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**CAPE EMS BERHAD**

*(formerly known as Cape EMS Manufacturing (M) Berhad)*

*(Registration No. 199901026859 (501759-M))*

*(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)*

INITIAL PUBLIC OFFERING (“**IPO**”) OF 259,700,000 ORDINARY SHARES IN CAPE EMS BERHAD (“**CAPE EMS**”) (“**IPO SHARES**”) IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARES IN CAPE EMS (“**SHARES**”) ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING A PUBLIC ISSUE OF 173,000,000 NEW SHARES AND AN OFFER FOR SALE OF 86,700,000 EXISTING SHARES INVOLVING:

- (I) INSTITUTIONAL OFFERING OF 205,500,000 IPO SHARES TO INSTITUTIONAL AND SELECTED INVESTORS, INCLUDING BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY, MALAYSIA AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING (“**INSTITUTIONAL PRICE**”); AND
- (II) RETAIL OFFERING OF 54,200,000 IPO SHARES TO THE MALAYSIAN PUBLIC, THE DIRECTORS, ELIGIBLE EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF CAPE EMS AND ITS SUBSIDIARIES, AT THE RETAIL PRICE OF [●] PER IPO SHARE (“**RETAIL PRICE**”), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND THE FINAL RETAIL PRICE (AS DEFINED IN THIS PROSPECTUS) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE,

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

- (I) THE RETAIL PRICE OF RM[●] PER IPO SHARE; OR
- (II) THE INSTITUTIONAL PRICE

**Principal Adviser, Joint Bookrunner and Joint Underwriter**



Hong Leong Investment Bank Berhad  
(Registration No. 197001000928 (10209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

**Joint Bookrunner and Joint Underwriter**



**AmInvestment Bank**

**AMINVESTMENT BANK BERHAD**

(Registration No. 197501002220 (23742-V))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

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

[THE SECURITIES COMMISSION MALAYSIA (“**SC**”) HAS APPROVED THE ISSUE, OFFER OR INVITATION FOR OFFERING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT 2007. THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC.] THE APPROVAL AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF CAPE EMS AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, 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, SEE “RISK FACTORS” COMMENCING ON PAGE [●].**

**THIS PROSPECTUS IS DATED [●]**

*All defined terms used in this Prospectus are defined under "Presentation of Financial and Other Information" and "Definitions" commencing on pages vii and ix of this Prospectus respectively.*

### **RESPONSIBILITY STATEMENTS**

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

HLIB, being our Principal Adviser, Joint Bookrunner and Joint Underwriter in relation to our IPO, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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

### **STATEMENTS OF DISCLAIMER**

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

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

### **OTHER STATEMENTS**

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

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

Investors should note that any agreement by the Joint Underwriters named in this Prospectus to underwrite our Shares is not to be taken as an indication of the merits of our Shares being offered.

This Prospectus has been prepared and published solely for our IPO under the laws of Malaysia. This Prospectus does not comply with the laws of 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 with or by any regulatory authority of any jurisdiction other than Malaysia.

Our Shares being offered in our IPO are offered solely based on the contents of this Prospectus. Our Company, Promoters, Selling Shareholders, Principal Adviser, Joint Bookrunners and Joint Underwriters take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Company, Directors, Promoters, Selling Shareholders, Principal Adviser, Joint Bookrunners and Joint Underwriters have not authorised anyone to provide you with information which is not contained in this Prospectus.

It shall be your sole responsibility, if you are or may be subject to the laws of any countries or jurisdictions other than Malaysia, to consult your legal and/or professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Principal Adviser nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any such country or jurisdiction.

Further, it shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO 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 therewith.

However, we reserve the right, in our absolute discretion, to treat any acceptances as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

## ELECTRONIC PROSPECTUS

This Prospectus can also be viewed or downloaded from Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com). The contents of the Electronic Prospectus are as per the contents of this Prospectus registered by the SC.

You are advised that the internet is not a fully secured medium, and that your Internet Share Application may be subject to the risk of problems 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. These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt as to 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 discrepancies 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 is identical to this Prospectus registered by the SC, shall prevail.

