**NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF PENTECH HOLDINGS BERHAD ("PENTECH" OR "COMPANY") DATED 20 MAY 2026 ("ELECTRONIC PROSPECTUS")**

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

**Website**

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

**Availability and Location of Paper/Printed Prospectus**

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company, Public Investment Bank Berhad ("**PIVB**") or AscendServ Capital Markets Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective investors should note that the Application Forms are not available in electronic format.

**Jurisdictional Disclaimer**

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

**Close of Application**

Applications will be accepted from **10.00 a.m.** on **20 May 2026** and will close at **5.00 p.m.** on **29 May 2026**.

In the event there is any change to the timetable, Pentech will advertise the notice of changes in a widely circulated English and Bahasa Malaysia daily newspapers within Malaysia and make the relevant announcement on the Website.

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

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

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

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

# PENTECH

## PENTECH HOLDINGS BERHAD

(Registration No. 202401049432 (1595276-A))
(Incorporated in Malaysia under the Companies Act 2016)



PENTECH
PENTECH HOLDINGS BERHAD

PROSPECTUS

# PROSPECTUS

THIS PROSPECTUS IS DATED 20 MAY 2026

# PENTECH

## PENTECH HOLDINGS BERHAD

(Registration No. 202401049432 (1595276-A))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF PENTECH HOLDINGS BERHAD ("PENTECH" OR "COMPANY") ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING PUBLIC ISSUE OF 171,995,000 NEW ORDINARY SHARES IN PENTECH ("SHARE(S)") IN THE FOLLOWING MANNER:

- 31,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 31,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF PENTECH AND ITS SUBSIDIARY;
- 32,495,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- 77,500,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY, MALAYSIA ("MITI"),

AT AN IPO PRICE OF RM0.20 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

**Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent**

**PUBLIC INVESTMENT BANK BERHAD**
**(Registration No. 197401002880 (20027-W))**
**A Participating Organisation Of Bursa Malaysia Securities Berhad**
**(Wholly-owned Subsidiary Of Public Bank Berhad)**

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE OF THIS PROSPECTUS.

BURSA SECURITIES HAS APPROVED THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES. THIS PROSPECTUS HAS BEEN REGISTERED BY BURSA SECURITIES. THE APPROVAL FOR THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES AND THE REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

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

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE SEE "RISK FACTORS" COMMENCING ON PAGE 195.**

THE ACE MARKET OF BURSA SECURITIES IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET OF BURSA SECURITIES. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET OF BURSA SECURITIES. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.

THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA ("SC") UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("CMSA").

ALL DEFINED TERMS USED IN THIS PROSPECTUS ARE DEFINED UNDER "DEFINITIONS", "GLOSSARY OF TECHNICAL TERMS" AND "PRESENTATION OF FINANCIAL AND OTHER INFORMATION", COMMENCING ON PAGES VI, XIV AND XVII OF THIS PROSPECTUS.

## RESPONSIBILITY STATEMENTS

OUR DIRECTORS AND PROMOTER (AS DEFINED IN THIS PROSPECTUS) HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THAT THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

PUBLIC INVESTMENT BANK BERHAD ("**PIVB**"), BEING OUR PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING OUR IPO.

## STATEMENTS OF DISCLAIMER

OUR COMPANY HAS OBTAINED THE APPROVAL OF BURSA SECURITIES FOR OUR LISTING. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR IPO, OUR COMPANY OR OUR SHARES.

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

THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORM (AS DEFINED IN THIS PROSPECTUS), HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

## OTHER STATEMENTS

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

OUR SHARES ARE OFFERED TO THE PUBLIC ON THE PREMISE OF FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING OUR IPO, FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA, IS RESPONSIBLE.

OUR SHARES ARE CLASSIFIED AS SHARIAH COMPLIANT BY THE SHARIAH ADVISORY COUNCIL OF THE SC ("**SAC**"). THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF ISSUE OF THIS PROSPECTUS UNTIL THE NEXT SHARIAH COMPLIANCE REVIEW UNDERTAKEN BY THE SAC. THE NEW STATUS IS RELEASED IN THE UPDATED LIST OF SHARIAH-COMPLIANT SECURITIES, ON THE LAST FRIDAY OF MAY AND NOVEMBER.

INVESTORS SHOULD NOTE THAT ANY AGREEMENT BY OUR SOLE UNDERWRITER TO UNDERWRITE OUR SHARES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR SHARES BEING OFFERED.

OUR SHARES BEING OFFERED IN OUR IPO ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT HAVE NOT AUTHORISED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS. ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT, OR ANY OF THEIR RESPECTIVE DIRECTORS OR ANY OTHER PERSONS INVOLVED IN OUR IPO.

THIS PROSPECTUS HAS BEEN PREPARED AND PUBLISHED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA. IT WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THE DISTRIBUTION OF THIS PROSPECTUS AND OUR IPO ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. OUR COMPANY, DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF OUR SHARES BASED ON THIS PROSPECTUS OR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE OF MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY OF OUR SHARES BEING OFFERED IN OUR IPO IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS PROSPECTUS AND THE SALE OF OUR SHARES OFFERED UNDER OUR IPO IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PROSPECTIVE INVESTORS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

IT SHALL BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR IPO WOULD BE IN COMPLIANCE WITH THE TERMS OF OUR IPO AS STATED IN THIS PROSPECTUS AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED OUR IPO IN MALAYSIA AND WILL BE SUBJECT ONLY TO THE LAWS OF MALAYSIA IN CONNECTION TO IT.

HOWEVER, WE RESERVE THE RIGHT IN OUR ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

IT WILL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL OR OTHER PROFESSIONAL ADVISER ON THE LAWS TO WHICH OUR IPO OR YOU ARE OR MIGHT BE SUBJECTED. NEITHER WE NOR OUR DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT NOR ANY OTHER ADVISERS IN RELATION TO OUR IPO ACCEPT ANY RESPONSIBILITY OR LIABILITY IF ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY SUCH COUNTRY OR JURISDICTION.

ELECTRONIC PROSPECTUS

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH BURSA SECURITIES ARE THE SAME.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM AND THAT YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS OR PROBLEM OCCURRING DURING DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

IF YOU ARE IN ANY DOUBT ABOUT THE VALIDITY OR INTEGRITY OF THE ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IN THE EVENT OF ANY DISCREPANCY ARISING BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH BURSA SECURITIES, SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD-PARTY INTERNET SITES ("**THIRD-PARTY INTERNET SITES**"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD-PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

(I) WE AND OUR PRINCIPAL ADVISER DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD-PARTY INTERNET SITES. ACCORDINGLY, WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR ANY AVAILABILITY OF OR THE CONTENT OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD-PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD-PARTY INTERNET SITES;

(II) WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD-PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD-PARTY INTERNET SITES. WE AND OUR PRINCIPAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD-PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY THE THIRD-PARTY INTERNET SITES; AND

(III) ANY DATA, INFORMATION, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD-PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEMS OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS, YOU ARE ADVISED THAT:

(I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS SHALL NOT BE RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES;

(II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED AS THE INTERNET IS NOT A FULLY SECURED MEDIUM; AND

(III) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COST, THAT YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

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## INDICATIVE TIMETABLE

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

| Events | Time and/or date |
|---|---|
| Opening of Applications | 10.00 a.m., 20 May 2026 |
| Closing of Applications | 5.00 p.m., 29 May 2026 |
| Balloting of Applications | 4 June 2026 |
| Allotment/Transfer of IPO Shares to successful Applicants | 11 June 2026 |
| Listing on the ACE Market | 15 June 2026 |

In the event there is any change to the timetable above, we will advertise a notice of the changes in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia and make the relevant announcements through the website of Bursa Securities.

*[The rest of this page has been intentionally left blank]*

## DEFINITIONS

The following abbreviations shall apply throughout this Prospectus, unless the abbreviations are defined otherwise or the context requires otherwise:

### COMPANIES WITHIN OUR GROUP

| | | |
|---|---|---|
| Pentech or Company | : | Pentech Holdings Berhad (Registration No. 202401049432 (1595276-A)) |
| Pentech Group or Group | : | Pentech and its Subsidiary, collectively |
| PSSB | : | Pentech Solution Sdn Bhd (Registration No. 200601021204 (740957-T)) |
| Subsidiary | : | PSSB |

### GENERAL

| | | |
|---|---|---|
| ACE Market | : | ACE Market of Bursa Securities |
| Acquisition | : | Acquisition of PSSB by Pentech of the entire equity interest of PSSB, comprising 5,000,000 PSSB Shares from the PSSB Vendors for a total purchase consideration of RM22,400,000.00, to be satisfied via the issuance of 448,000,000 new Shares at an issue price of RM0.05 each, which was completed on 3 March 2026 |
| AC | : | Audit Committee |
| Act | : | Companies Act 2016, including amendments from time to time and any re-enactment thereof |
| ADA | : | Authorised Depository Agent(s) |
| Applicant(s) | : | Applicant(s) for the subscription of our IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application |
| Application(s) | : | Application(s) for our IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application |
| Application Form(s) | : | Printed application form(s) for the application of our IPO Shares |
| ATM(s) | : | Automatic Teller Machine(s) |
| Authorised Financial Institution | : | Authorised financial institution participating in the Internet Share Application in respect of the payments for our IPO Shares |
| Board | : | Board of Directors of our Company |
| Bumiputera | : | In the context of:<br>(i) individuals, Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;<br>(ii) companies, a company which fulfils, among others, the following criteria or such other criteria as may be imposed by the MITI;<br>(a) registered under the Act as a private company;<br>(b) its shareholders are 100.00% Bumiputera; and<br>(c) its board of directors (including its staff) are at least 51.00% Bumiputera; and<br>(iii) cooperatives, a cooperative whose shareholders or cooperative members are at least 95.00% Bumiputera or such other criteria as may be imposed by the MITI |

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

| | | |
|---|---|---|
| Bumiputera Investors | : | Bumiputera investors including individuals, companies, societies, co-operatives and institutions, collectively |
| Bursa Depository | : | Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W)) |
| Bursa Securities | : | Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)) |
| By-Laws | : | By-laws governing the LTIP |
| CAGR | : | Compounded annual growth rate |
| CCC | : | Certificate of Completion and Compliance |
| CCM | : | Companies Commission of Malaysia |
| CDS | : | Central depository system |
| CDS Account(s) | : | Account(s) established by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor |
| CF | : | Certificate of fitness for occupation |
| CIDB | : | Construction Industry Development Board, a statutory body in Malaysia established under the Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 to regulate, develop and facilitate the construction industry in Malaysia |
| CIDB Act | : | Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994, including amendments from time to time and any re-enactment thereof |
| CMSA | : | Capital Markets and Services Act 2007, including amendments from time to time and any re-enactment thereof |
| Constitution | : | Constitution of our Company |
| Depositor | : | A holder of a CDS Account |
| Director(s) | : | Director(s) of our Company and within the meaning given in Section 2 of the CMSA |
| DBKL | : | Dewan Bandaraya Kuala Lumpur |
| EBITDA | : | Earnings before interest, taxation, depreciation and amortisation |
| EIS | : | Employment Insurance System |
| Electronic Prospectus | : | A copy of this Prospectus that is issued, circulated or disseminated via the internet, and/or an electronic storage medium, including but not limited to CD-ROMs (compact disc read-only memory) |
| Electronic Share Application | : | Application for our IPO Shares through Participating Financial Institutions' ATM |
| Eligible Employee(s) | : | An employee (including Executive Directors, if any) of the Group who fulfils the eligibility criteria as set out within the By-Laws |

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

| | | |
|---|---|---|
| Eligible Person(s) | : | Eligible Director(s) and employee(s) of the Group and any other persons who have contributed to the success of our Group, collectively |
| EPF | : | Employment Provident Fund |
| EPS | : | Earnings per share |
| ESG | : | Environmental, social and governance |
| ESGS | : | Employees' share grant scheme |
| ESOS | : | Employees' share option scheme |
| ESOS Options | : | Options granted or to be granted under the ESOS to subscribe for new Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the offer and the By-Laws |
| Equity Guidelines | : | Equity Guidelines issued by the SC |
| Evernorth | : | Evernorth Capital Sdn Bhd (Registration No. 202501028082 (1629494-H)) |
| Evernorth Share(s) | : | Ordinary share(s) in Evernorth |
| Executive Directors | : | Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen |
| Financial Years Under Review | : | FYE 2022, FYE 2023, FYE 2024 and FYE 2025, collectively |
| FYE(s) | : | Financial year(s) ended / ending 31 December, as the case may be |
| Government | : | Government of Malaysia |
| GP | : | Gross profit |
| IMR or Vital Factor | : | Vital Factor Consulting Sdn Bhd (Registration No. 199301012059 (266797-T)), the independent business and market research consultant |
| IMR Report | : | Independent Market Research Report on the Independent Assessment of the Enterprise Information and Communications Technology Services Industry in Malaysia prepared by Vital Factor as set out in Section 8 of this Prospectus |
| Internet Participating Financial Institution(s) or Participating Securities Firm(s) | : | Participating financial institution(s) or participating securities firm(s) for the Internet Share Application as listed in Section 16.6 of this Prospectus |
| Internet Share Application | : | Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institution or Participating Securities Firm |
| IPO | : | Initial public offering of our IPO Shares in conjunction with the listing of and quotation for our entire enlarged issued share capital on the ACE Market |
| IPO Price | : | Issue price of RM0.20 per IPO Share |
| IPO Share(s) | : | 171,995,000 new Share(s) to be issued by our Company pursuant to the Public Issue |

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

| | | |
|---|---|---|
| Issuing House or AscendServ | : | AscendServ Capital Markets Services Sdn Bhd (Registration No. 202401031272 (1577121-P)) |
| ISO | : | International Organisation for Standardisation |
| Key Senior Management | : | The key senior management team of our Group comprising Yeoh Chin Ming, Tan Hooi Bee, Juleen Teh Sue Leen, Ooi Hooi Yin, Ho Huang Ken, Lim Wei Ghee and Quah Chea Siang |
| KL Office | : | Our branch office situated in Kuala Lumpur bearing address at Unit 12.3, Level 12, Menara 1 Dutamas, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan |
| LAD | : | Liquidated ascertained damages |
| Listing | : | Admission to the Official List and the listing of and quotation for our entire enlarged issued share capital of RM56,804,000.00, comprising 620,000,000 Shares on the ACE Market |
| Listing Requirements | : | ACE Market Listing Requirements of Bursa Securities |
| LPD | : | 27 April 2026, being the latest practicable date prior to the issuance of this Prospectus |
| LTIP | : | Long-Term Incentive Plan comprising ESOS and ESGS |
| LTIP Award(s) | : | Collectively, the award of such number of ESOS Options and such number of Share(s) to an Eligible Employee in the manner and subject to the terms and conditions provided in the By-Laws and "LTIP Award" shall mean any of them in the context of the By-Laws |
| LTIP Committee | : | The committee appointed from time to time by our Board pursuant to the By-Laws to administer the LTIP |
| MAICSA | : | Malaysian Institute of Chartered Secretaries and Administrators |
| Malaysian Public or Public | : | Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated, organised or formed under the laws of Malaysia |
| Market Day(s) | : | Any day(s) between Monday and Friday (both days inclusive) which is not a public holiday and a day on which Bursa Securities is open for trading of securities |
| MBPP | : | Majlis Bandaraya Pulau Pinang |
| MCCG | : | Malaysian Code on Corporate Governance, 2021 |
| MCMC | : | Malaysian Communications and Multimedia Commission |
| MFRS | : | Malaysian Financial Reporting Standards, as issued by the Malaysian Accounting Standards Board |
| MITI | : | Ministry of Investment, Trade and Industry, Malaysia |
| MyIPO | : | Intellectual Property Corporation of Malaysia |
| MOF | : | Ministry of Finance |
| MSOCMSL | : | Managed Security Operations Centre Monitoring Service License |

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

| | | |
|---|---|---|
| NA | : | Net assets |
| N/A | : | Not applicable |
| NACSA | : | National Cyber Security Agency |
| NBV | : | Net book value |
| Official List | : | A list specifying all securities which have been admitted for listing on the ACE Market and not removed |
| Participating Financial Institution(s) | : | Participating financial institution(s) for the Electronic Share Application as listed in Section 16.5 of this Prospectus |
| PAT | : | Profit after taxation |
| PBT | : | Profit before taxation |
| PE Multiple | : | Price to earnings multiple |
| Penang Office | : | Our head office situated in Penang bearing address at 1B-G-09(b), 1B-G-10, 1B-G-11, 1B-G-29, 1B-G-30, 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang |
| Pink Form Allocation | : | Allocation of 31,000,000 IPO Shares for subscription by the Eligible Persons |
| PIVB or Principal Adviser or Sponsor or Sole Underwriter or Sole Placement Agent | : | Public Investment Bank Berhad (Registration No. 197401002880 (20027-W)) |
| Placement Agreement | : | Placement agreement dated 10 April 2026 entered into between our Company and the Sole Placement Agent pursuant to our IPO |
| Prescribed Security(ies) | : | Securities of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the SICDA and the Rules |
| Prescription Period | : | 1 day after the launching date of the Prospectus up to a period of 30 days |
| Promoter | : | Yeoh Chin Ming |
| Prospectus | : | This Prospectus dated 20 May 2026 in relation to our IPO |
| Prospectus Guidelines | : | Prospectus Guidelines issued by the SC |
| PSSB Shares | : | Ordinary share(s) in PSSB |
| PSSB Vendors | : | Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, collectively |
| PTSL | : | Penetration Testing Service License |
| Public | : | All persons or members of the public but excluding our Group's directors, our substantial shareholders and persons associated with them (as defined in the Listing Requirements) |
| Public Issue | : | Public issue of 171,995,000 new Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus |
| QA | : | Quality Assurance |

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

| | | |
|---|---|---|
| QC | : | Quality control |
| Reporting Accountants or Baker Tilly | : | Baker Tilly Monteiro Heng PLT |
| RPT(s) | : | Related party transaction(s) as defined in Section 10 of this Prospectus |
| RRPT(s) | : | Recurrent related party transaction(s) |
| Rules of Bursa Depository | : | Rules of Bursa Depository as issued under SICDA |
| SAC | : | Shariah Advisory Council of the SC |
| SC | : | Securities Commission Malaysia |
| Share(s) or Pentech Share(s) | : | Ordinary share(s) in Pentech |
| Share Registrar or Aldpro | : | Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M)) |
| Share Transfer | : | Transfer of 372,000,000 Shares held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth during the Prescription Period |
| SICDA | : | Securities Industry (Central Depositories) Act 1991 |
| SLA | : | Service level agreement |
| SOCSO | : | Social Security Organisation |
| Specified Shareholder(s) | : | Evernorth, Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, individually or collectively |
| Substantial Shareholders | : | Yeoh Chin Ming, Ho Huang Ken, Toh Say Yee and Evernorth, collectively, who prior to the Listing each have an interest in our Shares which is not less than 5.00% of the total number of voting shares of our Company |
| SSA | : | A conditional share sale agreement dated 19 June 2025, entered by the PSSB Vendors and the Company for the purpose of the Acquisition |
| TMA 2019 | : | Trademarks Act 2019 |
| Underwriting Agreement | : | Underwriting agreement dated 10 April 2026 entered into between our Company and the Sole Underwriter pursuant to our IPO |
| USA | : | United States of America |

**Currencies and units**

| | | |
|---|---|---|
| RM and sen | : | Ringgit Malaysia and sen, respectively |
| USD | : | United States Dollar |
| sq. ft. | : | Square feet |
| % | : | Per centum |

**MAJOR CUSTOMERS OUR GROUP:**

The following are details of our major customer(s) whose names have been redacted throughout this Prospectus:

| | | |
|---|---|---|
| Customer A Group | : | Customer A Group comprises Customer A1, an entity involved in the manufacture, research and development, as well as other services for active electronic components, solid-state drive and memory module, and Customer A2, an entity involved in the manufacture of active electronic components. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer A Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022, FYE 2023, FYE 2024 and FYE 2025. |
| Customer B Group | : | Customer B Group comprises Customer B1, an entity involved in the supply and manufacture of solid-state storage systems and other electronic systems associated with the semiconductor industry, and Customer B2, an entity involved in the production of substrates for hard disk drives. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer B Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022. |
| Customer C Group | : | Customer C Group comprises Customer C, an entity involved in the provision of hospital and healthcare services, operation of hospital cafeteria and coffee outlet, letting of general hospital space, as well as its subsidiary, Customer C1, whose principal activity is in retail pharmacy. These entities are subsidiaries of a company listed on Bursa Securities. The name of Customer C Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022. |
| Customer D Group | : | Customer D Group comprises Customer D1, an entity involved in the design, development and manufacture of printed circuit board assemblies and subassemblies, Customer D2, an entity involved in the manufacture of assembled printed circuit boards, contract manufacturing for electronic products and trading of related products, and Customer D3, an entity involved in investment holding. These entities are subsidiaries of a company listed on the Nasdaq Stock Market. The name of Customer D Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2022 and FYE 2023. |
| Customer E | : | Customer E is a company involved in the business of information technology including contact centre operations, software development, internet access, e-commerce services, as well as back office processing and system integration. It is a subsidiary of a company listed on the Nasdaq Stock Market. The name of Customer E is not disclosed as consent was not provided. It is one of our major customers for FYE 2022. |
| Customer F Group | : | Customer F Group comprises Customer F, an entity in the provision of banking and related financial services which is listed on Bursa Securities, as well as its subsidiary, Customer F1, an entity involved in the provision of investment banking services. The name of Customer F Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2023 and FYE 2024. |

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

| | | |
|---|---|---|
| Customer G Group | : | Customer G Group comprises mainly Customer G1, an entity involved in the provision of outsourced contact centre services for technical support and customer care, digital experience solutions and disaster recovery control, Customer G2, Customer G3, Customer G4 and Customer G5 are involved in the provision of omnichannel customer experience solutions, sales and digital marketing services and content, and other services. These entities are subsidiaries of a company that was previously listed on the New York Stock Exchange, which subsequently delisted in June 2024. The name of Customer G Group is not disclosed as consent was not provided. It is one of our major customers for FYE 2023 and FYE 2025. |
| Customer H | : | Customer H is a company involved in the development and provision of intelligent automation services. Customer H is listed on the Taiwan Stock Exchange. The name of Customer H is not disclosed as consent was not provided. It is one of our major customers for FYE 2023. |
| Customer I | : | Customer I is a company involved in Islamic banking and related services, and is listed on Bursa Securities. The name of Customer I is not disclosed as consent was not provided. It is one of our major customers for FYE 2024. |
| Customer J | : | Customer J is a company involved in the assembly and testing of integrated semiconductor devices. It is a subsidiary of a company listed on the Shenzhen Stock Exchange. The name of Customer J is not disclosed as consent was not provided. It is one of our major customers for FYE 2024 and FYE 2025. |
| Customer K | : | Customer K is a company involved in the moulding, soldering, assembling, testing, manufacturing and sub-contracting of electrical goods, parts and electronic components. The name of Customer K is not disclosed as consent was not provided. It is one of our major customers for FYE 2025. |
| Customer L | : | Customer L is a company involved in investment holding, provision of management services including sales and marketing and sourcing. It is a subsidiary of a company listed on the Main Board of the Singapore Exchange. The name of Customer L is not disclosed as consent was not provided. It is one of our major customers for FYE 2025. |

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## GLOSSARY OF TECHNICAL TERMS

The following technical terms in this Prospectus in connection with our Group and business bear the same meanings as set out below unless the terms are defined otherwise or the context requires otherwise. The terminologies and their meaning are based on the context of this Prospectus and may not correspond to the standard industry meanings or usage of these terms.

| | | |
|---|---|---|
| Appointed Reseller | : | Refers to our appointment by Principals to market, distribute and install their products. Appointed Resellers are typically recognised upon achieving and maintaining a specified volume of ICT hardware or software sales. The specified volume varies from one Principal to another |
| Artificial intelligence or AI | : | A computer system or machine that leverages on algorithms to mimic the problem-solving and decision-making capabilities of the human mind |
| BPO | : | Business Process Outsourcing |
| Broadband | : | The transmission of wide bandwidth data over a high-speed internet connection |
| Cabling | : | An infrastructure to provide physical network connection to devices such as providing telephone services or transmit data through computer network |
| Cloud services | : | A service hosted on servers in a remote location that can be easily accessed and used anywhere via internet access |
| Cybersecurity solutions | : | A combination of hardware, software, processes and practices to protect a computer network from malicious attack |
| Daas | : | Device-as-a-service, which is a subscription-based service that comprises the subscription of ICT products and/or services on a monthly basis |
| Data | : | Refers to information or content in digital format, including text, sound, and stall and moving images |
| Data centre | : | A facility which houses the IT infrastructure and equipment needed to enable data storage, data retrieval and internet connectivity |
| Data storage system | : | Refers to a device that stores vast quantities of data |
| Device | : | Refers to hardware and software used directly by an end user to perform a function. Examples include desktops, laptops, tablets, smartphones and printers |
| End-users | : | The person that uses an application and/or device to perform a function |
| Enterprise | : | A large organisation that relies on extensive data processing, storage and analysis as part of its operations |
| Enterprise ICT infrastructure | : | Refers to the integrated hardware and software that an enterprise uses as part of its operations. It consists of data centres, networks to link the data centres to the enterprises' locations and end users, and security to protect the enterprise's networks and data |
| Fibre optic cable | : | An assembly containing one or more optical fibres in which the technology used transmits information as light pulses along a glass or plastic fibre |
| Hardware | : | Refers to an electronic device that works together with software to perform functions such as processing, storing, displaying, inputting and transmitting data |

**GLOSSARY OF TECHNICAL TERMS *(Cont'd)***

| | | |
|---|---|---|
| IaaS | : | Infrastructure-as-a-service, a type of cloud solution and service that enables customers to use ICT infrastructure such as storage and network infrastructure, on a pay-as-you-use basis |
| ICT Application | : | Refers to the software used directly by ends users to perform specific tasks |
| IT infrastructure solutions | : | Design and configuration of hardware, software and other services to develop infrastructure that can provide connectivity and data storage |
| ICT Solutions | : | ICT hardware, software and cloud subscriptions as well as ICT services |
| Information and communications technology or ICT or IT | : | Refers to the use of electronic hardware and software to input, process, store and/or output data |
| Internet | : | A global system of interconnected computer networks that use the internet protocol suites to link several billion devices worldwide. Internet protocol is a protocol which controls how the network data is forwarded to the targeted destination by choosing correct paths across interconnected networks |
| Internet of Things or IoT | : | A concept of internet connections embedded in everyday objects, which enables them to transmit data and messages, and allows objects to be controlled or sensed remotely by electronic devices across existing network infrastructure |
| Local area network (LAN) | : | LAN is network that interconnect authorised devices within a limited area, such as within a branch, office or manufacturing facility |
| OCC | : | Operations Command Centre, a centralised location from which activities are performed to ensure smooth running of a network infrastructure |
| on-premises IT infrastructure | : | Dedicated IT network and data storage hardware located within the customer's premises |
| PaaS | : | Platform-as-a-service, refers to a cloud computing service where the platform's hardware and software tools (including databases, servers, middleware, and development frameworks) are provided and managed by a third-party service provider. End users access the PaaS over the internet and use it to develop, run, and manage their ICT applications without having to own and operate the underlying platform |
| Principals | : | Brand owners of ICT hardware and software |
| Principal's Distributor | : | A company that has been appointed by a Principal to distribute its ICT hardware and/or software within a specified territory |
| SaaS | : | Software-as-a-Service, refers to a cloud computing model where software applications are delivered over the internet, rather than being installed locally on a user's computer or server. Users access and use applications without having to purchase or license, install or manage the ICT applications |
| SOC | : | Security Operations Centre, a centralised location from which activities are performed to monitor, analyse, prevent and protect a network from cyberthreats and attacks |
| Software | : | Refers to digital processing instructions installed in hardware to facilitate receiving, processing, storing and transmitting data. Software can be categorised into two main types, namely systems software and applications software |

**GLOSSARY OF TECHNICAL TERMS *(Cont'd)***

| | | |
|---|---|---|
| Technical services | : | Services provided by skilled technicians to help ensure that an organisation's ICT infrastructure including hardware and software, are always available, and any problems are fixed as quickly as possible. They also provide support to end users in their use of ICT facilities |
| UPS | : | Uninterruptible Power Supply, refers to a system designed to provide immediate backup power to essential hardware, software, and infrastructure in the event of a primary power failure |
| VoIP | : | Voice over Internet Protocol, which allows for transmission of voice and multimedia content over the internet |
| VPN | : | Virtual Private Network, refers to a secure, encrypted connection between an authorised device and network, typically established over the internet, to transmit data privately to ensure confidentiality and security. It uses software to encrypt data, create a virtual tunnel between the authorised device and the destination network, and mask the device's IP address |
| Wide Area Network (WAN) | : | WAN is a network that extends connectivity across multiple geographic locations and enables communication between branch offices, headquarters, data centres and cloud environments |

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## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to "**our Company**" or "**the Company**" or "**Pentech**" in this Prospectus are to Pentech Holdings Berhad. All references to "**our Group**" or "**the Group**" or "**Pentech Group**" are made to our Company and our Subsidiary taken as a whole. All references to words such as "we", "us", "our" and "ourselves" in this Prospectus are to our Company and where the context otherwise requires, or our Group. Unless the context otherwise requires, references to "**Management**" are to our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and Key Senior Management as at the date of this Prospectus. Statements as to our beliefs, expectations, estimates and opinions are those of our Management.

All references to "you" are to our prospective investors.

Certain abbreviations, acronyms and technical terms used are defined in the "Definitions" and "Glossary of Technical Terms" sections of this Prospectus. Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and *vice versa*. References to persons shall include companies and corporations unless otherwise specified.

In this Prospectus, references to the "**Government**" are to the Government of Malaysia, and references to "**RM**" and "**sen**" are to the lawful currency of Malaysia. The word "**approximately**" used in this Prospectus indicates that a number is not an exact one, but that number is usually rounded off to the nearest thousandth or 2 decimal places. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments.

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

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

This Prospectus includes statistical data provided by our Management and various third parties and cites third-party projections regarding growth and performance of the market and industry in which our Group operates in. This data is taken or derived from information published by industry sources and from our internal data. In each case, the source is stated in this Prospectus. Where there is no source stated, it can be assumed that the information originates from our Management or is extracted from the IMR Report as included in Section 8 of this Prospectus. We have appointed Vital Factor to provide an independent market and industry review relating to the industry in which we operate in. In compiling its data for the review, Vital Factor had relied on its research methodology, industry sources, published materials, its own private databanks and direct contacts within the industry.

We believe that the information on the industry as contained in this Prospectus and other statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the market and industry in which we operate. Third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. No assurance can be given that the projected figures will be achieved, and you should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our website or any website, directly and indirectly, linked to such website does not form part of this Prospectus and should not be relied upon.

If there are any discrepancies or inconsistencies between the English and Malay versions of this document, the English version shall prevail.

## FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements, which include statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Group for future operations. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current views with respect to future events and do not guarantee future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast", "project" or similar expressions and include all statements that are not historical facts.

Forward-looking statements include, without limitation, statements relating to:

(i) our future overall business development and operations plans;

(ii) our future financial performance and financing plans including earnings, cash flow and liquidity;

(iii) potential growth opportunities;

(iv) our business strategies, trends and competitive position and the effect of such competition;

(v) our ability to pay future dividends; and

(vi) the general industry environment, including the demand and supply of our products.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitations, those discussed in Section 9 of this Prospectus on "Risk Factors" and Section 12.3 of this Prospectus on "Management's Discussion and Analysis of Financial Condition and Results of Operations". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment of our IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus) and Rule 3.12D of the Listing Requirements.

