the business over a finite period. Under this approach, the future free cash flows to equity of VSure Tech are discounted at a specified cost of equity (ranging from 20% to 25%) to arrive at the present value of VSure Tech. This approach is deemed appropriate given that the intrinsic value of VSure Tech is expected to predominantly reflect the present value of the anticipated net cash flows from VSure Tech Group's business operations.

(e) TFP and the Vendor have agreed on the Aggregate Audited PAT to be achieved by VSure Tech Group over the Profit Guarantee Period.

The Board is of the view that the Aggregate Audited PAT is reasonable and achievable, having taken into consideration the prospects of VSure Tech Group during the Profit Guarantee Period, as set out in **Section 6.5(iv)** of this announcement.

In the event that the Profit Guarantee is not met, TFP's sole right of recourse shall be limited to the non-payment or partial payment (as applicable) of the Cash Consideration in accordance with the terms of the SSA and illustration as set out in **Section 2.4** of this announcement. For the avoidance of doubt, the Vendor shall not be required to compensate TFP for any shortfall in the Aggregate Audited PAT.

Considering the above, the Board is of the view that the Purchase Consideration for the Proposed Acquisition of VSure Tech is reasonable as the Valuation for 51% equity interest in VSure Tech ranges from RM5.10 million to RM7.90 million and the Purchase Consideration of RM5.00 million is slightly below the lower end of this valuation range, which is considered favourable to the Company. The Purchase Consideration reflects a discount range of approximately 1.96% (or RM0.10 million) to 36.71% (or RM2.90 million) to the Valuation of 51% equity interest in VSure Tech.

## 2.4 Mode of settlement of the Purchase Consideration

The Purchase Consideration will be satisfied via a combination of Cash Consideration and the allotment and issuance Consideration Shares to the Vendor, pursuant to the terms and conditions of the SSA as follows:

| Payment terms | Purchase Consideration (RM) | Mode of settlement |
| --- | --- | --- |
| On the Completion Date | 4,000,000 | Allotment and issuance of 200,000,000 Consideration Shares at an issue price of RM0.02 each |
| Within 30 calendar days from the date of issuance of VSure Tech Group's audited financial statement for the FYE 30 June 2028, subject to and conditional upon VSure Tech achieving the Aggregate Audited PAT during the Profit Guarantee Period | 1,000,000 | Cash |
| **Total** | **5,000,000** | |

Pursuant to the term of the SSA, the Vendor agrees and covenants to procure VSure Tech Group to change the existing financial year end of 31 May to 30 June, to take effect from VSure Tech Group's 2026 financial year onwards (or any other financial period as TFP may inform from time to time), upon the completion of the Proposed Acquisition of VSure Tech, to align with TFP's financial year end.

The settlement of the Cash Consideration shall be subject to the following terms:

(i) If VSure Tech Group achieves an Aggregate Audited PAT of at least RM2.00 million over the Profit Guarantee Period, TFP shall pay the Vendor the Cash Consideration of RM1.00 million within 30 calendar days from the date of issuance of VSure Tech Group's audited financial statement for the FYE 30 June 2028.

(ii) If VSure Tech Group does not achieve an Aggregate Audited PAT of RM2.00 million but still reports a positive Aggregate Audited PAT over the Profit Guarantee Period, TFP shall pay the Vendor an amount equal to 51% of the Aggregate Audited PAT achieved, subject always to a maximum payment of RM1.00 million. For illustration, if the Aggregate Audited PAT achieved by VSure Tech Group over the Profit Guarantee Period is RM1.00 million, the amount of Cash Consideration payable to the Vendor shall be as follows:

[(RM1.00 million / RM2.00 million) x 51% equity interest in VSure Tech x RM2.00 million = RM0.51 million]

(iii) If VSure Tech Group records an aggregate loss over the Profit Guarantee Period, no Cash Consideration shall be payable to the Vendor, and the Vendor shall not be required to compensate TFP for such losses. In these circumstances, the nett Purchase Consideration payable to the Vendor is only the Consideration Shares amounting to RM4.00 million.

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### 2.5 Basis of determining and justification for the issue price of the Consideration Shares

The Board is of the view that the issuance of Consideration Shares to satisfy part of the Purchase Consideration for the Proposed Acquisition of VSure Tech would:

(i) enable TFP Group to conserve its cash reserves to be used for working capital for its existing businesses. As at the LPD, TFP Group's cash and bank balances stood at approximately RM1.00 million. TFP Group would also be able to avoid incurring interest and other related expenses which would arise if bank borrowings are used to partially fund the Purchase Consideration pursuant to Proposed Acquisition of VSure Tech, thereby minimising cash outflow. Based on TFP Group's prevailing interest rate for bank borrowings of 6.50% per annum, TFP Group would be able to avoid an interest cost of approximately RM0.26 million per annum with the issuance of 200,000,000 Consideration Shares at an issue price of RM0.02 each (equivalent to RM4.00 million) to partially fund the Purchase Consideration; and

(ii) strengthen the capital base of TFP and potentially improving the trading liquidity of TFP Shares on Bursa Securities as the number of issued TFP Shares will increase from 647,649,190 as at the LPD (excluding treasury shares) to 1,166,943,890 after the completion of the Private Placement, Acquisition of Land and Proposed Acquisition of VSure Tech, as set out in **Section 8.1** of this announcement.

The basis for the issue price of RM0.02 includes the following:

(i) The Vendor has expressed his willingness to receive part of the Purchase Consideration by way of the allotment and issuance of the Consideration Shares at an issue price of RM0.02 per Share in lieu of cash. The issue price of RM0.02 per Consideration Share is based on the 5-day VWAP of TFP Shares up to and including the LPD of RM0.02. The issuance of the Consideration Shares to the Vendor reflects his willingness to participate in the equity of TFP in place of receiving cash. This structure also enables the Vendor to share in the future growth prospects of the TFP Group and potentially realise capital appreciation should the market price of TFP Shares appreciate over time; and

(ii) The Consideration Shares are subject to market risks of TFP Shares to be assumed by the Vendor, which is influenced by factors including market sentiments, liquidity of TFP Shares as well as volatility of the general equity markets.

Premised on the above, the Board is therefore of the view that the partial payment of the Purchase Consideration via the allotment and issuance of the Consideration Shares is justifiable and reasonable.

### 2.6 Ranking of the Consideration Shares

The Consideration Shares, upon allotment and issuance, shall rank equally in all respects with the then existing TFP Shares as at the date they are being allotted and issued, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares.

### 2.7 Source of funding

Considering the timing of payment of the Cash Consideration as set out in **Section 2.4** of this announcement, the Board expects the Cash Consideration to be fully funded via internally generated funds of the Group.

### 2.8 Liabilities to be assumed by the Company

Save for the liabilities arising from the ordinary course of business of VSure Tech Group, TFP Group will not assume any liabilities (including contingent liabilities and guarantees) pursuant to the Proposed Acquisition of VSure Tech.

### 2.9 Additional financial commitment

The Group is not required to make any additional financial commitment to put the business of VSure Tech Group on-stream as VSure Tech Group is already in operation. Notwithstanding that VSure Tech Group incurred losses in the past, with the ongoing contracts in place, VSure Tech Group expects to achieve a turnaround in its financial performance following the Proposed Acquisition of VSure Tech, as set out in **Section 6.5(iv)** of this announcement.

### 2.10 Information on the Vendor

Faiz, a Malaysian, aged 45, is a substantial shareholder of VSure Tech.

Faiz holds a Bachelor Degree in Construction Management from University of Southwest State University, Kursk Russia and Executive Master in Business Administration from University Malaysia Pahang Al-Sultan Abdullah in 2015 and 2023, respectively. He has over 20 years of experience in waste management, tourism and digital insurance industry.

He currently serves as Director of DS Biofuel Holdings Sdn Bhd, a company incorporated in 2024 which principally involved in wholesale of palm oil and variety of goods without any particular specialization, where he oversees business operation of the company.

As at the LPD, Faiz is not a Director and/or chief executive of TFP and is not a Director of any other company which is TFP's subsidiary or holding company, and is not a person connected with them.

### 2.11 Listing of and quotation for the Consideration Shares

An application will be made to Bursa Securities for the listing and quotation for the Consideration Shares on the ACE Market of Bursa Securities which is expected to be submitted within 2 months from the date of this announcement.

## 3. PROPOSED BONUS ISSUE OF WARRANTS

### 3.1 Basis and number of Warrants to be issued

As at the LPD, the issued share capital of TFP is RM9,070,200.05 comprises 648,928,190 TFP Shares, including 1,279,000 treasury shares held in TFP. The number of issued TFP Shares will increase from 647,649,190 as at the LPD (excluding treasury shares) to 966,943,890 after the completion of the Private Placement and Acquisition of Land, and further to 1,166,943,890 after the completion Proposed Acquisition of VSure Tech, as set out in **Section 8.1** of this announcement.

The Proposed Bonus Issue of Warrants will entail an issuance of up to 583,471,945 Warrants, on the basis of 1 Warrant for every 2 existing TFP Shares held by the Entitled Shareholders on the Entitlement Date.

The entitlement basis for the Proposed Bonus Issue of Warrants was determined based on the following:

(i) rationale for the Proposed Bonus Issue of Warrants as detailed in **Section 5.2** of this announcement;

(ii) the potential dilutive effect on the consolidated EPS of the Company upon exercise of the Warrants; and

(iii) compliance with Rule 6.51 of the Listing Requirements which states that the Company must ensure that the number of new TFP Shares which will arise from the exercise or conversion of all outstanding convertible equity securities, does not exceed 50% of the total number of issued shares of the Company (excluding treasury shares, if any and before the exercise of the convertible equity securities) at all times, illustrated as follows:

| | No. of Shares |
|---|---|
| Total number of issued shares of the Company (excluding treasury shares, if any and before the exercise of the convertible equity securities) **(A)** | 1,166,943,890 |
| To be issued assuming full exercise of the Warrants **(B)** | 583,471,945 |
| **Enlarged issued share capital after the Proposed Bonus Issue of Warrants** | 1,750,415,835 |
| **(B)/(A)** | **50.00%** |

The actual number of Warrants to be issued under the Proposed Bonus Issue of Warrants will depend on the number of Shares in issue on the Entitlement Date. The fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and/or dealt with by the Board in such manner as it may in its absolute discretion deem fit or expedient and in the best interest of the Company.

The Proposed Bonus Issue of Warrants will not be implemented on a staggered basis over a period of time.

### 3.2 Indicative salient terms of the Warrants

The indicative salient terms of the Warrants are set out in **Appendix IV** of this announcement.

### 3.3 Basis of determining the exercise price of the Warrants

The Warrants will be issued at no cost to the Entitled Shareholders based on their respective shareholdings on the Entitlement Date.

The exercise price of the Warrants will be determined by the Board at a later date, after the receipt of all relevant approvals but before the announcement of the Entitlement Date, after taking into consideration, amongst others, the following:

(a) the historical price movement of TFP Shares;

(b) the 5-day VWAP of TFP Shares up to and including the last trading day prior to the price fixing date of the exercise price of Warrants;

(c) the Warrants are exercisable at any time for a tenure of 5 years from the date of issuance of the Warrants which may provide the shareholders an alternative to participate and trade in the equity derivative of TFP over the tenure of Warrants and potentially realise a capital gain in the event of any Share price appreciation; and

(d) the Warrants will be issued at no cost.

In any event, it is the intention of the Board to fix the exercise price of the Warrants based on approximately to the 5-day VWAP of TFP Shares up to and including the market day immediately prior to the price-fixing date.

For illustration purposes only, the exercise price of the Warrants is assumed to be RM0.02 per Warrant, representing the 5-day VWAP of TFP Shares of RM0.02 up to and including the LPD.

The Warrants will be traded on the ACE Market of Bursa Securities separately from the existing TFP Shares. The Warrants will be issued in a registered form and constituted by the Deed Poll.

The Board wishes to emphasise that the indicative exercise price should not be taken as an indication of or reference to the actual exercise price of the Warrants as it will only be determined and announced at a later date and dependent on the abovementioned factors.

### 3.4 Ranking of the Warrants and the new TFP Shares to be issued arising from the exercise of the Warrants

The warrant holder(s) will not be entitled to any voting rights or right to participate in any form of distributions other than on winding up, compromise or arrangement of TFP as set out in the Deed Poll and/or offer of further securities in TFP until and unless such warrant holders exercise their Warrants into new TFP Shares.

The new TFP Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing TFP Shares, save and except that the new TFP Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the new TFP Shares.

### 3.5 Utilisation of proceeds

The Proposed Bonus Issue of Warrants will not raise any immediate funds as the Warrants will be issued at no cost to the Entitled Shareholders. The estimated expenses of the Proposals which will be funded via internally generated funds, amounting to RM430,000 comprising the following:

(i) professional fees to the advisers in relation to the Proposals; and

(ii) other incidental expenses in relation to the Proposals (e.g., fees payable to authorities, printing, expenses to convene the EGM), other ancillary expenses (e.g., out-of-pocket expenses and relevant taxes) and contingencies.

The amount of proceeds to be raised from the exercise of the Warrants would depend on the actual number of Warrants exercised during the exercise period. Assuming that all Warrants are exercised at the exercise price of RM0.02 each, the Group would be able to raise gross proceeds of up to RM11.67 million.

The exact quantum and timeframe for utilisation of the proceeds to be raised are not determinable at this juncture. The Board anticipates that any proceeds to be raised from the exercise of the Warrants will be utilised by the Group for the Group's working capital requirements within 24 months from the date of receipt of such proceeds.

The Group intends to utilise the proceeds of up to RM11.67 million for the working capital requirements of its existing Fintech segment for the following items:

(i) staff costs (e.g. staff salaries, staff allowances and statutory contributions for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for the ongoing development and deployment of the Group's mobile fintech services);

(ii) general administrative expenses (e.g. rental and cost for the upkeep of office equipment, professional and consultancy fees, audit fees, legal fees, tax fees, utilities and other related expenses); and

(iii) marketing expenses (e.g. branding, marketing, and promotional activities for the Group's Fintech segment, including online advertisements expenses and mobile Fintech services starter packs and merchandises etc).

The actual breakdown of utilisation cannot be ascertained at this juncture and will be dependent on the operating and funding requirements of the Group at the time of utilisation. As such, the detailed allocation can only be determined by the Board at a later date.

Pending utilisation, the proceeds to be raised as and when the Warrants are exercised may be placed as deposits with financial institutions and/or short-term money market instruments, as the Board may deem fit. Any interest income derived from the deposits with financial institutions and/or any gains arising from the short-term money market instruments will be used as additional funds for the Group's working capital as mentioned above.

### 3.6 Listing and quotation of the Warrants and new TFP Shares to be issued arising from the exercise of the Warrants

The Warrants and new TFP Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, be listed on the ACE Market of Bursa Securities.

An application will be made to Bursa Securities for the admission of the Warrants to the Official List of the ACE Market of Bursa Securities and for the listing and quotation of the Warrants and the new TFP Shares to be issued arising from the exercise of the Warrants on the ACE Market of Bursa Securities.

### 3.7 Fund-raising exercises undertaken in the past 5 years

Save as disclosed, the Company did not undertake any fund-raising exercise in the past 5 years preceding this announcement:

#### (i) Rights Issue 2020

On 30 September 2020, the Company completed the listing and quotation of 227,406,945 rights shares at an issue price of RM0.03 each together with 227,406,945 warrants on the ACE Market of Bursa Securities, with total gross proceeds raised of approximately RM6.82 million ("**Rights Issue 2020**") which had been fully used as at the LPD for the following purposes:

| **Utilisation purposes** | **Note** | **RM'000** |
|---|---|---|
| Working capital | (1) | 5,159 |
| Exploring other ICT and Fintech related businesses | (2) | 1,243 |
| Expenses for the Rights Issue 2020 | | 420 |
| **Total** | | **6,822** |

Notes:

(1) The working capital for the existing Fintech mobile product business plan with the breakdown as follows:

| **Utilisation purposes** | **RM'000** |
|---|---|
| Staff costs for recruitment of additional employees (e.g. staff salary, staff allowance and statutory contribution for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for Fintech mobile product business plan) | 4,116 |
| Purchase of ICT infrastructure | 200 |
| Marketing expenses (e.g. branding, marketing, and promotional activities) | 450 |
| Others (e.g. consultants fees in establishing a call centre and enhancement to the OneCALL e-wallet as well as automation of the Group's operations) | 393 |
| **Total** | **5,159** |

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(2) The funds allocated for exploring other ICT and Fintech-related business opportunities, with the breakdown are as follows:

| Utilisation purposes | RM'000 |
|---|---|
| Staff costs for employees (e.g. staff salary, staff allowance and statutory contribution for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for the ongoing development and deployment of OneCALL) | 950 |
| Rental, utilities and office related expenses as well as purchase of ICT infrastructure (i.e., laptops and software licenses) | 293 |
| **Total** | **1,243** |

On 21 September 2025, the Company completed the issuance of 118,484,900 new Shares arising from the exercise of 118,484,900 warrants, at an exercise price of RM0.03 each, with total gross proceeds raised of approximately RM3.55 million which had been fully used as at the LPD for the following purposes:

| Utilisation purposes | RM'000 |
|---|---|
| Staff costs for existing employees (e.g. staff salary, staff allowance and statutory contribution for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for the ongoing development and deployment of OneCALL) | 2,712 |
| Rental, utilities and office related expenses as well as purchase of ICT infrastructure (i.e., laptops and software licenses) | 843 |
| **Total** | **3,555** |

There was no variation to the utilisation of proceeds raised from the Rights Issue 2020.

**(ii) Private Placement 2020**

On 1 July 2021, the Company completed the private placement of 62,020,100 new Shares (representing 30.00% of the Company's then total number of issued Shares) at an issue price of RM0.30 each for 20,673,000, RM0.161 each for 20,673,000 Shares and RM0.13 each for 20,674,100 Shares, with a total gross proceeds raised of approximately RM12.22 million ("**Private Placement 2020**") which had been fully used as at the LPD for following purposes:

| Utilisation purposes | Note | RM '000 |
|---|---|---|
| Working capital | (1) | 12,105 |
| Expenses for the Private Placement 2020 | | 113 |
| **Total** | | **12,218** |

Note:

(1) The working capital for the existing Fintech mobile product business plan with the breakdown as follows:

| Utilisation purposes | RM'000 |
|---|---|
| Staff costs for the Group's existing employees (e.g. staff salary, staff allowance and statutory contribution for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for the ongoing development and deployment of OneCALL) | 7,687 |
| Purchase of ICT Infrastructure | 300 |
| Marketing expenses (e.g. branding, marketing, and promotional activities) | 3,386 |
| Others (e.g. consultancy fees in establishing a call centre and enhancement to the OneCALL e-wallet) | 732 |
| **Total** | **12,105** |

There was no variation to the utilisation of proceeds raised from the Private Placement 2020.

