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GEOHAN CORPORATION BERHAD

(Registration No. 201601003474 (1174400-V))

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

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF GEOHAN CORPORATION BERHAD ("GEOHAN" OR THE "COMPANY") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING PUBLIC ISSUE OF 132,000,000 NEW ORDINARY SHARES IN GEOHAN ("SHARE(S)") IN THE FOLLOWING MANNER:

- (i) 22,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
- (ii) 11,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF GEOHAN AND OUR SUBSIDIARIES ("GEOHAN GROUP" OR THE "GROUP");**
- (iii) 55,000,000 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA; AND**
- (iv) 44,000,000 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO INSTITUTIONAL AND SELECTED INVESTORS,**

AT AN IPO PRICE OF RM[•] PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Sole Underwriter and Placement Agent



ALLIANCE ISLAMIC BANK

Alliance Islamic Bank Berhad 200701018870 (776882-V)

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

THE SECURITIES COMMISSION MALAYSIA ("SC") [HAS APPROVED] OUR IPO AND THIS PROSPECTUS [HAS BEEN REGISTERED] BY THE SC. THE APPROVAL OF OUR IPO, 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 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.

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 173.

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED [•]

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as defined under “Definitions” and “Glossary of Technical Terms” sections of this Prospectus.

RESPONSIBILITY STATEMENTS

Our Directors and Promoters 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.

AIS, being our Principal Adviser, Sole Underwriter and 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

[Approval has been granted by Bursa Securities for the listing and quotation of the securities being offered.] Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of the offering, our Company or our Shares.

The valuation utilised for the purpose of the Listing should not be construed as an endorsement by the SC, on the value of the subject assets.

[This Prospectus, together with the Application Form, has 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.

Investors should note that any agreement by the Sole Underwriter 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 is prepared and published solely for our IPO in Malaysia under the laws of Malaysia. Our Shares are being issued solely based on the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Principal Adviser, Sole Underwriter and Placement Agent take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Company, Directors, Promoters, Principal Adviser, Sole Underwriter and 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, Promoters, Principal Adviser, Sole Underwriter and Placement Agent, any of their respective directors, or any other persons involved in our IPO.

This Prospectus has not been and 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 with or by any regulatory authority of any jurisdiction other than Malaysia.

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.

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 subject to. We will further assume that you had accepted our IPO in Malaysia and will be at all applicable times 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.

Further, it shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your legal and/or other 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 Directors, Promoters, Principal Adviser, Sole Underwriter and Placement Agent nor any other adviser in relation to our IPO will accept any responsibility or liability if any application made by you shall become illegal, unenforceable or void in any country or jurisdiction.

ELECTRONIC PROSPECTUS/INTERNET SHARE APPLICATION

This Prospectus can also be viewed or downloaded from Bursa Securities' website at 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. 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 or Participating Securities Firms. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms.

If you are in doubt as to the validity or integrity of the Electronic Prospectus, you should immediately request from us, our Principal Adviser 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 contents of 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, or 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 or Participating Securities Firms, you are advised that:

- (i) the Internet Participating Financial Institutions or Participating Securities Firms 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 or Participating Securities Firms which may be viewed via your web browser or other relevant software;
- (ii) the Internet Participating Financial Institutions or Participating Securities Firms 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 or Participating Securities Firms and thereafter communicated or disseminated in any manner to you or other parties; and
- (iii) 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.

The Internet Participating Financial Institutions or Participating Securities Firms 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 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 dates:

Event(s)	Indicative Date(s)
Opening of the application period for our IPO	[•]
Closing of the application period for our IPO	[•]
Balloting of Applications	[•]
Allotment of our IPO Shares to successful Applicants	[•]
Listing on the Main Market	[•]

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

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PRESENTATION OF INFORMATION

All references to “our Company” or “Geohan” in this Prospectus are to Geohan Corporation Berhad (Registration No. 201601003474 (1174400-V)). All references to “our Group” or “Geohan Group” are to our Company and our Subsidiaries taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires.