In relation to any reference in this Prospectus to third party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we and our Principal Adviser do not endorse and are not affiliated in any way with the Third-Party Internet Sites and are not responsible for the availability of, or the contents 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, for fulfilling any of the terms of your agreements with the Third-Party Internet Sites. We and our Principal Adviser are also not responsible for any loss, 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 such parties; 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 system 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, you are advised that:

- (i) the Internet Participating Financial Institutions are liable in respect of the integrity of the contents of an Electronic Prospectus, to the extent of the contents of the electronic Prospectus situated on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institutions shall not be responsible in any way for the integrity of the contents of an Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions and thereafter 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 an Electronic Prospectus, the accuracy and reliability of an Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium; and
- (iii) the Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost, 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 an Electronic Prospectus which may arise in connection with or as a result of any fault or faults with web browsers or other relevant software, any fault or faults 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, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

**INDICATIVE TIMETABLE**

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

<b>Event</b>	<b>Time and/or Date</b>
Opening of the Institutional Offering	[•]
Issuance of this Prospectus/ Opening of the Retail Offering	10.00 a.m., [•]
Closing of the Retail Offering	5.00 p.m., [•]
Closing of Institutional Offering	[•]
Price Determination Date	[•]
Balloting of applications for our IPO Shares under the Retail Offering	[•]
Allotment/ Transfer of our IPO Shares to successful applicants	[•]
Listing	[•]

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

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**PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

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All references to the “**Company**” or “**Cape EMS**” in this Prospectus are to Cape EMS Berhad. All references to the “**Group**” are to our Company and our subsidiaries taken as a whole. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company or our Group or any member of our Group, as the context requires.

Unless the context otherwise requires, references to “**Management**” are to our Directors and our Key Senior Management personnel as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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 is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest thousand or 1 decimal place. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

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 enactment in this Prospectus shall be a reference to that enactment as for the time being or amended or re-enacted.

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments. As a result, any discrepancies in the tables or charts between the amounts listed and the totals in this Prospectus are due to rounding. Where information is presented in thousands or millions of units, amounts may have been rounded up or down.

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 or is exposed to. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from our Management.

In particular, certain information in this Prospectus is extracted or derived from the Industry Overview prepared by Vital Factor Consulting Sdn Bhd (“**Vital Factor**”), an independent business and market research consulting company. We have appointed Vital Factor to provide an independent market and industry review. In compiling their data for the review, Vital Factor had relied on research methodology, industry sources, published materials, their own private databases and direct contacts within the industry. We believe that the information on the industry and the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate.

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.



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**FORWARD-LOOKING STATEMENTS**

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This Prospectus includes forward-looking statements, which include all 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 Management for future operations. Some of these statements can be identified by words that have a bias towards or are forward-looking such as “**may**”, “**will**”, “**would**”, “**could**”, “**believe**”, “**expect**”, “**anticipate**”, “**estimate**”, “**aim**”, “**plan**”, “**forecast**”, “**project**” or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other important factors beyond our Group’s control that could cause our actual results, performances or achievements to be materially different from future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand of our services;
- (ii) our business strategies;
- (iii) our plans and objectives for future operations;
- (iv) our future financial position, earnings, cash flows and liquidity; and
- (v) our ability to pay future dividends.

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

- (i) COVID-19 and possible similar future outbreak;
- (ii) the economic, political and investment environment in Malaysia; and
- (iii) government policy, legislation or regulation.

Such forward-looking statements are based on numerous assumptions regarding our Group’s present and future business strategies and the environment in which we operate. Additional factors that could cause our actual results, performances or achievements to differ materially include, but are not limited to those discussed in **Section 9** – Risk Factors and **Section 12.3** – Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Prospectus. We cannot assure you that the forward-looking statements in this Prospectus will be realised.

These forward-looking statements are based on information available to us as at the LPD and are made available only as at the LPD. Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of the IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provision 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).

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**DEFINITIONS**

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

**COMPANIES WITHIN OUR GROUP**

<b>Cape EMS or the Company</b>	:	Cape EMS Berhad ( <i>formerly known as Cape EMS Manufacturing (M) Berhad</i> ) (199901026859 (501759-M))
<b>Cape Group or the Group</b>	:	Collectively, Cape EMS and its Subsidiaries
<b>Cape Manufacturing</b>	:	Cape Manufacturing (M) Sdn Bhd (201001010428 (895065-A))
<b>Cape Singapore</b>	:	Cape Holdings (S) Pte Ltd (200509673M)