**(iii) Private Placement 2023**

On 20 September 2024, the Company completed the private placement of 33,003,300 new Shares at an issue price of RM0.0303 each, with total gross proceeds raised of approximately RM1.00 million ("**Private Placement 2023**") which had been fully used as at the LPD for the following purposes:

| **Utilisation purposes** | **Note** | **RM'000** |
|---|---|---|
| General working capital requirements | (1) | 995 |
| Expenses for the Private Placement 2023 | (2) | 5 |
| **Total** | | **1,000** |

Notes:

(1) The working capital for the existing Fintech mobile product business plan with the breakdown as follows:

| **Utilisation purposes** | **RM'000** |
|---|---|
| Staff costs (e.g. staff salary, staff allowance and statutory contribution for software developers, business development personnel, administrative personnel and operators responsible for the software development, marketing and operations for the ongoing development and deployment of OneCALL mobile fintech services) | 395 |
| Purchase of mobile airtime reload with softpin from the vendors and wholesalers (i.e., Digi, Celcom, U-Mobile, Maxis, Tune Talk, YES and etc) for the distribution to the customers | 600 |
| **Total** | **995** |

(2) The total expenses for the Private Placement 2023 amounted to RM60,000, of which the remaining RM55,000 was funded using internally generated funds.

There was no variation to the utilisation of proceeds raised from the Private Placement 2023.

## 4. PROPOSED DIVERSIFICATION

### 4.1 Details of the existing businesses

As at the LPD, the Group is involved in the following business segments:

(i) BMS segment;

(ii) Fintech segment; and

(iii) Other segments

The financial results for the existing businesses of TFP Group for the past 3 financial years up to the FYE 30 June 2025 are as follows:

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**Revenue**

| | Audited | | | | | |
|---|---|---|---|---|---|---|
| | FYE 30 June 2023 | | FYE 30 June 2024 | | FYE 30 June 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| BMS segment | 1,288 | 33.20 | 799 | 25.77 | 1,251 | 33.12 |
| Fintech segment | 2,621 | 67.55 | 2,385 | 76.91 | 2,890 | 76.51 |
| Others segments | - | 0.00 | - | 0.00 | 12 | 0.32 |
| Adjustments and eliminations | (29) | (0.75) | (83) | (2.68) | (376) | (9.95) |
| **TOTAL** | **3,880** | **100.00** | **3,101** | **100.00** | **3,777** | **100.00** |

**PBT/LBT**

| | Audited | | | | | |
|---|---|---|---|---|---|---|
| | FYE 30 June 2023 | | FYE 30 June 2024 | | FYE 30 June 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| BMS segment | (2,125) | 47.00 | (1,164) | 24.41 | (54) | 2.16 |
| Fintech segment | (1,916) | 42.38 | (2,424) | 50.83 | (2,629) | 105.33 |
| Others segments | (1,110) | 24.55 | (1,080) | 22.65 | (24,587) | 985.06 |
| Adjustments and eliminations | 630 | (13.93) | (101) | 2.12 | 24,774 | (992.55) |
| **TOTAL** | **(4,521)** | **100.00** | **(4,769)** | **100.00** | **(2,496)** | **100.00** |

**PAT/LAT**

| | Audited | | | | | |
|---|---|---|---|---|---|---|
| | FYE 30 June 2023 | | FYE 30 June 2024 | | FYE 30 June 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| BMS segment | (2,170) | 47.53 | (1,164) | 24.32 | (308) | 10.20 |
| Fintech segment | (1,916) | 41.96 | (2,442) | 51.01 | (2,629) | 87.11 |
| Others segments | (1,110) | 24.31 | (1,080) | 22.56 | (24,855) | 823.56 |
| Adjustments and eliminations | 630 | (13.80) | (101) | 2.11 | 24,774 | (820.87) |
| **TOTAL** | **(4,566)** | **100.00** | **(4,787)** | **100.00** | **(3,018)** | **100.00** |

*(Source: Management of the Company and annual reports of the Group for the respective financial years under review)*

The Group's revenue has remained volatile over the past 3 financial years under review, decreasing from approximately RM3.88 million for the FYE 30 June 2023 to approximately RM3.10 million for the FYE 30 June 2024, but then improving to approximately RM3.78 million for the FYE 30 June 2025.

The decline in FYE 30 June 2024 was primarily attributable to the contraction in revenue from the Group's BMS segment, which recorded a significant decline of approximately RM0.49 million or 37.98% to RM0.80 million in FYE 30 June 2024. The lower contribution from the BMS segment was mainly due to slower project implementation and reduced customer spending during the year, which stemmed from cautious corporate expenditure amid a soft operating environment and prolonged project decision-making cycles. In contrast, in FYE 30 June 2025, the revenue from BMS segment experienced a significant improvement of approximately RM0.45 million or 56.57% to RM1.25 million, which was mainly due to the increase of revenue from contract with customers for ICTO, which was amounting to RM557,302 in FYE 30 June 2025 (FYE 30 June 2024: RM148,091).

Similarly, the Fintech segment, which contributed more than two-thirds of the Group's revenue, experienced a decrease of approximately RM0.23 million or 8.78% to RM2.39 million in FYE 30 June 2024, but an increase of approximately RM0.51 million or 21.17% to RM2.89 million in FYE 30 June 2025. The lower contribution from the Fintech segment in FYE 30 June 2024 was primarily due to decrease in quantity of the mobile top up and starter packs sold using the Group's digital wallet, and coupled with a revision in the lower sales commission rate given by the major supplier.

However, heightened market activities and increased transaction volume in the foreign worker payroll and remittance segments, following loosen labour market conditions and higher foreign worker recruitment during the years under review lead to the improvement of the Group's revenue in the Fintech segment.

The Group's other segments, which consists of management services, enterprise systems solutions, investment holding, sales of mobile prepaid starter packs and sales of e-commerce products and services, has continued to incur losses from FYE 30 June 2023 to FYE 30 June 2025 despite generating minimal revenue, mainly due to ongoing administrative expenses and the absence of new commercial projects during the financial years under review.

The Group demonstrated a recovery trend over the past 3 financial years under review, although the Group's LBT and LAT slightly surged from approximately RM4.52 million and RM4.57 million, respectively, in FYE 30 June 2023 to approximately RM4.77 million and RM4.79 million, respectively, in FYE 30 June 2024, the Group's LBT and LAT were significantly improved to approximately RM2.50 million and RM3.02 million, respectively, in FYE 30 June 2025. This improvement in the Group's overall loss position was underpinned by the gradual recovery of the BMS segment, which saw its LAT narrow from RM2.17 million in FYE 30 June 2023 to RM1.16 million in FYE 30 June 2024, and subsequently to RM0.31 million in FYE 30 June 2025, largely due to better cost management, reduced impairment losses, and operational streamlining within the segments.

On 7 January 2026, the Company had obtained approval from its shareholders for the Diversification into Property Business. The Property Business will enable the Group to participate more actively in infrastructure and construction-related activities. Through Acquisition of Land, TFP Group planned to venture into the Property Business via the construction, development and operation of CLQ, which is aimed at generating diversified, stable, and recurring revenue streams to the Group. Through the construction, development and operation of CLQ, the Group is expected to complement the existing Fintech segment to cater to the needs of foreign workers, particularly in payroll services, recruitment and placement. By integrating accommodation solution for the foreign workers into its business model, the Group will be able to offer a comprehensive and value-added suite of service, further strengthening its positioning as a one-stop solution provider for foreign worker management, at the same time creating a recurring revenue stream that supports diversification and long-term sustainability.

On 7 April 2026, TFP entered into the SSA with the Vendor to acquire a 51% equity interest in VSure Tech for the Purchase Consideration. Upon completion of the Proposed Acquisition of VSure Tech, the Group intends to undertake the Digitalised Insurance Business, which is expected to provide an additional income stream to TFP Group moving forward. The Board is optimistic that the Proposed Acquisition of VSure Tech will enhance the Group's financial performance through future revenue and profit contributions arising from the Digitalised Insurance Business.

In view of the above, the Board has undertaken a strategic review of the Group's operations and identified the Digitalised Insurance Business as a viable and timely avenue for diversification. This is supported by the increasing demand for digital insurance solutions as well as the favourable macroeconomic and industry trends outlined in **Section 6.4** of this announcement. The Digitalised Insurance Business is expected to benefit from the Group's enhanced focus on technology-driven insurance offerings under the Proposed Diversification, enabling the Group to participate more actively in the growing digitalised insurance segment.

Based on the above, the Board expects that the Digitalised Insurance Business may contribute more than 25% of the net profits of the Group or cause a diversion of more than 25% of its NA moving forward, based on the following:

(i) the Digitalised Insurance Business, via the Proposed Acquisition of VSure Tech is expected to divert more than 25% of the Group's NA base, which differs from those operations previously carried on by the Group; or

(ii) the Digitalised Insurance Business may potentially provide higher contributions of 25% or more of the net profits of the Group compared to the existing businesses divisions of the Group.

Accordingly, the Board proposes to seek approval from the shareholders of TFP for the Proposed Diversification pursuant to Rule 10.13(1) of the Listing Requirements, at the forthcoming EGM. The Proposed Diversification represents a strategic plan to diversify into the Digitalised Insurance Business, whereby the Group aims to enhance shareholders' value in the long run by expanding its revenue and earnings base.

The Board will continuously review the Group's business operations from time to time with the intention of improving the Group's financial performance and position.

## 4.2 Details of the Digitalised Insurance Business

On 7 April 2026, TFP had entered into the SSA with the Vendor to acquire a 51% equity interest in VSure Tech to venture into the Digitalised Insurance Business.

VSure Tech is a Malaysian InsurTech/ Digital Insurance Intermediary company that operates as a lifestyle digital insurer. VSure Tech is registered as a corporate insurance agent with the PIAM and as a corporate takaful agent with the MTA, enabling it to distribute insurance and takaful products on behalf of its appointed principals. The conduct of VSure Tech's business is subject to, and dependent on, the continued validity of these registrations and the subsistence of its agency appointments. In addition, VSure Tech leverages technology and innovation to deliver affordable, accessible and flexible insurance protection to their customers. VSure Tech Group operates a digital insurance platform that integrates D2C, B2B and B2B2C channels. Its strategic objective is to democratise financial protection and literacy Asia through digital distribution, embedded insurance capabilities and peer-to-peer mutual aid models, thereby aligning with national financial inclusion and protection agendas.

The principal activities of VSure Tech Group span four core verticals, namely digital insurance and takaful operations, CoFAP, digital insurance marketplace and health and lifestyle technology analytics. Through its digital insurance and takaful operations, VSure Tech has developed a full-stack general insurance and takaful platform, offering curated protection products for B2B, B2B2C and D2C. Complementing this is the CoFAP platform, a shariah-compliant, peer-to-peer mutual financial assistance model that enables communities, SMEs and captive groups to access affordable financial protection through group contributions and shared risk pools.

VSure Tech Group also operates a digital insurance marketplace that offers a white-label, API-driven embedded insurance distribution platform, enabling financial institutions, fintechs, superapps and marketplaces to seamlessly integrate a wide range of insurance products such as personal accident, motor, travel, medical, life and cyber protection.

VSure Tech Group's product suite includes EzPA, an ultra-affordable personal accident protection plan starting from RM7 per year, FlexiFit and FlexiLeisure, which are on-demand lifestyle insurance products that allow users to toggle coverage according to their needs, and VSure SME Pro that focused propositions such as eBizCover, eBLite and Cyber Protection, which had emerged as the winner of the Insurance Innovative Challenge Fund launched by the United Nations Development Programme ("**UNDP**") and Generali in November 2024. These products are distributed through a combination of mobile and web platforms, white-label partnerships and API integrations with digital ecosystems. This approach allows VSure Tech Group to target both retail consumers and enterprise partners while maintaining low acquisition costs and high scalability. Its technology infrastructure incorporates seamless eKYC onboarding, dynamic pricing, embedded API capabilities, automated claims management and real-time analytics, supporting end-to-end digital insurance operations.

Its embedded insurance business model has enabled it to secure commercial partnerships with a broad range of strategic partners. These partnerships provide access to large captive customer bases and support VSure Tech Group's focus on B2B and embedded distribution channels as its primary go-to-market strategy.

Looking ahead, VSure Tech Group intends to accelerate its growth through the following key initiatives, subject to market conditions and regulatory requirements:

(i) gradually expanding the scope of its CoFAP Risk Captive business from B2B2C model to include B2G2C model;

(ii) subject to ongoing support from the UNDP, further integrating VSure SME Pro with selected B2G and B2B partners to extend its reach to micro, small and medium enterprises and small merchants; and

(iii) integrations with TFP's mobile Fintech, HealthTech and medical third-party administrator (TPA) partners with a view to strengthen the delivery of inclusive, affordable healthcare and protection solutions.

By leveraging its proprietary technology stack, strategic partnerships and embedded distribution model, VSure Tech Group is well positioned to play a significant role in advancing financial inclusion in Malaysia.

Further details on the prospects of Digitalised Insurance Business are as set out in **Section 6.5(iv)** of this announcement.

**4.3 Key management personnel**

The Group has identified Eddy Wong and Jason Ho to oversee the operations of the Digitalised Insurance Business. Their profile is set out as below:

**4.3.1 Eddy Wong**

Eddy Wong, a Malaysian, age 51, is the Co-Founder, Chief Executive Officer and Managing Director of VSure Tech, a position he has held since December 2017. He holds a Bachelor of Science, General Management from Arkansas State University, United States of America and a Master of Business Administration (MBA) from Charles Sturt University, Australia.

Upon his graduation in 1996, he began his career as an Internal Auditor with Public Bank Group (Public Finance Berhad and Public Bank Berhad), which principally involved in commercial banking and regional financial services. He was a team leader at the head office, responsible for auditing treasury and investment portfolios. He left Public Bank Group in 2002. In 2003, he joined EON Bank Berhad as the Lead Auditor for treasury and investment functions. He left EON Bank Berhad in the same year.

He subsequently advanced his career in 2003 by joining Roots Consulting Sdn Bhd, where he broadened his exposure to the risk and strategy management consulting. In this role, he was entrusted with the responsibilities of Managing Consultant, leading client portfolios, pre-sales, project engagement, delivery and post implementation support.

In 2006, he left Roots Consulting Sdn Bhd and joined Prudential Services Asia Sdn Bhd, a company principally involved in global financial services, including insurance, asset management and investments, as the Regional Head of SOX, Asia and eventually advanced to the role of General Manager of Prudential Services Asia. During his tenure there, he played a key role in driving growth, consolidation and optimisation of service delivery across Malaysia and Singapore markets. He left Prudential Services Asia Sdn Bhd in 2011.

He later joined multinational corporations ("**MNCs**") namely Worley Shared Services Sdn Bhd (Global Oil and Gas company) as General Manager, Operations and Delivery (between 2011 to 2013) and Experian Information Services (Malaysia) Sdn Bhd (Global Development and Delivery Centre) as Country Director and Site Leader (between 2013 to 2018), where he contributed to commercial and people leadership, financial governance, branding and marketing, and regulatory compliance of these MNCs.

In 2018, he joined American Institute of Certified Public Accountants (AICPA) and The Chartered Institute of Management Accountants (CIMA), where he served as Global Vice President of Global Business Services and provided leadership in global operations and services support for Asia, Europe and the United States of America markets. This further enhanced his experience in corporate and commercial management on a global stage. He left these organisations in 2022.

In his current role at VSure Tech, he is responsible for driving commercial outcomes, sustaining and accelerating growth, exploring and innovating new products and services, and optimising internal resource development. With his strong commercial and people leadership, industry, business, technical and contractual foundation, supported by extensive leadership experience, Eddy Wong brings a balanced blend of operational expertise and strategic vision and insight to VSure Tech Group. He remains committed to driving sustainable growth and operational excellence across the VSure Tech Group's business segments.

With over 30 years of experience in corporate, commercial management and people leadership, he plays an instrumental role as a key personnel for VSure Tech Group's Digitalised Insurance Business. As at the LPD, he is not a Director of any public listed company.

#### 4.3.2 Jason Ho

Jason Ho, a Malaysian aged 57, is the Co-Founder and Chief Operating Officer of VSure Tech, a position he has held since December 2017. He holds a Bachelor of Science in Information Systems Degree from the University of New South Wales, Australia.

Upon his graduation in 1992, he began his career with Renong Technologies Sdn Bhd as a Systems Engineer. The company is principally involved in providing ERP solutions, and he was responsible for the installation and commissioning of IBM Reduced instruction set computer (RISC) systems. He left Renong Technologies Sdn Bhd in August 1996.

He subsequently continued his career in 1996 with Siemens Malaysia Sdn Bhd, where he expanded his exposure in the utilities industry. In this role, he was entrusted with the roll-out and release management of the customer information and billing system to all offices of Tenaga Nasional Bhd ("**TNB**") throughout Peninsular Malaysia, contributing to the modernisation of TNB's approach to customer management and billing operations, directly supporting its core business functions. He left Siemens Malaysia Sdn Bhd in February 2005.

He later joined Logica Malaysia Sdn Bhd in 2005, taking on the role of Project/ Delivery Manager for Shell Distribution. His responsibilities included the management of 24/7 support and maintenance global team for Shell Card that runs over 25 countries around the world.

Managing a global support team, enabled him to strengthen his capabilities in driving organisational efficiency in IT operations in the area of incident response, improve customer satisfaction, and streamlining workflows, including contingency and resource planning. He left Logica Malaysia Sdn Bhd in January 2009.