All references to “you” are to our prospective investors.

All references to the “Promoters” are to Rogamas Sdn Bhd, Lee Kim Seng, Ir. Oh Chin Wah and Lee Jie Min. Unless the context otherwise requires, references to “Management” are to our Managing Director, Non-Independent Executive Directors and Key Senior Management 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, all references to the “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia, and references to “SGD” and “cent” are to the lawful currency of Singapore. 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 thousandth or two (2) decimal places. 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 provisions of the statutes, rules, regulations, enactments or rules of stock exchange in this Prospectus shall (where the context admits) be construed as a 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-enactments to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

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 IMR Report prepared by SMITH ZANDER, an independent market researcher. We have appointed SMITH ZANDER to provide an independent market and industry review. In compiling their data for the review, SMITH ZANDER had relied on their 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. Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot assure you that the projections will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

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

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.

FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than statements of historical facts, 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 materially differ 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 for our services and general industry environment;
- (ii) our business strategies, trends and competitive position;
- (iii) our plans and objectives for future operations;
- (iv) our future potential growth opportunities;
- (v) our future financial position, earnings, cash flows and liquidity;
- (vi) our ability to pay future dividends; and
- (vii) the regulatory environment and effects of future 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. 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) the general economic, business, social, political and investment environment in Malaysia and globally;
- (ii) the competitive environment in the industry in which we operate;
- (iii) reliance on approvals, licenses and permits;
- (iv) availability and fluctuations in prices of raw materials;
- (v) activities and financial position of our customers, suppliers and other business partners;
- (vi) finance costs, interest rates, tax rates and foreign exchange rates;
- (vii) legislation, regulatory and government policy changes affecting us or countries where we conduct our business;
- (viii) fixed and contingent obligations and commitments; and
- (ix) any other factors beyond our control which include terrorist acts, pandemics, epidemics or natural disasters.

Additional factors that could cause our actual results, performances or achievements to differ materially include, but are not limited to those discussed in Section 8 of this Prospectus on “Risk Factors” and Section 11.3 of this Prospectus on “Management’s Discussion and Analysis of Financial Conditions 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 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 CMA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

DEFINITIONS

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

COMPANIES WITHIN OUR GROUP

Geohan or Company	: Geohan Corporation Berhad (Registration No. 201601003474 (1174400-V))
Geohan Group or Group	: Geohan and our Subsidiaries, collectively
GESB	: Geohan Equipment Sdn Bhd (Registration No. 199901010497 (485397-P))
GHSB	: Geohan Holding Sdn Bhd (Registration No. 199201012903 (244406-A))
GMSB	: Geohan Mix Sdn Bhd (Registration No. 200301025819 (628239-X))
GPL	: Geohan Pte Ltd (Registration No. 200707631N)
GSB	: Geohan Sdn Bhd (Registration No. 199601042113 (414466-K))
Subsidiaries	: GESB, GHSB, GMSB, GPL and GSB, collectively

GENERAL

Acquisitions : Acquisition of Equity Interests from Vendors and Acquisition of Equity Interests from GHSB and GSB, collectively

Acquisition of Equity Interests from Vendors : Acquisition by our Company of the equity interests in GHSB, GESB and GSB for a total purchase consideration of approximately RM131,522,915, which was satisfied entirely by the issuance and allotment of 307,871,992 new Shares in aggregate at an issue price of RM0.4272 per Share to the Vendors, comprising:

- (i) entire issued share capital of GHSB of RM11,788,000 comprising 11,788,000 GHSB Shares from Lee Kim Seng and Rogamas, for a total purchase consideration of RM115,247,880, which was satisfied entirely by the issuance and allotment of 269,775,000 new Shares in aggregate;
- (ii) 14.09% of the issued share capital of GESB of RM2,818,000 comprising 2,818,000 GESB Shares from Lee Kim Seng and Ir. Oh Chin Wah, for a total purchase consideration of RM9,135,672, which was satisfied entirely by the issuance and allotment of 21,385,000 new Shares in aggregate; and
- (iii) approximately 14.09% of the issued share capital of GSB of RM1,239,999 comprising 1,239,999 GSB Shares from Lee Kim Seng and Ir. Oh Chin Wah, for a total purchase consideration of approximately RM7,139,363, which was satisfied entirely by the issuance and allotment of 16,711,992 new Shares in aggregate