**GENERAL**

<b>Act</b>	:	Companies Act 2016
<b>AGM</b>	:	Annual General Meeting
<b>AmlInvestment Bank</b>	:	AmlInvestment Bank Berhad (197501002220 (23742-V))
<b>AOF</b>	:	Advance Opportunities Fund (CT-168559)
<b>Applicants</b>	:	Applicants for the subscription of our IPO Shares by way of Application Forms or by way of Electronic Share Application or by way of Internet Share Application
<b>Application(s)</b>	:	The application(s) for the IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
<b>Application Form</b>	:	The printed application forms for the application of the IPO Shares accompanying this Prospectus
<b>ATM</b>	:	Automated Teller Machine
<b>Board</b>	:	Board of Directors of our Company
<b>Bumiputera</b>	:	In the context of: <ul style="list-style-type: none"> <li>(i) individuals, Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;</li> <li>(ii) companies, a company which fulfils, among others, the following criteria or such other criteria as may be imposed by the MITI; <ul style="list-style-type: none"> <li>(a) registered under the Act as a private company;</li> <li>(b) its shareholders are 100.0% Bumiputera; and</li> <li>(c) its board of directors (including its staff) are at least 51.0% Bumiputera; and</li> </ul> </li> <li>(iii) cooperatives, a cooperative whose shareholders or cooperative members are at least 95.0% Bumiputera or such other criteria as may be imposed by the MITI</li> </ul>

**DEFINITIONS (Cont'd)**

<b>Bursa Depository</b>	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
<b>CAGR</b>	:	Compound annual growth rate
<b>CCC or CF</b>	:	Certificate of completion and compliance or Certificate of fitness for occupation or such certificate by any other name issued by the relevant authority or person under the Street, Drainage and Building Act 1974 and any by-laws made under it or such relevant legislation applicable at the material time
<b>CCM</b>	:	Companies Commission of Malaysia
<b>CDS</b>	:	Central Depository System
<b>CDS Account(s)</b>	:	Account(s) established for a Depositor by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor
<b>CMSA</b>	:	Capital Markets and Services Act 2007
<b>Constitution</b>	:	The constitution of our Company
<b>Conversion of ICPS</b>	:	Conversion of all ICPS by Fortress and AOF into new Shares which had involved the conversion of 60,000,000 ICPS to 10,000,000 Shares on 20 April 2022
<b>COVID-19</b>	:	Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
<b>Depositor</b>	:	A holder of a CDS Account
<b>Director(s)</b>	:	Director(s) of our Company and within the meaning given in Section 2 of the CMSA
<b>E&amp;E</b>	:	Electrical & Electronics
<b>EBITDA</b>	:	Earnings before interest, taxation, depreciation and amortisation
<b>EIS</b>	:	Employment Insurance System
<b>Electronic Prospectus</b>	:	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)
<b>Electronic Share Application</b>	:	An application for the IPO Shares through Participating Financial Institutions' ATM
<b>Eligible Persons</b>	:	Eligible Directors, employees, customers and suppliers who have contributed to the success of our Group, as further detailed in <b>Section 4.2.2</b> of this Prospectus
<b>EPF</b>	:	Employees' Provident Fund Board
<b>EPS</b>	:	Earnings per Share
<b>Equity Guidelines</b>	:	Equity Guidelines issued by the SC

**DEFINITIONS (Cont'd)**

<b>ESG</b>	:	Environmental, social and governance
<b>FMCO</b>	:	Full Movement Control Order
<b>Fortress</b>	:	Fortress Capital Asset Management (M) Sdn Bhd (200201031372 (599035-W))
<b>Final Retail Price</b>	:	Final price per IPO Share to be paid by the investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
<b>FYE(s)</b>	:	Financial year(s) ended 31 December
<b>GP</b>	:	Gross profit
<b>HLIB or the Principal Adviser</b>	:	Hong Leong Investment Bank Berhad (197001000928 (10209-W))
<b>ICPS</b>	:	Irredeemable convertible preference shares in our Company
<b>IFRS</b>	:	International Financial Reporting Standards as issued by the International Accounting Standards Board
<b>Institutional Offering</b>	:	Institutional offering of 205,500,000 IPO shares comprising: <ul style="list-style-type: none"> <li>(i) 115,500,000 IPO Shares made available to identified Bumiputera investors approved by MITI; and</li> <li>(ii) 90,000,000 IPO shares made available to institutional and selected investors,</li> </ul> at the Institutional Price
<b>Institutional Price</b>	:	Price per IPO Share to be paid by investors under the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding
<b>Internet Participating Financial Institutions</b>	:	Participating financial institutions for the Internet Share Application, as listed in <b>Section 15</b> of this Prospectus
<b>Internet Share Application</b>	:	Application for the IPO Shares through an online share application service provided by the Internet Participating Financial Institutions
<b>IC</b>	:	Integrated circuit chip
<b>IPO</b>	:	Initial public offering of our IPO Shares comprising the Public Issue and Offer for Sale, in conjunction with our Listing
<b>IPO Price</b>	:	The price of RM[●] per IPO Share pursuant to the IPO
<b>IPO Share(s)</b>	:	Collectively, the Issue Share(s) and Offer Share(s)
<b>IT</b>	:	Information technology
<b>Issue Share(s)</b>	:	New Share(s) to be issued by our Company under the Public Issue