Before co-founding VSure Tech, his final corporate appointment was with Experian Information Services (Malaysia) Sdn Bhd (Global Development and Delivery Centre), which he joined in 2009 as a Senior Project Manager and later became the Director of Software Development, managing a team of 95 software developers. During his tenure, he was involved in introducing agile software development methodology and played a central role in transforming the development team into a centre of excellence, producing the next generation decision analytics software suite for credit risk management used by financial institutions across the world. He left Experian Information Services (Malaysia) Sdn Bhd in October 2016.

In his current role at VSure Tech, he oversees VSure Tech Group's operational functions and leads the development and delivery of its digital solutions. Leveraging 33 years of leadership experience in the IT sector, he ensures the smooth running of business operations and drives the software development of mobile and web applications. His extensive technical expertise, together with his hands-on operational management style, enables him to support VSure Tech Group in scaling its digital capabilities and enhancing the customer experience.

With over three decades of experience in the IT industry, he continues to play a pivotal role in shaping VSure Tech Group's Digitalised Insurance Business. As at the LPD, he is not a Director of any public listed company.

The details of the existing employees of VSure Tech Group that support Eddy Wong and Jason Ho in overseeing and managing the Digitalised Insurance Business are as follows:

| **Department** | **Description of job functions** | **Number of personnel** |
|---|---|---|
| Sales and Commercial and Chief Executive Officer's Office including Finance Support | Including business development management and partnership, pre-sales and support, commercial tracking and reporting, strategy planning, and execution and performance management. | 3 |
| Operations and Delivery and Tech Support | Including post-sales/ go-live conversion and post go-live support, ongoing operations support and service delivery for existing partners and customers, continuous liaison and integration of support services with insurance partners, technology project coordination, progress tracking, and liaison with technology partners and customers' technology teams. | 3 |
| Actuarial and Product Innovation and Compliance Reporting | Including product innovation review and key liaison with insurance and reinsurance partners, product design and development with customers partners, compliance reporting, and preparation of business and product proposition papers for regulatory submission. | 2 |
| | **Total** | **8** |

Moving forward, upon successful implementation of the intended expansion of the Group's business to include the Digitalised Insurance Business, Eddy Wong and Jason Ho will initially oversee and lead the operations of these new business segment. Thereafter, the Group intends to progressively recruit additional employees with the necessary expertise in Digitalised Insurance Business, as and when required in tandem with the growth of the Digitalised Insurance Business.

At this juncture, the exact number of employees to be recruited, their respective positions and the timing of such recruitment cannot be determined with certainty, as these will depend on the actual pace of business expansion, operational requirements, and prevailing market conditions.

Based on the above, the Board believes that, by leveraging on the expertise of the aforesaid key management personnel, the Group has the capability, capacity and resources to diversify into the Digitalised Insurance Business.

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## 5. RATIONALE FOR THE PROPOSALS

### 5.1 Proposed Acquisition of VSure Tech

The Proposed Acquisition of VSure Tech represents a strategic initiative by TFP Group to expand its revenue sources and establish a presence in the digital insurance industry. The acquisition aligns with the Group's strategy to tap into new market segments driven by increasing demand for digital-first, on-demand and micro-insurance solutions among consumers, SMEs and participants in the digital economy. Upon completion of the Proposed Acquisition of VSure Tech, the digital insurance business is expected to provide an additional income stream for the Group by broadening TFP Group's existing business scope beyond its major BMS and Fintech segments. These initiatives are intended to enhance the Group's long-term financial performance by participating in a sector characterised by growth prospects, digitalisation and increasing regulatory support for technology-driven insurance models.

The Proposed Acquisition of VSure Tech is expected to complement the Group's existing digital and technology capabilities, particularly in relation to its fintech and workforce-related solutions, including digital wage payment, payroll and related platforms that are utilised by enterprises employing foreign workers. By integrating VSure Tech's digital insurance platform, and product design capabilities, the Group will be able to embed insurance protection solutions into relevant digital workflows within its existing ecosystem, including those associated with workforce management, payroll and payment-related platforms.

The integration of VSure Tech is expected to enhance the Group's ability to offer embedded insurance solutions that can be bundled with its existing digital services, including wage payment, payment facilitation and workforce-related solutions. This is anticipated to strengthen the Group's value proposition to enterprise customers and employers of foreign workers, improve customer retention and create cross-selling opportunities within its existing customer base.

Following the acquisition of VSure Tech, the TFP Group will be better positioned to collaborate with enterprise customers, digital platform providers and payment partners to offer integrated insurance solutions that can be incorporated into their service offerings, including cases involving foreign workers. This is expected to support the Group's long-term strategy of expanding recurring revenue streams while improving operational efficiency through the consolidation of digital and technology infrastructure at the Group level.

Premised on the growth potential of the digital insurance industry as set out in **Section 6.4** of this announcement and in line with the Group's strategy to strengthen its presence in sectors with expansion opportunities, the Board is of the view that acquiring a 51% equity interest in VSure Tech is beneficial to the Group. The Proposed Acquisition of VSure Tech will allow TFP Group to support and expand its existing customer relationships, enhance its overall market presence in Malaysia, and tap into the growing digital insurance market. The acquisition will also enable the Group to consolidate VSure Tech Group's financial results, which is expected to contribute positively to the Group's future financial performance.

The Board is of the view that satisfying the Purchase Consideration through a combination of Cash Consideration and the allotment and issuance of the Consideration Shares will allow the Group to conserve up to RM4.00 million in cash, which can instead be channelled towards working capital requirements and the implementation of the Group's ongoing business expansion plans.

### 5.2 Proposed Bonus Issue of Warrants

The Board is of the view that the Proposed Bonus Issue of Warrants:

(i) will enable the shareholders of TFP to own convertible securities in the Company, which are tradable on Bursa Securities, without incurring any cost;

(ii) will provide the shareholders of TFP with an opportunity to further increase their equity participation in the Company at a pre-determined exercise price over the tenure of the Warrants;

(iii) will allow the shareholders of TFP to benefit from any potential capital appreciation of the Warrants; and

(iv) will provide the Company with additional working capital as and when the Warrants are exercised without incurring interest costs as compared to bank borrowings.

### 5.3 Proposed Diversification

As mentioned in **Section 4.1**, the Board is expecting that the Digitalised Insurance Business may cause a diversion of more than 25% of its NA or contribute more than 25% of the net profits of the Group moving forward. The accelerating need for integrated technology platforms has created opportunities for service providers with technological capabilities and track records. In view of this and the growing demand for digital-first, on-demand, micro-insurance and embedded insurance solutions, the Proposed Diversification is expected to strengthen the Group's financial performance and position in the long run.

In addition, the Proposed Diversification is expected to enhance the Group's competitive position by providing recurring revenue through long-term solution subscription-based models. The Digitalised Insurance Business also complements the Group's existing businesses, enabling the development of integrated digital offerings that improve efficiency, user experience and operational governance for its customers. This will allow the Group to offer a comprehensive and value-added suite of services to its customers, enhance customer engagement, and generate recurring revenue streams that support diversification and long-term sustainability.

The Proposed Diversification forms part of the Group's strategy to expand and enhance its existing fintech and workforce-related digital solutions by introducing complementary services that can be embedded within its current platforms. The Group currently provides digital wage payment, payroll and related solutions to enterprise customers, including employers of foreign workers. The inclusion of digital insurance solutions allows the Group to extend these services by offering insurance protection that is relevant to the foreign worker segment and can be delivered through the same digital infrastructure.

The rationale for the Proposed Diversification is to leverage the Group's established technology platforms, customers relationships and payment capabilities to offer integrated and value-added solutions within the foreign workers ecosystem. By embedding insurance protection into existing digital workflows, such as wage payment and workforce management processes, the Group is able to enhance service completeness, improve user experience and strengthen customers engagement, without incurring significant incremental infrastructure costs.

In addition, the Digitalised Insurance Business is expected to provide the Group with recurring revenue through subscription-based models, which complements the Group's existing revenue streams and supports its long-term diversification strategy. This approach enables the Group to deepen its participation in the foreign workers ecosystem, improve customer retention through bundled services, and enhance long-term sustainability while remaining aligned with its core digital and fintech capabilities.

Premised on the above, the Group is of the view that the Proposed Diversification will provides the Group with an additional income stream, broaden its business scope and complement the Group's existing business segments. Barring any unforeseen circumstances, the Board believes that the Proposed Diversification will contribute positively to the Group's future earnings and overall financial performance. The Board and Management remain cautiously optimistic about the long-term prospects of the digital insurance business, given its strategic fit within the Group's technology and Fintech ecosystem and the favourable market dynamics supporting the sector's growth.

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## 6. INDUSTRY OUTLOOK AND PROSPECTS

### 6.1 Overview and outlook of the Malaysian economy

In 2025, the economy is expected to grow between 4% and 4.8%, underpinned by firm domestic demand. From the demand perspective, private consumption is anticipated to remain resilient, supported by higher disposable income, favourable labour market conditions, targeted assistance programmes and vibrant tourism activities. Investment momentum will be sustained by the realisation of multi-year projects and strong inflows into high-growth segments such as semiconductors and data centres. From a supply perspective, the services and manufacturing sectors will continue to lead growth. The services sector will be driven by robust tourism activities, dynamic retail trade and increased demand for business-related services. Meanwhile, the manufacturing sector will benefit from growing semiconductor demand due to the expansion of the digital economy and the increasing use of AI edge applications as well as strong performance in domestic-oriented industries.

In 2026, Malaysia's economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System (SSPA), continuation of targeted assistance programmes and robust tourism activities in conjunction with Visit Malaysia 2026 ("**VM2026**"). In addition, strong investment performance will be supported by higher capital expenditures, particularly in high-impact strategic sectors. The services and manufacturing will remain key drivers of growth, complemented by sustained construction and agriculture sectors.

Malaysia's economy remains strong, having grown by a steady 4.4% in the first six months of 2025. Growth is projected to remain within the range of 4% to 4.8% in 2025 and 4% to 4.5% in 2026. These projections are consistent with the International Monetary Fund (IMF) in the World Economic Outlook Update (July 2025), which forecasts Malaysia's growth at 4.5% for 2025 and 4% for 2026. The growth will mainly be underpinned by strong domestic demand, moderate inflation, favourable labour market and proactive policies undertaken by the Government. The performance will also be supported by the VM2026. The economy continues to be steered by the Ekonomi MADANI framework and the Government remains committed to positioning Malaysia as an attractive destination for quality investments. At the same time, ongoing improvements in the wage-setting mechanism and rising business efficiency are expected to strengthen the wage structure, thus contributing to a higher labour income share.

*(Source: Economic Outlook 2026, MOF)*

Malaysia's GDP grew by 5.2% in the third quarter of 2025, maintaining a steady pace of expansion. Growth momentum was primarily supported by the Services sector on the supply side, while on the demand side, private consumption and investment remained the key drivers. This reflects the resilience of domestic demand in cushioning against global pressure and sustaining overall economic activity.

*(Source: Malaysian Economic Statistics Review Vol. 11 2025, DOSM)*

The services volume index continued to record positive growth of 4.8%, reaching 163.4 points in the third quarter of 2025. This performance was driven by growth in the wholesale & retail trade, food & beverage and accommodation segment (5.5%), followed by information & communication and transportation & storage segment (5.4%), Business services and finance segment (2.2%), and other services segment (8.9%).

For quarter-on-quarter comparison, volume index of services increased by 2.2% in the third quarter of 2025. This growth was supported by increases in the wholesale & retail trade, food & beverage and accommodation segment (2.4%), the business services & finance (2.3%) the information & communication and transportation & storage segment (1.5%), and the other services (3.6%).

*(Source: Quarterly Volume Index of Services, 3rd Quarter 2025, DOSM)*

Malaysia's cumulative growth for the first three quarters of 2025 eased to 4.7%, as compared with 5.2% during the corresponding period in 2024. All sectors displayed moderation led by the Services sector which recorded steady growth throughout the three quarters in line with firm domestic demand. The Manufacturing sector grew modestly, while the Construction sector sustained its strong double-digit performance that began in early quarter of 2024. The Agriculture and Mining & quarrying sectors continued to exhibit mixed quarterly performance, influenced by weather conditions and fluctuations in commodity prices.

*(Source: Malaysian Economic Statistics Review Vol. 12 2025, DOSM)*

### 6.2 Overview and outlook of ICT industry in Malaysia

The ICT industry is one of the few sectors that has seen strong growth since the pandemic. In 2021, the most recent complete year data available, ICT contributed 23.2% to Malaysia's GDP and is projected to rise to 25.5% by 2025. The government and private sector in Malaysia are in the process of embracing a country-wide digital transformation. The digitalisation of operations across all major industrial sectors will be a decisive factor in securing Malaysia's role in the future global economy.

To support this nationwide vision, the Malaysian government launched the MyDIGITAL initiative as part of the Malaysia Economy Digital Economy Blueprint. This initiative is part of the government's plans to transform Malaysia into a digitally driven, high-income nation and a regional leader in the digital economy by 2030. Through the government's Cloud First strategy under the MyDIGITAL blueprint, Malaysia looks to enhance its capabilities as a regional data hub, welcoming investment in data centers.

*(Source: Malaysia Country Commercial Guide, International Trade Administration)*

The information and communication subsector expanded by 3.5% in the first half of 2025 ("**H1 2025**") attributed to increasing demand for digital connectivity and data services in the telecommunication segment. The subsector's growth is projected to increase by 3.6% in the second half of the year, leading to an overall growth of 3.6% in 2025.

The information and communication subsector is expected to grow 4.3%, mainly driven by expansion in AI technologies, data centre and cloud computing capacities as well as continued government support through comprehensive digital policies and infrastructure upgrades. In addition, the subsector will be fuelled by higher social commerce activities via various social platforms as well as subscriptions of over-the-top (OTT) media services for e-sports and entertainment. Major sporting events such as the 2026 FIFA World Cup, BWF Thomas & Uber Cup 2026 and the 2026 Commonwealth Games will increase the number of subscribers, further boosting the subsector.

*(Source: Economic Outlook 2026, MOF)*

Data centres import high volumes of specialised equipment such as server racks and cooling systems due to limited local manufacturing options. This has resulted in a surge of capital imports in recent years (average January to September 2025: RM17.8 billion; average in 2024: RM13.9 billion; average in 2022: RM10.7 billion), exerting pressure on Malaysia's current account balance. This pressure, to a certain degree, would be cushioned by ICT services exports once data centres begin their operations.

However, since these benefits will only materialise when data centres are completed and operational, the support from services exports would likely be marginal in the near term. There are already tentative signs that data centres have started to contribute positively to ICT services exports. Between January to September 2025, ICT services exports grew 9% to RM16.8 billion, higher than the RM15.5 billion recorded in the same period last year, 2024.

*(Source: Quarterly Bulletin Third Quarter 2025, BNM)*

### 6.3 Overview and outlook of digital solutions industry in Malaysia

Digital transformation has become a key agenda in Malaysia's economic development within the era of Fourth Industrial Revolution (4IR), targeting a 25.5% contribution of the digital economy to the GDP by 2025. Digitalisation across industries is a critical necessity and not merely the adoption of new technologies, but the integration of advanced technologies such as AI, Internet of Things (IoT), Automation, Big Data Analytics, and Cloud Computing into manufacturing and service operation to enhance competitiveness, operational efficiency, and sustainable growth within an increasingly complex and dynamic global business landscape.

By 2025, Malaysia's digitalisation programmes have gained significant momentum, aligning with the nation's aspiration to achieve high-income and developed nation status. The implementation is reinforced through various national policies and key initiatives, including Malaysia Digital Economy Blueprint (MyDIGITAL), Malaysia 4IR Policy 2021, National Science, Technology and Innovation Policy (NSTIP 2021-2030), New Industrial Master Plan (NIMP 2030), Malaysia Digital Economy Framework (DEB 2021-2030), Digital Economy and Technology Action Plan (DE-T 2021), National E-Commerce Strategic Roadmap (NESR) 2.0, National Digital Network Plan (JENDELA 2020-2025), National Cyber Security Policy (NCSP 2020) and Industry4WRD Policy.

The Thirteen Malaysia Plan, 2026-2030 (RMK13), with the theme 'Melakar Semula Pembangunan', represents continuous commitment of the Government in realising the aspirations of the Ekonomi MADANI. The national development for the upcoming five years will be based on a comprehensive transition towards digitalisation and advanced technologies, particularly AI, as well as the development of a social system anchored on insan MADANI with a united society under the whole-of-nation approach.

The restructuring of the economy based on technology and the establishment of a strong social system are the main elements in building a sovereign and dignified nation-state. This transition requires integrated planning and action to boost economic growth akin to raising the ceiling, uplift the living status of the rakyat akin to raising the floor and strengthen service delivery towards excellent governance.

*(Source: Malaysia Digital Economy 2025, DOSM)*

The digital economy is one of the fastest-growing sectors in Malaysia. The Malaysian government continues to boost its digital ecosystem by working with international technology providers and partners. That development presents opportunities for US digital technology companies to export their products and services to Malaysia and the ASEAN region in such areas as AI, the IoT, cloud technology, financial technology and cybersecurity. Government officials promote Malaysia as the ASEAN digital economy hub, given the rapid growth of digital infrastructure investment in data centers, 5G telecom networks, cybersecurity, and AI investments. The Malaysian government also aims to promote the country as a leading digital nomad hub in ASEAN while boosting digital adoption and promoting professional mobility and tourism. US companies have the opportunity to provide trusted digital technologies that interoperate with other leading solutions.

*(Source: Country Commercial Guide: Malaysia's Digital Economy, International Trade Administration)*

Malaysia's digital economy continues to chart strong growth, fuelled by sustained investor confidence and a vibrant ecosystem of innovation, talent and infrastructure. Digital investments under the Malaysia Digital national strategic initiative surged by 125% in 2Q 2025, rising from RM13.11 billion in 1Q to RM29.47 billion, reaffirming Malaysia's position as a preferred foreign digital investment (FDI) location in ASEAN. As of June 2025, a total of 261 companies approved under the Malaysia Digital initiative have collectively committed RM42.58 billion in investments, with the potential to generate 17,495 knowledge workers over the next five years. Leading the investment landscape is the data centre and cloud vertical, which contributed RM30.95 billion and expected to generate 1,440 knowledge workers due to strong demand for regional data infrastructure.