This acquisition was completed on [●]

DEFINITIONS (Cont'd)

Acquisition of Equity Interests from GHSB and GSB	:	Acquisition by our Company of the equity interests in GESB, GSB, GMSB and GPL for a total purchase consideration of RM26,410,000, which shall be settled in such manner and on such terms as may be agreed between the Company and GHSB and GSB, comprising: <ul style="list-style-type: none"> (i) 85.91% of the issued share capital of GESB of RM17,182,000 comprising 17,182,000 GESB Shares from GHSB, for a total purchase consideration of RM17,900,000; (ii) approximately 85.91% of the issued share capital of GSB of RM7,560,001 comprising 7,560,001 GSB Shares from GHSB, for a total purchase consideration of RM7,730,000; (iii) entire issued share capital of GMSB of RM750,000 comprising 750,000 GMSB Shares from GSB, for a total purchase consideration of RM700,000; and (iv) entire issued share capital of GPL of SGD50,000 comprising 50,000 GPL Shares from GSB, for a total purchase consideration of RM80,000 (equivalent to approximately SGD23,792, computed based on the exchange rate of RM100:SGD29.74 on 21 April 2025 as published by the Monetary Authority of Singapore) <p>This acquisition was completed on [●]</p>
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent
AGM	:	Annual General Meeting
AIS or Principal Adviser or Sole Underwriter or Placement Agent	:	Alliance Islamic Bank Berhad (Registration No. 200701018870 (776882-V))
Applicant(s)	:	Applicant(s) for the subscription of our IPO Shares by way of Application Forms or Electronic Share Application and/or Internet Share Application
Application(s)	:	Application(s) for our IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
Application Form(s)	:	Printed application form(s) for the Application of our IPO Shares
ATM(s)	:	Automated teller machine(s)
Authorised Financial Institution	:	Authorised financial institution participating in the Internet Share Application, with respect to payments for our IPO Shares
BCA	:	Building and Construction Authority of Singapore
Board	:	Board of Directors of our Company

DEFINITIONS (Cont'd)

Bumiputera	: In the context of:
	(i) individuals – Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;
	(ii) companies – a company which fulfils, among others, the following criteria or such other criteria as may be imposed by the MITI:
	(a) registered under the Act as a private company;
	(b) its shareholders are 100.00% Bumiputera; and
	(c) its board of directors (including its staff) are at least 51.00% Bumiputera; and
	(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
Bursa Depository or Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	: Compound annual growth rate
CCC or CF	: Certificate of completion and compliance or certificate of fitness for occupation permit or such certificate by any other name or permit issued by the relevant authority in Malaysia under the relevant legislation applicable at the material time
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
CDS Account(s)	: 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
CIDB	: Construction Industry Development Board Malaysia
CIDB Act 1994	: Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994
CMGD	: Certificate of Making Good Defects
CMSA	: Capital Markets and Services Act 2007
COA	: Certificate of Accommodation
Constitution	: Constitution of our Company
COVID-19	: Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
CPC	: Certificate of Practical Completion
CRS	: Contractors Registration System maintained by the BCA
DBKL	: Dewan Bandaraya Kuala Lumpur

DEFINITIONS (Cont'd)