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17. **BY-LAWS FOR THE LTIP** 358


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## 1. CORPORATE DIRECTORY

### BOARD OF DIRECTORS

| Name | Designation | Address | Nationality |
|---|---|---|---|
| **Mohamad Hashim Bin Abdul Ghani (M)** | *Independent Non-Executive Chairman* | PT 19028, Lorong Mawar Putih 11<br>Jalan Mawar Putih<br>Kampung Dato Abu Bakar<br>Baginda 43000 Kajang<br>Selangor | Malaysian |
| **Yeoh Chin Ming (M)** | *Non-Independent Managing Director/CEO* | No. 17, Lorong Rajawali 1<br>11900 Bayan Lepas<br>Pulau Pinang | Malaysian |
| **Tan Hooi Bee (F)** | *Non-Independent Executive Director* | No. 5, Lintang Pantai Jerjak 6<br>Taman Jerjak Indah<br>11900 Bayan Lepas<br>Pulau Pinang | Malaysian |
| **Juleen Teh Sue Leen (F)** | *Non-Independent Executive Director* | 60-8-3 Nipah Emas<br>Lebuh Nipah<br>11900 Bayan Lepas<br>Pulau Pinang | Malaysian |
| **Lee Kooi Hoon (F)** | *Independent Non-Executive Director* | Blok 385-25-05<br>Jalan Perak<br>11600 Georgetown<br>Pulau Pinang | Malaysian |
| **Lim Guan Chong (M)** | *Independent Non-Executive Director* | A-11-2 Tiffani Kiara<br>Changkat Duta Kiara<br>50480 Mont Kiara<br>Wilayah Persekutuan Kuala Lumpur | Malaysian |
| **See Swee Sie (F)** | *Independent Non-Executive Director* | 57, Reservoir Crescent<br>11500 Ayer Itam<br>Pulau Pinang | Malaysian |

Notes:

(M) Male

(F) Female

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

### BOARD COMMITTEES

#### AUDIT COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Lee Kooi Hoon | Chairperson | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |
| See Swee Sie | Member | Independent Non-Executive Director |

#### NOMINATION COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| See Swee Sie | Chairperson | Independent Non-Executive Director |
| Lee Kooi Hoon | Member | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |

#### REMUNERATION COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Lee Kooi Hoon | Chairperson | Independent Non-Executive Director |
| See Swee Sie | Member | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |

#### RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Lim Guan Chong | Chairperson | Independent Non-Executive Director |
| Lee Kooi Hoon | Member | Independent Non-Executive Director |
| See Swee Sie | Member | Independent Non-Executive Director |

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

| | | |
|---|---|---|
| **COMPANY SECRETARY** | : | **J Heng Corporate Advisors Sdn Bhd**<br>*(Registration No. 199401030955 (316637-V))*<br><br>9-1, 9th Floor, Wisma Penang Garden<br>42, Jalan Sultan Ahmad Shah<br>10050 Georgetown<br>Pulau Pinang<br><br>Telephone No. : (604) 226 1853<br>Facsimile No. : (604) 226 1873<br><br>**Lim Yong Chiat**<br>Professional Qualification : MAICSA Membership No. MAICSA 7060553<br>SSM Practicing Certificate No. : 201909000066 |
| **REGISTERED OFFICE** | : | 9-1, 9th Floor, Wisma Penang Garden<br>42, Jalan Sultan Ahmad Shah<br>10050 Georgetown<br>Pulau Pinang<br><br>Telephone No. : (604) 226 1853<br>Facsimile No. : (604) 226 1873 |
| **HEAD OFFICE** | : | Unit 1B-G-09(b), 1B-G-10, 1B-G-11<br>1B-G-29, 1B-G-30 & 1B-G-31<br>Lengkok Mayang Pasir, One Precinct<br>11950 Bayan Lepas<br>Pulau Pinang<br><br>Telephone No. : (604) 640 5531 / 5533<br>Email : info@pentechsolution.com.my<br>Website : https://pentechsolution.com.my |
| **PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT** | : | **Public Investment Bank Berhad**<br>*(Registration No. 197401002880 (20027-W))*<br><br>Level 27, Menara Public Bank 2<br>No. 78, Jalan Raja Chulan<br>50200 Kuala Lumpur<br><br>Telephone No. : (603) 2036 2800<br>Facsimile No. : (603) 2036 2860 |

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

**AUDITORS AND REPORTING ACCOUNTANTS** :

**Baker Tilly Monteiro Heng PLT**
*(Registration No. 201906000600 (LLP0019411-LCA))*
Chartered Accountants (AF 0117)

Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur

| | | |
|---|---|---|
| Telephone No. | : | (603) 2297 1000 |
| Partner-in-charge | : | Paul Tan Hong |
| Approval No. | : | 03459/11/2027 J |
| Professional Qualification | : | • Chartered Accountant of the Malaysian Institute of Accountants<br>• Fellow Member of the Association of Chartered Certified Accountants |

**SOLICITORS FOR OUR IPO** :

**Messrs Wong & Loh**
Advocates & Solicitors
No. 17, 1st Floor, Jalan Bukit Tambun
Taman Kasawari
14100 Simpang Ampat
Pulau Pinang

| | | |
|---|---|---|
| Telephone No. | : | (604) 588 5989 |
| Facsimile No. | : | (604) 588 2989 |

**INDEPENDENT BUSINESS AND MARKET RESEARCH CONSULTANTS** :

**Vital Factor Consulting Sdn. Bhd.**
*(Registration No. 199301012059 (266797-T))*

V Square @ PJ City Centre (VSQ) Block 6
Level 6, Jalan Utara
46200 Petaling Jaya
Selangor

| | | |
|---|---|---|
| Telephone No. | : | (603) 7931 3188 |
| Person-in-charge | : | Wooi Tan |
| Professional Qualification | : | Bachelor of Science from the University of New South Wales, Australia, Master of Business Administration from the New South Wales Institute of Technology (now known as the University of Technology, Sydney), Australia, and Fellow of both the Australian Marketing Institute, and the Institute of Managers and Leaders, Australia |

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

| | | |
|---|---|---|
| **ISSUING HOUSE** | : | **AscendServ Capital Markets Services Sdn Bhd**<br>*(Registration No. 202401031272 (1577121-P))*<br><br>Office Suite No. 603<br>Block C, Pusat Dagangan Phileo Damansara 1<br>No. 9, Jalan 16/11 Off Jalan Damansara<br>46350 Petaling Jaya<br>Selangor<br><br>Telephone No. : (603) 7890 0238 |
| **SHARE REGISTRAR** | : | **Aldpro Corporate Services Sdn Bhd**<br>*(Registration No. 202101043817 (1444117-M))*<br><br>B-21-1, Level 21, Tower B<br>Northpoint Mid Valley City<br>No. 1, Medan Syed Putra Utara<br>59200 Kuala Lumpur<br><br>Telephone No. : (603) 9770 2200<br>Facsimile No. : (603) 2201 7774 |
| **LISTING SOUGHT** | : | ACE Market of Bursa Securities |
| **SHARIAH STATUS** | : | Approved by the SAC |

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## 2. APPROVALS AND CONDITIONS

### 2.1 APPROVALS FROM RELEVANT AUTHORITIES

#### 2.1.1 Bursa Securities

Bursa Securities had, via its letter dated 19 January 2026, approved the admission of our Company to the Official List and the listing of and quotation for our entire enlarged issued share capital comprising 620,000,000 Shares and new Shares of up to 10.0% of our Company's total number of issued Shares (excluding treasury shares, if any) at any point of time, to be issued pursuant to the LTIP on the ACE Market of Bursa Securities.

The approval from Bursa Securities is subject to the following conditions:

| No. | Details of conditions imposed | Status of compliance |
|---|---|---|
| (1) | Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository:<br><br>(i) Name of shareholders;<br>(ii) Number of Shares; and<br>(iii) Date of expiry of the moratorium for each block of Shares; | To be complied |
| (2) | Approvals from other relevant authorities have been obtained for implementation of the Listing; | Complied |
| (3) | The Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon; | Complied |
| (4) | Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Note 15 of the Listing Requirements; | To be complied |
| (5) | Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issued share capital of the Company at least one (1) market day prior to the listing date; | To be complied |
| (6) | Furnish to Bursa Securities a confirmation of compliance with paragraph 2.2(b)(ii)(aa) of Guidance Note 10 of the Listing Requirements by the Directors at least two (2) market days prior to the listing date, together with copy of the Mandatory Accreditation Programme certificates; | To be complied |
| (7) | In relation to the Public Issue to be undertaken by the Company, to announce at least two (2) market days prior to the listing date, the result of the offering including the following:<br><br>(i) Level of subscription of public balloting and placement;<br><br>(ii) Basis of allotment/allocation;<br><br>(iii) A table showing the distribution for placement tranche as per the format in Appendix I of Bursa Securities' approval letter; and | To be complied |

**2. APPROVALS AND CONDITIONS *(Cont'd)***

| No. | Details of conditions imposed | Status of compliance |
|---|---|---|
| | (iv) Disclosure of placees who become substantial shareholders of the Company arising from the Public Issue, if any.<br><br>PIVB must ensure that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market; | |
| (8) | The Company and PIVB are also required to furnish Bursa Securities with the following:<br><br>(i) confirmation on full compliance of the ESOS pursuant to Rule 6.44 of the Listing Requirements together with the effective date of implementation of the ESOS; and<br><br>(ii) a summary of the total number of new Shares listed on a quarterly basis pursuant to the ESOS at the end of each quarter together with a detailed computation of listing fees payable; and | To be complied |
| (9) | The Company/PIVB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of the Company to the Official List. | To be complied |

**2.1.2 SC**

Our IPO is an exempt transaction under Section 212(8) of the CMSA and is therefore not subject to the approval of the SC.

The SC had, via its letter dated 23 January 2026, approved our application under the Bumiputera equity requirements for public listed companies pursuant to our Listing, subject to the following conditions:

| No. | Details of conditions imposed | Status of compliance |
|---|---|---|
| (i) | The Company allocating Shares equivalent to 12.50% of its enlarged number of issued Shares upon Listing to Bumiputera Investors to be approved by MITI; and | To be complied |
| (ii) | The Company is to make available at least 50.00% of the Shares offered to the Malaysian Public investors via balloting to Bumiputera public investors. | To be complied |

The SAC had, on 16 December 2025, classified our Shares as Shariah-compliant securities based on our audited combined financial statements for the FYE 2024.

## 2. APPROVALS AND CONDITIONS *(Cont'd)*

### 2.1.3 MITI

The MITI had, vide its letter dated 22 January 2026, taken note of and has no objection to our Listing.

### 2.2 MORATORIUM ON OUR SHARES

In compliance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Specified Shareholders as follows:

(i) the moratorium applies to the entire shareholdings of our Specified Shareholders for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");

(ii) upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.00% of the total number of issued Shares, assuming full exercise of 12,400,000 ESOS Options granted under the LTIP into new Shares, remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and

(iii) upon the expiry of the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of one-third (1/3) per annum (on a straight-line basis) of their Shares held under moratorium ("**Subsequent Moratorium Period**").

The details of our Shares held by our Specified Shareholders which will be held under moratorium are set out below:

| | **Year 1 after Listing** | | | |
|---|---|---|---|---|
| | **Moratorium shares during the First 6-Month Moratorium** | | **Moratorium shares during the Second 6-Month Moratorium** | |
| **Specified Shareholders** | **No. of Shares** | **[(a)(b)]%** | **No. of Shares** | **[(c)]%** |
| Yeoh Chin Ming | 30,565,000 | 4.93 | 19,415,400 | 3.07 |
| Ho Huang Ken | 22,720,000 | 3.66 | 14,432,100 | 2.28 |
| Toh Say Yee | 22,720,000 | 3.66 | 14,432,100 | 2.28 |
| Evernorth[(d)] | 372,000,000 | 60.00 | 236,300,400 | 37.37 |
| **Total** | **448,005,000** | **72.26** | **284,580,000** | **45.00** |

| | **Year 2 after Listing** | | **Year 3 after Listing** | |
|---|---|---|---|---|
| | **Moratorium shares during the Subsequent Moratorium Period** | | **Moratorium shares during the Subsequent Moratorium Period** | |
| **Specified Shareholders** | **No. of Shares** | **[(c)]%** | **No. of Shares** | **[(c)]%** |
| Yeoh Chin Ming | 12,943,600 | 2.05 | 6,471,800 | 1.02 |
| Ho Huang Ken | 9,621,400 | 1.52 | 4,810,700 | 0.76 |
| Toh Say Yee | 9,621,400 | 1.52 | 4,810,700 | 0.76 |
| Evernorth[(d)] | 157,533,600 | 24.91 | 78,766,800 | 12.46 |
| **Total** | **189,720,000** | **30.00** | **94,860,000** | **15.00** |

Notes:

(a) Based on the enlarged issued share capital of 620,000,000 Shares after our IPO.

(b) Total does not add up due to rounding differences.

(c) Based on the enlarged issued share capital of 632,400,000 Shares after IPO assuming full exercise of the ESOS Options granted.

(d) As at the LPD, Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.

**2. APPROVALS AND CONDITIONS *(Cont'd)***

In accordance with Rule 3.19(2) of the Listing Requirements, where the specified shareholder or vendor is an unlisted corporation, all direct and indirect shareholders of the unlisted corporation (whether individuals or other unlisted corporations) up to the ultimate individual shareholders must give undertakings to Bursa Securities that they will not sell, transfer or assign their securities in the unlisted corporation for the requisite moratorium period.

Pursuant thereto, the shareholders of Evernorth, namely Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee have also undertaken not to sell, transfer or assign their shareholdings in Evernorth during the moratorium period.

Our Specified Shareholders have fully accepted the moratorium and have each furnished a letter of undertaking to Bursa Securities that they will not sell, transfer or assign any part of their respective shareholdings in our Company during the moratorium period.

The moratorium, which is fully accepted by our Specified Shareholders, is specifically endorsed on the share certificates representing the Shares held by the respective Specified Shareholders to ensure that our Share Registrar will not register any sale, transfer and assignment that contravenes the aforesaid restriction imposed.

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## 3. PROSPECTUS SUMMARY

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

### 3.1 PRINCIPAL DETAILS OF OUR IPO

A summary of our IPO Shares to be allocated under our IPO is as follows:

| | |
|---|---|
| **Number of new Shares to be issued under the Public Issue** | ***171,995,000*** |
| - *Malaysian Public* | *31,000,000* |
| - *Eligible Persons* | *31,000,000* |
| - *Private placement to selected investors* | *32,495,000* |
| - *Private placement to selected Bumiputera Investors approved by the MITI* | *77,500,000* |
| Enlarged issued share capital upon Listing | RM56,804,000.00 comprising 620,000,000 Shares |
| IPO Price | RM0.20 |
| Market capitalisation upon Listing (based on our IPO Price and enlarged issued share capital upon Listing) | RM124,000,000.00 |

Please refer to Section 4.3 of this Prospectus for further details of our IPO.

In conjunction with the Listing, we established a LTIP of up to 10.00% of the total number of issued Shares in our Company at any point of time during the duration of the LTIP, comprising ESOS and ESGS, to be granted to the Eligible Employees.

Further details on the LTIP are set out in Section 4.3.7 of this Prospectus.

A moratorium will be imposed on the sale, transfer or assignment of our Shares held by our Specified Shareholders. Further details of the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

### 3.2 BACKGROUND AND OVERVIEW

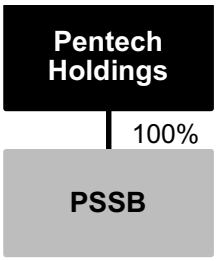
Our Company was incorporated in Malaysia under the Act on 21 November 2024 as a private limited company under the name of Pentech Holdings Sdn Bhd. On 26 June 2025, our Company was converted into a public limited company and assumed our present name.

The principal activities of our Company and its Subsidiary are as follows:

| Company | Principal activities |
|---|---|
| Pentech | Activities of holding companies |
| PSSB | Integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services |

## 3. PROSPECTUS SUMMARY *(Cont'd)*

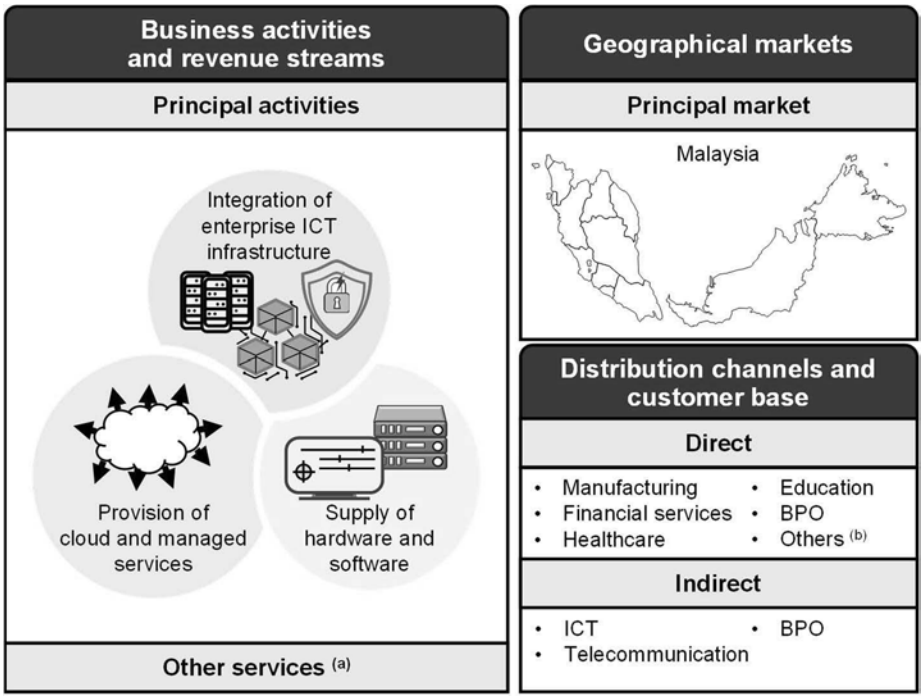
Our Group structure as at the LPD is set out below:




Our Group is principally involved in providing enterprise ICT solutions, which include integrating enterprise ICT infrastructure, supplying hardware and software, and providing cloud, managed, and other services such as technical and digital transformation services.

Our Group's customers via its direct distribution channel, comprise businesses that engages our Group to provide services and/or supply hardware. By working closely with its customers, our Group gains a detailed technical understanding of their needs and build long-term business relationships with them, including placing our Group in a position to secure follow-on business from them, such as projects to expand or upgrade their ICT infrastructure, supply additional hardware and/or software, and provide managed and/or technical services. Our Group also has customers via the indirect distribution channel which include ICT companies, where our Group implements the project and deliver the ICT infrastructure, hardware, software and/or other ICT services to the end-users.

Our Group's business model is as follows:




Notes:

(a) Other services comprise the provision of technical and digital transformation services.

(b) Other direct distribution channel customers include companies in hospitality, transportation and logistics, construction, property development and management, professional service providers, as well as government agencies and government linked companies.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

**Operational Highlights**

Our revenue for the Financial Years Under Review segmented by business activities and products are set out below:

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | (RM'000) | (%) | (RM'000) | (%) | (RM'000) | (%) | (RM'000) | (%) |
| Integration of enterprise ICT infrastructure | 131,656 | 67.78 | 101,983 | 59.96 | 105,247 | 55.71 | 119,492 | 51.31 |
| Supply of hardware and software | 43,395 | 22.34 | 39,231 | 23.07 | 42,598 | 22.55 | 58,730 | 25.22 |
| Provision of cloud and managed services | 17,506 | 9.01 | 25,271 | 14.86 | 35,844 | 18.97 | 48,141 | 20.67 |
| Other services[(a)] | 1,689 | 0.87 | 3,597 | 2.11 | 5,247 | 2.77 | 6,525 | 2.80 |
| **Total revenue** | **194,246** | **100.00** | **170,082** | **100.00** | **188,936** | **100.00** | **232,888** | **100.00** |

Note:

(a) Includes technical services and digital transformation services.

Please refer to Section 7 of this Prospectus for further information on our Group and our business model.

### 3.3 OUR COMPETITIVE ADVANTAGES AND KEY STRENGTHS

Our competitive strengths and key advantages are as follows:

**(i) We have a track record of approximately 20 years in the ICT industry**

Our Group has an established track record of approximately 20 years in the ICT industry, starting with the supply of ICT hardware and software to businesses in Malaysia since 2006. In 2011, it carried out its first integration of ICT infrastructure comprising, amongst others, cabling and electrical works, access control systems and network switches for the data centre of an E&E product manufacturer in Bayan Lepas, Penang, providing it with a track record of approximately 15 years in enterprise ICT infrastructure.

Our Group's extensive track record will assure prospective customers of our capabilities and serve as a strong reference to help secure new projects and create a platform for continuing business growth.

**(ii) We fulfil the needs of customers with stringent requirements**

During the Financial Years Under Review, our Group implemented the integration of enterprise ICT infrastructure projects, including data centres, networks, and security solutions, for customers and end users in highly regulated industries in Malaysia, such as financial services and healthcare. In addition, we served multinational companies with stringent internal requirements and standards. These customers and end users must ensure that their data centres and networks comply with strict regulations related to security, data protection, privacy, and availability while maintaining their data's integrity.

This strengthens our Group's position to secure new projects and provides the platform for business sustainability and growth.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

**(iii) We have in-house capabilities to carry out engineering and system design to provide a total integration of enterprise ICT infrastructure systems**

We have the technical expertise to perform engineering and system design for the integration of enterprise ICT infrastructure, including data centres, networks, and security systems, which allows us to undertake complete solution projects and offer customers the convenience of a single point of service, providing a distinct advantage over companies that might focus only on provision of hardware or software integration. This differentiation helps in securing orders with greater value and support our business growth.

**(iv) We are brand independent and can offer suitable solutions to our customers**

Although our Group has established partnerships with several principals, we are not contractually bound to offer only their products or services. This brand independence allows our Group to provide customers with enterprise ICT infrastructure, cloud solutions, and related services by selecting suitable combinations of hardware, software, services and platforms to meet their specific needs. Our brand independence also expands our Group's addressable market, allowing us to meet diverse customer requirements across various sectors. These advantages support our Group's business sustainability and growth by enabling us to secure new projects and build long-term customer relationships.

**(v) We mainly use the direct distribution channels to address business opportunities**

This approach allows our Group to engage closely with business owners, enabling a better understanding of their requirements and challenges. By applying engineering and system design expertise, our Group is able to deliver highly customised solutions tailored to specific customer needs. Additionally, maintaining direct relationships fosters customer loyalty, positions our Group as a trusted partner, increases the potential for repeat business and fosters positive word-of-mouth referrals.

**(vi) We have two revenue streams comprising non-recurrent revenue as well as recurrent revenue that provides assurance of revenue for the duration of such contracts**

Our Group's business operations comprise two revenue models, one of which is non-recurrent revenue based on fixed lump sum purchase orders, while the other is recurrent revenue based on fixed periodic charges. Its recurrent revenue stream provides assurance of a continuing revenue stream for the contract period, while moderating some of the lumpy revenue of its project and order-based business.

**(vii) We are led by experienced Non-Independent Managing Director / Chief Executive Officer, Directors and Key Senior Management team to drive our business growth**

We have an experienced Key Senior Management team headed by Yeoh Chin Ming (Non-Independent Managing Director / Chief Executive Officer), Tan Hooi Bee (Non-Independent Executive Director) and Juleen Teh Sue Leen (Non-Independent Executive Director), who bring with them over 27 years, 34 years and 21 years of relevant industry experience, respectively. They have played vital roles in leading our Group's growth and success.

The Non-Independent Managing Director / Chief Executive Officer and Non-Independent Executive Directors are supported by a team of experienced key senior management with extensive experience across a range of business activities, including sales, finance, technology and enterprise business development.

Please refer to Section 7.6 of this Prospectus for further details of our competitive advantages and key strengths.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.4 BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans are as follows:

**(i) Facility Expansion**

**(a) Establish a new SOC**

As part of our strategies and plans, we intend to establish a new SOC in Kuala Lumpur. We plan to rent an office space of approximately 2,800 sq. ft. in Kuala Lumpur to house the new SOC. This new SOC aims to monitor specific networks to detect, analyse, and respond to security incidents in real time. We intend to use it to monitor and provide security for our customers' networks.

**(b) Upgrade of our OCC infrastructure**

Our primary OCC which is located in Kuala Lumpur and is supported by our Penang Office as a secondary OCC, serve as the centralised hub for monitoring, managing, and supporting our customers' ICT infrastructure and systems, facilitating the delivery of our cloud and managed services.

To strengthen our service delivery capabilities, we plan to upgrade our OCC infrastructure by installing new hardware and software to enhance access coverage, monitoring, and incident response capabilities.

**(ii) Additional ICT Services**

**(a) New AI-powered cloud and other applications**

By leveraging our expertise in ICT integration and provision of cloud services, we plan to provide AI-powered cloud services which integrated AI-powered cybersecurity to ensure secure and resilient operations. This includes embedding security at every layer in the systems for continuous threat monitoring across integrated platform and automate detection and response in real time.

**(b) Establish a business unit to provide cybersecurity solutions**

We also intend to expand our business to provide cybersecurity solutions. This business unit will focus on delivering services that help organisations protect their IT infrastructure, systems, and data from cyber threats. The cybersecurity business unit focuses on developing and delivering solutions tailored to the needs of prospective customers. The new SOC will then be able to provide managed security services, including real-time monitoring, incident detection, analysis, and response, to safeguard against cyber threats. These services will help ensure continuous protection and resilience of the clients' IT infrastructure and systems.

**(iii) Increase sales and marketing activities**

As part of our growth plans, we intend to increase our sales and marketing activities to promote our new SOC, OCC, as well as new cloud, AI, and cybersecurity services. The sales and marketing activities would include, amongst others, digital marketing, events and webinars, public relation initiatives, customer engagements as well as sales initiative.

Please refer to Section 7.17 of this Prospectus for further details on our business strategies and future plans.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.5 RISK FACTORS

Any investment in our Shares involves a number of risks, many of which are beyond our control. Before deciding to invest in our Shares, you should carefully consider all the information contained in this Prospectus, including the risk factors set out in Section 9 of this Prospectus, the key risks of which have been summarised as follows:

**(i) We face cybersecurity and other security risks for the systems we integrate and the provision of services to our customers**

We integrate enterprise ICT infrastructure by combining hardware, software and related equipment within data centres. In some projects, we are specifically responsible for integrating network and security systems, which are susceptible to cybersecurity threats. These systems may also face other security risks such as data theft, manipulation and destruction and physical damage. Additionally, we offer cloud-based services, including PaaS, SaaS, and managed cloud and other services. As we are directly responsible for delivering these services, any cybersecurity or other security breaches could significantly impact our customers.

**(ii) Our revenue may experience fluctuations from year to year, and our business and financial performance are dependent on our ability to continually secure new projects**

Our ability to continually secure new and sizable projects to replenish our order book will determine our business sustainability and financial performance. If we fail to secure sufficient new projects to replenish our order book, our business sustainability and financial performance may be adversely affected, resulting in decreases in revenue and/or profitability.

**(iii) Our business and financial performance is dependent on hardware, software, and services from third-party suppliers, as well as strategic partnerships**

The successful implementation of our projects and delivery of services (such as cloud services) depend on the continuous availability and reliability of these third-party hardware, software, and services. We are also reliant on the security, quality, effectiveness, and efficiency of the products and services provided by these suppliers. Any failure or shortcoming on their part may adversely affect our operations, financial performance, and reputation. Furthermore, we are exposed to the risk of increased hardware and software costs sourced from suppliers who are the authorised distributors or resellers in Malaysia. In the event we are not able to pass on the increased costs to our customers, this will have a negative impact on our financial performance and profitability.

**(iv) Our business and financial performance may be affected by delays in project implementation and completion, and the fulfilment of orders**

Adherence to project implementation timelines and the achievement of completion date targets stipulated within our contracts and purchase orders are important. Delays in project implementation or the fulfilment of orders may result in adverse consequences, including cost overruns, delays in revenue recognition, a reduction in our scope of work or the suspension or termination of the contract or purchase order.

**(v) We are subject to the risk of penalties arising from shortcomings in the work carried out by our subcontractors**

There is a risk that the work we deliver to our customers, including the integration of enterprise ICT infrastructure projects and the supply of hardware and software, may contain defects or not meet customer specifications due to deficiencies on the part of our subcontractors. This could arise if they provide substandard services or products. We also face the risk of failing to meet our project or delivery schedules if our subcontractors underperform or are late in providing their services or products.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

**(vi) Our business growth may be constrained by insufficient technical resources for support and development**

As an ICT systems integration and service provider company, our ability to deliver complex ICT infrastructure projects and high-quality services depends on the availability of skilled and experienced professionals. A shortage of qualified personnel may lead to project delays, increased operational costs, and reduced service quality. This talent shortage could also limit our capacity to take on new projects or expand our service offerings, constraining our business growth. Failure to attract, train, and retain the necessary talent may, therefore, adversely affect our operational efficiency and long-term growth prospects.

**(vii) Our insurance coverage may not fully cover the losses and liabilities associated with our business operations and are subject to renewal**

Certain aspects of our business involve performing work at customer premises, which exposes us to various risks including workplace accidents. We may also face potential customer claims or legal actions for losses resulting in our failures, as well as due to cybersecurity or other security breaches linked to our products and services. We have various insurance coverages for our operational facilities, employees, group personal accident coverage, as well as contractor's all-risk insurance and workmen's compensation, where required. Our insurance policies are subject to periodic renewal, which may result in changes to premiums, deductibles, insured limits, or other policy terms and could lead to higher costs to maintain our current level of coverage.

**(viii) We are dependent on our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors, Key Senior Management, and skilled ICT personnel**

Our daily business operations, financial performance, and the successful execution of our business strategies could be negatively impacted if we lose the services of one or more of our Executive Directors or Key Senior Management and cannot promptly find suitable replacements. Similarly, an insufficient number of skilled ICT personnel to implement our projects could have adverse effects.

Please refer to Section 9 of this Prospectus for further details of the risk factors associated with our business, the industry in which we operate and investment in our Shares.

### 3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

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

| Name | Designation |
|---|---|
| **Directors** | |
| Mohamad Hashim Bin Abdul Ghani | Independent Non-Executive Chairman |
| Yeoh Chin Ming | Non-Independent Managing Director / Chief Executive Officer |
| Tan Hooi Bee | Non-Independent Executive Director |
| Juleen Teh Sue Leen | Non-Independent Executive Director |
| Lee Kooi Hoon | Independent Non-Executive Director |
| Lim Guan Chong | Independent Non-Executive Director |
| See Swee Sie | Independent Non-Executive Director |
| **Other Key Senior Management (excluding the other Key Senior Management who are the Non-Independent Managing Director / Chief Executive Officer and the Non-Independent Executive Directors)** | |
| Ooi Hooi Yin | Chief Financial Officer |
| Ho Huang Ken | Chief Sales Officer |
| Lim Wei Ghee | Chief Technology Officer |
| Quah Chea Siang | Head of Enterprise Business Development |

Please refer to Sections 5.2 and 5.4 of this Prospectus for further details of our Directors and Key Senior Management, respectively.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.7 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

The details of our Promoter and Substantial Shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

| | | After the Acquisition and before our IPO and Share Transfer | | | | After our IPO and Share Transfer | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **Nationality/ Country of incorporation** | **No. of Shares** | **[a]%** | **No. of Shares** | **[a]%** | **No. of Shares** | **[b]%** | **No. of Shares** | **[b]%** |
| **Promoter and Substantial Shareholder** | | | | | | | | | |
| Yeoh Chin Ming | Malaysian | 224,005,000 | 50.00 | - | - | 30,565,000 | 4.93 | [d]372,000,000 | 60.00 |
| **Substantial Shareholders** | | | | | | | | | |
| Ho Huang Ken | Malaysian | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [d]372,000,000 | 60.00 |
| Toh Say Yee | Malaysian | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [d]372,000,000 | 60.00 |
| Evernorth[c] | Malaysia | - | - | - | - | [e]372,000,000 | 60.00 | - | - |

Notes:

(a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

(b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO and Share Transfer.

(c) As at the LPD, Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.

(d) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

(e) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer.

Our Promoter and Substantial Shareholders do not have different voting rights from the other shareholders of our Company as all our Shares before and after our IPO are of the same class. Please refer to Section 5.1 of this Prospectus for further details on our Promoter and Substantial Shareholders.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.8 USE OF PROCEEDS

We intend to use the gross proceeds from the Public Issue of RM34.40 million in the following manner:

| Purposes | RM'000 | % | Estimated timeframe for use from the date of Listing |
|---|---|---|---|
| Establishment of new SOC | 9,400 | 27.33 | Within 36 months |
| Upgrade of our Group's OCC infrastructure | 8,100 | 23.55 | Within 36 months |
| Business expansion to provide additional ICT services | 6,740 | 19.59 | Within 36 months |
| Marketing expenses and promotional activities | 3,500 | 10.17 | Within 36 months |
| Working capital requirements | 2,159 | 6.28 | Within 24 months |
| Estimated listing expenses | 4,500 | 13.08 | Within 3 months |
| **Total** | **34,399** | **100.00** | |

Please refer to Section 4.8 of this Prospectus for further details on our use of proceeds from the Public Issue. There is no minimum subscription in terms of proceeds to be raised from our IPO.

### 3.9 FINANCIAL HIGHLIGHTS

The following table sets out the key financial highlights based on our historical audited combined financial statements for the Financial Years Under Review:

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 | FYE 2023 | FYE 2024 | FYE 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | 194,246 | 170,082 | 188,936 | 232,888 |
| Cost of sales | (170,871) | (144,929) | (157,565) | (198,089) |
| GP | 23,375 | 25,153 | 31,371 | 34,799 |
| PBT | 9,175 | 10,685 | 13,440 | 14,466 |
| PAT | 6,819 | 7,823 | 9,963 | 10,590 |
| GP margin (%)[(a)] | 12.03 | 14.79 | 16.60 | 14.94 |
| PBT margin (%)[(b)] | 4.72 | 6.28 | 7.11 | 6.21 |
| PAT margin (%)[(c)] | 3.51 | 4.60 | 5.27 | 4.55 |

Notes:

(a) GP margin is calculated based on GP divided by revenue.