Notably, data centre companies alone committed RM13.45 billion, highlighting investor confidence in Malaysia's digital infrastructure and regional connectivity. Other high growth, expanding sectors include AI, which attracted RM3.29 billion in investments, with an estimated 6,920 jobs created, representing 40% of the total projected employment. Meanwhile, global business services, with investment amounting to RM4.99 billion, is expected to create 5,632 jobs, or 32% of total job creation.

*(Source: Malaysia's Digital Investments Skyrocket In 2Q 2025 — Strong Confidence From Global Investors, MDEC)*

## 6.4 Overview and outlook of the digital insurance market in Malaysia

The Malaysia InsurTech Market represents a rapidly evolving sector that leverages innovative technologies to transform and modernize the traditional insurance value chain. InsurTech—short for insurance technology—encompasses a wide array of digital solutions including artificial intelligence (AI), machine learning (ML), blockchain, the Internet of Things (IoT), robotic process automation (RPA), and data analytics to streamline underwriting, claims processing, risk assessment, and customer engagement. The primary objective of InsurTech is to enhance operational efficiency, reduce costs, personalize offerings, and improve the overall customer experience. In Malaysia, both incumbent insurers and agile startups are increasingly adopting InsurTech solutions to remain competitive in an era defined by digital disruption. Consumer expectations are evolving, with growing demand for seamless digital services, instant claim settlements, and usage-based policies. Regulatory bodies in the region are also showing greater openness to digital innovation, further accelerating market growth. As technology continues to reshape the insurance ecosystem, the InsurTech market in Malaysia is poised for significant expansion across life, health, property, and casualty segments.

The growth of Malaysia's InsurTech market is driven by rising demand for personalized insurance products, greater digital penetration, cost efficiency, supportive regulations, and new partnership models. Consumers increasingly seek customized coverage tailored to their lifestyle and financial needs, which InsurTech firms deliver through data analytics, AI, and usage-based pricing. The widespread use of smartphones and internet access has further enhanced accessibility, allowing users to compare, purchase, and manage policies easily via digital platforms. By automating processes such as claims management and customer service, InsurTech companies reduce operational costs and improve efficiency in a competitive market. Meanwhile, Malaysia's regulators have fostered innovation through sandboxes and digital-friendly frameworks, enabling experimentation with new insurance models. The rise of embedded insurance—offered through collaborations with e-commerce, banking, and mobility platforms—has also broadened insurance accessibility, particularly among younger and underserved segments of the population.

The Malaysia InsurTech market is evolving rapidly through innovations in AI, blockchain, and customer-centric insurance models. Insurers are increasingly using AI and predictive analytics to enhance risk assessment, detect fraud, and anticipate customer behavior, allowing for more accurate underwriting and policy management. Blockchain technology is being adopted to improve claims transparency and automate processes through smart contracts, reducing fraud and boosting trust. On-demand and usage-based insurance models, such as telematics-driven car insurance, are becoming popular for offering flexible, pay-as-you-need coverage. In health insurance, the integration of InsurTech with HealthTech platforms enables wellness monitoring, telemedicine, and remote diagnostics, helping insurers offer personalized and preventive healthcare solutions.
Meanwhile, peer-to-peer (P2P) insurance platforms are emerging as a new model of community-based risk sharing, where policyholders pool resources and benefit from unused premiums, resulting in more transparent and affordable insurance options.

The Malaysia InsurTech market was valued at around USD8.50 billion in 2024 and is projected to grow rapidly at a compound annual growth rate (CAGR) of 16 to 18% between 2025 and 2030. This strong growth is driven by the rising digitalization of financial services, growing consumer demand for technology-enabled insurance solutions, and the expansion of Malaysia's fintech ecosystem. Currently, the life and health insurance segments dominate the market, while property, travel, and embedded insurance are expected to record the fastest growth in the coming years.

Looking ahead, the outlook for Malaysia's InsurTech industry is highly positive, with deeper integration of AI, blockchain, and IoT expected to transform how insurance is distributed, managed, and customized. Industry players will increasingly focus on hyper-personalization, digital identity verification, and preventive risk management through data-driven insights. The blending of insurance with sectors such as healthcare, banking, and mobility will create more holistic and customer-centric offerings. As regulations become clearer and partnerships between established insurers and startups strengthen, InsurTech is set to play a vital role in making Malaysia's insurance sector more inclusive, efficient, and adaptive to future needs.

*(Source: Malaysia InsurTech Market Size, Share, Trends and Forecasts 2030, Mobility Foresight)*

### 6.5 Prospects and outlook of TFP Group

The Group is principally involved in the ICT business, with the base of operations mainly in Malaysia. The Group's ICT business comprises of the following:

(i) BMS – which involves the provision of software solutions/tools (i.e., Human Resource Management System, Enterprise Resource Planning Application, University Campus Management System and Network Security Service, Integrated Cooperative Management System, eInvoicing Platform);

(ii) Mobile airtime reload business – the provision of services ancillary to mobile communication and Fintech products and content aggregation; and

(iii) Fintech business – the provision of mobile data services with e-wallet functionalities through the development of mobile application specifically designed to handle fund transfers and e-payments.

As at the LPD, the Group's cash and bank balances stood at approximately RM1.00 million. The Board is of the view that the Group's cash reserves would need to be supported by the proceeds to be raised from the Proposed Private Placement for its future business operations and to meet its forecasted growing cash expenses as its current cash reserves are not sufficient to support the marketing expenses for promoting its existing businesses and to accommodate the growing working capital requirements for its existing businesses.

(i) **Prospects of BMS industry**

The BMS industry is expected to register sustained growth, underpinned by the accelerating pace of digital transformation across the public and private sectors. Organisations are increasingly adopting integrated business management platforms to streamline operations, improve productivity, and strengthen compliance with regulatory and industry-specific requirements. Rising demand for cloud-based, AI-enabled, and data analytics-driven solutions is further expanding market opportunities, as enterprises seek to harness real-time insights for better decision-making.

The Group's established presence in delivering customised ERP solutions positions it to capitalise on these trends, particularly as digital adoption continues to deepen in sectors such as manufacturing, logistics, financial services, and government administration. By leveraging its technological capabilities, industry expertise, and track record in project execution, the Group aims to enhance its value proposition and secure long-term contracts.

(ii) **Prospects of Fintech industry**

Malaysia's Fintech industry is poised for sustained expansion, supported by favourable demographics, high smartphone penetration, and strong regulatory momentum towards a cashless society. Initiatives such as BNM's push for digital payments have accelerated adoption among both consumers and businesses. The growth of e-wallets, mobile payments, and ancillary digital financial services is broadening the addressable market, especially among SMEs and underserved segments.

The Group's Fintech offerings, which encompass mobile telecommunications-related services, digital wallets, and ancillary financial solutions, are well-positioned to benefit from these market dynamics. By integrating its Fintech platforms with other Group solutions, such as business management systems and digital support services, the Group can deliver a more comprehensive ecosystem that enhances customer convenience, engagement, and retention. The Board is confident that the Fintech segment will serve as a key growth driver, contributing to recurring income streams while supporting the Group's strategic objective of fostering a digitally enabled lifestyle and economy.

(iii) **Prospects of CLQ industry**

On 7 January 2026, the Company had obtained approval from its shareholders for the Diversification into Property Business. The Property Business will enable the Group to participate more actively in infrastructure and construction-related activities. Through Acquisition of Land, TFP Group planned to venture into the Property Business via the construction, development and operation of CLQ, which is aimed at generating diversified, stable, and recurring revenue streams to the Group.

The CLQ industry is expected to remain on a growth trajectory, driven by regulatory enforcement under Workers' Minimum Standards of Housing and Amenities Act 1990 (Act 446) and heightened demand for compliant, professionally managed accommodation facilities. Continuous inflows of foreign and domestic workers into Malaysia's key economic sectors are expected to sustain occupancy rates.

At the same time, employers are increasingly seeking integrated accommodation solutions that enhance workforce welfare, improve operational efficiency, and ensure full regulatory compliance. The Group's proposed CLQ project is aligned with its strategy to diversify revenue sources and deepen customer relationships by expanding its service ecosystem. The Board believes the CLQ initiative will provide a steady, long-term income stream while enhancing the Group's reputation as a provider of compliant, high-quality worker accommodation solutions.

(iv) **Prospects of digital insurance industry**

The InsurTech sector offers strong medium-to-long-term potential, particularly due to its scalability and synergy with Malaysia's expanding fintech ecosystem. The high growth rate and increasing use of embedded insurance solutions suggest new opportunities for cross-industry partnerships, especially with banks, health providers, and e-commerce platforms. However, market players must remain aware of data privacy, cybersecurity, and regulatory compliance risks, which may shape the speed of adoption. Overall, Malaysia's InsurTech space is positioned as a strategic growth frontier within the broader digital financial landscape.

Moreover, InsurTech could play a transformative role in promoting financial inclusion. By leveraging digital distribution channels and low-cost models, InsurTech firms can reach underinsured and lower-income populations that traditional insurers often overlook. This aligns well with Malaysia's national agenda to expand financial accessibility and digital literacy under the Ekonomi MADANI framework. In the long run, sustained government support, improved data infrastructure, and public-private collaboration will be critical to fully unlocking the economic and social potential of the InsurTech sector.

In line with the growing digital insurance ecosystem, VSure Tech is strategically positioned to capitalise on growth opportunities in digital insurance and fintech-enabled services, particularly in support of TFP Group's businesses in Sabah.

VSure Tech had on 23 July 2025 appointed as a strategic partner to Smart Sabah Digital Sdn Bhd ("**SSD**") on the CoFAP (Digital Social Takaful) Solution for the foreign workers registered under the Sabah Integrated Management System of Foreign Workers and Non-Residents ("**SWIMS**"). The appointment of VSure Tech is intended to provide a comprehensive insurance protection coverage for the undocumented foreign workers registered under SWIMS which is estimated to be around 650,000 people at this juncture.

Notwithstanding the above, VSure Tech had on 3 April 2025 entered into the collaboration agreement (which will expires on 2 April 2026 and is subject to automatic renewal for successive 1 year periods unless terminated where the first automatic renewal will take effect from 2 April 2026 until 1 April 2027) with Sabah Credit Corporation ("**SCC**") (a statutory body fully owned by the Sabah State Government and operates under the purview of the Sabah State Ministry of Finance).

This allows VSure Tech to act as a strategic partner of SCC to progressively embed its digital insurance marketplace (including EzPA, FlexiFit, FlexiLeisure) into SCC's YONO digital platform, which offers banking, digital payments, investments, insurance, and financial management tools to the people of Sabah ("**Collaboration Agreement**"). Through the Collaboration Agreement, SCC users can access VSure Tech's digital insurance solutions directly, enhancing convenience and promoting financial inclusion. VSure Tech and SCC will also explore the feasibility of a CoFAP risk captive model within SCC's credit lending framework.

The Board is of the view that the Collaboration Agreement and the appointment of VSure Tech as a strategic partner to SSD strengthen VSure Tech's strategic positioning primarily in Sabah, enhances its recurring revenue potential, and provides further avenues for sustainable growth within digital insurance and fintech ecosystem.

In addition, VSure Tech had on 1 March 2025 entered into the marketing and distribution agreement with S4S Digital Sdn Bhd, a wholly owned subsidiary TFP (valid for two years until 28 February 2027), which provides recurring revenue from telecommunication and digitalisation services for foreign workers under the SWIMS ("**Marketing and Distribution Agreement**"). VSure Tech is entitled to a revenue share per SIM card issued by S4S Digital Sdn Bhd, representing a source of recurring income throughout the period of the Marketing and Distribution Agreement. The Marketing and Distribution Agreement not only potentially contributes to VSure Tech's earnings visibility but also supports its strategic focus on embedded insurance and digital financial services. By integrating digital communication and payment infrastructure for foreign workers, the Marketing and Distribution Agreement creates opportunities for VSure Tech to embed insurance solutions directly into digital platforms, enhancing accessibility and promoting financial inclusion within the Sabah digital ecosystem. This alignment demonstrates how operational partnerships in telecommunications and digitalisation can complement and accelerate the adoption of digital insurance products, strengthening VSure Tech's position in Malaysia's growing InsurTech landscape.

The Board is of the view that, collectively, the Collaboration Agreement, the appointment of VSure Tech as a strategic partner to SSD, and the Marketing and Distribution Agreement position VSure Tech to participate in the ongoing digitalisation of workforce management in Sabah, support future revenue streams, deepen customer engagement, and facilitate long-term growth in line with evolving InsurTech trends, subject to market conditions, regulatory compliance, and effective execution.

In view of the above, the Board believes that the Proposed Acquisition of VSure Tech and Proposed Diversification will contribute positively to the Group. The digital insurance services provided by VSure Tech Group are anticipated to serve as a catalyst for deeper customer engagement and the expansion of business relationships, leveraging the strong growth and adoption trends in Malaysia's digital insurance sector. This is expected to support revenue diversification and enhance the Group's long-term sustainability, subject to market conditions, regulatory compliance, and effective execution.

The Board also believes that the Proposed Bonus Issue of Warrants will contribute positively to the Group in view that the proceeds to be raised from the exercise of Warrants pursuant to the Proposed Bonus Issue of Warrants will be utilised mainly for the Group's woking capital requirement, as set out in **Section 3.5** of this announcement.

Moreover, the Proposed Bonus Issue of Warrants is intended to reward the existing shareholders by allowing them to participate in the corporate goals of the Group. TFP will continue to focus on improving its existing business operations as well as seek new business opportunities for expansion. This, in turn, is expected to further improve its financial performance and enhance its shareholders' value in the long term.

Premised on the above and the Group's continuous efforts to improve its operational efficiency and cost management as well as the outlook of the industries which the Group is currently involved in and planning to involve in, as detailed in this **Sections 6.2 to 6.4** of this announcement, the Board remains cautiously optimistic of the future prospects of the Group.

### 6.6 Financial information of TFP Group

The summary of key financial information of TFP Group's audited consolidated financial statements for the past FYEs 30 June 2023, 30 June 2024 and 30 June 2025 and 6-month financial period ended ("**6M-FPE**") 31 December 2025 are as follows:

| | **Audited** | | | **Unaudited** |
|---|---|---|---|---|
| | **FYE 30 June 2023 (RM'000)** | **FYE 30 June 2024 (RM'000)** | **FYE 30 June 2025 (RM'000)** | **6M-FPE 31 December 2025 (RM'000)** |
| Revenue | 3,880 | 3,101 | 3,777 | 1,524 |
| (LBT) | (4,521) | (4,769) | (2,496) | (1,157) |
| (LAT) | (4,566) | (4,787) | (3,018) | (1,157) |
| | | | | |
| Share capital | 7,174 | 8,169 | 8,469 | 9,070 |
| NA | 10,189 | 6,814 | 5,508 | 4,966 |
| No. of Shares in issue ('000) | 585,875 | 618,878 | 628,878 | 646,588 |
| Weighted average no. of Shares ('000) | 584,596 | 584,867 | 622,914 | 645,309 |
| | | | | |
| NA per Share (sen)*(1)* | 1.74 | 1.10 | 0.88 | 0.77 |
| Loss per Share (sen)*(2)* | (0.78) | (0.82) | (0.48) | (0.18) |
| | | | | |
| Current assets | 14,586 | 7,107 | 7,767 | 6,605 |
| Current liabilities | 6,217 | 2,359 | 5,660 | 6,382 |
| Current ratio (times)*(3)* | 2.35 | 3.01 | 1.37 | 1.03 |
| | | | | |
| Borrowings | 869 | 442 | 1,040 | 907 |
| Gearing (times)*(4)* | 0.09 | 0.06 | 0.19 | 0.18 |

*Notes:*

*(1) Calculated as NA divided by number of TFP Shares in issue.*

*(2) Calculated as (LAT)/PAT attributable to owners of the Company over weighted average number of TFP Shares for the respective financial years/period under review.*

*(3) Computed based on current assets divided by current liabilities.*

*(4) Computed based on borrowings divided by the NA.*

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**Commentaries:**

**(I) FYE 30 June 2024 vs FYE 30 June 2023**

TFP Group's revenue decreased by approximately RM0.78 million (or 20.10%) to approximately RM3.10 million (FYE 30 June 2023: RM3.88 million). The decline was primarily due:

(i) lower quantity of mobile top-ups and starter packs sold using the Group's digital wallet coupled with a revision in the lower sales commission rate due to the increasing saturated market; and

(ii) reduced demand for the ERP solutions as some customers opted for a leasing arrangement rather than outright purchases, along with fewer license sales and some customers not renewing their annual maintenance and support subscriptions.

TFP Group recorded a slightly lower LAT of RM4.79 million (FYE 30 June 2023: LAT of RM4.57 million), caused by lower administrative expenses of RM6.46 million in FYE 30 June 2024 as compared to RM8.11 million in FYE 30 June 2023, due to cost optimisation measures including reductions in data storage-related expenses, subscriptions and licenses, staff costs and technical consultant expenses, which was offset by the lower gross profit of RM1.14 million in FYE 30 June 2024 as compared to RM2.06 million in FYE 30 June 2023.

**(II) FYE 30 June 2025 vs FYE 30 June 2024**

TFP Group's revenue increased by approximately RM0.68 million (or 21.80%) to approximately RM3.78 million (FYE 30 June 2024: RM3.10 million). The increase in revenue was mainly due to higher revenue in the Group's BMS Segment resulted from the increased number of new SME customers and system enhancement from existing customers.

TFP Group recorded a lower LAT of approximately RM1.77 million (or 36.95%) for the FYE 30 June 2025 as compared to RM4.79 million for the FYE 30 June 2024. The reduction in LAT was mainly due to the decrease in administrative expenses from approximately RM6.44 million in the FYE 30 June 2024 to approximately RM4.03 million in the FYE 30 June 2025, caused by cost optimisation measures including reductions in data storage-related expenses, subscriptions and licenses, staff costs and technical consultant expenses.

**(III) 6M-FPE 31 December 2025 vs 6M-FPE 31 December 2024**

For the 6M-FPE 31 December 2025, TFP Group recorded a revenue of RM1.52 million, representing a decrease of approximately RM0.48 million or 24.00% as compared to RM2.00 million in the corresponding period ended 31 December 2024. This decline was mainly due to lower revenue contribution from the Fintech segment, which experienced a downturn in market demand.