Depositor	: A holder of a CDS Account
Director(s)	: Director(s) of our Company within the meaning given in Section 2 of the CMSA. In the context of our IPO, the Director(s) are Dato' Ir. Dr. Mohd Asbi Bin Othman, Lee Kim Seng, Ir. Oh Chin Wah, Lee Jie Min, Datuk Choy Kah Yew, Serene Hiew Mun Yi and Soh Eng Hooi, collectively
DOSH	: Department of Occupational Safety and Health Malaysia
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 Person(s)	: Eligible Director(s), employee(s) and persons who have contributed to the success of our Group and are eligible to participate in the Pink Form Allocation, collectively
EMSHAA 1990	: Employees' Minimum Standards of Housing, Accommodations and Amenities Act 1990
EPF	: Employees Provident Fund
EPS	: Earnings per Share
ESG	: Environmental, social and governance
Equity Guidelines	: Equity Guidelines issued by the SC
Excel Engineering	: Excel Engineering & Construction Sdn Bhd (Registration No. 199301019661 (274399-K))
Financial Years Under Review	: FYE 2022, FYE 2023 and FYE 2024, collectively
FYE(s)	: Financial year(s) ended/ending 31 December, as the case may be
Geohan Share(s) or Share(s)	: Ordinary share(s) in Geohan
GESB Share(s)	: Ordinary share(s) in GESB
GHSB Share(s)	: Ordinary share(s) in GHSB
GMSB Share(s)	: Ordinary share(s) in GMSB
Government	: Government of Malaysia
GP	: Gross profit
GPL Share(s)	: Ordinary share(s) in GPL
Grant Thornton or Reporting Accountants	: Grant Thornton Malaysia PLT (201906003682 (LLP0022494-LCA) & AF 0737)

DEFINITIONS (Cont'd)

GSB Share(s)	: Ordinary share(s) in GSB
IFRS	: International Financial Reporting Standards as issued by the International Accounting Standards Board
IMR Report	: Independent Market Research Report on the Foundation and Geotechnical Industry in Malaysia and Singapore prepared by SMITH ZANDER as set out in Section 7 of this Prospectus
IMR or SMITH ZANDER	: Smith Zander International Sdn Bhd (Registration No. 201301028298 (1058128-V)), the independent market researcher
Independent Valuer or Rahim & Co	: Rahim & Co International Sdn Bhd (Registration No. 201501001265 (1126597-X)), the independent valuer
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 15 of this Prospectus
Internet Share Application	: Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institution(s) or Participating Securities Firm(s)
IPO	: Initial public offering of our IPO Shares in conjunction with the listing and quotation of our entire enlarged issued share capital on the Main Market
IPO Price	: The price of RM[●] per IPO Share
IPO Share(s)	132,000,000 new Shares, representing 30.00% of our enlarged issued share capital, which are to be issued pursuant to the Public Issue and subject to the terms and conditions of this Prospectus
IRB	: Inland Revenue Board of Malaysia
ISO	: International Organization for Standardization
Issuing House	: Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X))
ITA 1967	: Income Tax Act 1967
Key Senior Management	: Key senior management of our Company comprising Low Kok Din, Lai Chee Yong and Ir. Jeremy Lim Wei
LGA 1976	: Local Government Act 1976
Listing	: Admission of our Company to the Official List and the listing and quotation of our entire enlarged share capital on the Main Market
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
Listing Scheme	: Comprising the Acquisitions, Public Issue, Share Transfer and Listing, collectively
LPD	: 10 May 2025, being the latest practicable date prior to the registration of this Prospectus with the SC
Main Market	: Main Market of Bursa Securities

DEFINITIONS (Cont'd)