(b) PBT margin is calculated based on PBT divided by revenue.

(c) PAT margin is calculated based on PAT divided by revenue.

Further details of the historical financial information relating to our Group are set out in Section 12 of this Prospectus.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.10 DIVIDEND POLICY

It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group as well as leaving adequate reserves for the future growth of our Group. Nonetheless, our Company does not have any formal dividend policy.

Our Group's ability to distribute dividends to our shareholders is subject to various factors, including our Group's financial performance, capital expenditure requirements and any other factors considered relevant by our Board. Our ability to declare and pay dividends is subject to the discretion of our Board.

During the Financial Years Under Review and up to the LPD, we have declared and paid the followings dividends:

| | **FYE 2022** | **FYE 2023** | **FYE 2024** | **FYE 2025** | **From 1 January 2026 up to the LPD** |
|---|---|---|---|---|---|
| Dividends declared (RM'000) | 1,000 | 1,500 | 5,900 | [(b)]1,500 | - |
| Dividends paid (RM'000) | 1,000 | 1,500 | 5,900 | - | [(b)]1,500 |
| PAT (RM'000) | 6,819 | 7,823 | 9,963 | 10,590 | - |
| Dividend payout ratio[(a)] | 14.66% | 19.17% | 59.22% | 14.16% | - |

Note:

(a) Computed based on dividends declared divided by PAT.

(b) Our Board had on 31 December 2025 declared a single tier interim dividend for FYE 2025 amounting to RM1.50 million which had been paid out to our existing shareholders on 12 February 2026.

All dividends are funded via internally generated funds. The dividends will not affect the execution and implementation of our future plans or strategies. Our Group also believes that they have sufficient funding from our Group's internally generated funds for its operations and expansion plans.

Further details of our dividend policy are set out in Section 12.15 of this Prospectus.

*[The rest of this page has been intentionally left blank]*

## 4. DETAILS OF OUR IPO

### 4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The Application period will open at 10.00 a.m. on 20 May 2026 and will remain open until 5.00 p.m. on 29 May 2026. **LATE APPLICATIONS WILL NOT BE ACCEPTED**.

### 4.2 INDICATIVE TIMETABLE

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

| Events | Time and/or date |
|---|---|
| Opening of Applications | 10.00 a.m., 20 May 2026 |
| Closing of Applications | 5.00 p.m., 29 May 2026 |
| Balloting of Applications | 4 June 2026 |
| Allotment/Transfer of IPO Shares to successful Applicants | 11 June 2026 |
| Listing on the ACE Market | 15 June 2026 |

In the event there is any change to the indicative timetable above, we will advertise a notice of the changes in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia and make the relevant announcements through the website of Bursa Securities.

### 4.3 PARTICULARS OF OUR IPO

#### 4.3.1 Public Issue

The Public Issue of 171,995,000 IPO Shares, representing 27.74% of our enlarged issued share capital upon Listing, at the IPO Price, is payable in full on application upon such terms and conditions of this Prospectus and will be allocated in the following manner:

**(i) Malaysian Public**

31,000,000 IPO Shares, representing 5.00% of our enlarged issued share capital, will be made available for application by the Malaysian Public through a balloting process, of which 50.00% is to be set aside for Bumiputera Investors.

**(ii) Eligible Persons**

31,000,000 IPO Shares, representing 5.00% of our enlarged issued share capital, will be reserved for application by the Eligible Persons under the Pink Form Allocation in the following manner:

| Eligible Persons | No. of Eligible Persons | Aggregate no. of IPO Shares allocated |
|---|---|---|
| Eligible Directors[(a)] | 6 | 7,000,000 |
| Eligible employees[(b)] | Up to 124 | 19,900,000 |
| Persons who have contributed to our success[(c)] | Up to 40 | 4,100,000 |
| **Total** | **Up to 170** | **31,000,000** |

## 4. DETAILS OF OUR IPO *(Cont'd)*

Notes:

(a) The criteria for allocation to our eligible Directors is based on, amongst others, their respective roles, responsibilities, and their anticipated contribution to our Group. The allocation of IPO Shares to our eligible Directors is as follows:

| Name | Designation | No. of IPO Shares allocated |
|---|---|---|
| Mohamad Hashim Bin Abdul Ghani | Independent Non-Executive Chairman | 250,000 |
| Tan Hooi Bee | Non-Independent Executive Director | 3,000,000 |
| Juleen Teh Sue Leen | Non-Independent Executive Director | 3,000,000 |
| Lee Kooi Hoon | Independent Non-Executive Director | 250,000 |
| Lim Guan Chong | Independent Non-Executive Director | 250,000 |
| See Swee Sie | Independent Non-Executive Director | 250,000 |
| **Total** | | **7,000,000** |

Yeoh Chin Ming, our Non-Independent Managing Director / Chief Executive Officer has opted not to participate in the Pink Form Allocations as he is our Promoter and Substantial Shareholder.

(b) The criteria for the Pink Form Allocations to the eligible employees of our Group as approved by our Board, are based on the following factors:

(i) the eligible employee must be a full-time confirmed employee of at least 18 years of age, be on the payroll of our Group and who has not submitted his/her resignation as at the LPD prior to the issuance of the Prospectus; and

(ii) the number of IPO Shares allocated to the eligible employees is based on, amongst others, their staff grade, length of service, current and past performance and level of contribution made to our Group, including any other factors considered relevant to our Board.

The number of IPO Shares to be allocated to our other Key Senior Management is as follows:

| Name | Designation | No. of IPO Shares to be allocated |
|---|---|---|
| Ooi Hooi Yin | Chief Financial Officer | 350,000 |
| Lim Wei Ghee | Chief Technology Officer | 3,000,000 |
| Quah Chea Siang | Head of Enterprise Business Development | 3,000,000 |
| **Total** | | **6,350,000** |

## 4. DETAILS OF OUR IPO *(Cont'd)*

(c) The allocation to persons who have contributed to the success of our Group, comprising our customers, suppliers and business associates, is based on, amongst others, their length of business relationship with our Group, past contribution to our success and/or potential contribution to our Group in the future.

**(iii) Private placement to selected investors**

32,495,000 IPO Shares, representing 5.24% of our enlarged issued share capital, will be allocated by way of private placement to selected investors ("**Investors Placement Tranche**").

**(iv) Private placement to selected Bumiputera Investors approved by the MITI**

77,500,000 IPO Shares, representing 12.50% of our enlarged issued share capital, will be made available by way of private placement to selected Bumiputera Investors approved by the MITI ("**MITI Tranche**").

### 4.3.2 Share Transfer

Upon completion of the IPO, Yeoh Chin Ming, being the Promoter, together with Ho Huang Ken and Toh Say Yee will hold an aggregate of 448,005,000 Shares.

During the Prescription Period, Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee will transfer an aggregate of 372,000,000 Shares to Evernorth in conjunction with the IPO. Details of the Share Transfer are set out below:

| **Transferor** | **No. of Shares held before the Share Transfer** | [(a)(b)]**%** | **No. of Shares to be transferred** | [(a)]**%** | **No. of Shares held after the Share Transfer** | [(a)(b)]**%** |
|---|---|---|---|---|---|---|
| Yeoh Chin Ming | 224,005,000 | 36.13 | (193,440,000) | 31.20 | 30,565,000 | 4.93 |
| Ho Huang Ken | 112,000,000 | 18.06 | (89,280,000) | 14.40 | 22,720,000 | 3.66 |
| Toh Say Yee | 112,000,000 | 18.06 | (89,280,000) | 14.40 | 22,720,000 | 3.66 |
| **Total** | **448,005,000** | **72.26** | **(372,000,000)** | **60.00** | **76,005,000** | **12.26** |

Notes:

(a) Based on our enlarged issued share capital of 620,000,000 Shares after the IPO.

(b) Total does not add up due to rounding differences.

Evernorth is an investment holding company held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interests of 52.00%, 24.00% and 24.00%, respectively. The Share Transfer will enable Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee, who are the PSSB Vendors to have majority of their Shares collectively held under Evernorth.

Please refer to Section 5.1.2(iv) of this Prospectus for further details on Evernorth.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.3.3 Allocation of our IPO Shares and underwriting arrangement

A summary of the allocation of our IPO Shares (subject to the clawback and reallocation provisions as set out in Section 4.3.4 of this Prospectus) is as follows:

| | Total | |
|---|---|---|
| | **No. of Shares** | **[(a)](%)** |
| Malaysian Public via balloting | | |
| - Bumiputera | 15,500,000 | 2.50 |
| - Non-Bumiputera | 15,500,000 | 2.50 |
| Eligible Persons | 31,000,000 | 5.00 |
| Private placement to selected investors | 32,495,000 | 5.24 |
| Private placement to selected Bumiputera Investors approved by the MITI | 77,500,000 | 12.50 |
| | **171,995,000** | **27.74** |

Note:

(a) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.

Our Sole Underwriter has fully underwritten the following:

(i) all 31,000,000 IPO Shares made available for application by the Malaysian Public; and

(ii) all 31,000,000 IPO Shares made available for application by the Eligible Persons.

Please refer to Section 4.10 of this Prospectus for the salient terms of the Underwriting Agreement.

The total of 109,995,000 IPO Shares made available to selected investors and selected Bumiputera Investors approved by the MITI are not underwritten by our Sole Underwriter. Irrevocable undertakings to subscribe for these IPO Shares will be obtained from the respective selected investors (excluding the MITI Tranche).

### 4.3.4 Clawback and reallocation

Our IPO Shares shall be subject to the following clawback and reallocation provisions:

**(i) Malaysian Public via balloting**

In the event there are IPO Shares which are not subscribed by the Malaysian Public, the remaining portion unsubscribed shall be made available for subscription in the following manner:

(a) firstly, by the Eligible Persons under Pink Form Allocations (excluding eligible Directors) under Section 4.3.1(ii) of this Prospectus; and

(b) secondly, by the selected investors under Section 4.3.1(iii) of this Prospectus.

Any further IPO Shares which are not subscribed for after being allocated and offered to the selected investors shall be underwritten by our Sole Underwriter in accordance with the terms of the Underwriting Agreement.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### (ii) Eligible Persons

Any IPO Shares reserved under Pink Form Allocations which are not subscribed by any of the Eligible Persons based on their pre-determined allocations shall be made available for application by the other Eligible Persons (excluding eligible Directors) who have applied for excess IPO Shares in addition to their pre-determined allocation ("**Excess Pink Form Shares**").

Such Excess Pink Form Shares will be allocated to these other Eligible Persons (excluding eligible Directors) on a fair and equitable basis in the following priority:

(a) firstly, allocation on a pro-rata basis to the other eligible employees of our Group who have applied for the Excess Pink Form Shares based on the number of Excess Pink Form Shares applied for;

(b) secondly, allocation of any surplus Excess Pink Form Shares after item (a) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Pink Form Shares based on the number of Excess Pink Form Shares applied for; and

(c) thirdly, to minimise odd lots.

Any further IPO Shares which are not subscribed under the Pink Form Allocations after the allocation of Excess Pink Form Shares as stated above will be made available for subscription in the following manner:

(a) firstly, by the Malaysian Public under Section 4.3.1(i) of this Prospectus; and

(b) secondly, by the selected investors under Section 4.3.1(iii) of this Prospectus.

Thereafter, any remaining IPO Shares under Pink Form Allocations which are not subscribed for after being allocated and offered to the selected investors shall be underwritten by our Sole Underwriter in accordance with the terms of the Underwriting Agreement.

### (iii) Private placement to selected investors

In the event of under-subscription of the IPO Shares by the selected investors under the private placement, the remaining unsubscribed portion will be clawed back and reallocated to the Malaysian Public as part of the balloting process under Section 4.3.1(i) of this Prospectus.

### (iv) Private placement to selected Bumiputera Investors approved by the MITI

Any IPO Shares, allocated to, but unsubscribed by the selected Bumiputera Investors approved by the MITI will be made available for subscription in the following manner:

(a) firstly, by Bumiputera public investors as part of the balloting process under Section 4.3.1(i) of this Prospectus on a fair and equitable manner;

(b) secondly, by the Malaysian institutional investors; and

(c) finally, any remaining portion thereafter will be made available to other Malaysian public investors via balloting under Section 4.3.1(i) of this Prospectus.

Thereafter, the remaining unsubscribed portion will be made available for application by the Eligible Persons under Section 4.3.1(ii) of this Prospectus and/or by way of private placement to selected investors under Section 4.3.1(iii) of this Prospectus.

## 4. DETAILS OF OUR IPO *(Cont'd)*

The clawback and reallocation provisions will not apply in the event that there is an over-subscription in all the allocations of our IPO Shares at the closing date of our IPO.

The allocation of our IPO Shares shall be on a fair and equitable manner and shall take into account the desirability of distributing our IPO Shares to a reasonable number of Applicants with a view of broadening our Company's shareholding base, to meet the public shareholding spread requirement of Bursa Securities and to establish a liquid market for our Shares.

There is no over-allotment or "greenshoe" option that will result in an increase in the number of our IPO Shares.

As at the LPD, save for the Pink Form Allocations as disclosed in Section 4.3.1(ii) of this Prospectus, to the extent known to our Company:

(a) there are no Substantial Shareholders, Directors or Key Senior Management who have indicated to us that they intend to subscribe for the IPO Shares; and

(b) there are no persons who have indicated to us that they intend to subscribe for more than 5.00% of the IPO Shares.

### 4.3.5 Minimum and over-subscription

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

In the event of an over-subscription, acceptance of Applications by the Malaysian Public shall be subject to the ballot to be conducted in a manner approved by our Directors.

Under the Listing Requirements, at least 25.00% of our enlarged issued share capital for which listing is sought must be in the hands of a minimum of 200 public shareholders, each holding not less than 100 Shares upon admission to the ACE Market. We expect to meet the public shareholding requirement at the point of our Listing. If the public spread requirement is not met, we may not be permitted to proceed with our Listing.

In such event, monies paid in respect of any application for our IPO Shares will be returned in full, without interest or any share of revenue or benefits arising therefrom. If such monies are not repaid in full within 14 days after we become liable to do so, the provision of Section 243(2) of the CMSA shall apply accordingly.

### 4.3.6 Price stabilisation mechanism

We will not be employing any price stabilisation mechanism in accordance with the Capital Markets and Services (Price Stabilisation Mechanism) Regulations 2008 for our IPO.

### 4.3.7 LTIP

In conjunction with our Listing, we established a LTIP of up to 10.00% of the total number of issued Shares of our Company at any point of time during the duration of the LTIP, comprising ESOS and ESGS, to be granted to the Eligible Employees.

The LTIP is intended to provide our Company with the flexibility to determine the most appropriate instrument or combination of instruments to reward and retain Eligible Employees whose contributions are important to the continued growth and performance of our Group. It is also intended to encourage their ongoing commitment and loyalty towards achieving better performance.

## 4. DETAILS OF OUR IPO *(Cont'd)*

Additionally, given the competitive environment in our industry which is fast evolving, innovation-driven and high demand for skilled professionals, it is important for us to retain talent. As such, LTIP is also intended to serve as a tool to attract and retain talent which is crucial to our Group's long-term success.

The LTIP will be administered by the LTIP Committee and will be governed by the By-Laws. The members of the LTIP Committee comprise one of our Non-Independent Managing Director / Chief Executive Officer and two of our Independent Non-Executive Directors as follows:

| Name | Designation | Directorship |
|---|---|---|
| Lim Guan Chong | Chairperson | Independent Non-Executive Director |
| See Swee Sie | Member | Independent Non-Executive Director |
| Yeoh Chin Ming | Member | Non-Independent Managing Director / Chief Executive Officer |

The ESOS involves the grant of ESOS Options throughout the duration of the LTIP at the subscription price to be determined in accordance with the By-Laws, whereas the ESGS involves grant of Shares in our Company to the Eligible Employees, i.e. the Eligible Employees are not required to pay any subscription price for the Shares in our Company. Eligible Employees who have accepted the ESOS Options and ESGS awards are referred to as the **ESOS Participant(s)** and **ESGS Participant(s)** respectively and "**LTIP Participant**" shall mean any of them.

In implementing the LTIP, the LTIP Committee may, at its discretion, decide that any vesting of Shares comprised in an award under the LTIP ("**LTIP Award**") shall be satisfied through:

(i) for ESGS awards:

(a) acquisition and/or transfer of existing Shares from the open market of Bursa Securities; or

(b) acquisition and/or transfer of the Company's treasury shares (if any);

(c) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or

(d) a combination of any of the above.

(ii) for ESOS Options:

(a) the allotment and issuance of new Shares;

(b) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or

(c) a combination of any of the above.

In considering the modes of satisfaction as referred to above, the LTIP Committee will take into consideration factors such as, amongst others, the prevailing market price of the Shares, funding considerations, dilutive effects of any such issuance on our Company's share capital base, and cash requirements of our Group.

The salient features of the LTIP are as follows:

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

Not more than 10.00% of the total number of issued Shares of our Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### (ii) Maximum allowable allocation and basis of allocation

At the sole and absolute discretion of the LTIP Committee after taking into consideration, inter alia, the Eligible Employees' designation, length of service, work performance, contribution towards growth of the Group by the Eligible Employees and/or other factors which the LTIP Committee deems fit, subject always to the following conditions:

(a) Eligible Employees do not participate in the deliberation or discussion of their own allocation and the allocation to any person connected with them;

(b) the total number of Shares made available under the LTIP shall not in aggregate exceed 10.00% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP;

(c) not more than 10.00% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued Shares of the Company made available under the LTIP shall be allocated to any Eligible Employee who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Employees, holds 20.00% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and

(d) up to 50.00% of the total number of Shares which may be made available under the LTIP could be allocated, in aggregate, to the executive Director and senior management of the Group who are Eligible Employees (where "**senior management**" shall be subject to any criteria as may be determined at the sole discretion of the LTIP Committee from time to time);

The maximum allocation of 50.00% to the executive Directors and Key Senior Management was determined to incentivise the Directors for their contribution towards development, growth and success and strategic direction to drive long term shareholder value enhancement of our Group and to incentivise the senior management of our Group for their commitment, dedication and loyalty towards attainment of higher performance.

For purposes of clarity, the individual Specified Shareholders have opted not to participate in the LTIP and therefore, the LTIP will not be made available to the Specified Shareholders.

The LTIP Committee shall be entitled in its discretion to determine the aggregate maximum number of Shares that may be allocated between the ESOS and the ESGS which shall not in aggregate exceed 10.00% of the total number of issued Shares (excluding treasury shares, if any) from time to time, and to any one category/grade of the Eligible Employees.

### (iii) Eligibility

Subject to the discretion of the LTIP Committee, any Eligible Employee of our Group shall be eligible to be considered for the offer of LTIP Award, if the following eligibility criteria are fulfilled:

(a) in respect of an employee, the employee must fulfil the following criteria as at the LTIP award date(s):

(i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

## 4. DETAILS OF OUR IPO *(Cont'd)*

(ii) is employed by our Group on a full-time basis or serving in a specific designation under an employment contract with our Group for a fixed duration (or any other contract as may be determined by the LTIP Committee) and is on the payroll of our Group and has not served a notice of resignation or received notice of termination;

(iii) must have been in employment of our Group for a continuous fixed period of at least six (6) months or such period as may be determined by the LTIP Committee from time to time (which shall include any probation period) prior to the LTIP award date(s); and

(iv) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.

(b) in respect of an executive Director, the executive Director must fulfil the following criteria as at the LTIP award date(s):

(i) is at least eighteen (18) years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) is appointed as an executive Director of the Company or any company within the Group for such periods as may be determined by the LTIP Committee prior to and up to the LTIP award date(s) and has not served a notice of resignation or received notice of termination; and

(iii) fulfils any other criteria and/or falls within such category as may be determined by the LTIP Committee from time to time.

Our LTIP Committee may, at any time and from time to time, before and after a LTIP Award is granted, have the sole and absolute discretion to:

(a) limit the exercise of the ESOS Options to a maximum number of new Shares and/or such percentage of the total new Shares comprised in the ESOS Options during such periods within the option period;

(b) subject the exercise of the ESOS Options and/or ESGS to any vesting condition determined by the LTIP Committee at its sole and absolute discretion before an ESOS Options and/or ESGS can be exercised;

(c) impose any other terms and conditions (including the time period to exercise the ESOS Options or ESGS) as the LTIP committee may, in its sole discretion deems appropriate including amending or varying any terms and conditions imposed earlier; and/or

(d) stagger the allocation of ESOS Options and/or ESGS available over the duration of the LTIP and to determine the vesting period (if any) for the ESOS Options and/or ESGS granted under the LTIP.

**(iv) Subscription price**

The subscription price of each Share comprised in any ESOS Option shall be:

(a) in respect of any ESOS Option granted in conjunction with our IPO, be the IPO Price; or

(b) in respect of any ESOS Options granted after our IPO, at the discretion of the LTIP Committee, be based on a discount of not more than 10.00% or such higher limit as may be permitted from time to time by Bursa Securities or any other relevant authorities to 5-day volume weighted average market price of our Shares transacted on Bursa Securities immediately preceding the offer date.

For information purposes, the Shares pursuant to the ESGS will vest with the ESGS Participants at no cash consideration during the duration of the LTIP.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### (v) Duration of the LTIP

The LTIP shall be in force for a period of 5 years commencing from the effective date upon full compliance with the Listing Requirements and may be extended by our Board at its absolute discretion, without having to obtain the approval of our shareholders, for up to another 5 years immediately from the expiry of the first 5 years, and shall not in aggregate exceed 10 years from the effective date of implementation of the LTIP, being the date of full compliance with all relevant provisions of the Listing Requirements in relation to the LTIP.

### (vi) Rights of grantees

The ESOS Options shall not carry any rights to vote at any general meeting of our Company. The grantees shall not in any event be entitled to any dividends, rights or other entitlements on his/her unexercised ESOS Options.

In the event that a resolution is passed or a court order is made for the winding up of our Company, all outstanding LTIP Awards shall be automatically terminated and be of no further force and effect commencing from the date of such resolution or the date of the court order. In the event a petition is presented in court for the winding up or liquidation of our Company, all rights to exercise and/or vest the LTIP Awards shall automatically be suspended from the date of presentation of the petition. Conversely, if the petition for winding-up is dismissed by the court, the right to exercise and/or vest the LTIP awards shall accordingly be unsuspended.

### (vii) Ranking of the new Shares to be issued under the LTIP

The new Shares to be allotted and issued under the LTIP will be subject to the provisions of the constitution of the Company and will, upon allotment and issuance, rank equally in all respects with the existing Shares including voting rights, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders for which the relevant entitlement date precedes the date of issuance of the new Shares pursuant to the LTIP.

In respect of the existing Shares to be transferred to the ESGS Participants pursuant to the vesting of the Shares comprised in an ESGS award, such Shares rank equally in all respects with the existing Shares. However, the ESGS Participant shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Shares are credited into the CDS Accounts of the ESGS Participants on or prior to the relevant entitlement date of such dividends, rights, allotments and/or other distributions.

### (viii) Listing of and quotation for the new Shares to be issued arising from the exercise of the LTIP

The LTIP is conditional upon the listing of our Company on the ACE Market of Bursa Securities and any new Shares to be issued pursuant to the LTIP will be listed and quoted on the ACE Market of Bursa Securities.

Prior to the full vesting of any LTIP awards to the Eligible Employees, such LTIP Awards that remain unvested or unexercised or unsatisfied (as the case may be) shall be automatically terminated and ceased or be deemed to cease to be valid in the event of termination or cessation of employment of the LTIP Participant(s) within the Group for any reason whatsoever, in which event the LTIP Award(s) shall be automatically terminated and ceased to be valid without any claim against the Group on the day the LTIP Participant(s)' employer accepts his notice of resignation or on the day the LTIP Participant(s)' employer notifies the LTIP Participant(s) of termination of his employment or on the day the LTIP Participant(s) notifies his employer of his resignation or on the LTIP Participant(s)' last day of employment, whichever is the earlier.

## 4. DETAILS OF OUR IPO *(Cont'd)*

The proposed specific allocation of the ESOS Options to the Eligible Employees in conjunction with our Listing is as follows:

| Name | Designation | No. of ESOS Options allocated |
|---|---|---|
| Ooi Hooi Yin | Chief Financial Officer | 500,000 |
| Other employees* | - | 11,900,000 |
| **Total** | | **12,400,000** |

Note:

* Does not include the Specified Shareholders who will not be allocated any ESOS Options.

The exercise price for the ESOS Options shall be the IPO Price. The above ESOS Options to be granted shall vest over 2 tranches, commencing from the first anniversary of the date of the Proposed Listing as follows:

| | |
|---|---|
| First anniversary of the date of the Proposed Listing | 50.00% |
| Second anniversary of the date of the Proposed Listing | 50.00% |

Our Non-Independent Managing Director / Chief Executive Officer, Non-Independent Executive Directors and major shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in our Company on the resolutions pertaining to the specific allocations of the above ESOS Options to themselves or persons connected to them. Any further offer, allocation or allotment under the LTIP to any of our executive Directors or persons connected to them (if any), shall require the prior approval of our shareholders in a general meeting.

The grant of the ESOS Options in conjunction with our Listing will not have an immediate effect on the consolidated NA and NA per Share until such time new Shares are issued when the ESOS Options are exercised. Any potential effect on the consolidated NA per Share would depend on the number of ESOS Options that have vested and the exercise price of the ESOS Options, which shall be the IPO Price.

For illustrative purposes only, assuming the number of LTIP Awards have been fully satisfied through the issuance of 62,000,000 new Shares (i.e. based on the maximum 10.00% of the total number of issued Shares of our Company (excluding treasury shares, if any)) upon Listing at an exercise price/issue price of RM0.20 and based on the fair value of each ESOS option of RM0.0806, the indicative pro forma financial effects based on our audited combined statements of financial position as at 31 December 2025 are as follows:

| | Upon our Listing (RM'000) | Assuming issuance of 62,000,000 new Shares pursuant to the LTIP (RM'000) |
|---|---|---|
| NA/Total Equity | 61,912 | 74,312 |
| No. of Shares ('000) | 620,000 | 682,000 |
| NA per Share (RM) | 0.10 | 0.11 |
| Total borrowings | - | - |
| Gearing ratio (times)[(a)] | N/A | N/A |

Notes:

(a) Calculated based on total borrowings divided by total equity.

N/A Not applicable.

For purposes of clarity, the Company will not grant any ESGS award in conjunction with our Listing. Further details of the LTIP are set out in the By-Laws in Section 17 of this Prospectus.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.4 SHARE CAPITAL, CLASSES OF SHARES AND RANKINGS

#### 4.4.1 Share capital

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

| | No. of Shares | RM |
|---|---|---|
| Issued share capital as at the date of this Prospectus | 448,005,000 | 22,405,000.00 |
| Shares to be issued under the Public Issue | 171,995,000 | 34,399,000.00 |
| **Enlarged issued share capital upon Listing** | **620,000,000** | **56,804,000.00** |

| | |
|---|---|
| **IPO Price (RM)** | **0.20** |
| **Market capitalisation upon Listing** (based on our IPO Price and enlarged number of issued Shares upon Listing) (RM) | **124,000,000** |
| **Pro forma combined NA per Share** (based on the pro forma consolidated statements of financial position as at 31 December 2025 after the Acquisition, Public Issue and the intended use of proceeds) (RM) | [(a)]0.10 |

Note:

(a) Based on the pro forma combined NA after the IPO and adjusting for the use of proceeds from the Public Issue of RM34.40 million and the enlarged issued share capital of 620,000,000 Shares after our IPO.

#### 4.4.2 Classes of shares and ranking

We only have one class of shares, being ordinary shares in our Company, all of which rank equally amongst one another. Our IPO Shares will, upon issuance and allotment, rank equally in all respects with our existing issued share capital, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment of the IPO Shares.

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

At every general meeting of our Company, each shareholder will be entitled to vote in person, by proxy, by attorney or by other duly authorised representative. On a show of hands, each shareholder presents either in person, by proxy, by attorney or by other duly authorised representative will have one vote. On a poll, each shareholder present either in person, by proxy, by attorney or other duly authorised representative will have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.5 BASIS OF ARRIVING AT THE IPO PRICE

Our Directors and PIVB, as our Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent, have determined and agreed on the IPO Price after taking into consideration the following factors:

(i) our historical financial performance as set out in Section 12 of this Prospectus;

(ii) the PE Multiple of approximately 11.70 times based on our Group's EPS of approximately 1.71 sen for the FYE 2025 calculated based on the audited PAT attributable to the owners of the Company for the FYE 2025 of RM10.59 million and our enlarged issued share capital of 620,000,000 Shares upon Listing;

(iii) our pro forma combined NA per Share as at 31 December 2025 of RM0.10 based on the enlarged issued share capital of 620,000,000 Shares upon Listing and after the utilisation of proceeds from our Public Issue as set out in Section 4.8 of this Prospectus;

(iv) our competitive strengths as set out in Section 7.6 of this Prospectus;

(v) our business strategies and future plans as set out in Section 7.17 of this Prospectus; and

(vi) the overview and prospects of the Enterprise Information and Communications Technology Services Industry in Malaysia based on the IMR Report as set out in Section 8 of this Prospectus.

You should note that the market price of our Shares upon Listing is subject to vagaries of market forces and other uncertainties. You should form your own views on the valuation of our IPO Shares before deciding to invest in our Shares. You are also reminded to consider the risk factors as set out in Section 9 of this Prospectus before deciding to invest in our Shares.

### 4.6 DILUTION

#### 4.6.1 NA per Share

Dilution is the amount by which our IPO Price exceeds our pro forma combined NA per Share immediately after our IPO. The following table illustrates such dilution on a per Share basis:

| **Details** | | **RM** |
|---|---|---|
| IPO Price | (A) | 0.20 |
| Pro forma combined NA per Share as at 31 December 2025 after the Acquisition and before the Public Issue | (B) | 0.07 |
| Pro forma combined NA per Share after the Public Issue and the use of proceeds | (C) | 0.10 |
| Increase in the pro forma combined NA per Share attributable to the existing shareholders | (C) – (B) | 0.03 |
| Dilution in the pro forma combined NA per Share to new investors | (A) – (C) | 0.10 |
| Dilution in the pro forma combined NA per Share to new investors as a percentage of the IPO Price | [(A) – (C)]/(A) | 50.00% |

Further details of our pro forma combined NA per Share as at 31 December 2025 is set out in Section 13 of this Prospectus.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.6.2 Effective cost per Share

Save as disclosed below, there has been no acquisition of any of our Shares by our Promoter, Substantial Shareholders, Directors, Key Senior Management or persons connected with them, or any transaction entered into by them which grants them the right to acquire any of our Shares since the date of our incorporation up to the date of this Prospectus:

| Name | [(a)]No. of Shares held before the IPO | [(b)]No. of Shares held from the IPO | Total consideration (RM) | Average effective cash contribution per Share (RM) |
|---|---|---|---|---|
| **Promoter, Substantial Shareholder, Non-Independent Managing Director / Chief Executive Office** | | | | |
| Yeoh Chin Ming | [(c)]224,005,000 | - | 11,205,000 | 0.05 |
| **Substantial Shareholder and Key Senior Management** | | | | |
| Ho Huang Ken | 112,000,000 | - | 5,600,000 | 0.05 |
| **Substantial Shareholders** | | | | |
| Toh Say Yee | 112,000,000 | - | 5,600,000 | 0.05 |
| Evernorth | - | 372,000,000 | 18,600,000 | 0.05 |
| **Non-Independent Executive Directors** | | | | |
| Tan Hooi Bee | - | 3,000,000 | 600,000 | 0.20 |
| Juleen Teh Sue Leen | - | 3,000,000 | 600,000 | 0.20 |
| **Independent Non-Executive Chairman / Directors** | | | | |
| Mohamad Hashim bin Abdul Ghani | - | 250,000 | 50,000 | 0.20 |
| Lee Kooi Hoon | - | 250,000 | 50,000 | 0.20 |
| Lim Guan Chong | - | 250,000 | 50,000 | 0.20 |
| See Swee Sie | - | 250,000 | 50,000 | 0.20 |
| **Key Senior Management** | | | | |
| Ooi Hooi Yin | - | 350,000 | 70,000 | 0.20 |
| Lim Wei Ghee | - | 3,000,000 | 600,000 | 0.20 |
| Quah Chea Siang | - | 3,000,000 | 600.000 | 0.20 |

Notes:

(a) After completion of the Acquisition but before our IPO.

(b) After the Share Transfer and assuming our Directors and Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocations.

(c) Including 5,000 Shares held by Yeoh Chin Ming prior to the Acquisition.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.7 OBJECTIVES OF OUR IPO

The objectives of our IPO are as follows:

(i) to enable our Group to raise funds for purposes set out in Section 4.8 of this Prospectus;

(ii) to enable our Group to gain access to the capital market to raise funds for future business growth opportunities;

(iii) to provide an opportunity for the Eligible Persons as well as the Malaysian Public to participate in the future performance of our Group by way of equity participation; and

(iv) to gain recognition through our listing status which will enhance our reputation so as to assist us in expanding our customer base as well as retaining and attracting new skilled employees in our Group.