This has resulted in a higher LAT of RM1.16 million, compared to RM1.07 million in the 6M-FPE 31 December 2024, representing an increase in loss of RM0.09 million or 8.41%. This was mainly attributed to a significant increase in other operating expenses of RM0.15 million or 214.29% (6M-FPE 31 December 2025: RM0.22 million; 6M-FPE 31 December 2024: RM0.07 million), arising from the reclassification of expenses from administrative expenses to other operating expenses amounting to RM0.15 million.

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### 6.7 Impact and value creation of the Proposals to TFP and its shareholders

The Proposed Acquisition of VSure Tech is expected to enhance the TFP Group's asset and earnings base. The dilutive effect on the TFP's EPS/LPS and shareholdings of the existing shareholder as a result of the Proposed Acquisition of VSure Tech is expected to be mitigated by the potential earnings from the Digitalised Insurance Business after taking into account the rationale as set out in **Section 5.1** of this announcement, the overview and outlook of the digital insurance market as set out in **Section 6.4** of this announcement.

The Proposed Bonus Issue of Warrants will result in the dilution of EPS of the Group. However, the Board believes that the use of proceeds from the Proposed Bonus Issue of Warrants for the Group's working capital will enable the Group to fund its working capital, thereby having a positive impact on the earnings of the Group.

The Proposed Diversification is expected to provide the Group with an additional stream of income and is expected to augur well in the overall structure of the Group's existing businesses, at the same time reduce its reliance on the Group's existing businesses.

### 6.8 Adequacy of the Proposals in addressing TFP Group's financial concerns

The Proposed Acquisition of VSure Tech is expected to improve the TFP Group's financial performance considering the expected benefit from the venture into the Digitalised Insurance Business, which in turn are expected to create value for the shareholders. The successful implementation of the Proposed Acquisition of VSure Tech will enable the Group to improve its financial position towards enhancing its financial performance as well as its shareholders' value. The Board will continue to evaluate the viability of other measures to ensure the sustainability of TFP Group's financial performance as well as consider various fund-raising avenues to meet its cash flow requirements in the medium to long term if the need arises.

The Board has also been taking various steps to improve the Group's financial conditions, as set out in **Section 6.9** of this announcement. Premised on these efforts, the Board is of the view that the Proposals are in the best interest of the Group after considering all of the aspects of the Proposals and the Group's current financial requirements. The Board is of the view that the Proposals would adequately address the Group's financial concerns at this juncture.

### 6.9 Steps taken or to be undertaken by the TFP Group to improve its financial situation

The Group has undertaken the following steps to improve its financial performance and strengthen its financial position:

(i) capitalising on the market demand from SMEs by developing an E-Invoicing platform to assist SMEs in complying with LHDN requirements. The development of the platform has been completed on 25 August 2025. The E-Invoicing platform is expected to provide the Group with a new stream of stable and recurring revenue for the Group, thereby enhancing earnings visibility and diversifying its income base;

(ii) expanding the Company's service offerings to SMEs requiring migration to cloud-based accounting systems with integrated E-Invoicing features, thereby creating new business opportunities through system enhancement and customisation services. This includes providing integration solutions between its customers' ERP systems and the LHDN MyTax Portal, targeting both existing ERP customers and companies seeking compliance with the LHDN E-Invoicing system;

(iii) expanding the Fintech business segment by providing a fintech platform to business associations through a Software as a Service (SaaS) model, whereby the Group will provide a platform equipped with a full fintech ecosystem and membership system for use by the association's members;

(iv) enhancing the development and marketing strategies of the Group's Business Management Solutions and Fintech products, by further exploring business requirements to meet the operational needs of customers. For example, the Group is currently working on specific customisation such as improvements to the reporting module and membership module, supported by targeted market research and focused promotional efforts via targeted digital marketing. The specific customisations are intended to address operational gaps commonly faced by SMEs, such as automated reporting and workflow efficiency. By tailoring these enhancements to actual user needs, the Group expects improved satisfaction and stronger recurring revenue for its BMS business;

(v) strengthening its digital solutions portfolio through a strategic collaboration, by entering into a 5-year teaming agreement with EBdesk Malaysia Sdn Bhd on 6 February 2025, to explore and develop a Generative AI-powered Data Center. As at the LPD, the collaboration is still ongoing, with both parties having completed preliminary scoping discussions and commenced early-stage development work relating to the AI framework. This collaboration aims to provide TFP with the necessary technological capabilities and specialised expertise to develop AI-driven solutions for its existing ERP customers, thereby positioning the Group to capture opportunities in Malaysia's growing digital transformation market; and

(vi) venturing into the Property Business through the Acquisition of Land for the construction, development and operation of a CLQ, designed to provide compliant and professionally managed accommodation for workers, with the aim of generating stable, recurring revenue streams for the Group. The CLQ business is expected to complement the Group's existing Fintech segment, particularly in catering to the needs of foreign workers in areas such as payroll services, recruitment and placement. By integrating accommodation solutions for foreign workers into its business model, the Group will be able to offer a comprehensive and value-added suite of services, further strengthening its position as a one-stop solutions provider for foreign worker management, while providing a recurring revenue stream that supports business diversification and long-term sustainability.

The Board will continue to assess and pursue strategic opportunities that align with the core strengths and market trends. In view of the steps undertaken as abovementioned, the Board is confident that these initiatives will contribute positively to the Group's financial recovery and long-term sustainability.

## 7. RISKS RELATING TO THE PROPOSALS

### 7.1 Risks relating to the Proposed Acquisition of VSure Tech

#### 7.1.1 Acquisition risk

The Proposed Acquisition of VSure Tech is expected to contribute positively to the Group as stated in **Section 6.5** of this announcement. However, there is no assurance that the anticipated benefits of the Proposed Acquisition of VSure Tech will be realised or that the Group will be able to generate sufficient revenue and earnings therefrom to offset the associated acquisition costs incurred. There is also no assurance that the Group is able to maintain or improve the quality of services and/or products currently offered by VSure Tech.

In mitigating such risks, the Management will oversee the daily operations and be involved in the decision making of strategic matters of VSure Tech.

#### 7.1.2 Non-completion of the SSA

In the event any of the conditions precedent of the SSA is not fulfilled or waived (as the case may be), the Proposed Acquisition of VSure Tech may be delayed or terminated and the potential benefits arising therefrom may not materialise. TFP Group will take all reasonable steps to ensure the satisfaction of the SSA's conditions precedent within the stipulated timeframe and will endeavour to obtain the approval from TFP's shareholders to ensure completion of the Proposed Acquisition of VSure Tech.

### 7.1.3 Risks relating to execution of business strategies and future plans

TFP Group's future growth in the digital insurance business will depend on its ability to effectively execute its business strategies and long-term plans. These strategies include the development and expansion of a fully digital insurance infrastructure, aimed at providing scalable, accessible and technology-driven insurance solutions that meet the evolving needs of consumers and businesses seeking on-demand, micro-insurance and personalised coverage options.

The Group intends to strengthen its market presence by expanding its customer base, offering innovative digital insurance products, and forming strategic partnerships with ecosystem players such as digital platforms, financial service providers, technology partners and industry participants with complementary customer networks. These initiatives are aimed at increasing product adoption, enhancing customer experience and accelerating growth in the digital insurance segment.

However, there is no assurance that TFP Group will successfully execute these strategies and plans. The implementation and scaling of a digital insurance business involve various risks and uncertainties, including but not limited to managing technology deployment challenges, responding to evolving customer expectations, and building a sustainable competitive position in a rapidly evolving insurance landscape. These risks may materially affect the Group's ability to meet its strategic objectives and may impact the financial and operational performance of the digital insurance business.

The Group may also encounter unforeseen challenges in developing digital insurance products, maintaining robust technology infrastructure, acquiring and retaining customers and managing costs associated with platform development and market expansion. In addition, external factors such as intensifying competition from both traditional insurers and digital-first insurance providers, changes in economic conditions, cybersecurity risks and shifts in industry dynamics may affect the success of this venture.

While TFP Group is committed to executing its digital insurance strategies and supporting VSure Tech's growth plans, the Group remains exposed to risks and uncertainties that could influence the long-term performance, scalability and viability of its digital insurance business.

### 7.1.4 Risks relating to regulatory, operational and licensing requirements

Following the Proposed Acquisition of VSure Tech, the Group will be exposed to the regulatory, operational and licensing requirements applicable to insurance and takaful distribution intermediaries in Malaysia.

The insurance and takaful distribution intermediaries industry is regulated through industry-based oversight and self-regulatory frameworks administered by PIAM and MTA, and is subject to compliance with applicable laws, regulations, industry standards and codes of conduct governing insurance and takaful intermediaries. VSure Tech is currently registered as a corporate insurance agent with PIAM and as a corporate takaful agent with MTA, which permits VSure Tech to distribute insurance and takaful products on behalf of its appointed principals. VSure Tech's operations are conducted pursuant to, and are dependent on, the continued validity of such registrations and its agency appointments.

There can be no assurance that the aforesaid registrations and appointments will be renewed upon expiry, or that such renewals will be obtained on the same or more favourable terms. Any failure to renew, suspension, revocation, or non-compliance with the applicable regulatory requirements may adversely affect VSure Tech's ability to continue carrying on its insurance and/or takaful distribution activities, which may in turn impact the business operations and financial performance of VSure Tech and the expected benefits of the Proposed Acquisition of VSure Tech.

As an insurance and takaful intermediary, VSure Tech is required to comply with the applicable rules, codes of conduct and operational requirements imposed by PIAM, MTA and its appointed principals. Any failure by VSure Tech to comply with such requirements may result in sanctions, operational restrictions or loss of intermediary status, which could materially affect the Group's business, financial condition and reputation, once VSure Tech becomes part of the Group upon completion of the Proposed Acquisition of VSure Tech.

The insurance and takaful distribution sector is highly regulated and continues to evolve. There can be no assurance that VSure Tech, or the Group by extension, will not encounter future compliance breaches or regulatory gaps which may lead to fines, supervisory actions or operational disruptions. The Group, together with VSure Tech, intends to work closely with its insurers and takaful operators, as well as relevant industry bodies, including PIAM and MTA, to ensure ongoing compliance with all applicable laws, industry rules and market conduct standards.

The Group will continue to strengthen VSure Tech Group's risk governance, capital planning and operational frameworks to support its insurance and takaful distribution operations.

#### 7.1.5 Operational and financial Risks

The digital insurance industry is subject to evolving regulatory expectations, rapid technological advancements and heightened cybersecurity risks. As a new entrant, TFP Group may face challenges in establishing sufficient governance structures, technology infrastructure, talent capability and capital resources necessary for a fully compliant digital insurance operation.

There can be no assurance that there will not be future breaches of regulatory, operational or risk management requirements. Any such breaches may lead to penalties, operational disruptions or reputational damage, which could materially and adversely impact VSure Tech's operations and the Group's overall financial performance following the Proposed Acquisition of VSure Tech.

### 7.2 Proposed Diversification

#### 7.2.1 Business diversification risk

The Proposed Diversification may expose the Group to risks inherent in the digital solutions and technology services industry, which include, among others, rapid technological changes, increasing competition from established technology providers and new market entrants, potential cybersecurity threats and data breaches, dependency on the successful adoption of digital solutions by customers, reliance on skilled technical personnel and changes in regulatory requirements relating to data protection, digital services and technology standards. In addition, fluctuations in economic conditions may affect customers' technology spending, which could in turn impact the demand for the Group's digital solutions.

The Proposed Diversification into the Digitalised Insurance Business exposes the Group to a new and rapidly evolving industry. Success depends on the Group's ability to attract customers, introduce innovative digital insurance products, and respond to changing market demands. Factors such as competition from established insurers and digital-first operators, shifts in consumer behaviour, and economic conditions may affect the adoption of digital insurance solutions and the financial performance of this business segment.

Nonetheless, the Group will undertake periodic reviews of its operational performance, technology capabilities and financial position, implement prudent cost management practices, strengthen its cybersecurity and data governance measures, and adopt effective project management and risk mitigation procedures to address the aforementioned risks. However, there can be no assurance that the Group will be able to successfully manage or mitigate all such risks. In the event the Group is unable to do so, the performance and financial position of the Digitalised Insurance Business and the Group as a whole may be adversely affected.

### 7.2.2 Competition risk

The Digitalised Insurance Business operates in a competitive landscape comprising established insurers, InsurTech companies, digital platform providers and new market entrants offering innovative or disruptive insurance solutions. Competitors may introduce digital insurance products, underwriting technologies, embedded insurance solutions or platform services that are similar to, or more advanced than, those offered by the Group. These competitors may also have stronger financial resources, deeper industry experience, larger customer bases, or the ability to price products more competitively. There is no assurance that the Group will be able to compete effectively with existing and future competitors, or that heightened competitive pressure will not materially and adversely affect the Group's operations, profitability and market position.

Nonetheless, the Group will take proactive measures to remain competitive in the Digitalised Insurance Business by, among others, continuously monitoring technological developments and market trends, strengthening its software development capabilities, enhancing user experience and product functionality, maintaining high standards of cybersecurity and data integrity, and providing quality management services to build long-term customer satisfaction and loyalty.

### 7.2.3 Dependency on key personnel

The success of the Digitalised Insurance Business depends significantly on the experience, technical expertise and continued service of key personnel who possess specialised knowledge in software development, system integration, cybersecurity, product design and project management. The unexpected loss or departure of such personnel without timely replacement, or the Group's inability to attract and retain qualified technology professionals, may impair the Group's ability to deliver digital solutions effectively and execute its business plans and growth strategies.

To mitigate this risk, the Group will adopt various talent retention measures, including competitive remuneration packages, performance-based incentives, continuous professional development opportunities, and a conducive working environment that supports innovation and technical growth. The Group may also engage external professionals, consultants or technology specialists to support critical functions during periods of expansion or transition.

Notwithstanding the above, the Group will continue to adopt appropriate talent management approaches, offering competitive rewards, structured career development pathways and a supportive work culture to promote productivity and retain essential personnel. Where necessary, suitable professional(s) and/or consultant(s) will be appointed to assist in implementing and executing the Board's strategy for the Digitalised Insurance Business, thereby mitigating key personnel dependency risks.

### 7.2.4 Political, economic, market and regulatory risks

Any adverse development in the political environment and economic uncertainties in Malaysia could materially and adversely affect the financial performance of the Group notwithstanding the Group's efforts to mitigate such risks through, among others, monitoring relevant policies and regulations and seeking appropriate professional advice before undertaking new digital projects or investments.

Changes in political leadership and/or government policies may also affect the Digitalised Insurance Business. Regulatory developments relating to data protection, cybersecurity standards, digital services taxation or technology licensing requirements may impose additional compliance obligations on the Group. Broader macroeconomic factors such as capital controls, fluctuations in interest rates, tax reforms or government budget allocation for digitalisation initiatives may likewise influence the demand for the Group's digital products and services. In addition, geopolitical risks including wars, terrorism, nationalisation or expropriation could disrupt economic activities and adversely affect the Group's operations and performance.

For the broader diversification, any future digital insurance operations will similarly be subject to regulatory compliance, licensing approvals, and governance obligations. Failure to meet these requirements may result in penalties, operational restrictions, or suspension of licences, which could adversely affect the Group's financial position and growth prospects.

In mitigating such risks, the Group will continuously review its business strategies in response to the changing dynamics of the economic and regulatory conditions but there can be no assurance that it will not materially affect the performance of the Group.

## 8. EFFECTS OF THE PROPOSALS

As at the LPD, TFP does not have any convertible securities in issue.

The Proposed Diversification will not have any effects on the share capital, NA, gearing, earnings and EPS and substantial shareholders' shareholdings of TFP Group as they do not involve the issuance of any new TFP Shares.

The Board expects that the Proposed Acquisition of VSure Tech would contribute positively to the future earnings, EPS and NA of TFP Group.