Malaysian Public	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day(s)	: 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
MCCG	: Malaysian Code on Corporate Governance issued by the SC
MCO	: The nationwide movement control order imposed by the Government 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
MFRS	: Malaysian Financial Reporting Standards
MIA	: Malaysia Institute of Accountants
MICPA	: Malaysian Institute of Certified Public Accountants
MIDA	: Malaysian Investment Development Authority
MITI	: Ministry of Investment, Trade and Industry of Malaysia
MODTCL	Ministry of Domestic Trade and Cost of Living of Malaysia
Moratorium Shareholders or shareholders whose securities are subject to moratorium	: A controlling shareholder, a person connected to a controlling shareholder, and an executive director who is a substantial shareholder of our Company, or any other person as specified by the SC. In the context of our IPO, the Moratorium Shareholders are Rogamas, Lee Kim Seng, Ir. Oh Chin Wah, Lee Jie Min and Lim Tsui Ning, collectively
MPHS	: Majlis Perbandaran Hulu Selangor
MyIPO	: Intellectual Property Corporation of Malaysia
N/A	: Not applicable or not available
NA	: Net assets
NBV	: Net book value
Nil	: None
Non-Independent Executive Director(s)	: Non-independent executive director(s) of our Company, namely Lee Kim Seng (as our Managing Director), Ir. Oh Chin Wah and Lee Jie Min, collectively
Official List	: A list specifying all securities which have been admitted for listing on the Main Market and have not been removed
Participating Financial Institution(s)	: The participating financial institution(s) for the Electronic Share Application, as listed in Section 15 of this Prospectus
PAT	: Profit after taxation
PBT	: Profit before taxation
PE Multiple	: Price-to-earnings multiple
Pink Form Allocation	: Allocation of 11,000,000 IPO Shares to the Eligible Persons pursuant to the Public Issue

DEFINITIONS (Cont'd)

PPE	: Property, plant and equipment
Prescribed Security	: 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
Promoter(s)	: Rogamas, Lee Kim Seng, Ir. Oh Chin Wah and Lee Jie Min, collectively
Prospectus	: This Prospectus dated [●] in respect of our IPO
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Public Issue	: Public issue of 132,000,000 IPO Shares, representing 30.00% of our enlarged issued share capital, at the IPO Price, comprising: <ul style="list-style-type: none"> (i) 22,000,000 IPO Shares, representing 5.00% of our enlarged issued share capital, made available for application by the Malaysian Public via balloting; (ii) 11,000,000 IPO Shares, representing 2.50% of our enlarged issued share capital, made available for application by the Eligible Person(s); (iii) 55,000,000 IPO Shares, representing 12.50% of our enlarged issued share capital, made available by way of private placement to Bumiputera investors approved by the MITI; and (iv) 44,000,000 IPO Shares, representing 10.00% of our enlarged issued share capital, made available by way of private placement to institutional and selected investors
QESH	: Quality, Environment, Safety and Health
Record of Depositors	: A record provided by Bursa Depository to our Company under the Rules of Bursa Depository
Rogamas	: Rogamas Sdn Bhd (Registration No. 200001006270 (508875-T))
Rules of Bursa Depository	: The rules of Bursa Depository as issued pursuant to the SICDA
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SDBA 1974	: Street, Drainage and Building Act 1974
Selangor UBBL 1986	: Selangor Uniform Building By-Laws 1986
Share Registrar	: Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))
Share Transfer	: Share transfer by Lee Kim Seng of 114,367,200 Shares to Rogamas during the prescription period
SICDA	: Securities Industry (Central Depositories) Act 1991
SOCSSO	: Social Security Organisation, also known as PERKESO (Pertubuhan Keselamatan Sosial)
SOP(s)	: Standard operating procedure(s)

DEFINITIONS (Cont'd)

SSA(s)	: Share sale and purchase agreement(s) dated 22 April 2025 entered into between our Company (as the purchaser), and the respective shareholders of the companies (as the vendors) under the Acquisitions
UK	: United Kingdom of Great Britain and Northern Ireland
Underwriting Agreement	: The underwriting agreement dated [●] entered into between our Company and our Sole Underwriter pursuant to our IPO
USA	: United States of America
WIP	: Work-in-progress
Valuation Certificate(s)	: The valuation certificate(s) all dated 21 April 2025 issued by the Independent Valuer in respect of the following Property Assets: <ul style="list-style-type: none"> (i) Bukit Beruntung No. 17; (ii) Bukit Beruntung No. 23; (iii) 3 Tower Level 10 and 3 Tower Level 13; and (iv) DS Property
Vendors	: Rogamas, Lee Kim Seng and Ir. Oh Chin Wah, collectively