### 4.8 USE OF PROCEEDS

We intend to utilise the total gross proceeds from the Public Issue of RM34.40 million in the following manner:

| Details of use of proceeds | Section | (RM'000) | % | Estimated timeframe for use from the date of Listing |
|---|---|---|---|---|
| (i) Establishment of a new SOC | 4.8.1 | 9,400 | 27.33 | Within 36 months |
| (ii) Upgrade of our OCC infrastructure | 4.8.2 | 8,100 | 23.55 | Within 36 months |
| (iii) Business expansion to provide additional ICT services | 4.8.3 | 6,740 | 19.59 | Within 36 months |
| (iv) Marketing expenses and promotional activities | 4.8.4 | 3,500 | 10.17 | Within 36 months |
| (v) Working capital requirements | 4.8.5 | 2,159 | 6.28 | Within 24 months |
| (vi) Estimated listing expenses | 4.8.6 | 4,500 | 13.08 | Within 3 months |
| **Total** | | **34,399** | **100.00** | |

Details of our use of gross proceeds from the Public Issue are as follows:

#### 4.8.1 Establishment of a new SOC

As part of our Group's strategies and plans, we intend to allocate RM9.40 million of the proceeds from our Public Issue to establish a new SOC which facilitates the monitoring of specific networks to detect, analyse, and respond to security incidents in real time for our customers' networks. It also enhances our competitiveness in securing managed services for cybersecurity, which is expected to grow our managed services segment and therefore, contribute to our recurring income. Our plan to establish the new SOC in Kuala Lumpur is mainly to address the larger potential business opportunities as well as access to larger talent pool in the Kuala Lumpur/Selangor region as compared to Penang. In June 2025, we obtained the MSOCMSL issued by NACSA, which will allow us to provide managed services for cybersecurity through our new SOC.

## 4. DETAILS OF OUR IPO *(Cont'd)*

As at the LPD, we have identified the premises for the new SOC which is located within the premises of our KL Office, and we are in the midst of negotiations and finalising the tenancy agreement. In addition, we have also commenced the hiring process for the new SOC and have hired 2 new employees who are expected to commence work by June 2026. The indicative timeline for establishing of a new SOC is as follows:

| Indicative timeline | Milestones |
|---|---|
| 2nd quarter of 2026 | • Enter into a tenancy agreement for the new SOC premises<br>• Start renovation works and the installation of hardware, software, and supporting equipment |
| 3rd quarter of 2026 | • Testing and commissioning of installed hardware, software, and supporting equipment |
| 4th quarter of 2026 | • Commence new SOC operations |

The estimated breakdown of the amount allocated for the establishment of the new SOC is as follows:

| Details | RM'000 |
|---|---|
| Hardware, software and supporting equipment[(a)]: | |
| - Hardware with embedded software | 4,100 |
| - Supporting equipment | 100 |
| New employees for the new SOC[(b)] | 3,400 |
| Renovations and furniture, fittings and office equipment | 1,200 |
| Rental[(c)] | 600 |
| **Total** | **9,400** |

Notes:

(a) Mainly comprise the initial capital expenditure purchase of (i) hardware – servers, data storage systems, routers, switches and firewalls; (ii) software – network management, security, backup and disaster recovery tools; and (iii) supporting equipment – UPS, cooling and access control system.

(b) Include the salaries and benefits of hiring a total of 14 additional employees between 2026 to 2028 to be stationed at the new SOC, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the new SOC have been hired and they are expected to commence work by June 2026.

(c) Estimated rental of office premises of approximately 2,800 sq. ft. in Kuala Lumpur, to house the new SOC for 36 months.

The estimation for the costs of establishment of a new SOC are based on quotations received, salaries and benefits paid to existing employees and rental rates of our existing KL Office. In the event that our actual cost for the establishment of the new SOC is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

### 4.8.2 Upgrade of our OCC infrastructure

We intend to allocate RM8.10 million of the proceeds from our Public Issue to upgrade our OCC infrastructure, of which our primary OCC is located in our KL Office. In addition, we are also supported by our Penang Office, which also serves as a secondary OCC, to support disaster recovery to ensure business continuity and uninterrupted operations. The OCCs serves as the centralised hub for monitoring, managing, and supporting our customers' ICT infrastructure and systems, as well as facilitating the delivery of our cloud and managed services. It enables us to connect and access to all the systems that we manage and/or provide, collect and analyse system data, provide a dashboard of system, network and user operations and performance, as well as storage of system data.

## 4. DETAILS OF OUR IPO *(Cont'd)*

For information purposes, the OCC infrastructure serves as our starting point to resolve any issues faced by clients remotely from the OCC. Subsequently, if needed, we will dispatch our technical staff to the site to address and resolve the issue if needed.

To strengthen our service delivery capabilities, we plan to upgrade the OCC infrastructure in our Kuala Lumpur and Penang Office by installing new hardware and software to enhance access coverage, monitoring, and incident response capabilities. The upgrading of the OCC infrastructure is not expected to cause any disruption to our existing operations. Additionally, we intend to hire additional employees, comprising of ICT system engineers and other personnel, to support the expansion of our OCC operations in Kuala Lumpur as well as Penang. As at the LPD, we have also commenced the hiring process for the OCC and have hired 7 new employees including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

The indicative timeline for upgrading of our OCC is as follows:

| Indicative timeline | Milestones |
|---|---|
| 2nd quarter of 2026 | • Commence installation of the hardware and software |
| 3rd quarter of 2026 | • Testing and commissioning of installed hardware and software |
| 4th quarter of 2026 | • Completion of the upgrade of the OCC<br>• Commence service offering with the AI-powered application |

The estimated breakdown of the amount allocated for the upgrade of the OCC infrastructure is as follows:

| Details | RM'000 |
|---|---|
| Hardware and software[(a)]: | |
| - Hardware with embedded software | 2,200 |
| - Software licences | 2,500 |
| New employees for the OCC[(b)] | 3,400 |
| **Total** | **8,100** |

Notes:

(a) Mainly comprise the purchase of (i) hardware – network and security equipment, as well as laptops; (ii) software – network monitoring tools, asset management tools, case management solutions and AI-powered application. These comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.

(b) Include the salaries and benefits of hiring 11 additional employees in 2026 for our OCC operations, comprising ICT system engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 7 new employees for the OCC have been hired including 4 who have commenced work as at the LPD, while the remaining 3 are expected to commence work by June 2026.

The estimation for the costs for the upgrade of our OCC infrastructure are based on quotations received and salaries and benefits paid to existing employees. In the event that our actual cost for the upgrade of our OCC infrastructure is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.8.3 Business expansion to provide additional ICT services

As part of our business expansion plans, our Group intends to allocate RM6.74 million to expand our capabilities to provide additional ICT services from both our Penang and KL Offices. This is in line with our intention to diversify our products and services offerings which will enable us to provide a more comprehensive suite of products and services to our customers. This approach is expected to enhance our market reach, strengthen our competitiveness, as well as customer engagement and retention. Such expansion is also expected to contribute to the growth of our Group's revenue by expanding our suite of products and services to our customers. As at the LPD, we hold the applications service provider class license, PTSL and MSOCMSL. We do not require other licences, approvals or industry certifications to provide the additional ICT services.

The business expansion is expected to include the following:

**(i) Development of new AI-powered cloud and other applications**

We plan to expand our business by providing new AI-powered cloud and other AI-powered applications. By leveraging on our expertise in ICT integration and provision of cloud services, we plan to provide AI-powered cloud services which integrated AI-powered cybersecurity to ensure secure and resilient operations. This AI-powered cloud services will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in AI-powered cloud and other applications.

Key focus areas include:

(a) the use of AI model with data pipeline security to detect anomalous data injections and enable real-time validation of data source;

(b) the use of AI to protect the misuse of application programming interface (API) by automatically detecting abnormal usage patterns, block excessive requests, and identify suspicious behaviour when users access the machine learning services in the cloud;

(c) monitoring of infrastructure for unusual activities such as unauthorised access to systems, data theft attempts, or movement to gain wider access from one system to another within the network by attackers;

(d) behaviour profiling with the use of AI to enforce dynamic access policies for identity and access management, such as detecting and blocking account takeover or privilege escalation attempts by attackers or unauthorised insiders;

(e) others include keeping security up to date by continuous learning from new cyber threats. This includes the use of AI to analyse dark web activities or malicious code, as well as incorporating security checks directly into our development process to detect potential risks.

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

As at the LPD, we have commenced the hiring process for the development team and have hired 2 new employees as at the LPD who are expected to commence work by June 2026. The indicative timeline for development of new AI-powered cloud and other applications is as follows:

| Indicative timeline | Milestones |
|---|---|
| 2nd quarter of 2026 | • Purchase of the hardware and software |
| 3rd quarter of 2026 | • Commence development of the AI-powered cloud and other applications<br>• Testing of applications |
| 4th quarter of 2026 | • Pilot launch of AI-powered cloud and other applications |

The estimated breakdown of the amount allocated for the development of new AI-powered cloud and other applications is as follows:

| Details | RM'000 |
|---|---|
| Hiring development team members[(a)] | 2,200 |
| Purchase hardware and software licenses[(b)]: | |
| - Hardware | 300 |
| - Software licenses | 1,040 |
| **Total** | **3,540** |

Notes:

(a) Include the salaries and benefits of hiring 7 additional employees in 2026 for the development team, comprising artificial intelligence/machine learning engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the development team have been hired and they are expected to commence work by June 2026.

(b) Mainly comprise the purchase of (i) hardware – laptops and storage servers; (ii) software licenses – Microsoft Azure license. These comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software. Estimated costs for the purchase of hardware and software licenses are based on quotations received.

**(ii) Establishment of a new cybersecurity business unit**

We also intend to expand our business to provide cybersecurity solutions. Our existing integration of security infrastructure mainly focuses on integrating security hardware with embedded software, as well as web and application software. The existing services are carried out by our network department. Our new business unit will focus on delivering end-to-end cybersecurity services that help organisations protect their IT infrastructure, systems and data from cyber threats. The cybersecurity business unit will operate in both Penang and KL, which will enable our Group to leverage on anticipated rising demand for cybersecurity solutions among companies in Malaysia. The provision of cybersecurity solutions will be offered to all customers including our existing customers. We have identified potential demand from our existing customers through ongoing discussions to better understand their ICT needs, which indicate interest in cybersecurity solutions.

We plan to set up a team by hiring cybersecurity engineers, cybersecurity architects and other technical personnel, as well as purchasing the required hardware and software licenses. As at the LPD, we have also commenced the hiring process for the cybersecurity team and have hired 2 new employees of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.

## 4. DETAILS OF OUR IPO *(Cont'd)*

The indicative timeline for the establishment of a business unit to provide cybersecurity solutions is as follows:

| Indicative timeline | Milestones |
|---|---|
| 2nd quarter of 2026 | • Purchase of the hardware and software |
| 3rd quarter of 2026 | • Commence installation of hardware and software |
| 4th quarter of 2026 | • Commence offering of cybersecurity solutions |

The estimated breakdown of the amount allocated for the establishment of a new cybersecurity business unit is as follows:

| Details | RM'000 |
|---|---|
| Hiring cybersecurity team members[(a)] | 2,900 |
| Purchase hardware and software licenses[(b)]: | |
| - Hardware | 200 |
| - Software licenses | 100 |
| **Total** | **3,200** |

Notes:

(a) Include the salaries and benefits of hiring 6 additional employees in 2026 for the cybersecurity business unit comprising cybersecurity architects, engineers and other personnel. The estimated cost is based on the salaries and benefits of these new employees for 36 months. As at the LPD, 2 new employees for the cybersecurity team have been hired of which one has commenced work as at the LPD, while the other is expected to commence work by June 2026.

(b) Mainly comprise the purchase of (i) hardware – laptops and storage servers; (ii) software licenses – data loss prevention license and privileged access management license. Comprise the initial capital expenditure for the purchase of hardware and the estimated costs for the 3-year subscription for software licences.

The estimation for the costs for the business expansion to provide additional ICT services are based on quotations received and salaries and benefits paid to existing employees. In the event that our actual cost for the business expansion is higher than estimated, the deficit will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

### 4.8.4 Marketing expenses and promotional activities

We intend to utilise RM3.50 million of the proceeds from the Public Issue to increase our marketing activities to promote our new SOC, OCC, as well as new AI-powered cloud and cybersecurity services. This is expected to strengthen our brand presence and awareness by adopting a proactive marketing approach, including digital marketing, events, webinars and demonstrations, public relations initiatives, customer engagement and sales initiatives.

Such efforts will enable our Group to reach out to potential customers by promoting our products and services at events and webinars and allowing users to participate in demonstrations. Digital marketing campaigns will build brand awareness among potential customers and provide us with an outlet to promote our solutions, as well as our capabilities and recognition among our principals.

## 4. DETAILS OF OUR IPO *(Cont'd)*

The estimated breakdown of the amount allocated for marketing activities is as follows:

| Details | Estimated costs RM'000 | Estimated timing |
|---|---|---|
| Events, webinars, and demonstrations | 2,370 | 2026 to 2028 |
| Customer engagement | 520 | 2026 to 2028 |
| Sales initiatives | 260 | 2026 to 2027 |
| Digital marketing | 200 | 2026 to 2028 |
| Public relations initiatives | 150 | 2027 to 2028 |
| **Total** | **3,500** | |

Any excess amount required for the marketing expenses and promotional activities will be funded by internally generated funds. Conversely, if the actual amount is lower than budgeted, the excess will be used for working capital purposes.

### 4.8.5 Working capital requirements

We have allocated RM2.16 million of the proceeds from our Public Issue to supplement the working capital requirements of our Group, which is to finance our day-to-day operational requirements to support our existing business operations, as well as the expected growth in the scale of operations in tandem with the expansion of the business. The proceeds will be utilised for new projects as follows:

| Details | RM'000 |
|---|---|
| Purchase of hardware[(a)] and software[(a)] and payments to subcontractors[(b)]: | |
| - Hardware | 1,300 |
| - Software | 800 |
| - Payments to subcontractors | 59 |
| **Total** | **2,159** |

Notes:

(a) Purchase of hardware and software for our business activities such as servers, network switches, routers, firewalls, operating systems, cybersecurity software and/or virtualisation software.

(b) Fees paid to third-party subcontractors we engage to carry out subcontractor services such as preparation works (where applicable), cabling and other supporting services, which are project-based.

The breakdown of allocation of proceeds between the purchase of hardware, software and payment to subcontractors will be determined after new projects have been secured from our customers.

Notwithstanding the above, the allocation of proceeds for our working capital requirements will strengthen our Group's financial position to undertake more projects concurrently, which is also expected to enhance our cash flow position.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.8.6 Estimated listing expenses

We have allocated RM4.50 million of the proceeds from our Public Issue to defray our estimated listing expenses as follows:

| Details | Estimated costs RM'000 |
|---|---|
| Professional fees[(a)] | 2,700 |
| Brokerage, underwriting and placement fees | 1,000 |
| Fees payable to authorities | 100 |
| Fees and expenses for printing and advertising | 500 |
| Miscellaneous expenses and contingencies[(b)] | 200 |
| **Total** | **4,500** |

Notes:

(a) Include professional and advisory fees for, amongst others, Principal Adviser, Solicitors, Reporting Accountants, IMR and internal control consultants.

(b) Other incidental or related expenses in connection with the IPO, which include translators, media related expenses and IPO event expenses.

If the actual listing expenses are higher than estimated, the deficit will be funded out of the proceeds allocated for working capital purposes and/or by internally generated funds. Conversely, if the actual listing expenses are lower than estimated, the excess will be used for working capital purposes.

Pending the eventual use of the gross proceeds from the Public Issue for the above intended purposes, we will place such funds in interest-bearing fixed deposit accounts with licensed financial institutions and/or in short-term money market instruments as our Directors may deem appropriate.

## 4.9 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

### 4.9.1 Brokerage Fee

We will bear the brokerage fees in respect of the IPO Shares at the rate of 1.00% of the IPO Price in respect of all successful Applications which bear the stamp of PIVB, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association in Malaysia or the Issuing House.

### 4.9.2 Underwriting Commission

PIVB, as our Sole Underwriter has agreed to underwrite 62,000,000 IPO Shares made available for application by the Malaysian Public and our Eligible Persons ("**Underwritten Shares**") for an underwriting commission at the rate of 2.25% of the total value of the Underwritten Shares at the IPO Price in accordance with the terms of the Underwriting Agreement.

### 4.9.3 Placement Fee

PIVB, as our Sole Placement Agent, has agreed to place out 109,995,000 IPO Shares comprising 32,495,000 IPO Shares and 77,500,000 IPO Shares to selected investors and selected Bumiputera Investors approved by the MITI, respectively. We will pay our Sole Placement Agent a placement fee of up to 2.25% of the IPO Price for each IPO Share to be placed out by our Sole Placement Agent in accordance with the terms of the Placement Agreement.

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.10 DETAILS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with our Sole Underwriter to underwrite the Underwritten Shares, upon the terms and subject to the conditions as set out in the Underwriting Agreement. The capitalised terms used in this section shall have the respective meanings as ascribed thereto in the Underwriting Agreement.

The following are, amongst others, the salient terms of the Underwriting Agreement:

#### 4.10.1 Conditions

(i) The Parties agree that the Underwriting Agreement is conditional upon:

(a) Bursa Securities' approval for the Listing remaining in full force and effect and that all conditions (except for any which can only be complied with after the IPO has been completed) have been complied with;

(b) there has not been, as at any time since the date of the Underwriting Agreement up to and including the last day and time for the acceptance of and payment for the retail offering in accordance with the Prospectus and the Application Form or any such date as may be extended from time to time by the Company with the agreement of the Sole Underwriter in writing ("**Closing Date**") any change, or any development involving a change having a Material Adverse Effect (as defined herein) other than as set out in the Prospectus, nor has any event occurred or any fact discovered which will render any of the representations, warranties and undertakings contained in Clause 3.1 of the Underwriting Agreement false or misleading or result in a material omission from such representations, warranties or undertakings if they are repeated on and as of the Closing Date. "**Material Adverse Effect**" is defined in the Underwriting Agreement as a material adverse effect on (i) the condition (financial or otherwise), earnings, business or operations of the Company or the Group, taken as a whole; or (ii) the ability of the Company to perform in any material respect its respective obligations under the Underwriting Agreement and Placement Agreement;

(c) the IPO and the offering and subscription of the IPO Shares in accordance with the provisions of the Underwriting Agreement not being prohibited or impeded by any statute, order, rule, regulation, directive or guideline (whether or not having the force of law) promulgated or issued by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);

(d) the registration of the Prospectus with Bursa Securities under the Listing Requirements and the submission to Bursa Securities of accompanying documents required under the Listing Requirements or relevant guidelines on or before their issue, circulation or distribution to the public and the lodgement of a copy of the Prospectus with the CCM in accordance with the CMSA, Act and the relevant laws and regulations;

(e) the delivery of a certified true copy by the respective authorised officers of the Company of all the resolutions of the Directors of the Company approving the Underwriting Agreement, the Prospectus and authorising the execution of the Underwriting Agreement and the issue of the Prospectus and confirming that the Directors, collectively and individually, accept full responsibility for the accuracy of all information stated in the Prospectus to the Sole Underwriter;

(f) all necessary approvals and consents required in relation to the IPO including but not limited to governmental approvals having been obtained and are in full force and effect and that all conditions to the approvals (except for any which can only be complied with after the IPO has been completed) have been complied with;

## 4. DETAILS OF OUR IPO *(Cont'd)*

(g) the delivery to the Sole Underwriter a certificate dated the date of the Prospectus signed by a duly authorised officer of the Company stating that, to the best of their knowledge and belief, having made all reasonable enquiries, there has been no material adverse change, development or occurrence;

(h) the delivery to the Sole Underwriter on the Closing Date of such reports and confirmations dated the Closing Date from the Directors of the Company as the Sole Underwriter may reasonably require to ascertain that there is no material change subsequent to the date of the Underwriting Agreement that will adversely affect the performance or financial position of the Group;

(i) the Sole Underwriter having been satisfied that the Company has complied with and that the IPO is in compliance with the CMSA, policies, guidelines and requirements of the relevant authorities (including Bursa Securities and/or the SC) and all revisions, amendments and/or supplements thereto;

(j) the Sole Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the costs and expenses payable under Clause 11 of the Underwriting Agreement;

(k) the execution of the Placement Agreement and the said Placement Agreement not having been terminated or rescinded pursuant to the provisions thereof; and

(l) no stop order or similar order has been issued by Bursa Securities or any court or other judicial, governmental or regulatory authority in relation to the IPO.

(ii) In the event any of the conditions set forth in Section 4.10.1(i) above are not satisfied on the Closing Date or such later date as consented to in writing by the Sole Underwriter, the Sole Underwriter shall, subject as mentioned below, thereupon be entitled to terminate the Underwriting Agreement by notice in writing to the Company.

(iii) In the event of termination pursuant to Section 4.10.1(ii) above, the parties will be released and discharged from their respective obligations under the Underwriting Agreement upon such termination, except for the liability of the Company for payment of the Underwriting Commission and the costs and expenses incurred prior to or in connection with such termination.

(iv) To the extent permitted by law, the Sole Underwriter may, at its sole discretion, waive compliance with any provision set out in Section 4.10.1(i) above without prejudice to its other powers, rights and remedies under the Underwriting Agreement. Any condition so waived by the Sole Underwriter in writing shall be deemed to have been satisfied in relation to it. For avoidance of doubt, there is no waiver from compliance with any provision set out in Section 4.10.1(i) above unless such waiver is expressed in writing and signed by the Sole Underwriter.

### 4.10.2 Termination

(i) Notwithstanding anything contained in the Underwriting Agreement, the Sole Underwriter may, by notice in writing to the Company given at any time before the Closing Date, terminate, cancel, or withdraw its commitment to underwrite the Underwritten Shares if:

(a) the Company commits any continuing and material breach of any of its obligations under the Underwriting Agreement which either -

(aa) is incapable of remedy; or
(bb) if capable of remedy, is not remedied within thirty (30) days of its being given notice so to do;

(b) a petition is presented or an order is made or a resolution is passed for the winding up of the Company;

## 4. DETAILS OF OUR IPO *(Cont'd)*

(c) an administrator or receiver or 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 and such administrator or receiver or receiver and manager is not discharged, or such distress, attachment or execution is not satisfied by that party within fourteen (14) days thereof;

(d) the Company becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;

(e) the Company ceases or threatens to cease to carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfill any obligation under the Underwriting Agreement;

(f) there is an occurrence of any event or discovery of any fact or circumstances rendering any of the representations, warranties and undertakings contained in the Underwriting Agreement to be untrue, inaccurate, incorrect or misleading in any respect;

(g) Bursa Securities suspends or revokes any approval for the IPO or makes any ruling (or revokes any ruling previously made), the effect of which is to prevent the listing of and quotation for the enlarged issued shares capital of the Company on the ACE Market;

(h) any new law or regulation or change in law, regulation, directive, policy or ruling in any jurisdiction which in the opinion of the Sole Underwriter may prejudice the success of the IPO or which would have or is likely to have the effect of making it impracticable to enforce contracts to allot and/or transfer the Shares or making any obligation under the Underwriting Agreement incapable of performance in accordance with its terms;

(i) the Placement Arrangement shall have been terminated in accordance with their terms;

(j) the Company withholds any material information from the Sole Underwriter, which, in the opinion of the Sole Underwriter, is likely to have a Material Adverse Effect;

(k) the IPO is stopped or delayed by the Company or any authority for any reason whatsoever (unless such delay has been approved by the Sole Underwriter);

(l) any material statements contained in the Prospectus and application forms has become or been discovered to be untrue, inaccurate or misleading in any respect or matters have arisen or have been discovered which would, if the Prospectus and application forms were to be issued at that time, constitute a material omission therefrom;

(m) the Listing does not take place within three (3) months from the date of the Underwriting Agreement or such other extended date as may be agreed by the Sole Underwriter;

(n) any commencement of legal proceedings, formal investigations, enquiries or action against any members of the Company or any of their directors, which in the opinion of the Sole Underwriter, would have a Material Adverse Effect or make it impracticable to enforce agreement to allot and/or transfer the Shares or to market the IPO;

(o) the IPO is cancelled by the Company; or

## 4. DETAILS OF OUR IPO *(Cont'd)*

(p) admission to trading of the Shares on Bursa Securities has not been completed by 15 June 2026 or by such other date as may be agreed in writing between the Company and the Sole Underwriter.

(ii) Upon such notice being given under Section 4.10.2(ii) above and such breach which is capable of remedy and is not remedied in accordance thereof, the Sole Underwriter shall be released and discharged of its obligations without prejudice to its rights whereby the Underwriting Agreement shall be of no further force or effect and no party shall be under any liability to the other save for otherwise provided under the Underwriting Agreement and antecedent breaches PROVIDED THAT the Company shall remain liable in respect of payment of the Underwriting Commission to the Sole Underwriter, any costs and expenses payable under Clause 11 of the Underwriting Agreement and all other sums due from the Company under the Underwriting Agreement.

(iii) Notwithstanding anything contained in the Underwriting Agreement, the Company may by notice in writing to the Sole Underwriter given at any time before the lodgment and registration of the Prospectus, terminate the Underwriting Agreement due to any gross negligence and wilful default of the Sole Underwriter, provided these are substantiated. Upon such notice being given, the Underwriting Agreement will terminate whereupon each Party's rights and obligations will cease and in which event, the Sole Underwriter shall not be entitled to any Underwriting Commission, any costs and expenses payable under Clause 11 of the Underwriting Agreement and/or all other sums due from the Company under the Underwriting Agreement.

(iv) If the Closing Date is more than three (3) calendar months from the date of the Underwriting Agreement or any later date as the Company and the Sole Underwriter may mutually agree upon, the Underwriting Agreement will automatically lapse without the requirement for any notice in writing to be given to such effect and the Sole Underwriter will be released and discharged from its obligations.

**4.10.3 Force Majeure**

(i) No party shall be liable in any manner for failure to perform or delay in performing all or any part of the Underwriting Agreement which is directly due to any cause or circumstances beyond the control of such party including without limitation, acts of God, fire, flood, storm, earthquake, typhoon, tidal wave, plague or other epidemics, governmental laws, orders, regulations, sanctions or restrictions, war, armed conflict or serious threat of the same, hostilities, mobilization, blockade, national disorder, declaration of national emergency, or severe economic dislocation or change in national or international monetary, financial, political or economic condition that will directly and materially affect the financial position of the Company or the Listing.

(ii) Any material adverse change, or any development involving a prospective material adverse change, in national or international monetary, financial (including stock market, foreign exchange market, interbank market or interest rates or money market or currency exchange rates or foreign exchange controls), political, legal, regulatory, taxation, industrial or economic conditions which in the opinion of the Sole Underwriter may have a Material Adverse Effect (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, if the FTSE Bursa Malaysia KLCI ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:

(a) on or after the date of the Underwriting Agreement; or

(b) prior to the date of Listing;

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

(iii) In event of a force majeure pursuant to this Section 4.10.3, the Sole Underwriter may, subject to prior consultation with the Company, at any time prior to or on the Closing Date:

(a) terminate the Underwriting Agreement by giving notice to the Company in the manner as set out in Clause 15 of the Underwriting Agreement; or

(b) request for the Closing Date to be extended to such reasonable date as the Sole Underwriter may decide.

(iv) Upon delivery of the notice of termination pursuant to Section 4.10.3(iii)(a) above, the Underwriting Agreement will terminate whereupon each party's rights and obligations will cease and none of the parties will have any claim against each other, except that all costs and expenses incurred prior to or in connection with such termination shall remain payable in full by the Company and no Underwriting Commission shall be required to be paid by the Company if such termination occurs prior to the lodgment and registration of the Prospectus. For the avoidance of doubt, if such termination occurs after the Prospectus has been lodged and registered, the Company will remain liable to pay the Underwriting Commission to the Sole Underwriter.

(v) In the event of a delivery of a request under Section 4.10.3(iii)(b) above, the Company shall procure that the Closing Date be extended as requested.

(vi) The delivery of a request under Section 4.10.3(iii)(b) above shall not preclude the Sole Underwriter from giving a further request for extension pursuant to Section 4.10.3(iii)(b) above or giving of a notice to terminate pursuant to Section 4.10.3(iii)(a) above.

## 4.11 TRADING AND SETTLEMENT IN SECONDARY MARKET

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

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

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired.

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

It is expected that our IPO Shares will not commence trading on Bursa Securities until about 10 Market Days after the closing date of the Applications. Subscribers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of a book-entry transfers to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

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# 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

## 5.1 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

### 5.1.1 Promoter and Substantial Shareholders' shareholdings

The details of our Promoter and Substantial Shareholders, as well as their respective shareholdings in our Company before and after our IPO are as follows:

| | | After the Acquisition before our IPO and Share Transfer | | | | After our IPO and Share Transfer | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Direct | | Indirect | | Direct | | Indirect | |
| Name | Nationality / Place of Incorporation | No. of Shares | [a]% | No. of Shares | [a]% | No. of Shares | [b]% | No. of Shares | [b]% |
| **Promoter and substantial shareholder** | | | | | | | | | |
| Yeoh Chin Ming | Malaysian | 224,005,000 | 50.00 | - | - | 30,565,000 | 4.93 | [c]372,000,000 | 60.00 |
| **Substantial shareholders** | | | | | | | | | |
| Ho Huang Ken | Malaysian | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [c]372,000,000 | 60.00 |
| Toh Say Yee | Malaysian | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [c]372,000,000 | 60.00 |
| Evernorth[d] | Malaysia | - | - | - | - | [e]372,000,000 | 60.00 | - | - |

Notes:

(a) Based on the issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

(b) Based on the enlarged issued share capital of 620,000,000 Shares after our IPO.

(c) Deemed interest by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

(d) Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.

(e) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer. Please refer to Section 4.3.2 of this Prospectus for further details on the Share Transfer.

Our Promoter and Substantial Shareholders do not have different voting rights from the other shareholders of our Company as all our Shares before and after our IPO are of the same class.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.1.2 Profiles of our Promoter and Substantial Shareholders

The profiles of our Promoter and Substantial Shareholders are as follows:

**(i) Yeoh Chin Ming**
*Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer*

Yeoh Chin Ming, male, Malaysian, aged 52, is our Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer. He was appointed to the Board on 21 November 2024. In his capacity as Non-Independent Managing Director / Chief Executive Officer, he is responsible for leading the Group's overall strategic direction, which includes directing and managing the Group's business strategies.

Yeoh Chin Ming graduated in July 1999 from Universiti Kebangsaan Malaysia with a Bachelor of Information Technology in Systems Science and Management. In November 2006, he obtained his Master of Business Administration in Marketing from Nottingham Trent University, United Kingdom.

He has over 27 years of experience in the industry of ICT, from hardware, software, to enterprise solution as well as IT managed services. He began his career in August 1999 as a Sales Executive in General Computers (M) Sdn Bhd, where he was responsible for sales of ICT hardware to small and medium enterprise in the northern region of Peninsular Malaysia. He left General Computers (M) Sdn Bhd in March 2003 and joined Hewlett Packard (M) Sdn Bhd as a Senior Account Manager in May 2003. He was responsible for sales within the Personal System Group segment in the northern region of Peninsular Malaysia before he left the Company in July 2008.

Subsequently, Yeoh Chin Ming joined Microsoft (Malaysia) Sdn Bhd in August 2008 as a Sales Manager, where he was responsible for strategising sales initiatives and growth within its Small and Mid-Market Solutions and Partners Group. He left Microsoft (Malaysia) Sdn Bhd in March 2010 for a short career break before joining PSSB as a Sales Executive in October 2010, where he was responsible for sales activities of the company.

In August 2011, he became a shareholder of PSSB and was promoted to Sales Director and was responsible for overseeing the marketing and sales activities of the company and expansion into new markets, such as the expansion of PSSB from Penang to Kuala Lumpur in 2015. From 2017 onwards, he concentrated on driving the growth of the enterprise business segment and enhancing PSSB's presence within the industry. He was subsequently promoted to General Manager in January 2018 where he was responsible for overseeing the overall operations and performance of business. He is also responsible to ensure that all departments work efficiently to achieve business goals, maintain profitability and uphold customer satisfaction.

In January 2022, he was redesignated as the Chief Executive Officer of PSSB. As Chief Executive Officer, he played a key role in spearheading the business direction of PSSB and drives the growth and development of PSSB's business operations from small-to-medium companies to include large and multinational corporations, particularly within sectors such as manufacturing, financial services and other industries. In June 2025, he was redesignated as the Non-Independent Managing Director / Chief Executive Officer of the Group.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(ii) of this Prospectus. He does not have any relationship with the Substantial Shareholders, Directors and Key Senior Management.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (ii) Ho Huang Ken

*Substantial Shareholder, Key Senior Management and Chief Sales Officer*

Ho Huang Ken, male, Malaysian, aged 46, is our Substantial Shareholder and Chief Sales Officer. He is responsible for the management and recruitment of the sales team of the Group, as well as the formulation of sales strategies. He has over 22 years of experience in sales and operations within the ICT industry.