### 8.1 Share capital

The pro forma effects of the Private Placement, Acquisition of Land, Proposed Acquisition of VSure Tech and Proposed Bonus Issue of Warrants on the share capital of TFP are as follows:

| **Share capital** | **No. of Shares** | **RM** |
|---|---:|---:|
| Share capital as at the LPD (excluding treasury shares) | 647,649,190 | 8,891,209 |
| Issuance of placement shares pursuant to the Private Placement | 194,294,700 | 3,885,894 *(1)* |
| | 841,943,890 | 12,777,103 |
| Issuance of consideration shares pursuant to the Acquisition of Land | 125,000,000 | 5,000,000 *(2)* |
| **Issued share capital after the completion of the Private Placement and Acquisition of Land** | **966,943,890** | **17,777,103** |
| Issuance of Consideration Shares pursuant to the Proposed Acquisition of VSure Tech | 200,000,000 | 4,000,000 *(3)* |
| | 1,166,943,890 | 21,777,103 |
| After the full exercise of Warrants pursuant to the Proposed Bonus Issue of Warrants | 583,471,945 | 11,669,439 *(4)* |
| **Enlarged share capital** | **1,750,415,835** | **33,446,542** |
| Percentage of the convertible equity securities over the enlarged issued Shares *(5)* | | 50.00% |

*Notes:*

*(1) Based on an indicative issue price of RM0.02 per placement share pursuant to the Private Placement.*

*(2) Based on the issue price of RM0.04 per consideration share pursuant to the Acquisition of Land.*

*(3) Based on the issue price of RM0.02 per Consideration Share.*

*(4) Based on the assumption that all 583,471,945 Warrants are exercised at the price of RM0.02 per Warrant.*

*(5) In compliance with Rule 6.51 of the Listing Requirements, which states that the number of new Shares arising from the exercise or conversion of all outstanding convertible securities, must not exceed 50% of the total number of issued Shares (excluding treasury shares and before the exercise of the convertible securities) at all times.*

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### 8.2 NA and gearing

The pro forma effects of the Proposed Acquisition of VSure Tech and Proposed Bonus Issue of Warrants on the NA and gearing of TFP Group are illustrated below:

| | **(Audited) As at 30 June 2025 (RM)** | **(I) Subsequent events up to LPD[(1)] (RM)** | **(II) After (I) and the Private Placement (RM)** | **(III) After (II) and the Acquisition of Land (RM)** | **(IV) After (III) and the Proposed Acquisition of VSure Tech (RM)** | **(V) After (IV) and the Proposed Bonus Issue of Warrants (RM)** |
|---|---|---|---|---|---|---|
| Share capital | 8,468,700 | 9,070,200 | 12,956,094[(2)] | 17,956,094[(4)] | 21,956,094[(5)] | 33,625,533[(7)] |
| Treasury shares | (178,991) | (178,991) | (178,991) | (178,991) | (178,991) | (178,991) |
| Warrants reserves | 4,423,741 | - | - | - | - | - |
| Accumulated losses | (7,205,553) | (2,781,812) | (3,441,812)[(3)] | (3,441,812) | (3,871,812)[(6)] | (3,871,812) |
| **Shareholders' funds / NA** | **5,507,897** | **6,109,397** | **9,335,291** | **14,335,291** | **17,905,291** | **29,574,730** |
| | | | | | | |
| No. of TFP Shares in issue | 627,599,190 | 647,649,190 | 841,943,890 | 966,943,890 | 1,166,943,890 | 1,750,415,835 |
| NA per TFP Share (RM) | 0.01 | 0.01 | 0.01 | 0.01 | 0.02 | 0.02 |
| | | | | | | |
| Total borrowings* | 1,040,037 | 1,040,037 | 1,040,037 | 1,040,037 | 1,040,037 | 1,040,037 |
| Gearing (times) | 0.19 | 0.17 | 0.11 | 0.07 | 0.06 | 0.04 |

*Notes:*

* *Including lease liabilities.*

(1) *After accounting the exercise of 20,050,000 warrants into 20,050,000 new Shares, based on the exercise price of RM0.03 per warrant from 1 July 2025 up to 25 September 2025.*

(2) *Based on the indicative issue price of RM0.02 per placement share pursuant to the Private Placement.*

(3) *After deducting estimated expenses of RM0.66 million for the Private Placement, Acquisition of Land and Diversification into Property Business.*

(4) *Based on the issue price of RM0.04 per consideration share pursuant to the Acquisition of Land.*

(5) *Based on the issue price of RM0.02 per Consideration Share.*

(6) *After deducting estimated expenses of RM0.43 million for the Proposals.*

(7) *Assuming all 583,471,945 Warrants are exercised into new Shares at the price of RM0.02 per Warrant.*

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### 8.3 Substantial shareholders' shareholdings

The Proposed Diversification will not have any effects on the substantial shareholders' shareholdings of TFP as they do not involve the issuance of any new TFP Shares. The effects of the Private Placement, Acquisition of Land, Proposed Acquisition of VSure Tech and Proposed Bonus Issue of Warrants on the substantial shareholders' shareholdings in TFP as at 3 April 2026 are as follows:

| | As at 3 April 2026 | | | | After the Private Placement | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Rapportrans Sdn Bhd | 124,679,790 | 19.25 | - | - | 124,679,790 | 14.81 | - | - |
| Milan Premier Sdn Bhd | 84,694,594 | 13.08 | - | - | 84,694,594 | 10.06 | - | - |
| Derrick Chia Kah Wai | 57,294,400 | 8.85 | - | - | 57,294,400 | 6.81 | - | - |
| Dato' Hussian @ Rizal Bin A. Rahman | - | - | 124,679,790[(1)] | 19.25 | - | - | 124,679,790[(1)] | 14.81 |
| Datuk Seri Syed Ali Bin Abbas Alhabshee | - | - | 84,694,594[(2)] | 13.08 | - | - | 84,694,594[(2)] | 10.06 |
| Aziza Binti Jaafar | - | - | - | - | - | - | - | - |
| Faiz | - | - | - | - | - | - | - | - |
| Placees (collectively) | - | - | - | - | 194,294,700 | 23.08 | - | - |

| | After the Acquisition of Land | | | | After the Proposed Acquisition of VSure Tech | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Rapportrans Sdn Bhd | 124,679,790 | 12.89 | - | - | 124,679,790 | 10.68 | - | - |
| Milan Premier Sdn Bhd | 84,694,594 | 8.76 | - | - | 84,694,594 | 7.26 | - | - |
| Derrick Chia Kah Wai | 57,294,400 | 5.93 | - | - | 57,294,400 | 4.91 | | |
| Dato' Hussian @ Rizal Bin A. Rahman | - | - | 124,679,790[(1)] | 12.89 | - | - | 124,679,790[(1)] | 10.68 |
| Datuk Seri Syed Ali Bin Abbas Alhabshee | - | - | 84,694,594[(2)] | 8.76 | - | - | 84,694,594[(2)] | 7.26 |
| Aziza Binti Jaafar | 125,000,000 | 12.93 | - | - | 125,000,000 | 10.71 | - | - |
| Faiz | - | - | - | - | 200,000,000 | 17.14 | - | - |
| Placees (collectively) | 194,294,700 | 20.09 | - | - | 194,294,700 | 16.65 | - | - |

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| | After assuming full exercise of the Warrants | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| | No. of Shares | % | No. of Shares | % |
| Rapportrans Sdn Bhd | 187,019,685 | 10.68 | - | - |
| Milan Premier Sdn Bhd | 127,041,891 | 7.26 | - | - |
| Derrick Chia Kah Wai | 85,941,600 | 4.91 | | |
| Dato' Hussian @ Rizal Bin A. Rahman | - | - | 187,019,685*(1)* | 10.68 |
| Datuk Seri Syed Ali Bin Abbas Alhabshee | - | - | 127,041,891*(2)* | 7.26 |
| Aziza Binti Jaafar | 187,500,000 | 10.71 | - | - |
| Faiz | 300,000,000 | 17.14 | - | - |
| Placees (collectively) | 291,442,050 | 16.65 | - | - |

*Notes:*
*(1) Deemed interested by virtue of his interest in Rapportrans Sdn Bhd pursuant to Section 8 of the Act.*
*(2) Deemed interested by virtue of its interest in Milan Premier Sdn Bhd pursuant to Section 8 of the Act.*

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### 8.4 Earnings and EPS

**(i) Proposed Acquisition of VSure Tech**

The Proposed Acquisition of VSure Tech is not expected to have any material effect on the Group's earnings and the Company's EPS for the FYE 30 June 2026 as the Proposed Acquisition of VSure Tech is expected be completed in the 2nd half of 2026.

The issuance of Consideration Shares will cause the Company's EPS/LPS to be diluted as a result of the increase in the number of TFP Shares. However, the Proposed Acquisition of VSure Tech is expected to contribute positively to the future earnings and EPS of TFP Group when the economic and financial benefits from the Proposed Acquisition of VSure Tech are realised.

**(ii) Proposed Bonus Issue of Warrants**

The Proposed Bonus Issue of Warrants is not expected to have any immediate material effect on the Group's earnings and the Company's EPS for the FYE 30 June 2026. However, there will be a corresponding dilution in the EPS/LPS of TFP Group as it is expected to be diluted as a result of the increase in the number of TFP Shares in issue arising from the exercise of the Warrants. Any potential effect on the consolidated earnings and EPS in the future will depend on factors such as the number of Warrants exercised at any point in time, throughout the tenure of the Warrants.

**(iii) Proposed Diversification**

The Proposed Diversification is not expected to have any immediate material effect on the earnings of TFP Group for the FYE 30 June 2026. Nevertheless, barring any unforeseen circumstances, the Digitalised Insurance Business is expected to contribute positively to the earnings and EPS of the Group in the future financial years upon commencement.

### 8.5 Convertible securities

As at the LPD, the Company does not have any convertible securities in issue.

## 9. APPROVALS REQUIRED

The Proposals are subject to and conditional upon the following approvals being obtained from:

(i) Bursa Securities for the

(a) listing and quotation for 200,000,000 Consideration Shares; and

(b) admission to the Official List and listing and quotation of up to 583,471,945 Warrants pursuant to the Proposed Bonus Issue of Warrants,

on the ACE Market of Bursa Securities;

(ii) the shareholders of TFP at the EGM to be convened, for the Proposals; and

(iii) any other relevant parties/authorities, if required.

Pursuant to Rule 10.02(g) of the Listing Requirements, the highest percentage ratio applicable to the Proposed Acquisition of VSure Tech is 90.78%, derived from the Purchase Consideration of approximately RM5.00 million against the audited NA of TFP Group as at FYE 30 June 2025 of approximately RM5.51 million.

The Proposed Acquisition of VSure Tech is not subject to any approval from relevant government authorities.

## 10. CONDITIONALITY OF THE PROPOSALS

The Proposed Acquisition of VSure Tech is not inter-conditional with the Proposed Bonus Issue of Warrants. The Proposed Acquisition of VSure Tech will be implemented first, followed by the Proposed Bonus Issue of Warrants.

The Proposed Acquisition of VSure Tech is inter-conditional with the Proposed Diversification.

Save as disclosed above, the Proposals are not conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

## 11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND PERSONS CONNECTED

None of the directors, major shareholders of the Company, chief executive and persons connected with them has any interest, whether direct or indirect, in the Proposals, apart from their respective entitlements to the Warrants as shareholders of TFP, to which all other shareholders of TFP are similarly entitled to on a pro-rata basis pursuant to the Proposed Bonus Issue of Warrants.

## 12. DIRECTORS' STATEMENT AND RECOMMENDATION

After having considered all aspects of the Proposals, including but not limited to the rationale and effects of the Proposals, the Board is of the opinion that the Proposals are in the best interests of the Company.

## 13. ESTIMATED TIMEFRAME FOR COMPLETION AND APPLICATION TO THE RELEVANT AUTHORITIES

The application to Bursa Securities in respect of the Proposed Acquisition of VSure Tech and Proposed Bonus Issue of Warrants is expected to be submitted within 2 months from the date of this announcement.

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Board expects the Proposals to be completed in the $2^{nd}$ half of 2026

## 14. ADVISER

TA Securities has been appointed as the Adviser for the Proposals.

## 15. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SSA is available for inspection at Registered Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan during normal business hours from 8.30 a.m. to 5.30 p.m. from Monday to Friday (excluding public holidays) for a period of 3 months from the date of this announcement.

This announcement is dated 7 April 2026.

## DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this announcement and the accompanying appendices:

**COMPANIES:**

| | | |
|---|---|---|
| "Bursa Depository" | : | Bursa Malaysia Depository Berhad |
| "Bursa Securities" | : | Bursa Malaysia Securities Berhad |
| "QuantePhi" or "Valuer" | : | QuantePhi Sdn Bhd, the independent valuer for the Proposed Acquisition of VSure Tech |
| "TA Securities" | : | TA Securities Holdings Berhad |
| "TFP" or "Company" or "Purchaser" | : | TFP Solutions Berhad |
| "TFP Group" or the "Group" | : | TFP and its subsidiaries, collectively |
| "VSure Tech" | : | VSure Tech Sdn Bhd |
| "VSure Tech Group" | : | VSure Tech and its subsidiaries |

**GENERAL:**

| | | |
|---|---|---|
| "1Q" | : | First quarter |
| "2Q" | : | Second quarter |
| "ACE Market" | : | ACE Market of Bursa Securities |
| "Acquisition of Land" | : | Acquisition by TFP of a parcel of leasehold agriculture land zoned for commercial use held under title No. H.S. (M) 31358, PT 81624, Mukim and District of Petaling, State of Selangor for the purchase consideration of RM5.00 million to be paid to Aziza Binti Jaafar by way of issuance of 125,000,000 TFP Shares at an issue price of RM0.04 each |
| "Act" | : | Companies Act 2016 |
| "Aggregate Audited PAT" | : | The aggregate audited PAT of VSure Tech Group for FYE 30 June 2027 and FYE 30 June 2028 of RM2.00 million |
| "AI" | : | Artificial intelligence |
| "API" | : | Application Programming Interfaces |
| "API-driven" | : | A development approach or business model centered around APIs as the core for software interaction, integration, and data exchange |
| "ASEAN" | : | Association of Southeast Asian Nations |
| "B2B" | : | Business-to-business |
| "B2B2C" | : | Business-to-business-to-consumer |
| "B2G" | : | Business-to-government |
| "B2G2C" | : | Business-to-government-to-consumer |
| "BMS" | : | Business Management Solutions |
| "BNM" | : | Bank Negara Malaysia |

**DEFINITIONS *(CONT'D)***

| | | |
|---|---|---|
| "Board" | : | Board of Directors of TFP |
| "Cash Consideration" | : | Part of the Purchase Consideration amounting to RM1.00 million, to be satisfied entirely in cash by the Purchaser to the Vendor in respect of the Proposed Acquisition of VSure Tech, and is subject to the achievement of the Profit Guarantee by VSure Tech Group during the Profit Guarantee Period |
| "CLQ" | : | Centralised Labour Quarters |
| "CoFAP" | : | Shariah compliant mutual financial aid program |
| "Completion" | : | Completion of the sale and purchase of the Sale Shares under the SSA |
| "Completion Date" | : | The date on which Completion takes place, which shall be within 14 business days after the satisfaction of all the conditions precedent set out in the SSA or such other date as the parties may mutually agree in writing |
| "Consideration Shares" | : | 200,000,000 Shares to be issued pursuant to the Proposed Acquisition of VSure Tech at an issue price of RM0.02 each amounting to RM4.00 million |
| "D2C" | : | Direct-to-consumer |
| "DCF" | : | Discounted Cash Flow |
| "Deed Poll" | : | The deed poll constituting the Warrants and governing the rights of the holders of Warrants to be executed by the Company pursuant to the Proposed Bonus Issue of Warrants |
| "Digitalised Insurance Business" | : | Digitalised insurance platform, provision of management and consultancy services and other related businesses, collectively |
| "Director(s)" | : | A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 4 of the Act and Section 2(1) of the Capital Markets and Services Act 2007 |
| "Diversification into Property Business" | : | Diversification of the existing businesses of TFP Group to include the Property Business |
| "DOSM" | : | Department of Statistics Malaysia |
| "EBITDA" | : | Earnings before interest, taxes, depreciation, and amortization |
| "Eddy Wong" | : | Wong Kok Hoe |
| "EGM" | : | Extraordinary general meeting of TFP |
| "E-Invoicing" | : | E-invoicing, also known as electronic invoicing |
| "Entitled Shareholders" | : | Shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date in order to be entitled to participate in the Proposed Bonus Issue of Warrants |
| "Entitlement Date" | : | The date to be determined and announced by the Company on which the names of the shareholders must appear in the Record of Depositors of the Company at the close of business on that date in order to be entitled to the free warrants pursuant to the Proposed Bonus Issue of Warrants |
| "EPS" | : | Earnings per share |
| "ERP" | : | Enterprise Resource Planning |

**DEFINITIONS *(CONT'D)***

| | | |
|---|---|---|
| "e-wallet" | : | Electronic wallet |
| "Faiz" or the "Vendor" | : | Muhammad Faiz Bin Hisham |
| "Fintech" | : | Financial technology |
| "FYE" | : | Financial year ended/ ending as the case may be |
| "GDP" | : | Gross Domestic Product |
| "HealthTech" | : | Healthcare Technology |
| "ICT" | : | Information and Communications Technology |
| "InsurTech" | : | Technology-driven solutions designed to enhance or automate insurance processes, products and services |
| "IT" | : | Information Technology |
| "Jason Ho" | : | Ho Kin Ming |
| "LAT" | : | Loss after taxation |
| "LBT" | : | Loss before taxation |
| "LHDN" | : | Lembaga Hasil Dalam Negeri Malaysia |
| "Listing Requirements" | : | ACE Market Listing Requirements of Bursa Securities |
| "LPD" | : | 30 March 2026, being the latest practicable date prior to this announcement |
| "LPS" | : | Loss per share |
| "Management" | : | Management of TFP Group |
| "MDEC" | : | Malaysia Digital Economy Corporation |
| "MTA" | : | Malaysian Takaful Association |
| "MOF" | : | Ministry of Finance Malaysia |
| "NA" | : | Net assets attributable to owners of the Company |
| "NETR" | : | National Energy Transition Roadmap |
| "NIMP" | : | New Industrial Master Plan 2030 |
| "Official List" | : | A list specifying all securities listed on the ACE Market of Bursa Securities |
| "OneCALL" | : | A mobile SIM platform with integrated e-Wallet features, designed to provide affordable connectivity and digital financial services such as bill payments, remittances and prepaid reloads, primarily for the B40 community and foreign workers in Malaysia |
| "PAT" | : | Profit after taxation |
| "PBT" | : | Profit before taxation |
| "PIAM" | : | Persatuan Insurans Am Malaysia |

**DEFINITIONS *(CONT'D)***

| | | |
|---|---|---|
| "Private Placement" | : | Private placement by TFP of up to 194,294,700 new TFP Shares, representing approximately 30% of the total number of issued TFP Shares (excluding any treasury shares) |
| "Profit Guarantee" | : | Undertaking given by the Vendor to the Purchaser that VSure Tech Group shall achieve the Aggregate Audited PAT during the Profit Guarantee Period, failing which the Vendor shall not be entitled to receive the Cash Consideration, in accordance with the terms of the SSA |
| "Profit Guarantee Period" | : | The period covering the FYE 30 June 2027 and FYE 30 June 2028, being the period during which the Profit Guarantee applies in respect of the Proposed Acquisition of VSure Tech |
| "Property Business" | : | Property investment, property management and related businesses, collectively |
| "Proposals" | : | Proposed Acquisition of VSure Tech, Proposed Bonus Issue of Warrants and Proposed Diversification, collectively |
| "Proposed Acquisition of VSure Tech" | : | Proposed acquisition by TFP of the 51% equity interest in VSure Tech for the Purchase Consideration, to be satisfied entirely via a combination of cash of RM1.00 million and the allotment and issuance of the Consideration Shares |
| "Proposed Bonus Issue of Warrants" | : | Proposed bonus issue of up to 583,471,945 Warrants on the basis of 1 Warrant for every 2 existing TFP Shares held on the Entitlement Date |
| "Proposed Diversification" | : | Proposed diversification of the existing businesses of TFP Group to include the Digitalised Insurance Business |
| "Purchase Consideration" | : | Total purchase consideration of RM5.00 million, payable by the Purchaser to the Vendor by way of a combination of the Cash Consideration and the allotment and issuance of the Consideration Shares, in relation to the Proposed Acquisition of VSure Tech |
| "Record of Depositors" | : | A record of securities holders established and maintained by Bursa Depository under the Rules of Bursa Depository |
| "RM" and "sen" | : | Ringgit Malaysia and sen, respectively |
| "Rules of Bursa Depository" | : | The Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991 |
| "Sale Shares" | : | 103,552 VSure Tech Shares, being the 51% equity interest in VSure Tech to be acquired by TFP from the Vendor pursuant to the Proposed Acquisition of VSure Tech subject to the terms and conditions of the SSA |
| "SGD" | : | Singapore dollar |
| "SME" | : | Small and Medium Enterprises |
| "SPA" | : | Conditional sale and purchase agreement dated 12 September 2025 between Aziza Binti Jaafar and TFP in relation for the Acquisition of Land |
| "SSA" | : | Conditional shares sale agreement dated 7 April 2026 between TFP and the Vendor in relation for the Proposed Acquisition of VSure Tech |
| "TFP Shares" or "Shares" | : | Ordinary shares in the Company |
| "TIV" | : | Total industry volume |
| "Valuation" | : | Fair market value of the equity interest in VSure Tech |
| "Valuation Letter" | : | Valuation letter for 51% equity interest of VSure Tech dated 30 March 2026 as prepared by QuantePhi |

**DEFINITIONS *(CONT'D)***

| | | |
|---|---|---|
| "VSure Tech Shares" | : | Ordinary shares in VSure Tech |
| "VWAP" | : | Volume weighted average market price of TFP Shares |
| "Warrants" | : | Up to 583,471,945 Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants, which are exercisable into up to 583,471,945 TFP Shares |

## SALIENT TERMS OF THE SSA

### 1. AGREEMENT FOR SALE

The Vendor agrees to sell and the Purchaser agrees to purchase the Sale Shares on the terms and conditions set out in the SSA.