OPERATING LOCATIONS OF THE GROUP

Bukit Beruntung Depot	: Lot 16358, Jalan Jasmine 6, Seksyen BB 10, 48300 Bukit Beruntung, Rawang, Selangor
Headquarters	: Headquarters of the Group comprises Lot 40 Property and Lot 42 Property, collectively
Lot 40 Property	: No. 40, Jalan Datuk Sulaiman, Taman Tun Dr Ismail, 60000 Wilayah Persekutuan Kuala Lumpur
Lot 42 Property	: No. 42A & 42B, Jalan Datuk Sulaiman, Taman Tun Dr Ismail, 60000 Wilayah Persekutuan Kuala Lumpur

PROPERTY ASSETS

3 Tower Level 10	: Unit No. T3-10-20, Tower 3, Menara 3, No. 296, Jalan Ampang, 50450 Kuala Lumpur
3 Tower Level 13	: Unit No. T3-13-13, Tower 3, Menara 3, No. 296, Jalan Ampang, 50450 Kuala Lumpur
Bukit Beruntung No. 17	: No. 17, Jalan Adenium 3A/2, Seksyen BB5, Bandar Bukit Beruntung, 48300 Rawang, Selangor Darul Ehsan
Bukit Beruntung No. 23	: No. 23, Jalan Adenium 3A/3, Seksyen BB5, Bandar Bukit Beruntung, 48300 Rawang, Selangor Darul Ehsan
DS Property	: Unit No. A-18-06, Block A, Damansara Seresta, Persiaran Meranti, Bandar Sri Damansara, PJU 9, 52200 Petaling Jaya, Selangor Darul Ehsan

CURRENCIES AND UNITS

GFA	: Gross floor area
RM and sen	: Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia
SGD and cent	: Singapore Dollar and cent, respectively, the lawful currency of Singapore
sq. ft.	: Square feet
sq. m.	: Square metres
%	: Per centum

GLOSSARY OF TECHNICAL TERMS

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:

Admixture	: A substance added into concrete to alter its properties such as workability, durability and permeability
API	: American Petroleum Institute
API pipes	: Steel pipes that adhere to the specifications of the API which are commonly utilised in different industries, including foundation and geotechnical as well as construction industries
Cement grout	: A composite material made of water, cement and sand typically used in foundation works and geotechnical works to fill drilled shafts
Chemical grouting	: A ground improvement technique where chemical solutions such as silicates, acrylates or polyurethanes are injected into the soil underground, binding underground soil in place as it permeates between soil particles and solidifies
Cohesive soil	: A type of soil that have high water retention and adhesive properties, such as clay and silt
Compaction grouting	: A ground improvement technique where a thick grout is pumped into the ground, thus compacting and densifying the surrounding soil particles
Dynamic load test	: A test conducted to evaluate the load-bearing capacity of piling systems under dynamic loads by applying a substantial impact load to the test piles to assess the integrity and strength of the foundation system
Geotextile	: A permeable geosynthetic (i.e. products made of synthetic materials) textile commonly used to increase soil stability, provide erosion control and promote drainage
Hilly terrain	: Refers to a land area of moderate to high elevation consisting of a series of hills and varying slopes
In-situ	: Means “at the construction site” or “on site”
Instrumented bi-directional load test	: A test conducted to evaluate the load-bearing capacity of piling systems by installing hydraulic jacks within the test piles, which apply upward and downward loads from within the pile simultaneously to test both upper and lower sections of the piles
Jet grouting	: A ground improvement technique where cement grout is injected into the soil underground, mixing with the soil particles to form a stronger mass when the cement grout solidifies
Load-bearing capacity	: Refers to the maximum amount of weight a structure can support without experiencing failure
Mulch	: A protective layer in the form of loose coverings or sheets that is spread on the surface of the soil to promote the germination of seeds by assisting in amongst others, the retention of soil moisture, suppression of the growth of weeds as well as the protection of plant roots from extreme temperatures
Permeability	: Refers to the capacity or ability of the ground to enable fluid to pass through it