Ho Huang Ken completed his Sijil Tinggi Persekolahan Malaysia (STPM) at Sekolah Menengah Jenis Kebangsaan Chung Ling, Pulau Pinang in December 1999. Upon completion of his STPM, Ho Huang Ken pursued his studies in a local university between 2000 and 2003. However, he did not complete the course and started his career as an Account Manager with General Computers (M) Sdn Bhd in June 2004, where he was responsible for implementing sales strategies to achieve sales targets. He left the company in April 2006.

In July 2006, he co-founded PSSB. As a sales executive, he played a key role in the development of PSSB by contributing to the sales growth and strategic direction of PSSB. In January 2017, he was promoted as Sales Director, focusing on driving the growth of the small and medium enterprises, as well as overseeing sales operation and implementation of sales strategies. He was further promoted as Sales Vice President in January 2022, where he led the sales team, formulated sales strategies and oversaw the recruitment and management of the sales team.

Subsequently, in February 2025, he was redesignated as Vice President of Sales Operations where he assumed his current responsibilities and continues to hold his position to-date. He ceased to be a director of PSSB on 2 July 2025. In July 2025, he was redesignated as the Chief Sales Officer.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.4.4(ii) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

### (iii) Toh Say Yee

*Substantial Shareholder*

Toh Say Yee, male, Malaysian, aged 58, is our Substantial Shareholder.

He obtained his Bachelor of Business Administration from the University of Toledo, United States in December 1992.

He began his career in April 1993 as a Senior Account Manager with General Computer (M) Sdn Bhd, where he was responsible for managing key client relationships and supporting business growth through strategic account management. He left the company in December 2006.

In January 2007, he joined PSSB as a Business Development Manager, where he played a role in the development of the initial business model of PSSB, maintained supplier and customer relationships, as well as supported the set-up of the sales operations of PSSB. He was promoted to Senior Business Development Manager in August 2011, where he contributed to the company's expansion through the development of new business opportunities and partnerships.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

Subsequently, he was appointed as Business Development Director in January 2022. In this role, he was responsible in overseeing the strategic initiatives of PSSB which aimed at expanding the company's footprint in the provision of ICT software and hardware products and IT service maintenance. He ceased to be a member of the Board of Directors of PSSB on 2 July 2025 to pave the way for the next generation of leadership but still remains an employee of PSSB with the title of Business Development Director.

He is not involved in any other business activities outside our Group, save for his directorship and shareholdings in Evernorth. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

**(iv) Evernorth**
*Substantial Shareholder*

Evernorth was incorporated in Malaysia under the Act on 20 June 2025 as a private limited company.

As at the LPD, the issued share capital of Evernorth is RM1,000.00 comprising 1,000 ordinary shares. Evernorth is principally involved in the activities of holding companies.

As at the LPD, the directors and shareholders of Evernorth and their respective shareholdings in Evernorth are as follows:

| Directors and shareholders | No. of shares | % |
|---|---|---|
| Yeoh Chin Ming | 520 | 52.00 |
| Ho Huang Ken | 240 | 24.00 |
| Toh Say Yee | 240 | 24.00 |
| **Total** | **1,000** | **100.00** |

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### 5.1.3 Changes in our Promoter's and Substantial Shareholders' shareholdings

The table below sets out the changes in our Promoter's and Substantial Shareholders' shareholdings in our Company since incorporation up to our IPO:

| | As at 21 November 2024 (date of incorporation) | | | | As at 12 June 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(b)]%** | **No. of Shares** | **[(b)]%** |
| **Promoter and substantial shareholder** | | | | | | | | |
| Yeoh Chin Ming | 100 | 100.00 | - | - | 5,000 | 100.00 | - | - |
| **Substantial shareholders** | | | | | | | | |
| Ho Huang Ken | - | - | - | - | - | - | - | - |
| Toh Say Yee | - | - | - | - | - | - | - | - |
| Evernorth[(f)] | - | - | - | - | - | - | - | - |

| | After the Acquisition and before our IPO and Share Transfer / As at the LPD | | | | After our IPO and Share Transfer | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **[(c)]%** | **No. of Shares** | **[(c)]%** | **No. of Shares** | **[(d)]%** | **No. of Shares** | **[(d)]%** |
| **Promoter and substantial shareholder** | | | | | | | | |
| Yeoh Chin Ming | 224,005,000 | 50.00 | - | - | 30,565,000 | 4.93 | [(e)]372,000,000 | 60.00 |
| **Substantial shareholders** | | | | | | | | |
| Ho Huang Ken | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [(e)]372,000,000 | 60.00 |
| Toh Say Yee | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [(e)]372,000,000 | 60.00 |
| Evernorth[(f)] | - | - | - | - | [(g)]372,000,000 | 60.00 | - | - |

Notes:

(a) Based on our issued share capital of 100 Shares as at the date of incorporation.

(b) Based on our issued share capital of 5,000 Shares as at 12 June 2025.

(c) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

(d) Based on our issued share capital of 620,000,000 Shares after our IPO.

(e) Deemed interest by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

(f) Evernorth is held by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee with equity interest of 52.00%, 24.00% and 24.00%, respectively.

(g) Transfer of Shares by Yeoh Chin Ming, Ho Huang Ken and Toh Say Yee to Evernorth pursuant to the Share Transfer.

As of the LPD, we have only one class of shares in our Company, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares. The Shares held by our Promoter and Substantial Shareholders have the same voting rights with the other shareholders of our Company and there is no arrangement between our Company and our Promoter with any third parties, which may at a subsequent date, result in the change in control of our Company.

Save for our Promoter and Substantial Shareholders who will collectively hold 72.26% of our enlarged issued share capital after our IPO, we are not aware of any other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.1.4 Benefits paid or intended to be paid or given to our Promoter and Substantial Shareholders

Save as disclosed below, there are no other amount or benefits paid, intended to be paid or given to our Promoter and Substantial Shareholders within the 2 years preceding the date of this Prospectus:

(i) remuneration and benefits paid or proposed to be paid to our Promoter and Substantial Shareholders (save for Ho Huang Ken and Toh Say Yee) for services rendered to our Group in all capacities for the FYE 2025 and FYE 2026 as disclosed in Section 5.2.5 of the Prospectus;

(ii) dividends paid to our Promoter and Substantial Shareholders as follows:

| Name | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | From 1 January 2026 up to the LPD RM'000 |
|---|---|---|---|---|---|
| Yeoh Chin Ming | 500 | 750 | 2,950 | - | [(a)]750 |
| Ho Huang Ken | 250 | 375 | 1,475 | - | [(a)]375 |
| Toh Say Yee | 250 | 375 | 1,475 | - | [(a)]375 |
| **Total** | **1,000** | **1,500** | **5,900** | **-** | **1,500** |

Note:

(a) Dividend declared on 31 December 2025 and paid in 12 February 2026.

(iii) the remunerations and benefits paid or proposed to be paid to Ho Huang Ken, being our Substantial Shareholder, Key Senior Management and an employee of the Group was between RM550,000 to RM600,000 for the FYE 2025 and between RM550,000 to RM600,000 for the FYE 2026 (excluding bonuses for the FYE 2026, which, if any, will be determined later depending on the performance of the individual and the Group, subject to the recommendation of the Remuneration Committee and approval by our Board); and

(iv) the remunerations and benefits paid or proposed to be paid to Toh Say Yee, being our Substantial Shareholder and an employee of the Group was between RM500,000 to RM550,000 for the FYE 2025 and between RM500,000 to RM550,000 for the FYE 2026 (excluding bonuses for the FYE 2026, which, if any, will be determined later depending on the performance of the individual and the Group, subject to the recommendation of the Remuneration Committee and approval by our Board).

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2 BOARD OF DIRECTORS

#### 5.2.1 Directors

Our Board comprises the following members:

| Name | Age | Nationality | Date of appointment | Designation |
|---|---|---|---|---|
| Mohamad Hashim Bin Abdul Ghani (M) | 71 | Malaysian | 1 July 2025 | Independent Non-Executive Chairman |
| Yeoh Chin Ming (M) | 52 | Malaysian | 21 November 2024 | Non-Independent Managing Director / Chief Executive Officer |
| Tan Hooi Bee (F) | 58 | Malaysian | 20 June 2025 | Non-Independent Executive Director |
| Juleen Teh Sue Leen (F) | 43 | Malaysian | 20 June 2025 | Non-Independent Executive Director |
| Lee Kooi Hoon (F) | 56 | Malaysian | 1 July 2025 | Independent Non-Executive Director |
| Lim Guan Chong (M) | 60 | Malaysian | 1 July 2025 | Independent Non-Executive Director |
| See Swee Sie (F) | 61 | Malaysian | 1 February 2026 | Independent Non-Executive Director |

Notes:

(M) Male.

(F) Female.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2.2 Profiles of our Directors

The profile of our Directors are as follows:

**(i) Mohamad Hashim Bin Abdul Ghani**
*Independent Non-Executive Chairman*

Mohamad Hashim Bin Abdul Ghani, male, Malaysian, aged 71, is our Independent Non-Executive Chairman. He was appointed to the Board on 1 July 2025.

In July 1978, he graduated with a Bachelor of Economics from Universiti Kebangsaan Malaysia and he further graduated with a Bachelor of Economics (Honours) in Business Management from the same university in July 1979.

He joined MIDA in August 1979 as an Economics Affairs Officer where he was responsible for promoting and attracting investments, facilitating project implementation for companies and assessing applications for manufacturing licenses, tax incentives, exemptions and expatriate posts, among other duties.

He subsequently held various positions within MIDA reflecting his progressive leadership and experience. He served as Director of MIDA Sabah (from November 1989 to November 1995), Director for Mineral and Paper Industry Division (from November 1995 to September 1996), Director of MIDA Pulau Pinang (from September 1996 to March 2003), Director of MIDA Stockholm, Sweden (from March 2003 to June 2006), Manager of Secretariat Division (from July 2006 to January 2007), Director of Agro-Based Industries Division (from January 2007 to May 2008), Director of Cross Border Investment Division (from May 2008 to February 2010) as well as Director of MIDA Tokyo, Japan (from February 2010 to July 2015). In August 2015, he was appointed as the Director of Foreign Investment Coordination Division, a position he held until his retirement in September 2015. He remained retired from active employment until February 2023.

In February 2023, he was appointed as the Chief Executive Officer of Perak Investment Management Centre for 2 years until 31 January 2025, where he is primarily responsible for overseeing the administration and operation of Investment Management Centre. In January 2025, his appointment as Chief Executive Office was further extended to 31 January 2026. He is currently the Independent Non-Executive Chairman of Critical Holdings Berhad (a company listed on the Main Market of Bursa Securities).

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(i) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

**(ii) Yeoh Chin Ming**
*Promoter, Substantial Shareholder and Non-Independent Managing Director / Chief Executive Officer*

Please refer to Section 5.1.2(i) of this Prospectus for his profile.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (iii) Tan Hooi Bee

*Non-Independent Executive Director*

Tan Hooi Bee, female, Malaysian, aged 58, is our Non-Independent Executive Director. She was appointed to the Board on 20 June 2025. She is responsible for leading the Group's strategic initiatives and business growth in line with the Group's long-term goals.

She graduated in December 1991 from the University of New South Wales, Australia with a Bachelor of Science.

Upon graduation, she began her career in January 1992 as an Analyst Programmer in IFCA Systems (Penang) Sdn Bhd, where she was responsible for the development of application software for the hospitality industry. In November 1994, she left IFCA Systems (Penang) Sdn Bhd.

She then joined General Computers (M) Sdn Bhd in December 1994 as a System Analyst, where her responsibilities included delivering technical support for enterprise software solutions. In July 1995, she was promoted to the position of Systems Manager and was tasked to lead a team of support engineers. She was subsequently promoted to Sales Manager in January 2002 where her roles expanded to include supporting corporate account managers in system or solution-based sales, as well as organising events and seminars for customers. She then resigned as the Sales Manager in December 2006 to prioritise family responsibilities. After a short career break, she co-founded Icuelinks Sdn Bhd in October 2007 where the company primarily involved in event and gift coordination. She held the position as a director and oversaw finance and payment management in the company. Icuelinks Sdn Bhd became dormant in early 2008 and was subsequently dissolved in May 2010.

In June 2008, she joined Originex Control (PG) Sdn Bhd as the Product Manager where she was responsible for developing distribution network for IT products. She left Originex Control (PG) Sdn Bhd in May 2013 and joining PSSB as a Project Manager in June 2013, where she played a key role in planning, executing and managing projects.

She was promoted to Senior Network Business Director in January 2023 where she oversaw strategic business strategies, brand principals' collaboration and the leadership of a team of skilled network engineers in delivering and supporting corporate solutions.

On 20 June 2025, she was appointed as the Executive Director where she assumed her current responsibilities and continues to hold her position to-date.

She is not involved in any other business activities outside our Group. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (iv) Juleen Teh Sue Leen

*Non-Independent Executive Director*

Juleen Teh Sue Leen, female, Malaysian, aged 43, is our Non-Independent Executive Director. She was appointed to the Board on 20 June 2025. She is responsible for the oversight and management of the Group's day-to-day operational functions, which include human resources and general administration and internal control.

She graduated in April 2005 from London Metropolitan University, United Kingdom with a Bachelor of Science in Computing and Information Systems.

She began her career as a Telemarketing Personnel with General Computers (M) Sdn Bhd in May 2005, where she was responsible for preparing quotations and assisting in the coordination of corporate events and marketing campaigns. She resigned in December 2006. Subsequently, in February 2007, she set up a partnership, Lovely Doggy Enterprise focusing on sale of pet-related goods and services. The partnership was terminated in April 2007.

In June 2007, she joined PSSB as Admin Assistant where she was responsible to provide support in general office administration including bookkeeping, invoicing, payroll and logistics coordination. She was promoted to Admin and Finance Manager in January 2018, with expanded responsibilities in administrative processes including managing office operations, procurement activities as well as overseeing the finance department and handling the company's financial planning, managing company cashflow and management reporting.

She was then promoted to Admin and Finance Director in January 2022 where she was responsible for the strategic oversight of administrative functions, optimising operational workflows, overseeing procurement, as well as developing and implementing cost control strategies.

In January 2025, she was redesignated as Business Operations Director. In this role, she was responsible for overseeing process and operational efficiency improvements such as process automation, as well as oversees procurement, vendor management and payroll management.

On 20 June 2025, she was appointed as the Executive Director where she assumed her current responsibilities and continues to hold her position to-date.

She is not involved in any other business activities outside our Group. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

### (v) Lee Kooi Hoon

*Independent Non-Executive Director*

Lee Kooi Hoon, female, Malaysian, aged 56, is our Independent Non-Executive Director. She was appointed to the Board on 1 July 2025.

She graduated with a Bachelor of Business in Accountancy from Charles Sturt University-Riverina, Australia in December 1992 and subsequently obtained her Master in Development Management from the Asian Institute of Management, Manila, Philippines in May 2001. She has been an associate member of the Australian Society of Accountants (now known as CPA Australia) since August 1993, was admitted as a Certified Practicing Accountant in May 1998 and a Fellow Certified Practicing Accountant in July 2025. Additionally, she has been a Chartered Accountant and a member of the Malaysian Institute of Accountants since July 2003. She is an ASEAN CPA member with effect from 25 March 2026.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

She began her career with Ismail Chong & Associates in March 1993 as Audit Assistant where she was involved in audit processes and reviewing tax computations. She left Ismail Chong & Associates in December 1994. In January 1995, she joined Price Waterhouse PLT (now known as PricewaterhouseCoopers PLT) as Audit Assistant where she handled audit assignments for multinational companies and tax review work. She was promoted to Audit Senior in January 1996.

In April 1997, she left Price Waterhouse PLT and joined Hunza Consolidation Berhad (now known as Master-Pack Group Berhad) as Senior Executive, Internal Audit where she conducted internal audit reviews to assess internal controls and compliance. In March 1998, she was seconded to Hunza Marine Products Sdn Bhd (a subsidiary of Hunza Consolidation Berhad) as Assistant Finance Manager where she managed the finance department's daily operation, including financial statement preparation, budgeting and monitoring of expenditures and receivables.

She resigned from Hunza Marine Products Sdn Bhd in January 1999 and joined Shangri-La Hotels (M) Berhad in February 1999 as an Internal Audit Officer where she supported the internal audits of the hotel assets of the company. She then took a sabbatical break from July 2000 to May 2001 to pursue her Master in Development Management followed by a short break until August 2001.

In September 2001, she joined Cargill (Malaysia) Sdn Bhd as Finance Manager where she was responsible for monthly financial reporting and the preparation of financial statements. She left Cargill (Malaysia) Sdn Bhd in April 2003 and joined International SOS Pte Ltd as Assistant Finance and Administration Manager in June 2003. She was promoted to Finance Manager in September 2006. During her tenure, she was seconded to various companies within the group, where she managed both local and overseas finance operations, including monthly financial reports and tax compliance. She resigned in April 2012.

In May 2012, she joined Cold Storage Singapore (1983) Pte Ltd, a subsidiary of DFI Retail Group Holdings Limited (listed on the Singapore Exchange Limited) where she was appointed as Chief Financial Officer of DFI Lucky Pte Ltd, a company based in Cambodia (subsidiary of DFI Retail Group Holdings Limited) that operates a retail chain of supermarkets where she primarily oversaw finance functions and cash flow management for its retail operations. She left Cold Storage Singapore (1983) Pte Ltd in July 2021.

After a sabbatical break, she joined Olympia Medical Hub Co Ltd in June 2022 as Finance Advisor, where she advised on strategic budgeting and other financial and accounting matters. In March 2024, she set up a sole proprietorship under her own name. The sole proprietorship has no business activity since its set-up other than receiving of rental income. She left Olympia Medical Hub Co Ltd in May 2024. In November 2024, she joined Emits Technology Sdn Bhd as Financial Controller where she was responsible for overseeing and reviewing company consolidated financial statements, finance internal control policies and tax computation reconciliation. She left Emits Technology Sdn Bhd in August 2025.

She is currently the Independent Non-Executive Director of Chemlite Innovation Berhad (a company listed on the ACE Market of Bursa Securities) and the Independent Non-Executive Director of GB Bond Holdings Berhad.

Further details of her involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(iii) of this Prospectus. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (vi) Lim Guan Chong

*Independent Non-Executive Director*

Lim Guan Chong, male, Malaysian, aged 60, is our Independent Non-Executive Director. He was appointed to the Board on 1 July 2025.

He graduated with a Bachelor of Science (Economics) with Honours from the University of London, United Kingdom in August 1993. Subsequently, he obtained his Master of Business Administration (Finance) from the University of Hull, United Kingdom, in July 2000 and further completed his Doctor of Business Administration from the University of South Australia, Australia in March 2006.

He began his career with Ban Hin Lee Bank (which was subsequently acquired by Southern Bank Berhad, later by CIMB Group) in January 1988 as a Bank Trainer, where he was responsible for training and developing its employees to enhance their skills, product knowledge and overall performance. He left Ban Hin Lee Bank in December 1995. Subsequent thereto, he stated freelancing as a trainer cum consultant providing his services to companies in different industries such as education, manufacturing, retail, hospitality and IT services.

From January 1996 onwards, he did some part-time teaching and training before he was engaged by Disted Sowers, a subsidiary of Disted Stamford College, in February 1996, as a consultant where his services include amongst others designing and reviewing academic curricula, evaluating academic processes, infrastructure and governance, and creating qualification programs tailored for working adults. His engagement with Disted Sowers ended in June 1996. During the period from January 1996 to to-date, he was engaged by Dunville Asia Pacific Training Sdn Bhd as trainer cum consultant on project basis.

In September 1997, he founded a sole proprietorship namely CIPD Centre where the principal activities were providing in house training, training consultancy services and setting up of training management system. The sole proprietorship has expired in September 1998. He was then engaged by the Malaysian Institute of Management as a trainer and consultant in January 2004. In this engagement, he provided services such as designing training programmes and conducting management and leadership training programmes for various industries. His engagement ended with the Malaysian Institute of Management in May 2014.

He co-founded Techtual Consulting PLT, a limited liability partnership with his wife in December 2014 where he provides coaching, strategic business consulting, formulation of strategies, and implement initiatives aligned with organisational goals to clients.

Further details of his involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(iv) of this Prospectus. He does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (vii) See Swee Sie

*Independent Non-Executive Director*

See Swee Sie, female, Malaysian, aged 61, is our Independent Non-Executive Director. She was appointed to the Board on 1 February 2026.

See Swee Sie graduated with a Bachelor of Laws (Honours) from the University of London in August 1990. She obtained her Certificate of Legal Practice (CLP) from the Legal Profession Qualifying Board, Malaysia in November 1991. Subsequently, she undertook her pupilage in Messrs. Shearn Delamore & Co and was admitted to the High Court of Malaya as an Advocate and Solicitor in October 1992.

She began her legal career in November 1992 with Messrs. Onn Hussein & Yee as a Legal Assistant where she was involved in banking litigation. In October 1994, she left Messrs. Onn Hussein & Yee to join Messrs. Chung, Huang & Khalid in November 1994 as a Legal Assistant where she was responsible for handling banking litigation files.

In December 1995, she left Messrs. Chung, Huang & Khalid. After a short break, she joined Messrs. Eugene Lye & Co in March 1996 as a Legal Assistant where she managed both conveyancing and litigation files for the firm. She then left Messrs. Eugene Lye & Co in May 1997. After taking a five (5) months' break to attend to personal matters, she then set up her own legal firm, Messrs. S See & Associates (now known as Messrs Anoop & See) in November 1997 where she holds the position of Managing Partner.

She is a certified adjudicator as well as a sports arbitrator empaneled by the Asian International Arbitration Centre. She is also an adjudicator and mediator of the Asian Institute of Alternative Dispute Resolution in which she has been admitted as a pioneer member. Currently, she is the President of the Federation of Women Lawyers of North Malaya, Penang. She is the legal adviser of the National Council of Women's Organisations in Penang, Malaysia Semiconductor Industry Association and Penang Family Health Development Association.

She is currently the Independent Non-Executive Director of BWYS Group Berhad (a company listed on the ACE Market of Bursa Securities) and a director of Mount Miriam Cancer Hospital.

Further details of her involvement in principal business activities and directorship outside of our Group are set out in Section 5.2.4(v) of this Prospectus. She does not have any relationship with the Promoter, Substantial Shareholders, Directors and Key Senior Management.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2.3 Directors' shareholdings

The details of our Directors and their respective shareholdings in our Company before and after our IPO (assuming full subscription of the Shares allocated to our Directors under the Pink Form Allocation) are as follows:

| | After the Acquisition and before our IPO and Share Transfer | | | | After our IPO and Share Transfer | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(b)]%** | **No. of Shares** | **[(b)]%** |
| Mohamad Hashim Bin Abdul Ghani | - | - | - | - | 250,000 | 0.04 | - | - |
| Yeoh Chin Ming | 224,005,000 | 50.00 | - | - | 30,565,000 | 4.93 | [(c)]372,000,000 | 60.00 |
| Tan Hooi Bee | - | - | - | - | 3,000,000 | 0.48 | - | - |
| Juleen Teh Sue Leen | - | - | - | - | 3,000,000 | 0.48 | - | - |
| Lee Kooi Hoon | - | - | - | - | 250,000 | 0.04 | - | - |
| Lim Guan Chong | - | - | - | - | 250,000 | 0.04 | - | - |
| See Swee Sie | - | - | - | - | 250,000 | 0.04 | - | - |

Notes:

(a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

(b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.

(c) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2.4 Principal business activities and directorships in other corporations of our Directors outside our Group

Save as disclosed below, none of our Directors have any principal business activities and directorships in any other corporations outside of our Group within the past 5 years up to the LPD:

**(i) Mohamad Hashim Bin Abdul Ghani**

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| Critical Holdings Berhad (listed on the Main Market of Bursa Securities) | Investment holding company with its subsidiaries principally involved in design and build, project management, supply, installation, testing, commissioning, maintenance and services support of mechanical, electrical and process utilities systems and equipment for critical facilities. | Independent Non-Executive Director | 12 September 2022 | - | [(a)] - | - |
| **Past Involvement** | | | | | | |
| Oasis Home Holding Berhad (listed on the ACE Market of Bursa Securities) | Investment holding company with its subsidiaries principally involved in the marketing and selling of consumer lifestyle products. | Independent Non-Executive Director | 16 February 2024 | 17 October 2024 | - | - |

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

**(ii) Yeoh Chin Ming**

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| Evernorth Capital Sdn Bhd | Activities of holding companies | Director / Shareholder | 20 June 2025 | - | 52.00 | - |

**(iii) Lee Kooi Hoon**

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| Lee Kooi Hoon (*Business Registration No.: 202403065446 (AS0475953-K)*) | Business and management consultancy, accounting and training services, guest house service and online sales on non-food products | Sole Proprietor | 6 March 2024 | - | 100.00 | - |
| Chemlite Innovation Berhad (listed on the ACE Market of Bursa Securities) | Investment holding company with its subsidiary principally involved in the provision of surface finishing treatment services | Independent Non-Executive Director | 24 June 2024 | - | [(a)] - | - |
| GB Bond Holdings Berhad (a company proposed to be listed on the ACE Market of Bursa Securities) | Investment holding company with its subsidiaries principally involved in manufacturing and sales of industrial adhesives, emulsion polymers and sealants | Independent Non-Executive Director | 4 November 2025 | - | - | - |

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

**Past Involvement**

| | | | | | | |
|---|---|---|---|---|---|---|
| H&S Venture Enterprise | Provision of property management services and short term rental accommodation | Partner | 5 March 2024 | 3 March 2025 | 45.00 | - |
| Lee Kooi Hoon (*Business Registration No.: 202103238223 (003307366-V)*) | Retail sale in household equipment, electrical products, food products, fresh produce, and bakery products. Financial consultant includes financial accounting, bookkeeping, consultant for financial performance of companies, online retail of products – e-book, digital education products, software application, apps, other digital related products, bakery and cakes, electronic products and household equipment | Sole Proprietor | 9 August 2021 | 9 August 2022 | 100.00 | - |
| Kobay Technology Berhad (listed on the Main Market of Bursa Securities) | Investment holding company with its subsidiaries principally involved in the manufacturing of precision components, tooling, automation equipment and fabricated structures for aerospace semiconductor, electrical & electronics and oil and gas subsea global market sectors and property development | Independent Non-Executive Director | 8 September 2023 | 19 March 2025 | - | - |

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (iv) Lim Guan Chong

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| Techtual Consulting PLT | Provision of human resource consultancy services | Partner | 19 December 2014 | - | 49.00 | (b)51.00 |

### (v) See Swee Sie

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| BWYS Group Berhad (listed on the ACE Market of Bursa Securities) | Investment holding company with its subsidiaries principally involved in manufacturing of sheet metal products, supply of scaffoldings and trading of steel materials and steel related products | Independent Non-Executive Director | 1 August 2023 | - | (a)- | - |
| Mount Miriam Cancer Hospital | Provision of comprehensive oncology and palliative care services | Director | 10 November 2023 | - | - | - |

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| Chin Hin Company Sdn Berhad | Investment holding company | Shareholder | - | - | 3.75 | - |
| Messrs. Anoop & See[(c)] | Provision of legal services | Managing Partner | 10 November 1997 | - | - | - |

Notes:

(a) The involvements of our Directors as disclosed above exclude shares in public listed companies held by our Directors as minority shareholders (less than 5.00% of the total number of issued shares of a public listed company) and the shares held are only for trading and personal investment purposes.

(b) Deemed interest by virtue of the equity interest held by his spouse, Liew Mei Ling by virtue of Section 8(4) of the Act.

(c) See Swee Sie set up her own legal firm Messrs. S S See & Associates on 10 November 1997 as a sole proprietor. On 3 January 1998, Messrs. S S See & Associates was converted to a partnership and underwent a change of name to Messrs. Anoop & See. She has been the managing partner since then.

As at the LPD, the directorships of our Directors in other companies are in compliance with Rule 15.06 of the Listing Requirements as none of our Directors hold more than 5 directorships in public listed companies on Bursa Securities.

Save as disclosed above, our Directors are not involved in other businesses or corporations.

The involvement of our Independent Non-Executive Directors in other companies will not affect their contributions to our Group as they are not involved in the day-to-day operations of our Group.

As such, our Board is of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2.5 Remuneration and material benefits-in-kind of our Directors

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for the FYE 2025 and FYE 2026 are as follows:

**FYE 2025 (Actual)**

| Name | Directors' fees RM'000 | Salaries RM'000 | Bonuses RM'000 | [(a)]Other emoluments RM'000 | Allowances RM'000 | Benefits-in-kind RM'000 | Total RM'000 |
|---|---|---|---|---|---|---|---|
| **Non-Independent Managing Director / Chief Executive Officer** | | | | | | | |
| Yeoh Chin Ming | - | 1,150 | 51 | 146 | 2 | 28 | 1,377 |
| **Non-Independent Executive Directors** | | | | | | | |
| Tan Hooi Bee[(b)] | - | 312 | 14 | 41 | 2 | - | 369 |
| Juleen Teh Sue Leen[(b)] | - | 312 | 63 | 47 | 1 | 15 | 438 |
| **Independent Non-Executive Directors** | | | | | | | |
| Mohamad Hashim Bin Abdul Ghani[(c)] | 15 | - | - | - | 2 | - | 17 |
| Lee Kooi Hoon[(c)] | 15 | - | - | - | 2 | - | 17 |
| Lim Guan Chong[(c)] | 15 | - | - | - | 2 | - | 17 |
| See Swee Sie[(d)] | - | - | - | - | - | - | - |

Notes:

(a) Includes employer's contribution to EPF, SOCSO and EIS, where applicable.

(b) Appointed on 20 June 2025.

(c) Appointed on 1 July 2025.

(d) Appointed on 1 February 2026.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

**FYE 2026 (Proposed)**

| Name | Directors' fees RM'000 | Salaries RM'000 | [(a)]Bonuses RM'000 | [(b)]Other emoluments RM'000 | Allowances RM'000 | Benefits-in-kind RM'000 | Total RM'000 |
|---|---|---|---|---|---|---|---|
| **Non-Independent Managing Director / Chief Executive Officer** | | | | | | | |
| Yeoh Chin Ming | - | 1,200 | - | 146 | 10 | 33 | 1,389 |
| **Non-Independent Executive Directors** | | | | | | | |
| Tan Hooi Bee[(c)] | - | 324 | - | 40 | 10 | 5 | 379 |
| Juleen Teh Sue Leen[(c)] | - | 324 | - | 40 | 10 | 10 | 384 |
| **Independent Non-Executive Directors** | | | | | | | |
| Mohamad Hashim Bin Abdul Ghani[(d)] | [(f)]48 | - | - | - | [(g)]8 | 5 | 61 |
| Lee Kooi Hoon[(d)] | [(f)]55 | - | - | - | [(g)]8 | 5 | 68 |
| Lim Guan Chong[(d)] | [(f)]48 | - | - | - | [(g)]8 | 5 | 61 |
| See Swee Sie[(e)] | [(f)]45 | - | - | - | [(g)]8 | 5 | 58 |

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

Notes:

(a) Bonuses for FYE 2026 are not included. Such bonuses, if any, will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.

(b) Includes employer's contribution to EPF, SOCSO and EIS, where applicable.

(c) Appointed on 20 June 2025.

(d) Appointed on 1 July 2025.

(e) Appointed on 1 February 2026.

(f) The Directors' fees for our Independent Non-Executive Directors.

(g) Pertains to meeting allowances.

The remuneration of our Directors, which includes Directors' fees, salaries, bonuses, other emoluments, allowances and benefits-in-kind, must be considered and recommended by our Remuneration Committee and subsequently be approved by our Board. Our Directors' fees and/or benefits payable must be further approved by our shareholders at a general meeting.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.3 BOARD PRACTICES

#### 5.3.1 Directorship

Our Board acknowledges and takes cognisance of the MCCG which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture.

Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively. Our Company has adopted the recommendations under the MCCG that at least half of the Board comprises Independent Non-Executive Directors, our chairman of the Board should not be a member of our Audit Committee, Nomination Committee, Remuneration Committee or Risk Management and Sustainability Committee, and to have at least 30% women directors on our Board.

In accordance with our Constitution, our Directors shall have the power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with our Constitution which is 10 directors.