### 2. CONDITIONS PRECEDENT

(i) The obligation of the parties under the SSA are in all respects conditional upon the following being fulfilled on or before the date falling within four (4) months from the date of the SSA, or such other date as may be agreed upon between the parties as the last date by which the Condition must be fulfilled ("**Cut-Off Date**"):-

(a) the Purchaser being satisfied with the results of its due diligence investigation into the Vendor's title to the Sale Shares, the financial and legal due diligence on the VSure Tech ("**Due Diligence Exercise**") and the Due Diligence Exercise shall be completed by the Purchaser within sixty (60) days from the date of the SSA or any other dates to be mutually agreed by the parties ("**Due Diligence Completion Date**");

(b) the Vendor having obtained such other consents or approvals as may be required of a relevant third party of VSure Tech for any sale, transfer or assignment of beneficial interest of the Sale Shares, any change of director and/or shareholders of VSure Tech, or any change in the control of VSure Tech, whereby control includes power to appoint or cause to be appointed by a majority of directors of VSure Tech or the power to make or cause to be made decision in respect of the administration of VSure Tech and to give effect to such decisions;

(c) the Purchaser having obtained the approval of its board of directors for the purchase of the Sale Shares in accordance with the provisions of the SSA and authorising the execution of the SSA and all related documents;

(d) the Purchaser having obtained the approval of its shareholders at the EGM to be convened for the Proposed Acquisition of VSure Tech and the issuance of the Consideration Shares for the purpose of satisfying the Purchase Consideration of the Proposed Acquisition of VSure Tech;

(e) the Purchaser having obtained the approval of Bursa Securities for the listing of and quotation for the Consideration Shares on the ACE Market of Bursa Securities; and

(f) the Vendor, as the party to the shareholders' agreement dated 16 August 2021 entered into between the shareholders of VSure Tech (including any person who subsequently become the shareholders of VSure Tech) for the purpose of regulating the rights, obligations and liabilities between the shareholders of VSure Tech ("**Shareholders' Agreement**"), having duly complied with and furnish supporting documentations to the Purchaser that the Sale Shares have been offered to the other shareholders of VSure Tech pursuant to clause 4.4 (Right of First Offer) of the Shareholders' Agreement, that the shareholders of VSure Tech have waived their rights to offer to purchase the Sale Shares and that the Vendor is free to sell the Sale Shares to the Purchaser.

(collectively, the "**Conditions**")

(ii) If the Conditions are not satisfied by the Cut-Off Date (not due to a default of any party), the parties shall negotiate in good faith for the variation of the Conditions to be mutually agreed by the parties or either party will be entitled to issue a notice of termination to the other party.

(iii) The SSA shall become unconditional on the day upon which the last of the Conditions in **Section 2 of this Appendix II** have been fulfilled or on such other date the Purchaser confirms in writing that the Conditions have been fulfilled, whichever shall be earlier ("**Unconditional Date**").

(iv) The Purchaser may (but shall not be obliged) waive or modify the Conditions whereupon such Conditions shall be deemed (as applicable) waived or modified as aforesaid provided always that the Conditions as stated in **Section 2(i)(d) of this Appendix II** shall not be waived.

**3. PURCHASE CONSIDERATION**

(i) The sale and purchase consideration for the Sale Shares is Ringgit Malaysia Five Million Only (RM5,000,000.00) ("**Consideration**") to be satisfied by the Purchaser to the Vendor and/or his nominees in the manner as set out in **Section 3(ii) of this Appendix II**.

(ii) Subject to the SSA becoming unconditional, the Purchaser shall satisfy the Purchase Consideration in the following manner:-

(a) Ringgit Malaysia Four Million (RM4,000,000.00) only by way of the allotment and issuance of 200,000,000 Consideration Shares to the Vendor on the Completion Date at an issue price of RM0.02 per Consideration Share. For the avoidance of doubt, the number of Consideration Shares to be allotted and issued to the Vendor shall be rounded down to the nearest 1 unit of TFP Share and fractional entitlements shall be disregarded; and

(b) Ringgit Malaysia One Million (RM1,000,000.00) only by way of cash to the Vendor, payable within thirty (30) calendar days from the date of issuance of VSure Tech's audited financial statement for the FYE 30 June 2028, subject to and conditional upon VSure Tech achieving an audited PAT of not less than Ringgit Malaysia Two Million (RM2,000,000.00) in aggregate during the FYE 30 June 2027 and FYE 30 June 2028, in accordance to **Section 10 of this Appendix II**.

(iii) The Purchaser shall retain the Cash Consideration as security for the purpose of the Profit Guarantee and such retained sum shall be dealt with in the manner as prescribed in **Section 10 of this Appendix II** ("**Retention Sum**").

**4. COMPLETION**

(i) Subject to the SSA becoming unconditional pursuant to **Section 2(iii) of this Appendix II** and upon allotment and issuance of the Consideration Shares pursuant to **Section 3(ii)(a) of this Appendix II**, the parties hereby agree that the completion of the sale and purchase of the Sale Shares shall take place at the office of the Purchaser, or such other place as may be agreed between the parties, on the Completion Date.

(ii) Upon the execution of the SSA, the Vendor shall execute and/or deposit the Completion Documents (as defined hereunder), with the solicitors to be held as stakeholder. On Completion Date, the Purchaser issue the Consideration Shares to the securities account of the Vendor in accordance with the rules and regulations of Bursa Securities and Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**"), and the Vendor shall irrevocably authorise the solicitors to immediately release the Completion Documents to the Purchaser:-

(a) the Form of Transfer of Securities (pursuant to Section 105 of the Act) in respect of the Sale Shares, duly completed and signed in favour of the Purchaser;

(b) the original share certificates in respect of the Sale Shares;

(c) a certified true copy of an extract of the resolution of VSure Tech's VSure Board of Directors ("**VSure Board**"), approving the transfer of the Sale Shares to the Purchaser and directing the company secretary of VSure Tech to register the same;

(d) a certified true copy of an extract of the resolution of the VSure Board, approving the appointment of the nominee directors of the Purchaser or its nominees to the VSure Board of directors of VSure Tech;

(e) letter of resignation from company secretary of VSure Tech and from the auditors of VSure Tech (if applicable);

(f) the statutory books of VSure Tech, its certificates of incorporation and changes of name, common seal, secretarial forms, any and all other records and/or documents which are in the possession of the Vendor;

(g) a certified true copy of an extract of the resolution of the VSure Board to amend VSure Tech's authorised bank(s) signatories to such person(s) as nominated by the Purchaser and the removal of all the existing signatories, with the account(s) to be solely controlled by the Purchaser, and the signatory mandates given to VSure Tech's banker(s), in such manner as the parties hereto may agree (together with all such forms necessary to amend the mandates being duly executed), effective on the Completion Date;

(h) the accounts of VSure Tech;

(i) the letter of waiver from the Vendor in relation to the waiver of all amounts owing by VSure Tech to the Vendor and/or persons connected to the Vendor (whether then due or otherwise) (if any);

(j) all payroll records, income records, inventory and other records relating to VSure Tech, on the basis of understanding that, in the event VSure Tech is required by law to retain such records, the Vendor shall provide the copies and/or grant unimpeded access of the original copies thereof to the Purchaser;

(k) all information relating to the customers and suppliers (including without limitation a list of all the customers and suppliers of VSure Tech's business since its incorporation);

(l) a list of the VSure Tech's potential customers to which outstanding quotations have been given as at the Completion Date;

(m) a list of VSure Tech's unfulfilled orders as at the Completion Date;

(n) relevant electronic devices, computer programs, software and other books / documents which relate to VSure Tech's business; and

all these documents shall be collectively referred to as the ("**Completion Documents**") and the Vendor shall take such steps as required to transfer the Sale Shares in the name of the Purchaser. The Purchaser may at its absolute discretion waive any requirement contained in **Section 4(ii) of this Appendix II**, but shall not be obliged to complete the purchase of any of the Sale Shares unless the Conditions have been fulfilled failing which the SSA shall be terminated in accordance to the provisions of **Section 8 of this Appendix II**.

## 5. EXECUTION OF DEED OF RATIFICATION AND ACCESSION

On or immediately prior to Completion, the Purchaser shall execute and deliver a duly executed deed of ratification and accession to VSure Tech in respect of the Sale Shares (in the prescribed form as provided in Schedule 4 of the Shareholders' Agreement).

For the avoidance of doubt, upon the execution of the deed of ratification and accession, the Purchaser shall have the benefit of and be subject to the burden of all the provisions of the Shareholders Agreement as if the Purchaser was an original party in the capacity designated in the deed of ratification and accession. Nothing in this provision shall be construed as requiring any party to perform again any obligation already performed or entitle any party to receive again any benefit already enjoyed.

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## 6. REPRESENTATIONS AND WARRANTIES

(i) The Vendor warrants to the Purchaser that:

(a) the facts in relation to the Vendor as set out in the SSA are true and correct;

(b) the SSA constitutes the valid and binding obligation of the Vendor enforceable in accordance with its terms;

(c) the Vendor has the full power to enter into and carry out the provisions of the SSA and has taken all necessary action to authorise the execution, delivery and performance of the SSA and any other agreements contemplated by it in accordance with its terms;

(d) the Vendor has or will on the Completion Date, has a good title to the Sale Shares and are or will be on the Completion Date, freely at liberty to sell the same, free from any claims, charges, liens or any other encumbrances or equities, to the Purchaser pursuant to the terms of the SSA;

(e) the Vendor is able to sell and transfer the Sale Shares without the consent of any other person and free of any pre-emptive rights or rights of first refusal;

(f) the Vendor has the right, power and authority and has taken all action necessary to execute and deliver, and to exercise its rights and perform its obligations under, the SSA and each document to be executed at or before the Completion Date and such exercise and performance does and will not result in a breach of any obligation by which the Vendor is bound;

(g) the Sale Shares are fully paid and no money is owing in respect of them;

(h) the Vendor's obligations under the SSA and each document to be executed at or before the Completion Date are, or when the relevant document is executed will be, enforceable in accordance with their terms;

(i) the Vendor's warranties are, as at the date of the SSA and will immediately before Completion in respect of the facts then existing be true and accurate in all respects;

(j) VSure Tech has not gone into liquidation or passed a winding-up resolution;

(k) VSure Tech is not at present engaged whether as plaintiffs or defendants or otherwise in any legal action, proceeding or arbitration or is being prosecuted for any criminal offence.

## 7. WARRANTIES FOUND TO BE UNTRUE AFTER COMPLETION

If at any time prior to completion and twelve (12) months after Completion, the Purchaser becomes aware that any of the Vendor's warranties is untrue or incorrect in a material respect and which, if capable of rectification, has not been rectified by the Vendor or VSure Tech within thirty (30) days, or such longer period as may be mutually agreed between the parties, of being so requested to do by the Purchaser then, the Purchaser is entitled to rescind the SSA whereupon the Purchaser shall forthwith transfer all the Sale Shares already owned by the Purchaser (subject to the allotment and issuance of the Consideration Shares) to the Vendor, return all documents, if any, delivered to them by or on behalf of the Vendor to the Vendor, whereby the Vendor shall refund the sum of monies equivalent to the Purchase Consideration free of interest within thirty (30) days from the date the Purchaser rescind the SSA, or such other period as may be mutually agreed between the Parties and thereafter, neither party shall have any claims against the other.

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**8. TERMINATION**

(i) The Vendor may, at any time up to and on the Completion Date and while such default subsists, give a notice of termination to the Purchaser in the event that the Purchaser is unable to satisfy the Conditions by the Cut-Off Date, Purchaser defaults in the satisfaction of the Purchase Consideration in accordance with the provisions of the SSA or is otherwise in fundamental breach of its obligations under the SSA.

(ii) The Purchaser may, at any time up to and on the Completion Date and while such default subsists, give a notice of termination to the Vendor in the event that the Vendor is unable to satisfy the Conditions by the Cut-Off Date, Vendor fails, neglects or refuses to complete the sale of the Sale Shares in accordance with the provisions of the SSA or is otherwise in fundamental breach of its obligations under the SSA.

(iii) A party may, at any time prior to Completion, give a notice of termination to the other party if –

(a) the other party is or becomes, or is adjudicated or found to be, bankrupt or insolvent or suspends payment of its debts or is (or is deemed to be) unable to or admits inability to pay its debts as they fall due or proposes or enters into any composition or other arrangement for the benefit of its creditors generally or proceedings are commenced in relation to that party under any law regulation or procedure relating to reconstruction or adjustment of debts; or

(b) an administrator or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the other party.

(iv) Within seven (7) days of a notice of termination or other such period as maybe agreed by the parties being duly given under **Section 8(i) of this Appendix II**:

(a) in the event the Conditions are not satisfied:

(1) the Purchaser must return all documents, if any, delivered to them by or on behalf of the Vendor, to the Vendor with all the Vendor's rights and interest in VSure Tech fully intact;

(2) the Vendor must return all documents, if any, delivered to them by or on behalf of the Purchaser, to the Purchaser; and

(3) neither party shall have any claim against the other save and except for any antecedent breaches of the SSA.

(b) in the event the Conditions are satisfied:

(1) the Purchaser shall pay a sum equivalent to ten percent (10%) of the Purchase Consideration as agreed liquidated damages to the Vendor;
(2) the Purchaser must return all documents, if any, delivered to them by or on behalf of the Vendor, to the Vendor with all the Vendor's rights and interest in VSure Tech fully intact; and
(3) the Vendor must return all documents, if any, delivered to them by or on behalf of the Purchaser, to the Purchaser.

(vi) Within seven (7) days of a notice of termination or other such period as maybe agreed by the parties being duly given under the provisions of **Section 8(ii) of this Appendix II**:

(a) in the event the Conditions are not satisfied:

(1) the Purchaser must return all documents, if any, delivered to them by or on behalf of the Vendor, to the Vendor with all the Vendor's rights and interest in VSure Tech fully intact;
(2) the Vendor must return all documents, if any, delivered to them by or on behalf of the Purchaser, to the Purchaser; and

(3) neither party shall have any claim against the other save and except for any antecedent breaches of the SSA.

(b) in the event the Conditions are satisfied:

(1) the Vendor shall pay a sum equivalent to ten percent (10%) of the Purchase Consideration as agreed liquidated damages to the Purchaser;
(2) the Purchaser must return all documents, if any, delivered to them by or on behalf of the Vendor to the Vendor with all the Vendor's rights and interest in VSure Tech fully intact; and
(3) the Vendor must return all documents, if any, delivered to them by or on behalf of the Purchaser to the Purchaser.

(vii) In the event that a notice of termination is given under **Section 8(iii) of this Appendix II**:

(a) the Purchaser shall forthwith transfer all the Sale Shares already owned by the Purchaser (subject to the allotment and issuance of the Consideration Shares), if applicable, to the Vendor at the Vendor's own costs and expenses. Subject to **Section 3(ii) of this Appendix II**, the Vendor shall refund the amount of monies equivalent to the Purchase Consideration, free of interest;
(b) the Purchaser must return all documents, if any, delivered to them by or on behalf of the Vendor to the Vendor with all the Vendor's rights and interest in VSure Tech intact; and
(c) the Vendor must return all documents, if any, delivered to them by or on behalf of the Purchaser to the Purchaser.

## 9. PROFIT GUARANTEE

(i) The Vendor irrevocably and unconditionally guarantee to the Purchaser that the Aggregate Audited PAT for the Profit Guarantee Period shall not be less than Ringgit Malaysia Two Million (RM2,000,000.00) (such guaranteed profits, the "**Guaranteed Profit Sums**").

(ii) In the event that VSure Tech does not achieve the Guaranteed Profit Sums but records a positive Aggregate Audited PAT, the Vendor shall be entitled to a partial payment of the Retention Sum ("**Partial Retention Sum**"). The Partial Retention Sum shall be calculated in the following manner:-

*Partial Retention Sum = [(Aggregate Audited PAT / Guaranteed Profit Sums) * 51%] * RM2,000,000.00*

*For illustration purposes, if the Aggregate Audited PAT achieved is RM1,000,000.00, the calculation shall be as follows:-*

*[(RM1,000,000 / RM2,000,000) * 51%] * RM2,000,000 = RM510,000.00*

(iii) In the event that VSure Tech is in aggregate loss position during the Profit Guarantee Period, the Vendor shall not be entitled to any part of the Retention Sum, and the Purchaser shall be entitled to retain and deal with the Retention Sum in the manner as it deems fit and proper without any liability for any further payment to the Vendor under the SSA.

