

2. 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.

2.1 PRINCIPAL DETAILS OF IPO

The following details relating to our IPO are derived from the full text of this Prospectus and should be read in conjunction with that text.

No. of Shares to be issued and amount to be raised under the Public Issue (Shares/RM)	122,409,000 /	RM[●]
No. of Shares to be offered and amount to be raised under the Offer for Sale (Shares/RM)	48,963,600 /	RM[●]
Enlarged no. of Shares upon Listing		489,634,083
IPO Price per Share		RM[●]
Market capitalisation (calculated based on our IPO Price and enlarged no. of Shares upon Listing)		RM[●]

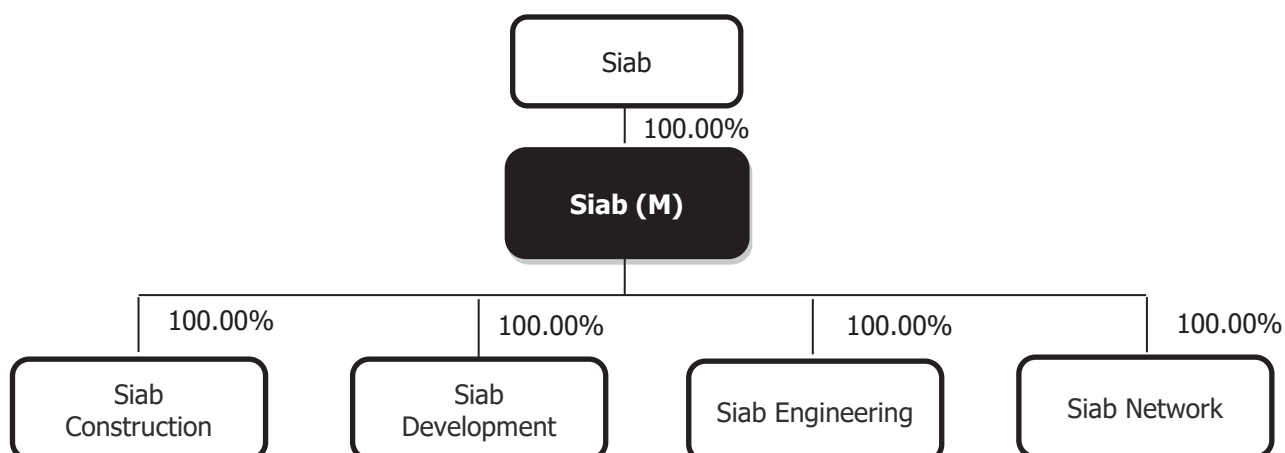
Further details of our IPO are set out in Section 4.

Our Promoters' entire shareholdings after IPO will be held under moratorium for 6 months from the date of Listing. Further details on the moratorium on our Shares are set out in Section 3.2.

2.2 GROUP STRUCTURE AND BUSINESS OVERVIEW

Our Company was incorporated in Malaysia on 30 December 2020 under the Act as a private limited company under the name Siab Holdings Sdn Bhd. We converted into a limited company on 24 June 2021 and assumed our present name.

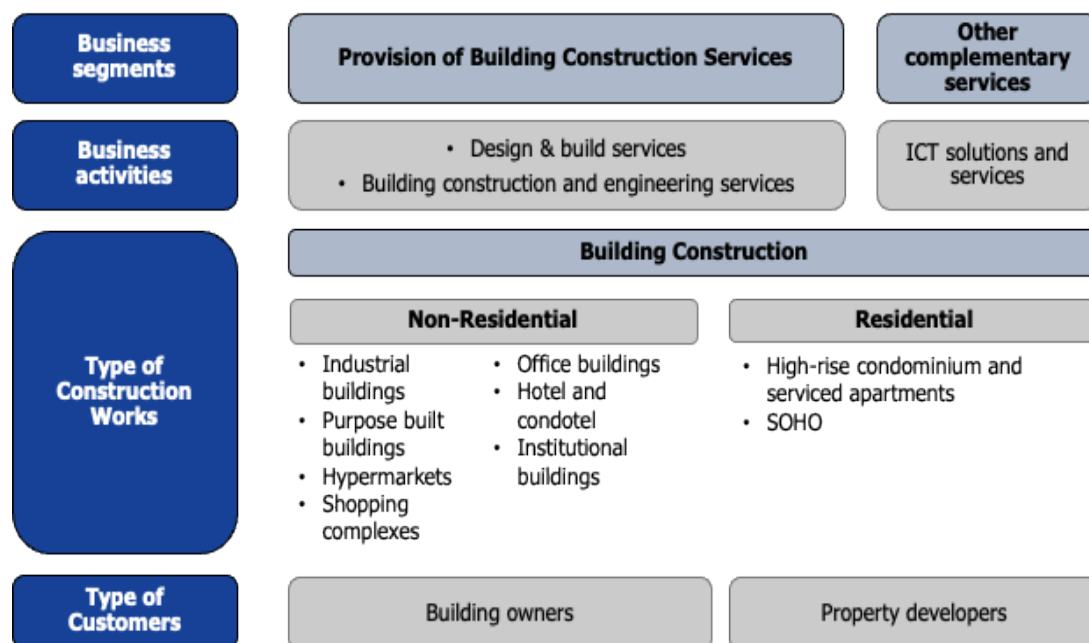
Our Company was incorporated to facilitate our Listing and our principal activity is that of an investment holding company. Our Group structure as at LPD is as follows:



2. PROSPECTUS SUMMARY (Cont'd)

Through our subsidiaries, we are principally involved in the provision of building construction services. To complement our building construction services, we also provide ICT solutions and services.

The following is an overview of our Group's business model:



Our revenue breakdown by segments are as follows:

	FYE 2018		FYE 2019		FYE 2020	
	RM'000	%	RM'000	%	RM'000	%
Building construction						
• Residential	114,711	78.89	154,273	63.52	118,946	43.51
• Non-Residential	28,971	19.92	88,607	36.48	154,102	56.37
Other	1,737	1.19	8	*	340	0.12
complementary services ⁽¹⁾						
	145,419	100	242,888	100.00	273,388	100.00

Notes:

* Represents less than 0.01%.

(1) Revenue derived from ICT solutions and services.

Our revenue for FYE 2018 to FYE 2020 was derived in Malaysia and from the construction of non-residential buildings and residential buildings. Moving forward, the construction segment will continue to contribute largely to our revenue.

As at LPD, our unbilled order book amounted to RM454.72 million which represents 2.06 times of our average revenue of RM220.57 million, calculated based on our audited revenue for FYE 2018 to FYE 2020. This order book to revenue ratio of 2.06 times is an indication of our revenue for the next 2 financial years.

Further details of our Group and our business overview are set out in Sections 6 and 7.

2. PROSPECTUS SUMMARY (Cont'd)

2.3 COMPETITIVE STRENGTHS

Our Directors believe that our business sustainability and future growth is built on the following competitive strengths:

- (i) We have a proven track record in the construction industry. We are registered G7 contractors with CIDB, which allows us to undertake projects of any size and unlimited contract value within Malaysia. Our track record in participating in various types of building construction projects has enabled us to secure diverse building construction projects and provide us with opportunities to grow and sustain our business moving forward;
- (ii) We are led by our Managing Director, Ng Wai Hoe who has 24 years of experience covering project and operations management in the construction and related industry. Our Board is also represented by our Executive Directors Lim Mei Hwee and Tan Sok Moi, and other key senior management, all of whom have valuable experience in the building construction industry;
- (iii) We are committed to delivering quality projects. We have implemented an integrated management system, which combines our quality management system, environmental management system and occupational health and safety management system into a single framework with unified objectives. It was assessed and accredited with internationally recognised standards namely ISO9001:2015, ISO14001:2015 and ISO45001:2018 by SIRIM QAS International Sdn Bhd;
- (iv) We have experience and capabilities in carrying out a wide variety of building construction projects which includes:
 - non-residential buildings such as commercial buildings (office towers and shopping complex), institutional buildings (hospital), industrial buildings (warehouse and factory); and
 - residential buildings such as high-rise apartments and condominiums.

Further details of our competitive strengths are set out in Section 7.16.

2.4 BUSINESS STRATEGIES

Our business objectives are to maintain sustainable growth in our business and create long term shareholders' value. To achieve our business objectives, we will implement the following business strategies over the period of 24 months from the date of our Listing:

- (i) Establishing our own storage facility that will provide additional capacity for storage in line with our future plans of investing and purchasing additional construction related machinery and equipment as well as provide a location to undertake maintenance works for our existing and new construction machinery and equipment that are not in use;
- (ii) Investment to support our expansion plans:
 - We intend to further expand our building construction activities by participating in tenders for higher value high-rise construction projects and other types of buildings. To enhance our capacity and capability to tender for more building construction projects and to cater for future projects, we

2. PROSPECTUS SUMMARY (Cont'd)

intend to invest and purchase new construction machinery and equipment to support our expansion plans; and

- We also intend to expand our presence into the civil engineering segment, focusing on the construction of roads, bridges and highways.
- (iii) Enhance our design and build services through hiring experienced individuals to strengthen our technical capabilities and purchase of BIM system software. The application of BIM system software is expected to contribute to more efficient project management.