Any person appointed as Director, either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Our Board has adopted the following responsibilities for effective discharge of its functions:

(i) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;

(ii) To set, review, challenge and adopt strategic plans, business plans, risk management, values and standards for the Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;

(iii) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, and the employees and assets and to ensure compliance with applicable laws and regulations;

(iv) To ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

(v) To ensure there is a sound framework for internal controls and risk management;

(vi) To understand the principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks;

(vii) To set the risk appetite within which the Board expects management to operate and ensure there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks faced by the Group;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(viii) To ensure that all Directors are able to understand financial statements and form a view on the information presented;

(ix) To ensure that the Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by MCCG;

(x) To review and approve the annual financial statements, annual reports and corporate governance report, as well as to ensure the disclosures are consistent with the Directors' own knowledge of the Group's affairs;

(xi) To approve and monitor progress of major capital expenditure, fund-raising, acquisitions and divestitures;

(xii) To supervise and assess management performance to determine whether the business is being properly managed;

(xiii) To review, challenge, deliberate and decide on management's business proposal and to monitor the implementation process;

(xiv) Together with senior management, promote good corporate governance culture within the company, which reinforces ethical, prudent and professional behaviour, including overseeing the ethical conduct of business and preventing bribery on the Group's business;

(xv) To monitor the relationship between the Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;

(xvi) To ensure that senior management has the necessary skills and experience, and there are measures and/or policies in place to provide for the orderly succession of the Board and senior management;

(xvii) To ensure the integrity of the Group's financial and non-financial reporting;

(xviii) To appoint the Board Committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board Committees and deliberate on the recommendations thereon;

(xix) To ensure effective succession planning by confirming that senior management personnel possess the necessary skills and experience, with measures and/or policies in place for the orderly appointment, training, compensation, and, where appropriate, replacement of key personnel.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

As at the LPD, the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in office are as follows:

| Name | Age | Designation | Date of appointment as Director | Date of expiration of the current term of office | Approximate no. of years in office |
|---|---|---|---|---|---|
| Mohamad Hashim Bin Abdul Ghani | 71 | Independent Non- Executive Chairman | 1 July 2025 | At our first AGM | Less than 1 year |
| Yeoh Chin Ming | 52 | Non-Independent Managing Director / Chief Executive Officer | 21 November 2024 | At our first AGM | 1 year and 5 months |
| Tan Hooi Bee | 58 | Non-Independent Executive Director | 20 June 2025 | At our first AGM | Less than 1 year |
| Juleen Teh Sue Leen | 43 | Non-Independent Executive Director | 20 June 2025 | At our first AGM | Less than 1 year |
| Lee Kooi Hoon | 56 | Independent Non-Executive Director | 1 July 2025 | At our first AGM | Less than 1 year |
| Lim Guan Chong | 60 | Independent Non-Executive Director | 1 July 2025 | At our first AGM | Less than 1 year |
| See Swee Sie | 61 | Independent Non-Executive Director | 1 February 2026 | At our first AGM | Less than 1 year |

According to our Constitution, all the Directors shall retire from office at the first AGM and an election of Directors shall take place each year. At every subsequent AGM, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting. The members of our Board are set out in Sections 1 and 5.2.1 of this Prospectus.

Our Company has adopted the recommendations under the MCCG that at least half of our Board comprises Independent Non-Executive Directors, the non-involvement of our Chairman in our Audit Committee, Remuneration Committee, Nomination Committee, Risk Management and Sustainability Committee and/or LTIP Committee and to have at least 30% women directors on our Board. As at the LPD, our Board comprises 4 females out of 7 members, which represents 57.14% of our Board. The Group's corporate governance complies with the relevant principles and practices of the MCCG.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.3.2 Audit Committee ("AC")

Our AC was established by our Board on 5 August 2025. The composition of our AC is set out below:

| Name | Designation | Directorship |
|---|---|---|
| Lee Kooi Hoon | Chairperson | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |
| See Swee Sie[(a)] | Member | Independent Non-Executive Director |

Note:

(a) Appointed on 1 February 2026.

The terms of reference of our AC, amongst others, include the following:

(i) to consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors;

(ii) to review the engagement, compensation, performance, qualification and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;

(iii) to assess the suitability, objectivity and independence of the external auditors, including obtaining written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements;

(iv) to establish, review and approve policies governing the circumstances under which contracts for the provisions of non-audit services can be entered into and procedures that must be adhered by the external auditors and/or their affiliates in the provision of such services;

(v) to approve the non-audit services provided by the external auditors and/or their affiliates;

(vi) to discuss issues and reservations arising from the interim and final audits, and any matter the external auditors may wish to discuss (in the absence of management, where necessary);

(vii) to review the Annual Transparency Report ("**ATR**") of the external auditors, if applicable, or to engage with audit firms (for firms that are not required to issue ATR) on matters in relation to their governance and leadership structure as well as measures undertaken by the audit firm to upload the audit quality and manage risks;

(viii) to monitor the integrity of the Company's financial statements and ensure the financial statements are prepared in accordance to the applicable financial reporting standards;

(ix) to review any letter of resignation from the external auditors of the Company;

(x) to review whether there is a reason (supported by grounds) to believe that the Company's external auditors are not suitable for re-appointment;

(xi) to recommend the nomination of a person or persons as external auditors of the Company;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(xii) to ensure that the external auditors review a statement made by the Board with regards to the state of risk management and internal control of the Company and report the results thereof to the Board;

(xiii) to review and recommend the quarterly and annual financial statements of the Group for approval by the Board before announcement to regulatory bodies, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;

(xiv) to conduct periodic review of the involvements of the Managing Director / Chief Executive Officer and Executive Directors in the companies outside of the Group, in which they have executive functions to ensure that it does not affect their role and responsibilities within the Group;

(xv) to review and monitor any related party transaction/business dealings entered into by the Group and any conflict of interest situation that may arise and all the yearly declarations and/or any transactions that may raise questions on management integrity within the Group to ensure that they are conducted on arms' length basis and based on terms that are fair to the Group;

(xvi) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by the Board and to protect the values of transparency, integrity, impartiality and accountability where the Group conducts its business and affairs;

(xvii) to enhance its accountability in preserving its integrity and to withstand public scrutiny which in turn enhances and builds the Group's credibility to all the stakeholders;

(xviii) to report its findings on the financial and management performance, and other material matters to the Board;

(xix) to consider the major findings of internal investigations and the Management's response;

(xx) to do the following, in relation to the internal audit function:

(a) consider and approve the appointment of the internal auditors, the internal audit fee and any question of resignation or dismissal;

(b) review the adequacy of the scope, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;

(c) to ensure that the internal auditors are independent and objective, and have the relevant qualifications and be responsible for assuring the AC that the internal controls are operating effectively;

(d) review the internal audit plan and results of the internal audit assessments and investigation undertaken, and ensure that appropriate action is taken on the recommendations of the internal auditors;

(e) to appropriately communicate the AC's insights, views and concerns about relevant transactions and events as well as concerns on matters that may affect the financials or audit of the Company to the internal auditors;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(f) to ensure coordination between the internal auditors and the external auditors;

(g) to review the internal audit plan, processes, the results of internal audit assessments or investigations undertaken and whether or not appropriate action is taken on the recommendations made;

(h) to review the adequacy and effectiveness of the Group's internal control systems, anti-corruption and whistle-blowing as evaluated, identified and reported by the Management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely;

(i) to review whether the internal audit function is carried out in accordance with a recognised framework;

(j) consider the internal audit reports and findings by the internal auditors, fraud investigations and actions and steps taken by the management in response to audit findings;

(k) review and decide on the budget allocated to the internal audit function;

(l) appraise or assess the performance of members of the internal audit function;

(m) monitor the overall performance of the Company's internal audit function;

(xxi) to verify the allocation of LTIP which comprises the ESOS and ESGS in compliance with the criteria as stipulated in the by-laws of LTIP of the Company, if any;

(xxii) to report to relevant authorities on any matter reported by it to the Board which has not been satisfactorily resolved and resulting in a breach of any regulations; and

(xxiii) to perform such other functions as may be requested by the Board.

### 5.3.3 Nomination Committee ("NC")

Our NC was established by our Board on 5 August 2025. The composition of our NC is set out below:

| Name | Designation | Directorship |
|---|---|---|
| See Swee Sie[(a)] | Chairperson | Independent Non-Executive Director |
| Lee Kooi Hoon | Member | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |

Note:

(a) Appointed on 1 February 2026.

The terms of reference of our NC, amongst others, include the following:

(i) To formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity as recommended under Practice 5.9 of the MCCG required to meet the needs of the Company and strengthen board leadership).

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(ii) To source, identify, review and recommend candidates for appointment to the Board and Board Committees, which is led by the Chairman of the NC, taking into consideration the optimum and effective size of the Board and the candidates:

(a) character, competency, knowledge and experience;

(b) age, cultural background and gender;

(c) professionalism;

(d) integrity and credibility;

(e) time commitment, particularly his number of other directorships; and

(f) in the case of the candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors. The NC would also consider the existing directorships of the candidates (including directorship in public listed company or private company).

In identifying candidates for appointment to the Board and Board Committees, the NC shall not solely rely on recommendations from existing directors, management or major shareholders. The NC shall utilise independent sources to identify suitable and qualified candidates. However, if selection of candidates was based on recommendations made by existing directors, management or major shareholders, the NC should justify the sufficiency of these source and why other source were not used.

Any appointment that may cast doubt on the integrity and governance of the Company will be avoided;

(iii) To review the tenure of each Director on the Board;

(iv) To recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution and Practice 5.3 of the MCCG;

(v) To assess the independence of Independent Directors annually;

(vi) To review, consider and make recommendations regarding the continuation in office of Independent Non-Executive Directors who have served for more than nine (9) years. The assessment will take into account their performance and ability to contribute to the Board, in light of the necessary knowledge, skills, and experience;

(vii) To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any Director or major shareholder and to take steps to ensure that women candidates are sought as part of its recruitment exercise;

(viii) To establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director;

(ix) To recommend to the Board the nominees to fill the seats on Board Committees;

(x) To assess the effectiveness of the Board and the Committees of the Board as a whole and each individual Director of the Board including the Managing Director / Chief Executive Officer and Executive Directors. All assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(xi) To ensure that orientation and education programmes are provided for new members of the Board;

(xii) To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and with changes in new statutory and regulatory requirements;

(xiii) To review the terms of office and performance of the AC and each of its members annually to determine whether such AC and its members have carried out their duties in accordance with the terms of reference;

(xiv) To assist the Board in assessing and evaluating circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to inform the AC of the same. After deliberation with the AC, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest;

(xv) To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management;

(xvi) To act in line with the directions of the Board;

(xvii) To consider and examine such other matters as the NC considers appropriate;

(xviii) To consider any other relevant matters as delegated by the Board; and

(xix) To provide shareholders of the Company the information they require to make an informed decision on the appointment and reappointment of a director.

### 5.3.4 Remuneration Committee ("RC")

Our RC was established by our Board on 5 August 2025. The composition of our RC is set out below:

| Name | Designation | Directorship |
|---|---|---|
| Lee Kooi Hoon | Chairperson | Independent Non-Executive Director |
| See Swee Sie[(a)] | Member | Independent Non-Executive Director |
| Lim Guan Chong | Member | Independent Non-Executive Director |

Note:

(a) Appointed on 1 February 2026.

The terms of reference of our RC, amongst others, include the following:

(i) To formulate and recommend a framework of remuneration for the Managing Director / Chief Executive Officer, Executive Director and key senior management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain the Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including the Director's fee, salaries, allowance, bonuses, options and benefit-in-kind;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(ii) To formulate and recommend specific remuneration packages for the Managing Director / Chief Executive Officer, Executive Director and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. As for the Independent Non-Executive Director and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;

(iii) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Managing Director and Executive Director and key senior management;

(iv) To implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and key senior management;

(v) To ensure the levels of remuneration are sufficiently attractive and be able to retain Directors needed to run the Company successfully;

(vi) To structure the component parts of remuneration so as to align with the business strategy and long-term objectives of the Company and to link rewards to the Company's strategy and performance;

(vii) To ensure that the remuneration and incentives for Independent Non-Executive Directors do not conflict with their obligations to bring objective and independent judgement to the Board;

(viii) To act in line with the directions of the Board;

(ix) To consider and examine such other matters as the RC considers appropriate; and

(x) To consider any other relevant matters as delegated by the Board.

### 5.3.5 Risk Management & Sustainability Committee ("RMSC")

Our RMSC was established by our Board on 5 August 2025. The composition of our RMSC is set out below:

| Name | Designation | Directorship |
|---|---|---|
| Lim Guan Chong | Chairperson | Independent Non-Executive Director |
| See Swee Sie[(a)] | Member | Independent Non-Executive Director |
| Lee Kooi Hoon | Member | Independent Non-Executive Director |

Note:

(a) Appointed on 1 February 2026.

The terms of reference of our RMSC, amongst others, include the following:

(i) To review and recommend the risk management activities of the Group and approve appropriate risk management procedures and ensure that a structured risk management framework is in place across the organization;

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(ii) To review the plan and implementation status from the risk profile management reports on operational risks from all divisions of the Group;

(iii) To monitor the risk management exposure of the Group;

(iv) To assess the risks in new investment and/or divestment;

(v) To recommend or advise on proposed changes to risk management policies and strategies;

(vi) To review together with other Committees, the Management, Group Internal Audit and external auditors, any significant risks and exposure that exist and assess the steps or mitigation plan that Management has taken in a timely manner to minimise such risk to the Group;

(vii) To review the effectiveness of internal control systems deployed by the management to address risks;

(viii) To review the risk profile of the Group (including risk registers) and the risk management team's plans to mitigate business risks as identified from time to time;

(ix) To review and recommend the Group's Statement on Risk Management and Internal Control;

(x) To review and recommend the corrective measures undertaken to remedy weakness or internal control deficiencies;

(xi) To assess whether the Group's risk management and sustainability policies are communicated effectively to ensure they are embedded as part of the Group's corporate culture;

(xii) To review reports on compliance with risk management policies and recommend actions where necessary;

(xiii) To review the effectiveness of the Group's sustainability strategy policies, principles and practices in view of the Sustainability Policy;

(xiv) To ensure that strategies, priorities and targets pertaining to ESG are aligned with the Group's commitment to sustainability;

(xv) To manage the process, framework and strategies for handling ESG risks, covering matters such as safety, health, employment practices, environmental practices, human rights, community relations and other relevant sustainability matters;

(xvi) To report to the Board on an exception basis, where required, and routinely on matters of regular interest of the Board;

(xvii) To monitor and report to the Board on the Group's progress on its sustainability commitments in the context of ESG;

(xviii) To review the Group's annual Sustainability Report/Statement for submission to the Board for approval and publication in the Company's Annual Report;

(xix) To review issues relating to sustainability arising from independent audits as well as matters highlighted by consultants, if any;

(xx) To consider and recommend to the Board on relevant emerging sustainability issues, if any; and

(xxi) to perform such other functions as may be requested by the Board.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4 KEY SENIOR MANAGEMENT

#### 5.4.1 Key Senior Management

Our Key Senior Management comprises the following:

| Name | Age | Nationality | Designation |
|---|---|---|---|
| Yeoh Chin Ming | 52 | Malaysian | Non-Independent Managing Director / Chief Executive Officer |
| Tan Hooi Bee | 58 | Malaysian | Non-Independent Executive Director |
| Juleen Teh Sue Leen | 43 | Malaysian | Non-Independent Executive Director |
| Ho Huang Ken | 46 | Malaysian | Chief Sales Officer |
| Ooi Hooi Yin | 49 | Malaysian | Chief Financial Officer |
| Lim Wei Ghee | 50 | Malaysian | Chief Technology Officer |
| Quah Chea Siang | 43 | Malaysian | Head of Enterprise Business Development |

#### 5.4.2 Profiles of our Key Senior Management

Save for the profiles of Yeoh Chin Ming, Ho Huang Ken, Tan Hooi Bee, and Juleen Teh Sue Leen which are set out in Section 5.1.2 and 5.2.2 of this Prospectus, the profiles of our Key Senior Management are as follows:

**(i) Yeoh Chin Ming**
*Promoter, Substantial Shareholder, Non-Independent Managing Director / Chief Executive Officer*

Please refer to Section 5.1.2 of this Prospectus for his profile.

**(ii) Tan Hooi Bee**
*Non-Independent Executive Director*

Please refer to Section 5.2.2 of this Prospectus for her profile.

**(iii) Juleen Teh Sue Leen**
*Non-Independent Executive Director*

Please refer to Section 5.2.2 of this Prospectus for her profile.

**(iv) Ho Huang Ken**
*Substantial Shareholder and Chief Sales Officer*

Please refer to Section 5.1.2 of this Prospectus for his profile.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (v) Ooi Hooi Yin

*Chief Financial Officer*

Ooi Hooi Yin, female, Malaysian, aged 49, is our Chief Financial Officer. She is responsible for managing the overall finance and accounting functions of our Group.

She obtained her Bachelor Degree in Accounting from University Utara Malaysia, Kedah in May 2001 and subsequently obtained her Master of Business Administration from Universiti Sains Malaysia, Penang in April 2015. She has been a Chartered Accountant and a member of the Malaysian Institute of Accountants since March 2004.

In March 2001, she began her career in Yeap Geok Lake & Co as an Audit Assistant and subsequently promoted as Audit Senior where she was involved in audit engagements for clients of the firm, until she left in March 2004. In April 2004, she joined Daxon Technology Sdn Bhd as an Accountant where she was responsible for standard costing, cost analysis, and managing accounts receivable and payment processes. She left her position in June 2006 to join Benchmark Electronics (M) Sdn Bhd as an accountant where she handled payable and banking matters.

Subsequently, she resigned in June 2007 and joined Fumakilla Malaysia Berhad as a Senior Accountant in July 2007. She was promoted to Assistant Finance Manager in January 2010, followed by a further promotion to Finance Manager within the same year. She resigned in April 2015 as a Senior Account Manager. During her tenure, she was responsible for preparing subsidiaries' accounts and consolidating accounts, including budgeting, statutory compliance, internal controls, transfer pricing, and GST implementation. Thereafter, she joined Southern Steel Berhad in July 2015 as a Corporate Finance Manager. Her responsibilities included handling corporate finance functions and worked closely with the Corporate Financial Controller. She remained with the company until she resigned in January 2017.

In February 2017, she joined Nirvana Memorial Park (Bukit Mertajam) Berhad as a Senior Accounts Manager where she was responsible for overseeing the northern region of Peninsular Malaysia's financial and accounting functions until she left in May 2018. In June 2018, she joined Texchem Food Sdn Bhd as the Assistant General Manager in Finance and subsequently promoted as General Manager in Financial & Strategy Group in July 2019. Her responsibilities included overseeing the financial and treasury functions of the Food Division, including Myanmar operation. She subsequently left in September 2021.

In October 2021, Ooi Hooi Yin joined Sam Engineering & Equipment (M) Berhad as the Senior Operations Finance Manager. She was responsible for handling day-to-day finance activities, monitoring cash flow and profit and loss of the plants, as well as budgeting and she subsequently resigned in October 2022. Thereafter in November 2022, she joined Coraza Integrated Technology Berhad, a company listed on the ACE Market of Bursa Securities as Senior Finance & Corporate Admin Manager and subsequently promoted as its Chief Financial Officer in March 2023. She was responsible for overseeing the full spectrum of corporate functions, including regulatory compliance matters, preparation of reports and materials for board of directors and sub-committee meetings, financial reporting, compliance, stakeholder relations, project monitoring and tax matters. She subsequently resigned in December 2024 before joining PSSB in January 2025 where she took on her current position and responsibilities.

She does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. She does not have any involvement in other business activities outside our Group.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (vi) Lim Wei Ghee
*Chief Technology Officer*

Lim Wei Ghee, male, Malaysian, aged 50, is our Chief Technology Officer. He is responsible for managing the Cloud Digital Transformation (CDX) department of our Group and driving our Group's digital transformation initiatives.

He obtained his Master of Science in eBusiness from the University of Bolton, United Kingdom in September 2006.

He began his career with Alpine Reliance Sdn Bhd in January 1998 as an Information Technology Trainer, where he was responsible for delivering Microsoft application and server training to corporate clients. He subsequently resigned in January 2000 to join Informatics Perkasa Sdn Bhd as a Training Manager, where he provided enterprise IT training and customised training solutions for corporate clients. He served in this role until March 2003. He continued his studies in Master of Science in eBusiness in April 2003 while freelancing to support himself.

In March 2004, he founded Aspire Progressive Sdn Bhd, where he was the director and served as Training Development Manager. In this role, he provided enterprise IT training, developed customised training programmes and consulted corporate clients on IT transformation initiatives. He left Aspire Progressive Sdn Bhd in August 2013. Aspire Progressive Sdn Bhd was subsequently dissolved in June 2017.

In August 2013, he joined PSSB as Technology Consultant, where he oversaw software business operations and provided cloud-based solutions to clients. In January 2019, he was promoted as our Chief Technology Officer, where he assumed his current responsibilities and continues to hold his position to-date.

He does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. He does not have any involvement in other business activities outside our Group.

### (vii) Quah Chea Siang
*Head of Enterprise Business Development*

Quah Chea Siang, male, Malaysian, aged 43, is our Head of Enterprise Business Development. He is responsible for the planning and execution of sales strategy, driving company initiative and managing vendors relationships across the northern region of Peninsular Malaysia.

He completed his Diploma in Business from Systematic Business Training Centre (now known as SEGi College Penang) in September 2001. Between October 2001 to December 2004, he worked on a part-time basis with the then Majlis Perbandaran Pulau Pinang as an event coordinator, where he assisted in the planning and execution of various community and public events held at the Taman Belia (Youth Park).

He began his career with TFT Display (M) Sdn Bhd in March 2005 as a Business Development Executive, where he was responsible for handling both local and overseas original equipment manufacturer (OEM) display business. He left TFT Display (M) Sdn Bhd in July 2006. In the same month, he subsequently joined Patimas-HPD Systems Sdn Bhd as Channel Executive, where he was tasked with recruiting channel partners and providing Hewlett-Packard solution consultations to both partners and end-users. He resigned in December 2008 to join Optalink Sdn Bhd in January 2009 as Corporate Account Manager, where his responsibilities included managing existing accounts and developing new customers.

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

He left Optalink Sdn Bhd in July 2009 to join Mesiniaga Berhad in August 2009 as Account Manager. In this role, he was responsible for handling a portfolio of client accounts. He subsequently resigned in May 2011 and joined Fujitsu (Malaysia) Sdn Bhd in May 2011 as Corporate Account Manager, where he was responsible for managing enterprise accounts and executing sales strategies aimed at developing and expanding the enterprise market segment. He resigned in September 2012 to join PSSB as Corporate Account Manager in the same month.

At PSSB, he was initially responsible for new business development and penetrating new market segment. He was subsequently promoted to Senior Sales Manager in January 2017 where he oversaw the sales planning and execution. He was further promoted to Sales Director in January 2022 which was subsequently redesignated as Head of Enterprise Business Development in February 2025, where he assumed his current responsibilities and continues to hold his position to-date.

He does not have any relationship with our Promoter, Substantial Shareholders, Directors and Key Senior Management. He does not have any involvement in other business activities outside our Group.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4.3 Key Senior Management's shareholdings

The details of our Key Senior Management and their respective shareholdings in our Company before and after our IPO (assuming full subscription of the Shares allocated to our Key Senior Management under the Pink Form Allocations) are as follows:

| | After the Acquisition and before our IPO and Share Transfer | | | | After our IPO and Share Transfer | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(a)]%** | **No. of Shares** | **[(b)]%** | **No. of Shares** | **[(b)]%** |
| Yeoh Chin Ming | 224,005,000 | 50.00 | - | - | 30,565,000 | 4.93 | [(c)]372,000,000 | 60.00 |
| Tan Hooi Bee | - | - | - | - | 3,000,000 | 0.48 | - | - |
| Juleen Teh Sue Leen | - | - | - | - | 3,000,000 | 0.48 | - | - |
| Ho Huang Ken | 112,000,000 | 25.00 | - | - | 22,720,000 | 3.66 | [(c)]372,000,000 | 60.00 |
| Ooi Hooi Yin | - | - | - | - | 350,000 | 0.06 | - | - |
| Lim Wei Ghee | - | - | - | - | 3,000,000 | 0.48 | - | - |
| Quah Chea Siang | - | - | - | - | 3,000,000 | 0.48 | - | - |

Notes:

(a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

(b) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.

(c) Deemed interested by virtue of his interest in Evernorth pursuant to Section 8 of the Act.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4.4 Principal business activities and directorships in other corporations of our Key Senior Management outside our Group

Save as disclosed below, none of our Key Senior Management have any principal business activities and directorships in any other corporations outside of our Group within the past 5 years up to the LPD:

**(i) Yeoh Chin Ming**

Please refer to Section 5.2.4(ii) of this Prospectus for his involvement in the principal business activities and directorships in any other corporations outside of our Group.

**(ii) Ho Huang Ken**

| Company | Principal activities | Position held/ Involvement | Date of appointment as director/joining as partner | Date of resignation as director/ cessation as partner | Equity interest held as at the LPD | |
|---|---|---|---|---|---|---|
| | | | | | Direct (%) | Indirect (%) |
| **Present Involvement** | | | | | | |
| Evernorth Capital Sdn Bhd | Activities of holding companies | Director / Shareholder | 20 June 2025 | - | 24.00 | - |

The involvement of our Key Senior Management in other business activities outside our Group will not affect their contributions to our Group and would not be expected to affect the operations of our Group as the abovementioned Key Senior Management's involvement in other business activities does not require their involvement on a day-to-day basis. Further, this does not give rise to any conflict of interest with our business. They have and will continue to ensure that they would be able to fulfil and discharge their respective duties and responsibilities in our Group effectively.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4.5 Remuneration and material benefits-in-kind of our Key Senior Management

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen for the FYE 2025 and FYE 2026 respectively are set out in Section 5.2.5 of this Prospectus. The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our other Key Senior Management for services rendered in all capacities to our Group for the FYE 2025 and FYE 2026 are as follows:

| | **Remuneration band (in bands of RM50,000)** | |
|---|---|---|
| **Key Senior Management** | **FYE 2025** | **[(a)]Proposed for FYE 2026** |
| Ho Huang Ken | 550-600 | 550-600 |
| Ooi Hooi Yin | 400-450 | 350-400 |
| Lim Wei Ghee | 350-400 | 400-450 |
| Quah Chea Siang | 400-450 | 450-500 |

Note:

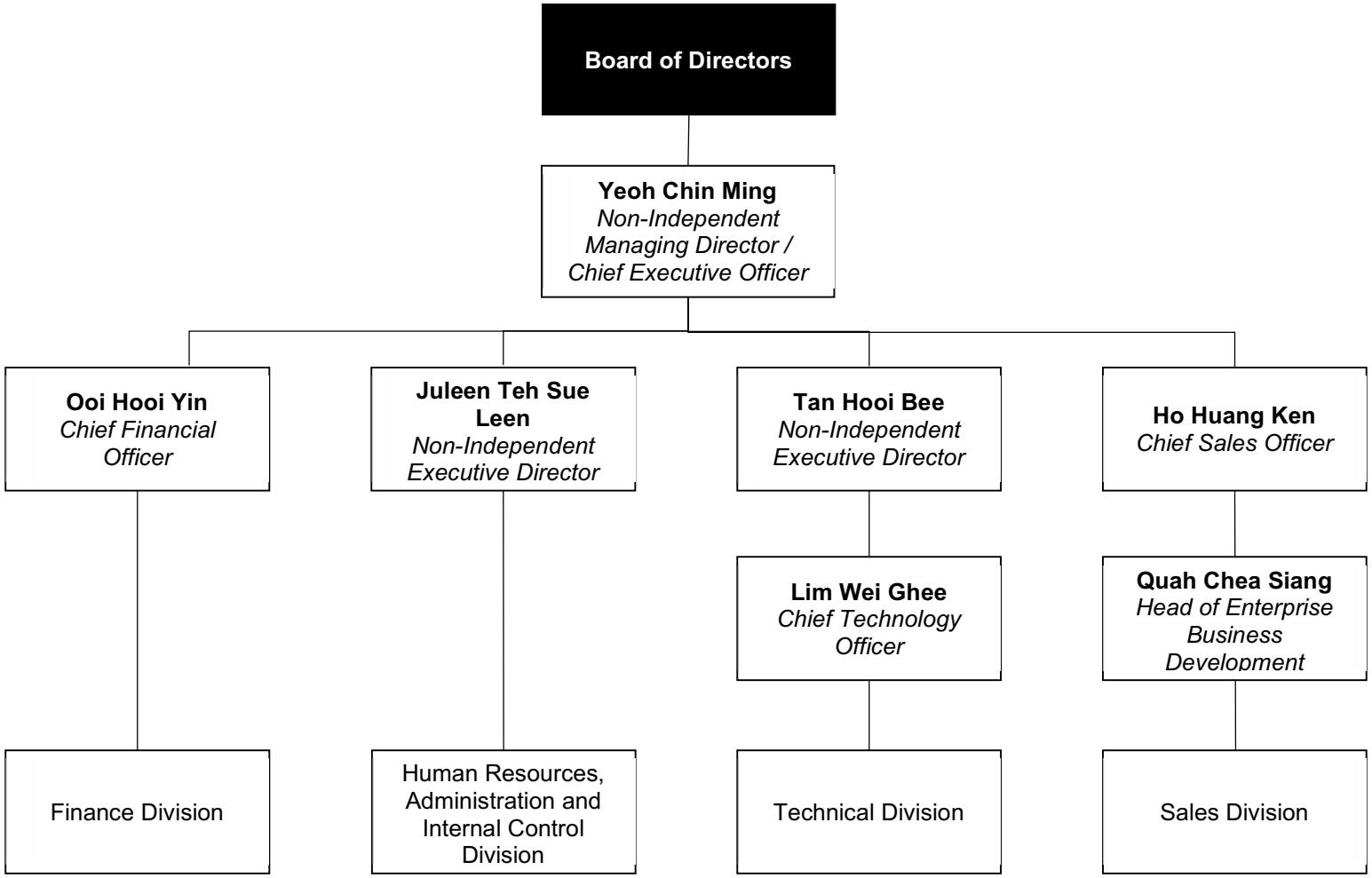
(a) Bonuses for FYE 2026 are not included. Such bonuses, if any, will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.

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## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.5 MANAGEMENT REPORTING STRUCTURE

The management reporting structure of our Group is as follows:



## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS BETWEEN OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, there are no family relationships and/or associations amongst our Promoter, Substantial Shareholders, Directors and Key Senior Management.

### 5.7 DECLARATIONS BY OUR PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

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

(i) in the last 10 years, a petition under any bankruptcy or insolvency law was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or member of Key Senior Management;

(ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;

(iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;

(iv) in the last 10 years, any judgement was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;

(v) in the last 10 years, the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;

(vi) the subject of any order, judgement or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;

(vii) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and

(viii) has any unsatisfied judgement against such person.

### 5.8 SERVICE AGREEMENTS

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

## 5. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.9 MANAGEMENT SUCCESSION PLAN

Our Board believes that the success of the Group depends on the ability to retain our Key Senior Management personnel as well as attract and retain skilled personnel.

Our Group has implemented a formal Succession Plan Policy where we have put in place a process to groom new management staff to gradually assume the responsibilities of senior management. Our Group's strategy for management continuity is driven by our top management who are responsible for identifying key competencies and requirements of candidates. If the need arises, we will recruit qualified personnel with knowledge and expertise of our business to enhance our operations. Our Group's succession plan consists of, among others, the following:

(i) identification of internal candidates, development plans for internal candidates, and appropriate identification of external candidates;

(ii) monitoring the efficiency and effectiveness of succession planning process. Developing an evaluation framework to measure progress and success, as well as to provide any evidence to support successful implementation of the succession planning process;

(iii) the NC will review and approve the Senior Management Succession Plan as recommended by the Managing Director / Chief Executive Officer and/or Executive Directors when necessary. The criteria used to assess potential senior management candidates are formulated based on the Company's business strategies, and include strategic vision, leadership, and operational execution; and

(iv) the NC shall review the Succession Plan Policy as and when it deems necessary. The NC may seek Management's involvement especially the Human Resource Department in assisting itself on the evaluation of succession planning.

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## 6. INFORMATION ON OUR GROUP

### 6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Act on 21 November 2024 as a private limited company under the name of Pentech Holdings Sdn Bhd. We subsequently converted to a public limited company on 26 June 2025 and assumed our present name as Pentech Holdings Berhad.

Our Company is principally engaged in the activities of holding companies. Through our subsidiary, PSSB, our Group is principally involved in the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services.