GLOSSARY OF TECHNICAL TERMS (Cont'd)

Saturated soil	: A soil condition where the spaces between soil particles are saturated with groundwater, resulting in the soil to be at its maximum moisture content. Saturated soil is often present in areas in proximity to water bodies
Site setting out	: Refers to the process of transferring the dimensions and measurements of a structure to the site actual location according to the drawing
Static axial compression load test	: A test conducted to evaluate the load-bearing capacity of piling systems by gradually applying load to test piles, simulating the weight of the structures to be constructed above the piling systems
Telemetry system	: A system that measures, collects and transmits historical and real time data from remote systems to a central system for monitoring and analysis
Tremie pipe	: A vertical pipe used to fill concrete into excavated shafts or areas
Topography	: Refers to the natural features, terrain and landscape of a land
Tube-a-manchette pressure grouting	: A ground improvement technique where grout is pumped into the ground with perforated pipes which allows the injection of grout at selected intervals
Water table	: Refers to the boundary between the saturated soil and unsaturated soil (i.e. soil that is not saturated with groundwater)
Water-tightness	: Refers to the ability of a material to prevent the passage of fluid

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TABLE OF CONTENTS

	PAGE
1. CORPORATE DIRECTORY	1
2. APPROVALS AND CONDITIONS	
2.1 APPROVALS FROM RELEVANT AUTHORITIES	6
2.2 MORATORIUM ON SALE OF SHARES	7
3. PROSPECTUS SUMMARY	
3.1 PRINCIPAL DETAILS OF OUR IPO	8
3.2 BACKGROUND INFORMATION OF OUR GROUP AND BUSINESS OPERATIONS	8
3.3 COMPETITIVE ADVANTAGES AND KEY STRENGTHS	11
3.4 BUSINESS STRATEGIES AND FUTURE PLANS	11
3.5 RISK FACTORS	12
3.6 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS OF OUR GROUP	14
3.7 DIRECTORS AND KEY SENIOR MANAGEMENT OF OUR GROUP	15
3.8 USE OF PROCEEDS	15
3.9 FINANCIAL HIGHLIGHTS	16
3.10 DIVIDEND POLICY	17
4. PARTICULARS OF OUR IPO	
4.1 DETAILS OF OUR IPO	18
4.2 BASIS OF ARRIVING AT THE IPO PRICE	26
4.3 DILUTION	27
4.4 OBJECTIVES OF OUR IPO	28
4.5 USE OF PROCEEDS	28
4.6 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE	30
4.7 SALIENT TERMS OF THE UNDERWRITING AGREEMENT	31
5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT	
5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS	32
5.2 DIRECTORS AND KEY SENIOR MANAGEMENT	40
5.3 BOARD PRACTICES	68
5.4 REMUNERATION OF DIRECTORS AND KEY SENIOR MANAGEMENT	72
5.5 MANAGEMENT REPORTING STRUCTURE	75
5.6 DECLARATIONS BY EACH PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT	76
5.7 FAMILY RELATIONSHIPS AND ASSOCIATIONS	76
5.8 SERVICE AGREEMENTS	77

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TABLE OF CONTENTS (Cont'd)