(iv) For the purpose of this clause, the Vendor agrees and covenants to procure VSure Tech to change the existing financial year end of 31 May to 30 June to take effect from VSure Tech's 2026 financial year onwards (or any other financial period as the Purchaser may inform from time to time), upon the completion of the SSA.

## 10. LAW

The SSA is governed by, and to be construed in accordance with, the laws of Malaysia.

## INFORMATION ON VSURE TECH

### 1. HISTORY AND BUSINESS

VSure Tech was incorporated in Malaysia on 13 December 2017 as a private limited company and is deemed incorporated under the Act, is principally involved in the business of digitalised insurance platform management consultancy services and e-commerce business. VSure Tech is a Malaysian InsurTech/ Digital Insurance Intermediary company operating under the brand VSure.life, offering on-demand, embedded, and lifestyle-based insurance solutions, including Shariah-compliant products and micro-protection programmes such as CoFAP. VSure Tech is registered as a corporate insurance agent with the PIAM and as a corporate takaful agent with the MTA, enabling it to distribute insurance and takaful products on behalf of its appointed principals. The conduct of VSure Tech's business is subject to, and dependent on, the continued validity of these registrations and the subsistence of its agency appointments.

In August 2021, VSure Tech receive approval under Bank Negara Malaysia's Fintech Regulatory Sandbox for on-demand lifestyle insurance. However, as at the LPD, VSure Tech is not licensed by BNM as an insurer or takaful operator and does not carry on insurance or takaful underwriting activities, and its current operations are conducted pursuant to its registrations with PIAM and the MTA and its agency arrangements with licensed insurers and takaful operators. VSure Tech operates as a registered corporate insurance and takaful agent under PIAM and MTA respectively.

In addition, VSure Tech's operations are supported by three wholly owned subsidiaries CoFAP Sdn Bhd, VSure Marketing Sdn Bhd, and VSure International Holdings Pte Ltd. Please refer to **Section 5 of Appendix III** for more detail. Its revenue is generated from its operations in Malaysia.

VSure Tech's principal place of business located at Co-labs Coworking, B-5-8 Plaza Mont Kiara, Mont Kiara, 50480 Kuala Lumpur Wilayah Persekutuan.

### 2. SHARE CAPITAL

As at the LPD, VSure Tech has an issued share capital of RM12,375,000 comprising 203,043 VSure Tech Shares.

### 3. DIRECTORS AND DIRECTORS' SHAREHOLDINGS

The directors of VSure Tech and their shareholdings in VSure Tech as at the LPD are as follows:

| | | | Direct | | Indirect | |
|---|---|---|---|---|---|---|
| **No.** | **Directors** | **Nationality** | **No. of shares** | **%** | **No. of shares** | **%** |
| 1. | Eddy Wong | Malaysian | 36,712 | 18.08 | - | - |
| 2. | Yong Kok Man | Malaysian | 16,473 | 8.11 | - | - |
| 3. | Jason Ho | Malaysian | 12,410 | 6.11 | - | - |
| 4. | Tan Kah Seong | Malaysian | 10,846 | 5.34 | - | - |

### 4. SHAREHOLDERS AND SHAREHOLDERS' SHAREHOLDINGS

The shareholders of VSure Tech and their shareholdings as at the LPD are as follows:

| | | | Direct | | Indirect | |
|---|---|---|---|---|---|---|
| **No.** | **Shareholders** | **Nationality** | **No. of shares** | **%** | **No. of shares** | **%** |
| 1. | Faiz | Malaysian | 103,552 | 51.00 | - | - |
| 2. | Eddy Wong | Malaysian | 36,712 | 18.08 | - | - |
| 3. | Yong Kok Man | Malaysian | 16,473 | 8.11 | - | - |
| 4. | Jason Ho | Malaysian | 12,410 | 6.11 | - | - |
| 5. | Tan Kah Seong | Malaysian | 10,846 | 5.34 | - | - |
| 6. | Lee Chuey Wei | Malaysian | 6,756 | 3.33 | - | - |

**INFORMATION ON VSURE TECH *(CONT'D)***

| No. | Shareholders | Nationality | Direct No. of shares | % | Indirect No. of shares | % |
|---|---|---|---|---|---|---|
| 7. | Lim Woei Jein | Malaysian | 4,277 | 2.11 | - | - |
| 8. | Jong Jar Shin | Malaysian | 2,984 | 1.47 | - | - |
| 9. | Dato' Kevin Eu Kee Yam | Malaysian | 1,970 | 0.97 | - | - |
| 10. | Jonathan Leigh Joseph | Malaysian | 1,493 | 0.74 | - | - |
| 11. | Sanjay Vivekanandan | Malaysian | 1,493 | 0.74 | - | - |
| 12. | Wee Hsien Paul | Singaporean | 1,493 | 0.74 | - | - |
| 13. | Loh Tsuey Fah | Malaysian | 1,193 | 0.59 | - | - |
| 14. | Koh Yang Mun | Malaysian | 1,094 | 0.54 | - | - |
| 15. | Lim Woey Li | Malaysian | 198 | 0.10 | - | - |
| 16. | Wee Thiam Seng | Malaysian | 99 | 0.05 | - | - |
| **Total** | | | **203,043** | **100.00** | **-** | **-** |

## 5. SUBSIDIARIES AND ASSOCIATED COMPANY

As at the LPD, VSure Tech has the following subsidiaries:

| Name | Date and place of incorporation | Share capital | Equity interest (%) | Principal activity |
|---|---|---|---|---|
| CoFAP Sdn Bhd*(1)* | 15 October 2021, Malaysia | RM1,000 | 100 | Consultancy, advisory and implementation in all forms and aspects of mutual aid program development. |
| VSure Marketing Sdn Bhd*(2)* | 27 January 2022, Malaysia | RM1,000 | 100 | Presently dormant. The intended principal activities are insurance agent, financial planning, data processing services and business consultancy services. |
| VSure International Holdings Pte Ltd*(3)* | 27 December 2021, Singapore | SGD1 | 100 | Presently dormant. The intended principal activities are investment holding and other activities auxiliary to insurance and pension funding. |

*Notes:*

*(1) The directors of CoFAP Sdn Bhd are Eddy Wong and Yong Kok Man.*

*(2) The directors of VSure Marketing Sdn Bhd are Tan Kah Seong and Lee Chuey Wei.*

*(3) The directors of VSure International Holdings Pte Ltd are Eddy Wong and Yong Kok Man.*

## 6. SUMMARY AND COMMENTARIES OF FINANCIAL INFORMATION

The summary of the financial information of VSure Tech Group for the FYEs 31 May 2023 to 31 May 2025, as well as for the 7-month financial period ended ("**7M-FPE**") 31 December 2025, is disclosed below:

| | Audited | | | Unaudited |
|---|---|---|---|---|
| | **FYE 31 May 2023 (RM)** | **FYE 31 May 2024 (RM)** | **FYE 31 May 2025 (RM)** | **7M-FPE 31 December 2025 (RM)** |
| Revenue – fee and commission income | 24,714 | 50,153 | 89,457 | 28,924 |
| Other income | 31,924 | 79,275 | 15,122 | 72,754 |

**INFORMATION ON VSURE TECH *(CONT'D)***

| | Audited | | | Unaudited |
|---|---|---|---|---|
| | **FYE 31 May 2023 (RM)** | **FYE 31 May 2024 (RM)** | **FYE 31 May 2025 (RM)** | **7M-FPE 31 December 2025 (RM)** |
| (LBT) | (5,906,903) | (956,685) | (1,095,726) | (723,539) |
| (LAT) | (5,906,903) | (956,685) | (1,095,726) | (723,539) |
| | | | | |
| Total assets | 1,525,523 | 982,841 | 906,092 | 883,751 |
| Total liabilities | 1,657,251 | 2,087,810 | 2,212,712 | 2,883,983 |
| | | | | |
| Net liabilities | (131,728) | (1,104,969) | (1,306,620) | (2,000,233) |
| Share capital | 11,525,000 | 11,525,000 | 12,375,000 | 12,375,000 |
| Borrowings | - | - | - | - |
| | | | | |
| Net losses per VSure Tech Share(1) | (44.53) | (7.21) | (5.40) | (3.56) |
| NA per VSure Tech Share(2) | (0.99) | (8.33) | (6.44) | (9.85) |
| No. of VSure Tech Shares in issue | 132,655 | 132,655 | 203,043 | 203,043 |
| | | | | |
| Current ratio (times)(3) | 0.27 | 0.20 | 0.20 | 0.15 |
| Gearing ratio (times)(4) | - | - | - | - |

*Notes:*
*(1) Calculated as LAT attributable to owners of VSure Tech over weighted average number of VSure Tech Shares for the respective financial years under review.*
*(2) Calculated as NA divided by number of VSure Tech Shares in issue.*
*(3) Computed based on current assets divided by current liabilities.*
*(4) Computed based on borrowings divided by the NA.*

**Commentaries:**

**FYE 31 May 2024 vs. FYE 31 May 2023**

For FYE 31 May 2024, VSure Tech Group recorded significant growth in revenue, with fee and commission income increased to RM50,153 from RM24,714 in the preceding year, reflecting improved business activity. Other income also rose substantially to RM79,275 (FYE 31 May 2023: RM31,924), contributing positively to total income. This improvement of other income of RM47,351 (approximately 148.32%) in FYE 31 May 2024 as compared to FYE 31 May 2023 was primarily due to the unrealised foreign exchange gain of RM49,669 in FYE 31 May 2024, as opposed to an unrealised foreign exchange loss of RM837 recorded in FYE 31 May 2023.

Although VSure Tech Group recorded LAT of RM956,685 (FYE 31 May 2023: RM5,906,903), it represents a significant improvement of approximately RM4,950,218 (approximately 83.80%) attributed to the significant decline in management expenses by RM4,814,633 (approximately 81.47%) in FYE 31 May 2024 of RM1,094,706 (FYE 31 May 2023: RM5,909,339). This reduction of management expenses was mainly due to reduced number of employees after the re-organisation and retrenchment exercise in May 2023.

However, in FYE 31 May 2024, VSure Tech Group's total liabilities exceeded its total assets by RM1,104,969 (FYE 31 May 2023: RM131,728). The increased deficit in FYE 31 May 2024 was mainly due to significant costs incurred for the continued design, development and integration of software for its digital insurance marketplace to enhance B2B2C integrations, expenses related to business development, insurance product distribution activities and the onboarding preparation for its mutual financial aid programmes.

**FYE 31 May 2025 vs. FYE 31 May 2024**

For FYE 31 May 2025, VSure Tech Group achieved a further increase in revenue, with fee and commission income rising to RM89,457 from RM50,153 in the preceding year, indicating continued expansion in core operations. However, other income declined sharply to RM15,122 (FYE 31 May 2024: RM79,275). This decline, representing a variance of RM64,153 (approximately 80.92%), was mainly due to unrealised loss on foreign exchange of RM43,804 and the absence of unrealised fair value gains of RM28,534 recorded in FYE 31 May 2024.

VSure Tech Group's LAT increased by RM139,041 in FYE 31 May 2025 to RM1,095,726 (FYE 31 May 2024: RM956,685), mainly due to the higher management expenses, which rose by RM105,599 to RM1,200,305 (FYE 31 May 2024: RM1,094,706). The increase in management expenses was primarily attributable to fees paid to directors, operational, sales, and business development support personnel in line with the growth in the VSure Tech Group's operations.

As at 31 May 2025, VSure Tech's total liabilities exceeded its total assets by RM1,306,620 (31 May 2024: RM1,104,969) due to VSure Tech Group incurred significant costs to design, build and integrate software for the creation of a digital marketplace for seamless purchasing experience for the customers.

**7M-FPE 31 December 2025**

For 7M-FPE 31 December 2025, VSure Tech Group recorded revenue from fee and commission income of RM28,924, complemented by other income of RM72,754, which helped to partially offset operating losses during the period. VSure Tech Group recorded a LAT of RM723,539, primarily attributed to professional consultancy fees of RM644,641, which relate to management and operating staff engaged as contract resources to optimise staffing costs, and IT related expenses of RM107,238 incurred for VSure Tech Group's operations. Total assets declined slightly to RM883,751, while total liabilities rose to RM2,883,983, resulting in net liabilities of RM2,000,233.

As at 31 December 2025, VSure Tech's total liabilities exceeded its total assets by RM2,000,233 due to VSure Tech Group incurred significant costs to design, build and integrate software for the creation of a digital marketplace for seamless purchasing experience for the customers.

For the past 3 audited financial years under review:

(i) there were no exceptional or extraordinary items;

(ii) there were no accounting policies adopted by VSure Tech Group which are peculiar to VSure Tech Group because of the nature of its business; and

(iii) there was no audit qualification of the financial statements of VSure Tech Group.

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## INDICATIVE SALIENT TERMS OF THE WARRANTS

**Indicative salient terms of the Warrants**

The indicative salient terms of the Warrants are as follows:

| | | |
|---|---|---|
| Issue size | : | 583,471,945 Warrants. |
| Form and denomination | : | The Warrants will be issued in registered form and constituted by the Deed Poll. |
| Exercise rights | : | Each Warrant entitles the registered holders to subscribe for 1 new Share, at any time during the exercise period and at the exercise price (subject to adjustments in accordance with the provisions of the Deed Poll). |
| Exercise period | : | The Warrants may be exercised at any time during the tenure of the Warrants of 5 years commencing from and inclusive of the date of issuance of the Warrants until 5:00 p.m. on the expiry date. Warrants not exercised during the exercise period will thereafter lapse and cease to be valid. |
| Expiry date | : | At 5:00 p.m. on the date falling immediately preceding the 5th year commencing from and inclusive of the date of issuance of the Warrants and if such a day is not a market day, then on the preceding market day. |
| Exercise price | : | The indicative exercise price of the Warrant is RM0.02 each, subject to adjustments in accordance with the provisions of the Deed Poll. |
| Mode of exercise | : | The registered holder of Warrant is required to lodge an exercise form, as prescribed in the Deed Poll, with the Company's share registrar, duly completed and signed together with the payment of the exercise price for the new Shares subscribed for, via online payment into the bank account of the Company maintained with a bank in Malaysia or by way of banker's draft or cashier's order or postal order or money order in Ringgit Malaysia drawn on a bank or post office operating in Malaysia in accordance with the provisions of the Deed Poll. |
| Rights of the Warrant holders | : | The new Shares arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally with the existing Shares except that they are not entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date of which is prior to the date of allotment and issuance of new Shares upon the exercise of the Warrants. The registered holders of Warrant are not entitled to any voting rights or participation in any form of distribution and/or offer of securities in the Company until and unless such Warrant holders exercise their Warrants into new Shares and such new Shares have been allotted and issued. |
| Adjustments in the Exercise Price and/or number of outstanding Warrants | : | Subject to the provisions in the Deed Poll, the Exercise Price and/or number of outstanding Warrants or both shall be adjusted by the Board in consultation with an approved adviser appointed by the Company and certified by the external auditors of the Company under certain circumstances in accordance with the provisions of the Deed Poll ("**Adjustment**").<br><br>The Exercise Price and/or number of outstanding of Warrants may be adjusted under certain circumstances, amongst others, rights issue, bonus issue, consolidation or sub-division of Shares or any other variation of capital, in accordance with the provisions of Deed Poll.<br><br>Whenever there is an Adjustment, the Company will: |

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(a) give notice to Warrant holders, in accordance with provisions in Deed Poll, within 21 market days (or such other period as may be prescribed by Bursa Securities or such other relevant authorities from time to time) from the effective date of the Adjustment:

(i) notifying Warrant holders that the Exercise Price and/or the number of Warrants has been adjusted, as the case may be; and

(ii) setting forth the event giving rise to the Adjustment; the Exercise Price and number of Warrants in effect prior to the Adjustment; the adjusted Exercise Price and/or adjusted number of Warrants; and the effective date of the Adjustment;

(b) at all times thereafter so long as any of the Warrants remain exercisable, make available for inspection at our registered office:

(i) a copy of certificate signed by the external auditors of the Company certifying the Adjustment; and

(ii) a certificate signed by a Director of the Company setting forth brief particulars of the event giving rise to the Adjustment; the Exercise Price and number of Warrants in effect prior to the Adjustment; the adjusted Exercise Price and/or adjusted number of Warrants; and the effective date of the Adjustment.

Rights in the event of winding-up, liquidation, comprise and/or arrangement : If a resolution has been passed for a members' voluntary winding-up of the Company or liquidation or where there is a compromise and/or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then:

(a) for the purpose of such winding-up, liquidation, compromise and/or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant holders (or some persons designated by them for such purposes by special resolution) shall be a party, the terms of such winding-up, liquidation, compromise and/or arrangement shall be binding on all the Warrant holders; and

(b) in any other case, every Warrant holder shall be entitled to exercise the exercise rights at any time within 6 weeks after the passing of such resolution for a members' voluntary winding-up of the Company or within 6 weeks after the granting of the court order approving the winding-up, liquidation, compromise and/or arrangement, as the case may be (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation), by the irrevocable surrender of his Warrants to the Company, by submitting the duly completed exercise form(s) authorising the debit 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 and/or arrangement, exercised the exercise rights to the extent specified in the exercise form(s) and be entitled to receive out of the assets of the Company which would be available in liquidation as if he had on such date been the holder of the Shares to which he would have become

**INDICATIVE SALIENT TERMS OF THE WARRANTS**

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| | | entitled pursuant to such exercise and the liquidator of the Company must give effect to such election accordingly. |
| Modification of rights of the Warrants holders | : | Save as otherwise provided in the Deed Poll, any modification, amendment, deletion or addition to the Deed Poll (including the rights of the holders of the Warrants as well as 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 the modification, amendment, deletion or addition is required to correct any typographical errors, related to purely administrative matters, required to comply with any prevailing laws or regulations of Malaysia or in the opinion of the Company, will not be materially prejudicial to the interests of Warrant holders), by a deed to be executed by the 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, 1 board lot of Warrant shall comprise of 100 units of Warrants carrying the rights to subscribe for 100 new Shares at any time during the exercise period, or such other denomination as determined by Bursa Securities from time to time. |
| Listing status | : | The Warrants shall be listed and quoted on the ACE Market of Bursa Securities. |
| Governing law | : | The laws of Malaysia. |

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