#### 6.1.1 History and key milestones

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

| Year | Key milestones |
|---|---|
| 2006 to 2010 | • PSSB was incorporated in 2006 and commenced business operations in the same year mainly in the supply of ICT hardware and software. Our first project involved the supply and integration of computers and software at an education facility in Bedong, Kedah.<br><br>• During the initial stage between 2006 and 2010, we were focused on serving small and medium-sized Malaysian companies. We started our business at a rented premises in Sungai Nibong, Penang. |
| 2011 to 2013 | • During this period, we developed our business capabilities in the integration of enterprise ICT infrastructure, where we served local public listed and multinational companies:<br><br>- We secured our first enterprise ICT infrastructure integration project in 2011, which involved the integration of, amongst others, cabling and electrical works, access control systems and network switches for the data centre of an E&E product manufacturer in Bayan Lepas, Penang;<br><br>- We expanded our capabilities to provide networking solutions in 2012, with our first project involving the integration of network switches and wireless infrastructure for a healthcare provider in Georgetown, Penang; and<br><br>- We also started providing data centre solutions in 2012, with our first project involving the integration of servers, storage systems, server racks, and related software for a new server room of a government agency in Georgetown, Penang.<br><br>• We established our business partnerships with multinational ICT companies during this period, including the following:<br><br>- Gold Partner of Hewlett Packard (Malaysia) Sdn Bhd in 2012;<br><br>- Partner under the Microsoft Partner Network between 2012 and 2013; and |

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

| Year | Key milestones |
|---|---|
| | - HP Personal Systems and Printing Solutions (PPS) commercial partner of Hewlett Packard (Malaysia) Sdn Bhd in 2013. |
| 2014 to 2016 | • We further developed our integration of enterprise ICT infrastructure services capabilities between 2014 and 2016 through the following projects:<br><br>- In 2015, we secured a project to upgrade server infrastructure for a provider of semiconductor manufacturing services in Bayan Lepas, Penang. The project involved the installation of servers, storage systems and accessories, and related software. In 2016, we secured another project from the same customer for the set-up of an enterprise data centre involving the installation of servers, storage systems, networking equipment, virtualisation and related software;<br><br>- In 2015, we secured an enterprise data centre integration project from an engineering service provider, involving the installation of servers, storage systems, networking equipment, power backup systems and related software for a bridge infrastructure project in Penang; and<br><br>- In 2016, we secured an enterprise data centre integration project from a medical device manufacturer in Bayan Lepas, Penang, involving the deployment of servers, networking equipment, power backup and cooling components, as well as related software.<br><br>• In 2015, we established a physical presence in Kuala Lumpur by setting up an office in a rented premise. |
| 2017 | • We established our cloud computing and software team in 2017, and started offering cloud computing services. Our first customer was an E&E manufacturer in Bayan Lepas, Penang. |
| 2018 | • In 2018, we secured our first order from our Malaysian customer's related entity for the supply of hardware and software to Taiwan and Hong Kong.<br><br>• We relocated previous office in Sungai Nibong, Penang, to our current Group Head Office in Bayan Lepas, Penang, which is a rented premise. |
| 2022 | • We expanded our Group Head office by renting additional space. In the same year, we relocated our previous Kuala Lumpur office to a rented premises within the same vicinity. |
| 2023 | • As part of the expansion of our service offerings, we launched the following services in 2023:<br><br>(i) managed services under our "1X" brand where we secured our first customer, a financial services provider in Cyberjaya, Selangor; and |

| Year | Key milestones |
|---|---|
| | (ii) digital transformation services under our "DX" brand where we secured our first customer, a food and beverage manufacturer in Taiping, Perak. |
| 2026 | • We obtained the certificate of registration for the information security management system - ISO/IEC 27001:2022, which covers integration of enterprise ICT infrastructure, cloud services, managed services and supporting functions. |

### 6.1.2 Awards

Since our incorporation, we have obtained the following awards and recognitions:

| Year | Awards / Recognitions | Awarding Party |
|---|---|---|
| 2025 | Top Value-Added Partner FY2025 | Fortinet |
| 2025 | HPE Top Performing Northern Territory Coverage Partner | Hewlett Packard Enterprise |
| 2025 | Cisco Northern Reseller of the Year | Cisco |
| 2025 | HP PPS USD5 Million Dollar Achiever Award (Commercial Partner) | HP PPS Sales Sdn Bhd |
| 2025 | Veeam Top Market Penetration Champion | Veeam |
| 2025 | Veeam Top Data Cloud Champion | Veeam |
| 2025 | Dell Technologies Top Solutions Provider, Data Center Solutions (Small & Medium Business) | Dell Technologies |
| 2025 | Lenovo Top Small and Medium Business Champion (Upcountry) | Lenovo |
| 2024 | Microsoft Partner of the Year (Modern Work) | Microsoft |
| 2024 | HPE Aruba Networking Most Versatile Partner Award | HPE Aruba Networking |
| 2024 | Lenovo Top Small and Medium Businesses Champion (Upcountry) | Lenovo |
| 2024 | Lenovo Top Infrastructure Solutions Group Partner Champion | Lenovo |
| 2024 | HP PPS USD1 Million Dollar Achiever Award (Commercial Partner) | HP PPS Sales Sdn Bhd |
| 2024 | Veeam Top Nationwide Coverage Partner of the Year | Veeam |
| 2024 | HPE Top Performing Northern Territory Coverage Partner | Hewlett Packard Enterprise |
| 2023 | Pure Storage Technical Excellence, Rookie Partner of the Year | Pure Storage |

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

| Year | Awards / Recognitions | Awarding Party |
|---|---|---|
| 2023 | Dell Technologies Best of The Best, Platinum Partner of the Year | Dell Technologies |
| 2023 | Ruckus Partner of the Year | Ruckus |
| 2023 | Cisco Small Business Reseller of the Year | Cisco |
| 2023 | HPE Top Performing Northern Territory Coverage Partner | Hewlett Packard Enterprise |
| 2023 | HPE Aruba Networking Partner of the Year | HPE Aruba Networking |
| 2023 | HPE Aruba Networking Top Partner (SaaS Category) | HPE Aruba Networking |
| 2023 | HPE Aruba Networking Top Partner (Switching Category) | HPE Aruba Networking |
| 2023 | Aruba Top Country Reseller (Enterprise) | Aruba |
| 2023 | Fortinet Select Partner of the Year | Fortinet |
| 2023 | Dell Technologies Top Solutions Provider, Client Solutions (Mid-market) | Dell Technologies |
| 2023 | ManageEngine Top 10 Business Contributor | ManageEngine |
| 2023 | HP PPS USD1 Million Dollar Achiever Award (Commercial Partner) | HP PPS Sales Sdn Bhd |
| 2023 | Lenovo Top Small and Medium Business Champion (Upcountry) | Lenovo |
| 2022 | Super Golden Bull Award | Business Media International |
| 2022 | HPE Top Geo-X Coverage Partner (Northern) | Hewlett Packard Enterprise |
| 2022 | HPE Best Aruba Partner (Commercial Sector) | Hewlett Packard Enterprise |
| 2022 | Dell Technologies Best of the Best Platinum, Partner of the Year | Dell Technologies |
| 2022 | Dell Technologies Top Partner Client Solutions Group (Corporate) | Dell Technologies |
| 2022 | Cisco Reseller of the Year (North Region) | Cisco |
| 2022 | Fortinet Select 1st Runner Up | Fortinet |
| 2022 | HP PPS USD1 Million Dollar Achiever Award (Commercial Partner) | HP PPS Sales Sdn Bhd |

| Year | Awards / Recognitions | Awarding Party |
|---|---|---|
| 2022 | Lenovo Top Small and Medium Business Champion (Upcountry) | Lenovo |
| 2022 | PIKOM Industry Excellence Award | PIKOM |
| 2022 | Vertiv Strategic Sales Award for Integrated Solutions | Vertiv |
| 2022 | ESET Technology Alliance Champion | ESET |
| 2022 | Veeam Geo-X Partner of the Year | Veeam |

### 6.1.3 SHARE CAPITAL

As at the LPD, our issued share capital is RM22,405,000.00 comprising 448,005,000 Shares.

The details of the changes in our issued share capital since the date of our incorporation up to the LPD are as follows:

| Date of allotment | No. of Shares allotted | Consideration | Nature of transaction | Cumulative no. of Shares | Cumulative share capital (RM) |
|---|---|---|---|---|---|
| 21 November 2024 | 100 | Cash | Subscriber's shares to facilitate the incorporation of our Company | 100 | 100.00 |
| 12 June 2025 | 4,900 | Cash | Allotment of shares | 5,000 | 5,000.00 |
| 3 March 2026 | 448,000,000 | [(a)]Otherwise than cash | Allotment of Shares pursuant to the Acquisition | 448,005,000 | 22,405,000.00 |

Note:

(a) Issuance of new Shares to fully satisfy the purchase consideration set out in the SSA in respect of the Acquisition.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there were no discounts, special terms or instalment payment terms applicable to the payment of consideration for the allotment.

Upon completion of our Listing, our enlarged share capital will increase to RM56,804,000.00 comprising 620,000,000 Shares.

Please refer to Section 6.4 of this Prospectus for further information on our Subsidiary.

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

### 6.2 OUR GROUP

#### 6.2.1 Acquisition

The Company had on 19 June 2025, entered into the SSA with PSSB to acquire the entire issued share capital of PSSB for a purchase consideration of RM22,400,000.00. The purchase consideration was satisfied via the issuance and allotment of 448,000,000 new Shares at an issue price of RM0.05 each to the PSSB Vendors as follows:

| Vendors | No. of shares acquired | % of shareholdings held | Purchase consideration (RM) | No. of new Shares issued |
|---|---|---|---|---|
| Yeoh Chin Ming | 2,500,000 | 50.00 | 11,200,000.00 | 224,000,000 |
| Ho Huang Ken | 1,250,000 | 25.00 | 5,600,000.00 | 112,000,000 |
| Toh Say Yee | 1,250,000 | 25.00 | 5,600,000.00 | 112,000,000 |
| **Total** | **5,000,000** | **100.00** | **22,400,000.00** | **448,000,000** |

The purchase consideration of RM22,400,000.00 was determined at a willing-buyer willing-seller basis after taking into consideration the audited NA of PSSB as at 31 December 2024 of RM22,429,072.00.

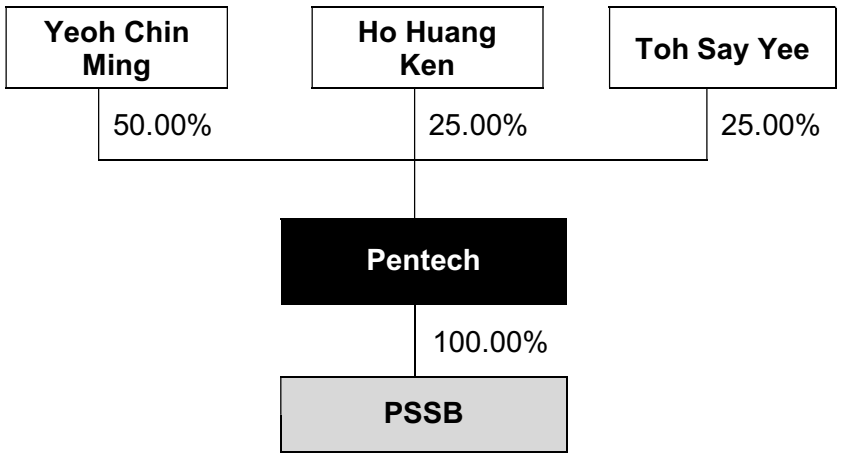
The Acquisition was completed on 3 March 2026. Following the completion of the Acquisition, PSSB became the wholly-owned subsidiary of Pentech.

The new Shares issued pursuant to the Acquisition rank equally in all respects with our existing Shares including voting rights and will be entitled to all rights and dividends and/or other distributions, the entitlement date of which is subsequent to the date of issuance of the new Shares.

### 6.3 OUR GROUP STRUCTURE

Our Group structure before and after our IPO are set out below:

**(i) After the Acquisition and before our IPO and Share Transfer[(a)]**

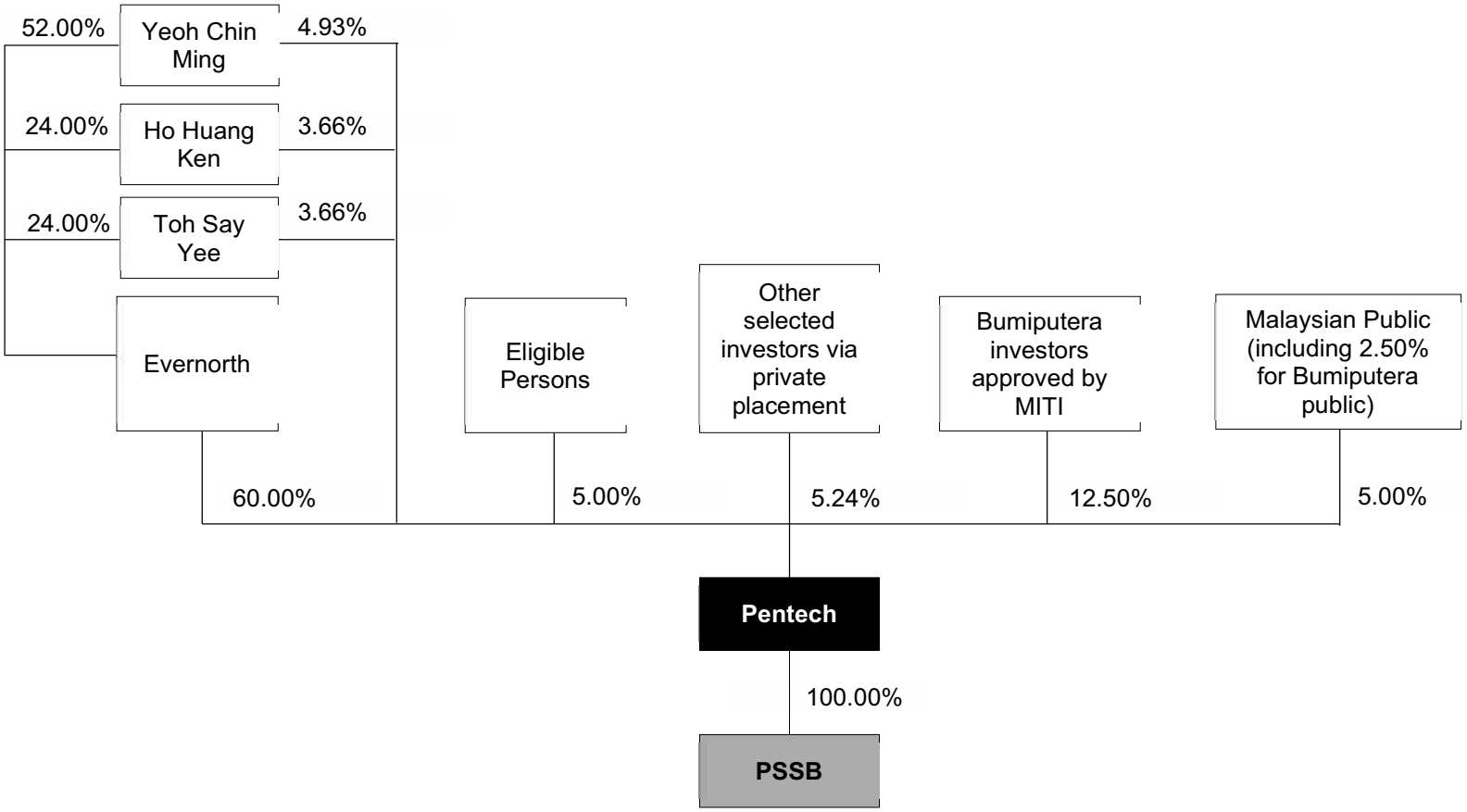



Note:

(a) Based on our issued share capital of 448,005,000 Shares after the Acquisition and before our IPO.

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

**(ii) After our IPO and Share Transfer[(a)(b)(c)]**




Notes:

(a) Based on our enlarged issued share capital of 620,000,000 Shares after our IPO.

(b) The percentages of shareholdings presented do not add up to 100.00% due to rounding differences.

(c) Assuming our Independent Non-Executive Chairman / Directors, Non-Independent Executive Directors and Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocations.

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

### 6.4 OUR SUBSIDIARY

The details of our Subsidiary are as follows:

| Name | Date / Place of incorporation | Principal activities | Principal place of business | Effective equity interest (%) | Issued share capital (RM) |
|---|---|---|---|---|---|
| PSSB *(200601021204 (740957-T))* | 14 July 2006 / Malaysia | Integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services | Malaysia | 100.00 | 5,000,000 |

As at the LPD, we do not have any joint venture or associated company.

Further details of our Subsidiary as at the LPD are set out below:

#### 6.4.1 PSSB

**(i) History and business**

PSSB was incorporated in Malaysia under the Companies Act 1965 on 14 July 2006 as a private limited company under its present name. PSSB is principally involved in the integration of enterprise ICT infrastructure, supply of hardware and software, as well as provision of cloud, managed and other services.

**(ii) Share capital**

As at the LPD, the issued share capital of PSSB is RM5,000,000.00 comprising 5,000,000 ordinary shares.

The changes in PSSB's issued share capital since incorporation are as follows:

| Date of allotment | No. of ordinary shares allotted | Nature of transaction | Consideration | Cumulative no. of shares | Cumulative share capital (RM) |
|---|---|---|---|---|---|
| 14 July 2006 | 3 | Subscribers' shares | Cash | 3 | 3.00 |
| 7 September 2006 | 299,997 | Allotment of shares | Cash | 300,000 | 300,000.00 |
| 18 June 2020 | 700,000 | Allotment of shares | Cash | 1,000,000 | 1,000,000.00 |
| 21 March 2022 | 500,000 | Allotment of shares | Cash | 1,500,000 | 1,500,000.00 |
| 5 April 2024 | 3,500,000 | Allotment of shares | [(a)]Otherwise than cash | 5,000,000 | 5,000,000.00 |

Note:

(a) Bonus issue of 3,500,000 ordinary shares allotted to the existing members of PSSB as at 31 March 2024 in proportion to the number of shares held by them respectively.

**(iii) Principal place of business**

As at the LPD, PSSB's principal place of business is at 1B-G-09(b), 1B-G-10, 1B-G-11, 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang.

**(iv) Substantial shareholder**

PSSB is a wholly-owned subsidiary of our Company.

**(v) Directors**

As at the LPD, the Directors of PSSB are Yeoh Chin Ming, Tan Hooi Bee and Juleen Teh Sue Leen.

**(vi) Subsidiary or associated company**

As at the LPD, PSSB does not have any subsidiary and associated company.

## 6.5 MATERIAL INVESTMENTS AND DIVESTITURES

Save as disclosed below, we do not have any other material investments and divestitures for the Financial Years Under Review and up to the LDP:

| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | 1 January 2026 up to the LPD RM'000 |
|---|---|---|---|---|---|
| **Material investments** | | | | | |
| Computer and software | 193 | 566 | 315 | 408 | 69 |
| Furniture and fittings | 84 | 188 | 11 | 50 | 4 |
| Motor vehicles | 838 | - | - | 105 | - |
| Office equipment | 169 | 69 | - | 2 | 7 |
| Renovation | 388 | 319 | - | - | - |
| Capital work-in-progress | 575 | - | - | - | - |
| Equity instruments | 534 | 55 | 91 | 85 | 16 |
| **Total** | **2,781** | **1,197** | **417** | **650** | **96** |
| **Material divestitures** | | | | | |
| Motor vehicles | 483 | - | - | 47 | - |
| Equity instruments | - | 106 | 131 | - | - |
| **Total** | **483** | **106** | **131** | **47** | **-** |

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

**Material investments**

For the FYE 2022, our material investments of RM2.78 million mainly comprised the following:

(a) RM0.84 million for the purchase of a passenger car for director's business travelling purpose;

(b) RM0.58 million for capital work-in-progress and RM0.39 million for renovation pertaining to the renovation of our Penang and KL Office;

(c) RM0.53 million for the acquisition of equity instruments in relation to unit trusts; and

(d) RM0.19 million for the purchase of computer and software, as well as RM0.17 million for the purchase of office equipment.

For the FYE 2023, our material investments of RM1.20 million mainly comprised the following:

(a) RM0.57 million for the purchase of computer and software;

(b) RM0.32 million for the renovation of our KL Office; and

(c) RM0.19 million for the purchase of furniture and fittings for our KL Office and Penang Office.

For the FYE 2024, our material investments of RM0.42 million mainly comprised of RM0.32 million for the purchase of computers and software.

For the FYE 2025, our material investments of RM0.65 million mainly comprised the following:

(a) RM0.41 million for the purchase of computer and software;

(b) RM0.09 million for the acquisition of equity instruments in relation to unit trusts; and

(c) RM0.11 million for the purchase of a van.

Between 1 January 2026 and up to the LPD, our material investments of RM0.10 million comprised mainly of RM0.07 million for the purchase of computer and software as well as RM0.02 million for the acquisition of equity instruments in relation to unit trusts.

**Material divestitures**

Our material divestitures mainly comprised the disposal of motor vehicles in FYE 2022 and FYE 2025, as well as the disposal of equity instruments in FYE 2023 and FYE 2024. We did not have any material divestitures between 1 January 2026 and up to the LPD.

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

### 6.6 PROPERTY, PLANT AND EQUIPMENT

#### 6.6.1 Properties owned by our Group

As at the LPD, our Group does not own any properties.

#### 6.6.2 Properties rented by our Group

The summary of properties rented by our Group as at the LPD are set out below:

| No. | Landlord/ Tenant | Address | Description/ Existing Use | Rented Area (approximate sq. ft.) | Monthly Rental | Date of CF/CCC/Permit | Tenure of Tenancy |
|---|---|---|---|---|---|---|---|
| 1. | Landlord: Pelaburan Hartanah Berhad<br><br>Tenant: PSSB | 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang[(a)] | Description: 3 office units on the ground floor of a 7-storey building for commercial space / office known as Unit 1B-G-29, 1B-G-30 & 1B-G-31, Ground Floor, One Precinct<br><br>Existing use: Group's Head Office | 4,843 | (a) RM19,372.00 (15 June 2024 to 14 June 2025); and<br><br>(b) RM19,856.30 (15 June 2025 to 14 June 2026); and<br><br>(c) RM20,340.60 (15 June 2026 to 14 June 2027) | CCC for One Precinct dated 9 October 2012<br><br>CCC for rented units dated 28 July 2025[(d)] | 15 June 2024 to 14 June 2027 |

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

| No. | Landlord/ Tenant | Address | Description/ Existing Use | Rented Area (approximate sq. ft.) | Monthly Rental | Date of CF/CCC/Permit | Tenure of Tenancy |
|---|---|---|---|---|---|---|---|
| 2. | Landlord: Pelaburan Hartanah Berhad<br><br>Tenant: PSSB | 1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang[a][b] | Description: 3 office units on the ground floor of a 7-storey building for commercial space / office known as Unit 1B-G-09(b), 1B-G-10 & 1B-G-11, Ground Floor, One Precinct<br><br>Existing use: Group's Head Office | 2,266 | RM9,517.37 | CCC for One Precinct dated 9 October 2012<br><br>CCC for rented units dated 28 July 2025[d] | 1 October 2025 to 14 June 2027 |
| 3. | Landlord: Pelaburan Hartanah Berhad<br><br>Tenant: PSSB | A5-12-1, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan[c] | Description: 1 office unit on level 12 of a 21-storey building for shop / office known as Unit 12.3, Level 12, Menara 1 Dutamas<br><br>Existing use: Office | 4,265 | RM24,737.00 | CF for the building dated 11 March 2010<br><br>Minor Construction Permit for rented unit dated 10 July 2025[e] | 1 October 2025 to 14 June 2027 |

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

Notes:

(a) There are private caveats bearing the following presentation numbers lodged by Amanahraya Trustees Berhad ("**ATB**") at the relevant land office on the properties rented by PSSB ("**One Precinct Rented Properties**") of which the details are set out as follows:

(i) Presentation No. 0799B2020007578: 1B-G-10, 1B-G-29 & 1B-G-30, Ground Floor, One Precinct; and

(ii) Presentation No. 0799B2020007577: 1B-G-09(b), 1B-G-11 & 1B-G-31, Ground Floor, One Precinct.

A caveat search conducted on 16 December 2024 and 10 March 2025 on Presentation No. 0799B2020007577 and Presentation No. 0799B2020007578 respectively reveals that:

(i) Pelaburan Hartanah Berhad has entered into a Fourth Assets Purchase Agreement dated 15 February 2016 ("**Agreement**") with ATB whereby Pelaburan Hartanah Berhad transferred the beneficial interest of 154 parcels of stratified office and retail space with approximately 381 car parking bays in a mixed development complex known as One Precinct comprising a 2-storey retail podium with 2-level basement parking and a 7-storey office held under PN 7905, Lot 17335, Mukim 12, Daerah Barat Daya, Negeri Pulau Pinang comprising One Precinct Rented Properties ("**the Lease Assets**") to ATB for a consideration of RM120,000,000.00.

(ii) It is a term in the respective Agreement that ATB shall not require the registration of the transfer of title of the Lease Assets to ATB. Pelaburan Hartanah Berhad will remain the registered proprietors of the Lease Assets in its capacity as a bare trustee for the ATB subject to the terms of the transaction documents entered between them.

(iii) Vide a Lease Agreement dated 15 February 2016, ATB on the principle of Ijarah agreed to lease the beneficial ownership of the Lease Assets to Pelaburan Hartanah Berhad in consideration of the lease payment of RM6,000,000.00 per annum to a fixed price unit trust fund called Amanah Hartanah Bumiputera ("**the Fund**") for a period of 10 years commencing from 1 March 2016 and subject to such extension and rental revision as may be agreed by the parties thereto.

(iv) In view of the above, ATB has lodged a private caveat over the Lease Assets to protect its interests.

(b) PSSB currently rents part of the property known as Unit 1B-G-09(b), Ground Floor, One Precinct from Pelaburan Hartanah Berhad pursuant to the tenancy agreement signed between the parties. The remaining part of the property is currently occupied by another tenant.

(c) PSSB currently rents part of Level 12, Menara 1 Dutamas of which the assessment address for Level 12 is A5-12-1, Solaris Dutamas (Block-A5), Jalan Dutamas 1, Off Jalan Duta, 50480 Kuala Lumpur, Wilayah Persekutuan.

(d) The CCC has been issued in respect of the structural renovation carried out in Penang Office. Please refer to Section 6.9.2 of this Prospectus for further details.

(e) The minor construction permit has been issued in respect of the minor renovation work carried out in KL Office. Please refer to Section 6.9.2 of this Prospectus for further details.

The Board confirms that as at the LPD, the rented properties of our Group are not in breach of any of the relevant land law and building regulations.

## 6.7 INTELLECTUAL PROPERTIES

As at the LPD, the Group does not have any brand names, patents, trademarks and other intellectual property rights. However, our Group has submitted the following applications for the following trademarks:

| No. | Trademark | Registered Owner | Issuing Authority | Trademark Application Number | Application Date | Status | Description |
|---|---|---|---|---|---|---|---|
| 1. | PENTECH PENTECH | PSSB | MyIPO | TM2023029071 | 26 September 2023 | Pending decision of appeal to the provisional refusal (objection)[(a)] | Class 9[(b)] |
| 2. | PENTECH PENTECH | PSSB | MyIPO | TM2023029074 | 26 September 2023 | Pending decision of appeal to the provisional refusal (objection)[(a)] | Class 42[(c)] |

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

Notes:

(a) PSSB has submitted the applications on 26 September 2023 and the applications were provisionally refused for registration on 17 April 2024 by MyIPO on the basis that the applied trademark is similar to the trademarks owned by third parties and is to be registered for goods or services identical with or similar to the trademarks owned by third parties pursuant to Section 24(2)(b) of the TMA 2019. PSSB has subsequently submitted an appeal for both applications on 23 May 2024. A hearing date for the appeal applications was held on 3 March 2026 and PSSB is currently awaiting decision from MyIPO in relation to the appeal applications.

(b) Application software; application software for cloud computing; cloud computing software; communication software; computer hardware and software for database management; computer operating system software; computer software; computer software for business purposes; computer software for database management; computer software programs for database management; application software for cloud computing services; security software; computer hardware and computer software for database management; database management software; communication software for connecting computer network users; communications software for connecting global computer networks; computer hardware and software for providing secure remote access to computer and communication networks; network access server operating software; computer software for administration of computer local area networks; computer software for administration of local area networks; computer software for use in providing multiple user access to a global computer information network; computer software for wireless network communications; computer software for application and database integration; computer software for data processing; cloud servers; downloadable cloud-based software; downloadable cloud-computing software.

(c) Advisory and consultancy services relating to computer software; advisory and information services relating to computer software; advisory services relating to computer software; analysis of product development; consultancy services in the field of cloud computing; programming of operating software for accessing and using a cloud computing network; computer project management in the field of electronic data processing; design and development of computer software for database management; design and development of software for database management; rental of database management software; computer security consultancy services; computer security threat analysis for protecting data; consultancy in the field of security software; development of software for secure network operations; SaaS; PaaS; electronic data storage and data backup services; computer disaster recovery planning services; consultancy relating to the recovery of computer data; electronic monitoring services being IT security services in the nature of protection and recovery of computer data; IT security services in the nature of protection and recovery of computer data; IaaS; consultancy and information services relating to information technology architecture and infrastructure; design, development, maintenance and updating of computer software for word processing, data processing and process control; development, updating and maintenance of software and database systems; digital compression of computer data; electronic data backup services; electronic monitoring services for computer security threat analysis for protecting data; electronic security monitoring services in the nature of monitoring computer systems for data security purposes; installation, maintenance and updating of database software; research, design and development of software for data management; computer and internet security consultancy and data encryption services; design and development of electronic data security systems; design and development of internet security programmes; maintenance of computer software relating to computer security and prevention of computer risks; data security consultancy; computer disaster recovery planning; recovery of computer data; development of computer software application solutions; research, design and development services relating to software application solutions.

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

In the event Registrar of Trademarks affirms its decision to provisionally refused the registration of the intending trademark, PSSB is entitled to resort to further appeal to the High Court of Malaya. Notwithstanding the outcomes of the decision of Registrar of Trademarks or the High Court of Malaya, as the case may be, PSSB is at liberty to use the intending trademark in its ordinary course of business or activities, as PSSB remains a beneficial owner of the intending trademark under the common law unless proven otherwise.

If there is any incident of infringement of the intending trademark by any third party, PSSB shall nonetheless be entitled to seek equitable / specific reliefs and remedies from the Malaysian court for, *inter alia*, injunction, damages, an account of profits, statutory damages or any other orders as the court deems fit against the said third party. To do so, PSSB must first show proofs / discharge the burden of proofs that it is the first user and hence beneficial owner of the aforesaid intending trademark. If the intending trademark is duly registered, PSSB would only need to adduce the certificates of registration issue by MyIPO to discharge that burden of proof. In the event the appeals to the provisional refusal of the registration of trademarks are unsuccessful, there will be no material impact to our Group's business operations or financial condition as the management is of the view that the Group does not solely depend on its trademarks in order to secure sales.