	PAGE
6. INFORMATION ON OUR GROUP	
6.1 INFORMATION ON OUR GROUP	78
6.2 INFORMATION ON OUR SUBSIDIARIES	84
6.3 PRINCIPAL ACTIVITIES	89
6.4 LOCATION OF OPERATIONS	107
6.5 MATERIAL MACHINERY AND EQUIPMENT	107
6.6 MARKETING STRATEGIES AND ACTIVITIES	109
6.7 OPERATING CAPACITY, OUTPUT AND UTILISATION	110
6.8 PROCESS FLOW	111
6.9 QUALITY ASSURANCE AND QUALITY CONTROL	114
6.10 TYPES, SOURCES AND AVAILABILITY OF MATERIALS AND SERVICES	115
6.11 MAJOR CUSTOMERS	116
6.12 MAJOR SUPPLIERS	120
6.13 RESEARCH AND DEVELOPMENT	122
6.14 TECHNOLOGY USED	122
6.15 SEASONALITY	122
6.16 INTERRUPTIONS TO OUR BUSINESS AND OPERATIONS	122
6.17 COMPETITIVE STRENGTHS	122
6.18 BUSINESS STRATEGIES AND FUTURE PLANS	126
6.19 EMPLOYEES	128
6.20 MAJOR APPROVALS, LICENCES, PERMITS	129
6.21 INTELLECTUAL PROPERTY RIGHTS, PATENTS, TRADEMARKS, AND REGISTRATIONS	130
6.22 MATERIAL DEPENDENCY ON CONTRACTS	131
6.23 MATERIAL PROPERTIES	132
6.24 GOVERNING LAWS AND REGULATIONS	140
6.25 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES	157
7. IMR REPORT	161
8. RISK FACTORS	
8.1 RISKS RELATING TO THE BUSINESS AND OPERATIONS OF OUR GROUP	173
8.2 RISKS RELATING TO OUR INDUSTRY	180
8.3 RISKS RELATING TO INVESTMENT IN OUR SHARES	183
9. RELATED PARTY TRANSACTIONS	
9.1 RELATED PARTY TRANSACTIONS	186
9.2 OUTSTANDING LOANS AND/OR FINANCIAL ASSISTANCE	188
9.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST	194
10. CONFLICT OF INTEREST	
10.1 CONFLICT OF INTEREST	195
10.2 DECLARATION BY ADVISERS ON CONFLICT OF INTEREST	197

TABLE OF CONTENTS (Cont'd)

	PAGE
11. FINANCIAL INFORMATION	
11.1 HISTORICAL AUDITED COMBINED FINANCIAL INFORMATION	199
11.2 CAPITALISATION AND INDEBTEDNESS	202
11.3 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	203
11.4 SIGNIFICANT FACTORS MATERIALLY AFFECTING OUR OPERATIONS AND FINANCIAL RESULTS	224
11.5 LIQUIDITY AND CAPITAL RESOURCES	228
11.6 KEY FINANCIAL RATIOS	238
11.7 TREND INFORMATION	243
11.8 ORDER BOOK	243
11.9 SIGNIFICANT CHANGES	243
11.10 DIVIDEND POLICY	244
11.11 REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION	245
12. ACCOUNTANTS' REPORT	262
13. VALUATION CERTIFICATES	321
14. ADDITIONAL INFORMATION	
14.1 EXTRACT OF OUR CONSTITUTION	346
14.2 SHARE CAPITAL	352
14.3 LIMITATION ON THE RIGHT TO OWN SECURITIES	353
14.4 PUBLIC TAKE-OVERS	353
14.5 EXCHANGE CONTROLS/REPATRIATION OF CAPITAL AND REMITTANCE OF PROFIT	353
14.6 MATERIAL LITIGATION, CLAIMS AND ARBITRATION	353
14.7 MATERIAL CONTRACTS	354
14.8 CONSENTS	355
14.9 RESPONSIBILITY STATEMENTS	355
14.10 DOCUMENTS FOR INSPECTION	356
15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE	
15.1 OPENING AND CLOSING OF APPLICATIONS	357
15.2 METHODS OF APPLICATIONS	357
15.3 ELIGIBILITY	358
15.4 PROCEDURES FOR APPLICATION BY WAY OF APPLICATION FORMS	359
15.5 PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS	360
15.6 PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS	360
15.7 AUTHORITY OF OUR BOARD AND ISSUING HOUSE	361
15.8 OVER/UNDER SUBSCRIPTION	361
15.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS	362
15.10 SUCCESSFUL APPLICANTS	363
15.11 ENQUIRIES	363
ANNEXURE A – MAJOR APPROVALS, LICENCES, PERMITS	A-1