**DEFINITIONS (Cont'd)**

<b>Issuing House</b>	:	Tricor Investor & Issuing House Services Sdn Bhd (197101000970 (11324-H))
<b>Joint Bookrunners</b>	:	Collectively, HLIB and AmInvestment Bank
<b>Joint Underwriters</b>	:	Collectively, HLIB and AmInvestment Bank
<b>Kempas 6 Factory</b>	:	A piece of freehold land held under Geran 74497, Lot 37585, Mukim of Tebrau, District of Johor Bahru, State of Johor together with a 1 ½ storey detached factory erected thereon with a postal address of No. 6, Jalan Belati, Taman Perindustrian Maju Jaya, 81300 Johor Bahru, Johor Darul Ta'zim
<b>Key Senior Management</b>	:	The key senior management of our Company as set out in <b>Section 5.3</b> of this Prospectus
<b>Listing</b>	:	The admission of our Company to the Official List and the listing of and quotation for our entire enlarged Shares on the Main Market of Bursa Securities
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities
<b>Listing Scheme</b>	:	Collectively, the Public Issue, Offer for Sale and Listing
<b>LPD</b>	:	30 May 2022, being the latest practicable date prior to the registration of this Prospectus with the SC
<b>Malaysian Public</b>	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
<b>Market Day(s)</b>	:	Any day(s) between Monday to Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
<b>MCCG</b>	:	Malaysian Code on Corporate Governance which came into effect on 28 April 2021
<b>MCO</b>	:	The nationwide Movement Control Order imposed by the Government of Malaysia under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19
<b>MFRS</b>	:	Malaysian Financial Reporting Standards
<b>MIA</b>	:	Malaysian Institute of Accountants
<b>MITI</b>	:	Ministry of International Trade and Industry of Malaysia
<b>MIDA</b>	:	Malaysian Investment Development Authority
<b>MOF</b>	:	Ministry of Finance Malaysia
<b>MyIPO</b>	:	Intellectual Property Corporation of Malaysia
<b>N/A</b>	:	Not applicable
<b>NA</b>	:	Net assets attributable to owners of our Company
<b>NBV</b>	:	Net book value

**DEFINITIONS (Cont'd)**

<b>New PLO 227B Factory</b>	:	An industrial building to be built on PLO 227B
<b>NRP</b>	:	National Recovery Plan
<b>Offer for Sale</b>	:	Offer for sale of 86,700,000 IPO Shares by the Selling Shareholders
<b>Offer Share(s)</b>	:	Existing Share(s) to be offered by the Selling Shareholders pursuant to the Offer for Sale
<b>Official List</b>	:	A list specifying all securities listed on the Main Market of Bursa Securities
<b>Participating Financial Institutions</b>	:	Participating financial institutions for the Electronic Share Application, as listed in <b>Section 15</b> of this Prospectus
<b>PAT</b>	:	Profit after taxation
<b>PBT</b>	:	Profit before taxation
<b>Period Under Review</b>	:	Collectively, FYE 2019, FYE 2020 and FYE 2021
<b>Pink Form Allocation</b>	:	The allocation of 8,000,000 IPO Shares to the Eligible Persons pursuant to the Public Issue
<b>Placement Agreement</b>	:	The placement agreement to be entered into by [our Company, the Selling Shareholders, and the Joint Bookrunners] in respect of such number of IPO Shares to be offered under the Institutional Offering.
<b>PLO 103 Factory</b>	:	A piece of leasehold land held under HS(D) 50668 PTD 8857, Mukim Senai, Daerah Kulai, Johor Darul Ta'zim
<b>PLO 226B</b>	:	A piece of leasehold land held under HS(D) 71181, PTD 112657, Mukim Senai, Daerah Kulai, Johor Darul Ta'zim
<b>PLO 227B</b>	:	A piece of leasehold land held under HS(D) 71069, PTD 87572, Mukim Senai, Daerah Kulai, Johor Darul Ta'zim
<b>Pre-IPO Restructuring Exercise</b>	:	Pre-IPO restructuring exercise involving the Conversion of ICPS, Share Split, and Shareholding Restructuring with Fortress and AOF
<b>Prescribed Securities</b>	:	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 of Bursa Depository
<b>Price Determination Date</b>	:	The date on which the Institutional Price and the Final Retail Price will be determined
<b>Promoter(s)</b>	:	Tee Kim Chin and Tee Kim Yok
<b>Prospectus</b>	:	This Prospectus dated [●] in relation to our IPO
<b>Prospectus Guidelines</b>	:	Prospectus Guidelines issued by the SC
<b>Public Issue</b>	:	Public issue of 173,000,000 IPO Shares comprising the Retail Offering and Institutional Offering