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

### 6.8 MATERIAL LICENCES, PERMITS AND APPROVALS

Details of our major licences, permits and approvals for our operations as at the LPD are as follows:

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|
| 1. | PSSB / MBPP | Business premises and signboard licence for Penang Office | 26 September 2025 / 31 December 2026 | (i) The license renewal payment must be made on or before the end of February each year. | Noted |
| | | | | (ii) The license must be displayed at all times in a place that is easily visible. | Complied |
| | | | | (iii) The license holder is required to take necessary measures to control the business activities carried out so as not to cause environmental pollution, nuisance and obstruction. | Noted |
| 2. | PSSB / DBKL | Business premises license for KL Office | 24 December 2025 / 23 December 2026 | (i) To renew yearly license sixty (60) days before its expiry without notice from the mayor of Kuala Lumpur. | Noted |
| 3. | PSSB / MOF | Certificate of registration for government procurement in respect of 9 field codes as stated in the attachment A of the certificate [(a)], mainly in relation to Information and Communication Technology | 12 August 2025 / 6 November 2028 | (i) The company shall ensure that the registered fields in the certificate of registration do not overlap with approved field given to any other companies:<br>(a) having the same owner or board of directors, management and employees; or<br>(b) operating at the same premises. | Complied |

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

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|
| | | | | (ii) The MOF reserves their right to conduct visits or audits at any time without prior notice. In the event of non-compliance of the conditions of registration, the field codes and/or company's registration may be suspended/cancelled. The company, its shareholder and board of directors may be subject to disciplinary actions, including blacklisting without prior notice, if they are found to have provided false information. | Noted |
| | | | | (iii) A newly registered company is prohibited from making any changes to the composition of its shareholders or directors within six (6) months from the date of its registration. | Not applicable as PSSB was registered with the Ministry of Finance on 10 November 2013. |
| | | | | (iv) Failure to submit a renewal registration after one (1) year from the expiration of registration date may result in the company's deregistration with MOF and automatic removal from the ePerolehan System. The company will then be required to submit a new application. | Noted |
| | | | | (v) The company's registration will be suspended / cancelled if any of the following violations occur:<br>(a) the company / owner / partnership / board of directors / management commits a criminal offence and is found guilty by a court in Malaysia or abroad or is involved in civil liability.<br>(b) the company withdraws an offer before the tender is considered or rejects the offer after it has been awarded.<br>(c) the company fails to fulfill their contractual obligations under the agreements signed with the Government. | Noted |

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

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|---|
| | | | | (d) | the company falsifies the company's Certificate of Registration to deceive or for other purposes. | |
| | | | | (e) | the company allows the misuse of its company's Certificate of Registration by other individuals/ companies. | |
| | | | | (f) | the company engages in price-fixing with other companies during government tenders or subcontracts without prior approval from the relevant government agency. | |
| | | | | (vi) | The company shall submit application for renewal three (3) months before the expiration date of registration. | Noted |
| | | | | (vii) | The company shall ensure their registration with the MOF remains valid throughout the contract period. | Noted |
| 4. | PSSB / CIDB | Certificate of registration pursuant to CIDB Act[(b)] | 3 November 2025 / 12 November 2027 | (i) | The certificate of registration is not transferable. | Noted |
| | | | | (ii) | The contractor shall not participate in any tender or carry out any construction work after the expiration of the certificate of registration and until it is renewed. | Noted |
| | | | | (iii) | The contractor shall not undertake to build any construction project that exceeds the value of the construction work specified under the registered grade and shall not carry out any construction project outside its registered category. | Noted |
| | | | | (iv) | The contractor shall submit information about any construction work or project within a period of fourteen (14) days after being awarded or before the work has begun, whichever is earlier. | Noted |
| | | | | | | Complied |

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

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|
| | | | | (v) The contractor shall display the certificate of registration issued by the CIDB or a copy of the certificate of registration certified by the CIDB at its place of business. | Complied |
| | | | | (vi) The contractor must display the registration number on the signboard at each construction site. | Noted |
| | | | | (vii) The contractor shall submit application for the renewal of certificate of registration within a period of sixty (60) days before the date of expiry as stated in the certificate of registration. | Complied |
| | | | | (viii) The contractor shall appoint skilled construction workers and site supervisors who are accredited and certified by the CIDB. | Noted |
| | | | | (ix) The registration of any contractor may be terminated or suspended if:<br>(a) The contractor fails to comply with any provisions of other written laws; or<br>(b) The contractor has been adjudged bankrupt; or<br>(c) The contractor fails to comply with any provisions of the CIDB Act; or<br>(d) The contractor has obtained the certificate of registration by making a false or fraudulent statement or representation in writing or otherwise; or<br>(e) The contractor abandons the construction work that is being carried out without any reasonable cause; or | Noted |

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

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|
| | | | | (f) The contractor is found guilty by the court or any investigative body established under any written law for negligence in any construction works undertaken; or<br><br>(g) The holder of the certificate of registration has breached any term and condition imposed therein. | |
| 5. | PSSB / MCMC | Applications Service Provider Class License ASP (C)) for the provision of internet access services | 25 April 2026 / 24 April 2027 | (i) The licensee shall in respect of all apparatus, equipment and installations possessed, operated, maintained or used under the license, take all proper and adequate safety measures to safeguard life or property. Including exposure to any electrical emission or radiation emanating from the apparatus, equipment or installations so used. | Noted |
| | | | | (ii) The licensee shall take reasonable steps to ensure that the charging mechanism used in connection with any of its network facilities and/or network services are accurate and reliable in all material aspects. | Noted |
| | | | | (iii) The licensee shall not in any way whatsoever have access to an international communications network without a Network Service Provider Individual License except by way of entering into an arrangement with a Network Service Provider Individual License holder for that purpose. | Noted |
| 6. | PSSB / Personal Data Protection Commissioner | Certification of registration as data user[(c)] | 4 June 2025 / 3 June 2027 | NIL | Not applicable |

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

| No. | Licensee / Issuing Authority | Nature of License | Issuance Date / Date of Expiry | Salient Conditions imposed | Status of Compliance |
|---|---|---|---|---|---|
| 7. | PSSB / NACSA | Managed Security Operations Centre Monitoring Service Licence | 24 June 2025 / 23 June 2026<br><br>(Renewal: 24 June 2026 / 23 June 2027) | (i) A licensee may apply to renew its license at least thirty (30) days before the date of expiration of the license in such manner as may be prescribed. | Noted |
| 8. | PSSB / NACSA | Penetration Testing Service License | 22 May 2025 / 21 May 2026<br><br>(Renewal: 22 May 2026 / 21 May 2027) | (i) A licensee may apply to renew its license at least thirty (30) days before the date of expiration of the license in such manner as may be prescribed. | Noted |

Notes:

(a) The code and description of the fields registered by PSSB with MOF are as follows:

| No | Field Code | Description |
|---|---|---|
| 1. | 210101 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware (low-end technology) |
| 2. | 210102 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware (high-end technology) |
| 3. | 210103 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / computer software, operating system, database, off-the-shelf packages including maintenance |
| 4. | 210104 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / software / system development / customization and maintenance |
| 5. | 210105 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / telecommunication / networking-supply product, infrastructure, services including maintenance |
| 6. | 210106 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / data management – provide service including disaster |

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

| | | |
|---|---|---|
| 7. | 210107 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / ICT security and firewall, encryption, PKI and antivirus |
| 8. | 210108 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / multimedia-products, services and maintenance |
| 9. | 210109 | ICT (Information Communication Technology) / computer equipment and accessories / tools and components / hardware and software leasing / renting |

(b) The registration grade, categories and specialisation of the fields registered by PSSB with CIDB are as follows:

| No | Grade | Tender value / construction work value (RM) | Category | Specialisation and Description |
|---|---|---|---|---|
| 1. | G7 | Unlimited | B (Building) | B04 (Building construction works – construction works of any building and plant) |
| 2. | G7 | Unlimited | CE (Civil Engineering) | CE21 (Civil engineering construction – construction works, maintenance and repair of any civil engineering construction) |
| 3. | G7 | Unlimited | ME (Mechanical and Electrical Engineering) | M15 (Miscellaneous mechanical equipment – Installation, testing, maintenance and repair of various mechanical equipment.) |

(c) The code and category registered by PSSB with Personal Data Protection Commissioner are as follows:

| No | Code | Category |
|---|---|---|
| 1. | 1001 | Communication |

The business nature of PSSB does not belong to any class of data users specified in the Schedule of Personal Data Protection (Class of Data Users) Order 2013 ("**Order 2013**") and therefore registration under the Personal Data Protection Act 2010 ("**PDPA 2010**") was not required. However, following the issuance of the Applications Service Provider Class License, PSSB becomes a data user in accordance with the Schedule of the Order 2013 and registration under the PDPA 2010 is mandatory.

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

### 6.9 GOVERNING LAWS AND REGULATIONS

Our business is regulated by, and in some instances required to be licensed under specific laws of Malaysia. The relevant laws and regulations governing our Group which do not purport to be an exhaustive description of all laws and regulations of which our business is subject to, are summarised below.

As at the LPD, save for those non-compliances disclosed herein, our Group complies with all the laws and regulations governing the conduct of our business which may materially affect our Group's operations.

#### 6.9.1 Local Government Act 1976 ("LGA 1976")

The LGA 1976 empowers every local authority to grant licences or permits for any trade, occupation or premise through by-laws. Every licence or permit granted shall be subject to such conditions and restrictions as the local authority may think fit and shall be revocable by the local authority at any time without assigning any reason therefor.

Our Group's business premises falls under the jurisdiction of the City Council of Penang Island and Kuala Lumpur City Hall. The relevant by-laws governing the conduct of our Group's business premises are as follows:

(a) **Licensing of Trades, Businesses and Industries (Penang Island) By-Laws 1991 ("By-Laws 1991")**

By-Law 3 of the By-Laws 1991 states that it is an offence for any person who uses any premise for any business activity set out in First Schedule of By-Laws 1991 without a business premise licence. Pursuant to By-Law 28, any person who contravenes this By-Laws 1991 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or a term of imprisonment not exceeding one (1) year or both and in the case of continuing offence a sum not exceeding Ringgit Malaysia Two Hundred (RM200.00) Only for each day during which the offence is continued after conviction.

(b) **Advertisement (Penang Island) By-Laws 2000 ("By-Laws 2000")**

By-Law 5 of the By-Laws 2000 provides that no person shall exhibit any advertisement (which includes signboards) without a licence. Pursuant to By-Law 17, any person who contravenes any of the provisions of the By-Laws 2000 shall be guilty of an offence and shall upon conviction be liable to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or to a term of imprisonment not exceeding one (1) year or to both such fine and imprisonment.

(c) **Licensing of Trades, Businesses and Industries (Federal Territory of Kuala Lumpur) By-Laws 2016 ("By-Laws 2016")**

By-Laws 3 of the By-Laws 2016 states that it is an offence for any person who uses any premise for any business activity without a business premise licence. Pursuant to By-Law 38, any person who contravenes this By-Laws 2016 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) Only or a term of imprisonment not exceeding one (1) year or both and in the case of continuing offence a sum not exceeding Ringgit Malaysia Two Hundred (RM200.00) Only for each day during which the offence is continued after conviction.

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

In the past, PSSB did not obtain the requisite business premises and signboard license for its Penang Office and the business premises license for its KL Office as required under the relevant laws.

Once our Group became aware that PSSB were required to apply for the said licenses, our Group took immediate steps to regularise the non-compliances by applying for the necessary licenses from the relevant local authorities, the details of which are as follows:

| Business premises | Period of non-compliances | Cost incurred for rectification | Estimated time for rectification |
|---|---|---|---|
| Penang Office:<br><br>(a) 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang | Since its relocation in September 2018 until July 2025 | RM3,840.00 being the fees for licenses application, composite license and signboard licenses | Duly rectified. MBPP had issued a business premises and signboard license on 11 July 2025 |
| (b) 1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang | Since its expansion in October 2022 until July 2025 | | |
| KL Office | Since its relocation in October 2022 until December 2024 | RM200.00 being the business premises licenses application fee | Duly rectified. DBKL has issued business premises licence on 24 December 2024 |

There have been no investigations or regulatory actions taken against PSSB and our Directors for the past contravention in relation to business premises and signboard licence for Penang Office and business premises license for KL Office. Our Board is of the opinion that it is unlikely for PSSB to be penalised retrospectively as the business premises and/or signboard licence have been issued.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past incidents did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, PSSB holds and maintains valid business premises licences for all our operating business premises. In addition, PSSB maintains a valid signboard license in respect of the signboard displayed on our business premises. These business premises and signboard licenses are valid until its respective expiry dates and will subsequently be renewed.

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

### 6.9.2 Street, Drainage and Building Act 1974 ("SDBA 1974")

The SDBA 1974 together with the regulations made thereunder including the Uniform Building By-Laws 1984 provide that any person who intends to erect any building shall cause to be submitted by a principal submitting person or submitting person to the local authority such plans and specifications as may be required by any by-law made under the SDBA 1974.

According to Section 70(27)(f) of SDBA 1974, any person who occupies or permits to be occupied any building or any part thereof without a CCC shall be liable on conviction to a fine not exceeding Ringgit Malaysia Two Hundred and Fifty Thousand (RM250,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both. The CCC replaces the CF which was previously issued by local councils for projects approved prior to April 2007.

Pursuant to By-Law 25 of Uniform Building (Pulau Pinang) By-Laws 1986 ("**By-Laws 1986**"), a certificate of completion and compliance shall be issued by the principal submitting person, among others, when he certifies that he has supervised the erection and completion of the building and that to the best of his knowledge and belief the building has been constructed and completed in accordance with SDBA 1974, the By-Laws 1986 and the approved plans.

Pursuant to By-Law 17(1) of Building (Federal Territory of Kuala Lumpur) By-Laws 1985, permits may be issued by the authority for minor erections, minor alterations and additions.

Section 127 of SDBA 1974 provides that any person guilty of an offence under SDBA 1974 or any by-laws made thereunder for which no penalty is expressly provided shall be liable on conviction to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only and shall also be liable to a further fine not exceeding Ringgit Malaysia Five Hundred (RM500.00) Only for every day that the office is continued after conviction.

In the past, PSSB undertook a major renovation at its Penang Office and minor construction works at its KL Office without first obtaining the required CCC and minor construction permit (*permit pembinaan kecil*) as required under the relevant laws. Subsequently, PSSB has engaged a qualified architect to prepare and submit the necessary plans and documentation to the relevant authorities. The details of the non-compliances are as follows:

| Rented premises | Period of non-compliances | Cost incurred for rectification | Estimated time for rectification |
|---|---|---|---|
| Penang Office: | | | |
| (a) 1B-G-29, 1B-G-30 & 1B-G-31, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang | September 2018 until July 2025 | RM81,000.00 being the cost of rectification and RM6,000.00 being the fine for non-compliance which was paid on 18 June 2025 | Duly rectified. CCC in respect of the structural renovation carried out in the Penang Office has been issued by the qualified architect on 28 July 2025 |
| (b) 1B-G-09(b), 1B-G-10 & 1B-G-11, Lengkok Mayang Pasir, One Precinct, 11950 Bayan Lepas, Pulau Pinang | October 2022 until July 2025 | | |

| Rented premises | Period of non-compliances | Cost incurred for rectification | Estimated time for rectification |
|---|---|---|---|
| KL Office | October 2022 until July 2025 | RM19,440.00 being the cost of rectification.<br><br>DBKL had imposed a fine in respect of the non-compliances amounting to RM1,000.00 which was paid on 23 June 2025 | Duly rectified. Minor construction permit respect of the minor renovation carried out at the KL Office has been issued by DBKL on 10 July 2025. |

The rented units of the Penang Office are located within One Precinct that has valid CCC dated 9 October 2012, which is in compliance with Section 70(27) of SDBA 1974. Nonetheless, PSSB had operated at the Penang Office without a valid CCC for the aforementioned renovation work as it was not aware that a separate CCC was required for the renovation carried out. The non-compliance has since been duly rectified with the CCC for the interior renovation works issued on 28 July 2025 and the fine of RM6,000.00 duly paid by PSSB. Other than the said fine paid, the Group has not been imposed with any notices, penalties or compounds in relation to the non-compliance.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The non-compliances did not have a material adverse impact on our Group's financials and/or operations.

Save as disclosed above, as at the LPD, our Group is in compliance with the requirements of the SDBA 1974 and its subsidiary legislations.

### 6.9.3 Communications and Multimedia Act 1998 ("CMA 1998")

The CMA 1998 is an act to provide for and to regulate the converging communications and multimedia industries. Pursuant to Section 126(1) of the CMA 1998, no person shall provide, among others, any applications services without a valid individual licence or a class licence granted under the CMA 1998.

Based on Section 126(2) of CMA 1998, any person who contravenes Section 126(1) of the CMA 1998 commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia One Million (RM1,000,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both and shall also be liable to a further fine of Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only for every day or part of a day during which the offence is continued after conviction.

As at the LPD, PSSB holds a valid applications service provider class licence issued by the MCMC. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under CMA 1998 and there is no non-compliance incident in relation to CMA 1998.

**6.9.4 Personal Data Protection Act 2010 (as amended by the Personal Data Protection (Amendment) Act 2024) ("PDPA 2010")**

The PDPA 2010 regulates the processing of personal data in commercial transactions in Malaysia. Section 14(1) of the PDPA 2010 states that the Minister may, upon the recommendation of the Commissioner, by order published in the Gazette, specify a class of data controllers who shall be required to be registered as data controllers under the PDPA 2010.

Pursuant to Section 16(4) of the PDPA 2010, any person who belongs to the class of data controllers in such order and processes personal data without a certificate of registration commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia Five Hundred Thousand (RM500,000.00) Only or to imprisonment for a term not exceeding three (3) years or to both.

Pursuant to Section 2 of the Personal Data Protection (Class of Data Controllers) Order 2013, a data controller who belongs to any class of data controller as specified in the Schedule shall be registered under the PDPA 2010. One of the class of data controllers specified in the Schedule is a licensee under the CMA 1998.

As at the LPD, PSSB, which is a licensee under the CMA 1998, is registered as a data controller under the PDPA 2010. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under PDPA 2010 and there is no non-compliance incident in relation to PDPA 2010.

**6.9.5 Cyber Security Act 2024 ("CSA 2024")**

The CSA 2024 which came in force on 26 August 2024 is an act to manage the cyber security threats and to regulate the cyber security service providers through licensing. Pursuant to Section 27(1) of CSA 2024, no person shall provide any cyber security service or advertise or in any way hold himself out as a provider of a cyber security service unless he holds a license to provide a cyber security service issued pursuant to the CSA 2024.

Pursuant to Section 27(5) of CSA 2024, any person who contravenes Section 27(1) of CSA 2024 commits an offence and shall on conviction be liable to a fine not exceeding Ringgit Malaysia Five Hundred Thousand (RM500,000.00) Only or to imprisonment for a term not exceeding ten (10) years or to both.

Based on the NACSA Chief Executive Directive No. 6, a grace period up until 28 February 2025 is given for the cyber security service provider to obtain a license under the CSA 2024. PSSB, which provides the penetration testing service and managed security operation centre monitoring service, has applied for the PTSL and MSOCMSL on 23 April 2025 at the cost of RM1,000 each for the license application fee. PSSB has obtained the PTSL and MSOCMSL on 22 May 2025 and 24 June 2025 respectively. No penalty was imposed when the PTSL and MSOCMSL were issued by NACSA. The Solicitors have further obtained verbal confirmation from the officer of NACSA that no penalty will be imposed as long as PSSB is licensed under the CSA 2024 since the CSA 2024 has just been implemented, which the Solicitors have followed up with an email dated 14 July 2025.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past non-compliance did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, PSSB has obtained valid PTSL and MSOCMSL.

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

### 6.9.6 Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 ("CIDB Act")

The CIDB Act and the regulations made thereunder govern the establishment of the CIDB and provide for its function in relation to the construction industry and all matters in connection therewith. Section 25(1) of the CIDB Act prescribes that a contractor must register with the CIDB and hold a valid certificate of registration issued by the CIDB in order to carry out or complete, undertake to complete any construction works or hold himself as a contractor. Pursuant to Section 29 of CIDB Act, failure to comply with the above shall be guilty of an offence and shall conviction be liable to a fine of not less than Ringgit Malaysia Ten Thousand (RM10,000.00) Only but not more than Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only.

As at the LPD, PSSB holds a valid certificate of registration issued by CIDB. During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under CIDB Act and there is no non-compliance incident in relation to CIDB Act.

### 6.9.7 Occupational Safety and Health Act 1994 (as amended by the Occupational Safety and Health (Amendment) Act 2022) ("OSHA 1994")

Pursuant to Section 29A(1) of the OSHA 1994, an employer shall appoint one of his employees to act as a safety and health coordinator at the place of work if he employs five or more employees at his place. Section 29A(4) of the OSHA 1994 further provides that an employer who contravenes with this section shall be guilty of an offence and shall on conviction, be liable to a fine not exceeding Ringgit Malaysia Fifty Thousand (RM50,000.00) Only or to imprisonment for a term not exceeding six (6) months or to both.

Pursuant to Section 30(1) of the OSHA 1994, every employer shall establish a safety and health committee at the place of work if there are 40 or more persons employed at the place of work or the Director General directs the establishment of such a committee at the place of work. Section 30(4) of the OSHA 1994 states that a person who contravenes the provisions of this section shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia One Hundred Thousand (RM100,000.00) Only or to imprisonment for a term not exceeding one (1) year or to both.

In respect of the statutory requirement under Section 29A(1) of the OSHA 1994 which came into force on 1 June 2024, PSSB had only appointed safety and health coordinators for both the Penang Office and KL Office thereafter and the registration applications were approved by the Department of Occupational Safety and Health in July 2025. However, the Group has not been imposed with any penalty arising from the non-compliance which has been rectified. The Solicitors have further obtained verbal confirmation from the officer of Department of Occupational Safety and Health that no penalty will be imposed as long as a safety and health coordinator has been duly appointed.

Moving forward, our Group has strengthened its internal processes to keep abreast with laws and regulations pertaining to our industry, and to ensure compliance with such laws and regulations. Our Group will also consult with external parties and authorities on compliance with the relevant laws and regulations, as and when deemed necessary. The past non-compliance did not have a material adverse impact on our Group's financials and/or operations.

As at the LPD, our Group has appointed a safety and health coordinator and establish a safety and health committee at our Penang Office and KL Office respectively.

Save as disclosed above, during the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under the OSHA 1994.

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

### 6.9.8 Employment Act 1955 (as amended by Employment (Amendment) Act 2022) ("EA 1955")

The EA 1955 regulates all labour related matters including contracts of service, payment of wages, employment of women, maternity protection, rest days, hours of work, holidays, termination, lay-off and retirement benefits, employment of foreign employees and keeping of registers of employees.

Pursuant to Section 99A of EA 1955, any person who commits any offence under, or contravenes any provision of the EA 1955, or any regulations, order or other subsidiary legislation whatsoever made thereunder, in respect of which no penalty is provided, shall be liable, on conviction, to a fine not exceeding Ringgit Malaysia Fifty Thousand (RM50,000.00) Only.

During the Financial Years Under Review and up to the LPD, our Group is in compliance with the relevant provisions under the EA 1995 and there is no non-compliance incident in relation to EA 1995.

### 6.9.9 Employees Provident Fund Act 1991("EPFA 1991"), Employees' Social Security Act 1969 ("ESSA 1969") and Employment Insurance System Act 2017 ("EISA 2017")

**EPFA 1991**

Section 43(1) of the EPFA 1991 provides that every employee and every employer of a person who is an employee within the meaning of the EPFA 1991 shall be liable to pay monthly contributions on the amount of wages at the rate respectively set out in the Third Schedule of the EPFA 1991. In the event that the employer fails to pay contribution which the employer is liable to pay in respect of or on behalf of any employee in respect of any month, within the prescribed period, Section 43(2) of the EPFA 1991 provides that the employer shall be guilty of an offence and shall on conviction be liable to imprisonment for a term not exceeding three (3) years or fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to both.

Section 45(3) of the EPFA 1991 provides that where an employer fails to pay any contributions due within the prescribed period, the employer shall in addition to such contributions, be liable to pay dividend on such contributions. In the event that the employer fails to comply with Section 45(3) of the EPFA 1991, pursuant to Section 45(4), the employer shall be guilty of an offence and shall, on conviction, be liable to imprisonment for a term not exceeding three (3) years or to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to both.

In addition to payment of dividend to be paid under Section 45(3) of the EPFA 1991, Section 49(1) of the EPFA 1991 further provides that the employer shall be liable to pay late payment charges in accordance with any manner and calculation determined by the Employees Provident Fund Board.

**ESSA 1969**

Section 14A of the ESSA 1969 states that in respect of any period where the monthly contribution is not paid, the employer shall be liable to pay interest on such amount at such rate as may be prescribed by the regulations in respect of any period during which such amount remains unpaid.

Section 94(a) of the ESSA 1969 states that if any person fails to pay any contribution or any part thereof which is payable by him under the ESSA 1969 or fails to pay within the time prescribed by regulations any interest payable under section 14A of the ESSA 1969, he shall be punishable with imprisonment for a term which may extend to two (2) years, or with a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or both.

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

In addition, Regulation 32 of the Employees' Social Security (General) Regulations 1971 ("**SOCSO Regulations 1971**") states that an employer who is liable to pay contributions in respect of any employee shall pay such contributions not later than the fifteen (15th) day of the month immediately following the month in respect of which such contributions fall due. Pursuant to Regulation 33 of the SOCSO Regulations 1971, an employer who fails to pay contribution within the period specified in Regulation 32 of the SOCSO Regulations 1971 shall be liable, in addition, to pay interest at the rate of 6% per annum in respect of each day of default or delay beyond the end of such period or any other rate to be determined by the Minister by notification in a Gazette.

**EISA 2017**

Section 16(1) of EISA 2017 provides that all employees in the industries to which the EISA applies shall be registered and insured by the employers in such manner as prescribed by the EISA irrespective of the amount of wages and according to Section 16(5) of EISA 2017, any person who contravenes Section 16(1) of EISA 2017 commits an offence and shall on conviction be liable to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) or to imprisonment for a term not exceeding two (2) years or both.

Pursuant to Section 21 of EISA 2017, if the amount of the monthly contribution payable by the employer in respect of an employee is not paid within such period as referred to in Section 20 of EISA 2017, the employer shall be liable to pay interest on such amount at the rate as prescribed by the Minister in respect of any period during which such amount remains unpaid. Any person who contravenes Section 21 of EISA 2017 commits an offence and shall, on conviction, be liable to a fine not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) Only or to imprisonment for a term not exceeding two (2) years or both.

On 14 April 2025, EPF had notified PSSB via email and subsequently via letter on 25 April 2025 that PSSB was liable to pay the outstanding EPF contributions in respect of the fixed phone allowances paid to the employees, covering the period of February 2022 up to January 2025. In addition to the outstanding EPF contributions, PSSB is also liable to pay the outstanding SOCSO and EIS contributions and late payment interests in respect of the fixed phone allowances paid to the employees.

The details of the non-compliance are as follows:

| Nature of non-compliance | Period of non-compliances | Estimated cost | Estimated time for rectification |
|---|---|---|---|
| **EPF** | | | |
| Outstanding EPF contributions | January 2019 up to January 2025 | RM102,759.00 | Duly rectified. Payment made on 16 April 2025 to EPF |
| Dividend payable for outstanding EPF contributions | January 2019 up to January 2025 | RM9,936.00 | Duly rectified. Payment made on 15 May 2025 to EPF |
| Late payment charges imposed by EPF | January 2019 up to January 2025 | RM5,921.00[(a)] | Duly rectified. Payment made on 10 July 2025 to EPF |

| | | | |
|---|---|---|---|
| **SOCSO** | | | |
| Outstanding contributions | January 2019 up to January 2025 | RM3,990.70 | Duly rectified. Payments made between March 2025 to May 2025 to SOCSO |
| Late payment charges | January 2019 up to January 2025 | RM785.00[(b)] | Duly rectified. Payment was made on 23 May 2025 to SOCSO |
| **EIS** | | | |
| Outstanding contributions | January 2019 up to January 2025 | RM1,319.60 | Duly rectified. Payments made between March 2025 to May 2025 to SOCSO |
| Late payment charges | January 2019 up to January 2025 | RM1,803.00[(c)] | Duly rectified. Payment made on 23 May 2025 to SOCSO |

Notes:

(a) The late payment charges imposed for the late EPF contributions were reduced from RM11,824.00 to RM5,921.00 upon appeal.

(b) The late payment charges imposed for the late SOCSO contributions were reduced from RM3,925.00 to RM785.00 upon appeal.

(c) The late payment charges imposed for the late EIS contributions were reduced from RM6,255.00 to RM1,803.00 upon appeal.

As at the LPD, such non-compliances have been resolved and it did not result in a material adverse impact on the overall business operations and/or financial performance of our Group.

In addition, our Group has also undertaken mitigation measures, amongst others:

(i) we have implemented an internal statutory payment process to ensure compliance with the regulatory requirements in connection with the statutory contribution, including EPF, SOCSO and EIS; and

(ii) we have formulated internal control procedures to ensure compliance with the relevant law, rules and regulations.

Save as disclosed above, as at the LPD, our Group is in compliance with the relevant provisions under the EPFA 1991, ESSA 1969 and EISA 2017.

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

### 6.10 EMPLOYEES

As at the LPD, our Group has a total workforce of 129 permanent and 1 contractual employees, all of whom are local employees. We do not have any foreign workers employed within our Group.

The breakdown of our employees as at 31 December 2025 and as at the LPD is as follows:

| Business function/Department | As at 31 December 2025 | As at the LPD |
|---|---|---|
| Directors | 3 | 3 |
| Administrative & Human Resource | 15 | 15 |
| Sales and Marketing | 39 | 42 |
| Technical Services* | 66 | 69 |
| **Total** | **123** | **129** |

Note:

* As a the LPD, the 1 contractual employee is under Technical Services.

As at the LPD, 84 employees are based in the Penang Office (including all 7 members of the Key Senior Management) and 45 employees are based in the KL Office. For information purposes, the members of the Key Senior Management frequently travel between the Penang Office and KL Office for work engagement, as well as for operations of both offices). Further, as at the LPD, none of our employees belong to any labour union and there has been no industrial dispute in the past.

### 6.11 MATERIAL DEPENDENCY ON COMMERCIAL OR FINANCIAL CONTRACTS, INTELLECTUAL PROPERTY RIGHTS AND PRODUCTION OR BUSINESS PROCESSES

As at the LPD, save as disclosed in Sections 6.7 and 6.8 of this Prospectus, our Group's business or profitability is not materially dependent on any other commercial or financial contracts (other than in the ordinary course of business of our Group), intellectual property rights, licences and permits and production or business processes.

### 6.12 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

Our Group recognises the importance of upholding principles of sustainability across our operations. This commitment is embedded in our Sustainability Policy, which serves as a guiding foundation for the continuous adoption of our environmental, social, and governance practices by our Group.

(i) **Environmental**

We are committed to minimising our environmental footprint by embedding sustainable practices into our business operations. Our commitment is reflected in the following initiatives:

- **Energy consumption**: We consistently encourage our employees to switch off all lights and electronic devices when not in use, particularly during lunch breaks and at the end of the workday. Additionally, motion sensor lighting has been installed in our workplace to enhance energy efficiency;

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

- **Waste management**: The Group places emphasis on responsible waste management with a focus on IT assets. IT assets that cannot be refurbished or resold will be sent to approved collectors for recycling as e-waste, ensuring disposal methods do not pose risks to environmental health or data security. All disposals are handled by the IT department, and employees are not allowed to discard IT assets on their own. This centralised process provides proper control, ensures compliance with regulations, safeguards sensitive data, and supports the Group's efforts to reduce its environmental footprint; and

- **Paperless trail**: We also strive to promote a paperless culture in our offices. Our Group has adopted various software to reduce paper consumption in various business processes, such as document storage, communication and marketing. Reducing paper consumption leads to lower deforestation, less energy consumption in paper production, and reduced waste.

(ii) **Social**

Our Group is committed to conducting responsible business operations that prioritise the interests of all stakeholders and the local community. Recognising our employees as invaluable assets, we strive to create a healthy workplace environment and develop skilled talent through the following practices. To uphold these values, we have adopted the following practices:

- **Occupational safety and health**: We have established a Safety and Health Committee ("**SHC**") responsible for overseeing and implementing occupational health and safety measures and we strictly adhere to the OSHA 1994. The SHC holds regular meetings to enforce health and safety practices, review incidents, implement corrective actions, introduce preventive measures and monitor their effectiveness;

- **Equal opportunities and employment diversity:** Our Group is committed to creating a work environment where mutual respect is practised across the entire organisation. We adopt an equal opportunity and hire local policy that fosters diversity and practice equal employment opportunities with regard to gender, age, ethnicity, religion, marital status, amongst other factors;

- **Talent management and benefits:** We recognise the importance of developing a highly skilled and productive workforce as it fosters resilience and enables us to achieve our strategic priorities. To enhance knowledge, skills, and capabilities, we continuously provide on-the-job training and offer employees opportunities to participate in external training programs; and

- **Work-life balance and social activities:** We are dedicated to attracting local talent to our Group by improving the work environment, prioritising employee well-being, and promoting work-life balance while ensuring a workplace free from all forms of discrimination. We host a variety of events, including festive celebrations such as Christmas, Chinese New Year, Hari Raya, and Deepavali. Furthermore, we actively participate in Corporate Social Responsibility efforts, including providing donations to non-profit organisations.

(iii) **Governance**

Our Group understands that maintaining the relevant governance practices is imperative to safeguard the interests of and build trust with our investors and stakeholders. As at the LPD, our Board has progressively adopted the principles and practices as promulgated in MCCG.

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

This commitment encompasses achieving and sustaining high standards of corporate governance and ethical conduct, high corporate accountability, transparency and integrity. In our efforts to uphold good corporate governance, we have also put in place the following policies:

- Code of Ethics and Conduct sets out our internal control policies and procedures, which include managing conflicts of interest, money laundering, preventing bribery and corruption, and insider trading;

- Anti-Bribery and Corruption Policy sets out our procedures to ensure compliance with applicable anti-bribery and corruption laws and regulations, including the Malaysian Anti-Corruption Commission (Amendment) Act 2018;

- Whistleblowing Policy enables stakeholders, including customers, employees, suppliers, and the local community, to report any real suspicions or accusations regarding fraud within our Group, alleged unethical actions, or inappropriate business practices conducted by our employees or external parties in business relations with us;

- Personal Data Protection Act Policy acts as guidance for the processing of personal data in commercial transactions as well as for employment purposes, in compliance with the Personal Data Protection (Amendment) Act 2024;

- Enterprise Risk Management ("**ERM**") framework is in place to outline the risk governance and structure, risk policies, risk assessment process and integration of risk management into significant activities and functions. The ERM framework is guided by the principles set out in ISO31000:2018 Risk Management, which is an internationally recognised risk management framework; and

- Gender Diversity Policy provides a framework for the Group to improve its gender diversity at the Board and Key Senior Management level.

As at the LPD, there are no environmental, social and governance issues which may materially affect our Group's business or operations as set out in this Prospectus.

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