**DEFINITIONS (Cont'd)**

<b>Record of Depositors</b>	:	A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
<b>Retail Offering</b>	:	Retail offering of 54,200,000 new IPO Shares comprising: <ul style="list-style-type: none"> <li>(i) 8,000,000 new IPO Shares made available for application by the Eligible Persons; and</li> <li>(ii) 46,200,000 new IPO Shares made available for application by the Malaysian Public,</li> </ul> <p>at the Retail Price per IPO Share, payable in full upon application and subject to refund of the difference between the Retail Price and the Final Retail Price in the event that the Final Retail Price is less than the Retail Price</p>
<b>Retail Price</b>	:	Initial price of RM[●] per IPO Share to be fully paid upon application under the Retail Offering, subject to adjustment as detailed in <b>Section 4.4</b> of this Prospectus
<b>Rules of Bursa Depository</b>	:	The rules of Bursa Depository as issued pursuant to the SICDA
<b>SC</b>	:	Securities Commission Malaysia
<b>Senai 227 Factory</b>	:	A piece of land held under HS(D) 71183, PTD 112659 and HS(D) 53987, PTD 87571, both in Mukim Senai, Daerah Kulai, Johor together with a 3-storey detached factory erected thereon with a postal address of PLO 227A, Jalan Cyber 1A, Kawasan Perindustrian Senai III, 81400 Senai, Johor Darul Ta'zim
<b>Selling Shareholder(s)</b>	:	Tee Kim Chin and Tee Kim Yok
<b>Share Split</b>	:	Subdivision of every 1 Share into 15 Shares
<b>Share(s)</b>	:	Ordinary share(s) in Cape EMS
<b>Shareholding Restructuring with Fortress and AOF</b>	:	The transfer by Tee Kim Yok of 10,687,500 Shares (representing 1.4% of the issued capital of 750,000,000 Shares prior to our IPO) to Fortress and 562,500 Shares (representing 0.1% of the issued capital of 750,000,000 Shares prior to our IPO) to AOF
<b>SICDA</b>	:	Securities Industry (Central Depositories) Act 1991
<b>SOP</b>	:	Standard operating procedure
<b>sq ft</b>	:	Square feet
<b>sq m</b>	:	Square metres
<b>Subsidiaries</b>	:	Collectively, Cape Manufacturing and Cape Singapore
<b>Tebrau 6 Factory</b>	:	The lease over three pieces of land held under PTD 53893, PTD 53894 and PTD 53895, all in the Mukim of Tebrau, District of Johor Bahru, State of Johor together with a detached factory erected thereon with a postal address of No. 6, Jalan Firma 1/5, Kawasan Perindustrian Tebrau, 81100 Johor Bahru, Johor Darul Ta'zim

**DEFINITIONS (Cont'd)**

- Temenggong 22 Factory** : A piece of freehold land held under Geran 128424, Lot 1582, Mukim of Tebrau, District of Johor, State of Johor together with a single storey detached factory erected thereon with a postal address of No. 22, Jalan Temenggong 2, Kawasan Perindustrian Temenggong, 81100 Johor Bahru, Johor Darul Ta'zim
- Underwriting Agreement** : The underwriting agreement dated [●] entered into between our Company and the Joint Underwriters for the underwriting of 54,200,000 IPO Shares
- UK** : United Kingdom
- USA** : United States of America
- Vital Factor or IMR** : Vital Factor Consulting Sdn Bhd (199301012059 (266797-T)), an independent business and market research consulting company

**CURRENCIES**

- RM and sen** : Ringgit Malaysia and sen, the lawful currency of Malaysia
- RMB** : Renminbi, currency of The People's Republic of China
- SGD** : Singapore Dollar, the lawful currency of Singapore
- USD** : United States Dollar, the lawful currency of the USA

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**GLOSSARY OF TECHNICAL TERMS**


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Technical terms used in this Prospectus shall have the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

<b>aluminium</b>	:	A chemical element which is a relatively soft metal compared to some common metals such as iron or steel, and having atomic number 13 on the periodic table
<b>bill of materials or BOM</b>	:	A complete list of parts, components and materials incorporating quantity and specifications used in the assembly or manufacture of a semi-finished or finished product
<b>box build</b>	:	The assembly or manufacture of a finished product
<b>class 100,000 cleanroom</b>	:	An enclosed area designed to maintain no more than 3,520,000 particles of more than or equal to 0.5 micrometre per particle within a cubic metre of air
<b>computer numerical control machine or CNC machine</b>	:	A computerised machine that can be pre-programmed to carry out specific functions such as rotating a cutting tool to remove some part of an object, or conversely rotating the object and placing it against a cutting tool to remove some part of the object. CNC machine carries out functions including grinding, cutting, milling, turning, drilling and tapping
<b>consumer electronic products</b>	:	Electronic products used mainly by consumers or households
<b>die</b>	:	A die is the corresponding protrusion for a mould such that when the die is placed in a mould, a small gap is formed in which the liquid, slurry or molten material can seep into the gap to become the walls of the desired product
<b>die cast parts</b>	:	Parts made through a process of pouring or injecting a liquid, slurry or molten substance into a mould or a mould and die set to obtain a three-dimensional object once the substance cools and hardens
<b>direct distribution channel</b>	:	A marketing term to describe marketing and sales targeted at end-users or end-consumers. In the context of this Prospectus, it also refers to the brand or product owner
<b>electrical discharge machine or EDM</b>	:	A machine designed to remove unwanted parts from an object using continuous electronic sparks form from electrodes. In the context of this prospectus, EDM is used to fabricate moulds and dies used in the aluminium die casting process
<b>electromechanical assembly</b>	:	The assembly of electrical and electronic parts and components together with other non-electrical parts and components such as plastic and metal parts to form a semi-finished or finished product
<b>electronic cigarette</b>	:	A device used for inhaling vapour
<b>electronics manufacturing service or EMS</b>	:	Manufacturing of electronic parts, products or devices
<b>grinding</b>	:	The use of a rotating wheel with abrasive substance on its surface to remove unwanted parts of an object

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

<b>high efficiency particulate air or HEPA</b>	:	A type of highly efficient filter designed to remove air-borne particles which can be customised to maintain a maximum number of air-born particles within an enclosed area. An example would be Class 1000 cleanroom that uses HEPA filters
<b>household appliances</b>	:	An electronic and electrical device used in households. In the context of this Prospectus, it refers to vacuum cleaner
<b>indirect distribution channel</b>	:	A marketing term to describe marketing and sales targeted at intermediaries or resellers, who would subsequently resell the purchased item without transformation to another party. Commonly these intermediaries are trading or procurement companies
<b>industrial electronic products</b>	:	Electronic products used in industries commonly to manufacture products or perform services for third parties as opposed to products used directly by consumers or households
<b>light emitting diode or LED</b>	:	A semiconductor device which emits light when electricity is applied to it
<b>milling</b>	:	The process of removing unwanted parts from an object by using a rotating cutting tool where the tool is placed against the object to remove the unwanted parts to obtain the desired shape or design
<b>mould</b>	:	A hollow out section or cavity from a block of material where the cavity will give shape to a liquid, slurry or molten substance poured or injected into it when the substance cools and hardens
<b>point of sales terminal or POS terminal</b>	:	An electronic device to record sales as well as to facilitate sales transactions. In the context of this Prospectus, it is a card reader and a payment gateway to facilitate sales transactions
<b>printed circuit board</b>	:	A non-conductive board or some other flexible materials with electrical circuits commonly made of copper printed on it to serve as electrical pathways
<b>printed circuit board assembly or PCBA</b>	:	A printed circuit board with all the required parts and components embedded onto the board. A PCBA is designed to perform one or more functions such as processing data
<b>smart utility data collection equipment</b>	:	An electronic device used for monitoring other devices or electrical items as well as measure usage of utilities such as water, gas or electricity and having data storage and communication capabilities to receive or send data to a designated location or device
<b>tapping</b>	:	A process where screw threads are formed in a hole
<b>turning</b>	:	The process of rotating an object where a cutting tool is place against it to remove unwanted parts of the object
<b>wireless communications equipment</b>	:	A device used to receive or transmit data through the air without the use of wires or fibre optics