Further details of our business strategies are set out in Section 7.17.

2.5 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risk factors as set out in Section 9. Some of the more important risk factors are summarised below:

- (i) Our business operations and financial performance may be affected due to the outbreak of the COVID-19 pandemic and possible similar future outbreaks of viruses. A spread of such diseases amongst our employees or our subcontractors' employees as well as the resulting quarantine and closure of offices and construction sites may affect our ability to carry out our business. These disruptions to our business operations will in turn delay our project delivery, which may consequently result in an adverse impact on our financial performance;
- (ii) Our projects are generally awarded on a project-to-project basis and as such, there is no assurance of the continuity of one project to the next project. Construction projects are generally awarded based on competitive tendering and our Group is required to bid competitively for all the projects we wish to secure. As such, our Group faces the risk of not being able to secure all the projects tendered. We also face the risk that our existing order book may be reduced due to termination of ongoing projects or reduction in our scope of work which reduces the contract value. Any significant decline in our order book could adversely affect our Group's sustainability and prospects;
- (iii) Any unanticipated increase in costs associated with our construction projects may impair our financial performance such as lower than anticipated productivity, higher costs of materials and subcontractors, delay in the availability of financing and political or social disruptions, amongst others;
- (iv) We face possible delays in the completion of construction projects and potential reduction, termination and/ or revision in the scope of work. Our construction projects are subject to budgets and scope of works, to be delivered within stipulated timelines. Therefore any extensions or delays in a project may result in increased construction overheads and might attract a negative reputation and legal uncertainties such as the imposition of LAD by our clients;
- (v) Our construction activities are subject to the sufficient supply of construction materials at competitive prices as our construction materials are price sensitive; and
- (vi) We are dependent on the services of our subcontractors for our construction works. Any failure by a subcontractor to fulfil its contractual obligation may lead to delay in the completion of the project or penalties imposed on our Group by our clients. If we are unable to claim such penalties from our subcontractors, our Group may be

2. PROSPECTUS SUMMARY (Cont'd)

liable for such costs and this could adversely affect our Group's financial performance.

2.6 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management are as follows:

Name	Designation
Directors	
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	Independent Non-Executive Chairman
Ng Wai Hoe	Managing Director
Lim Mei Hwee	Executive Director
Tan Sok Moi	Executive Director
Dato' Sri Shahril Bin Mokhtar	Independent Non-Executive Director
Datuk Lim Tong Lee	Independent Non-Executive Director
Andrea Huong Jia Mei	Independent Non-Executive Director
Key senior management	
Koo Seong Hoe	Chief Financial Officer
Cheah Kok Liang	General Manager
Fong Kok Yew	Commercial Manager

Further details of our Directors and key senior management are set out in Section 5.

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2. PROSPECTUS SUMMARY (Cont'd)

2.7 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The shareholdings of our Promoters and substantial shareholders in our Company before and after IPO are set out below:

Name	Nationality/ Country of incorporation	Before IPO ⁽¹⁾			After IPO ⁽²⁾⁽³⁾		
		Direct No. of Shares	Indirect No. of Shares	%	Direct No. of Shares	Indirect No. of Shares	%
Promoters and substantial shareholders							
Ng Wai Hoe	Malaysian	110,167,525	73,445,016 ⁽⁴⁾	30.00	90,582,025	63,652,316 ⁽⁴⁾	18.50
Lim Mei Hwee	Malaysian	73,445,017	-	20.00	62,428,217	-	12.75
Tan Sok Moi	Malaysian	55,083,763	-	15.00	46,515,163	-	9.50
Makmur Baru	Malaysia	73,445,016	-	20.00	63,652,316	-	13.00
Substantial shareholders							
Alam Kota	Malaysia	55,083,762	-	15.00	55,083,762	-	11.25
Dato' Chang Lik Sean	Malaysian	-	55,083,762 ⁽⁵⁾	-	-	55,083,762 ⁽⁵⁾	-
				15.00			11.25

Notes:

- (1) After completion of Acquisition, but before Public Issue and Offer for Sale.
- (2) After Public Issue and Offer for Sale.
- (3) Based on enlarged share capital of 489,634,083 Shares after IPO.
- (4) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Makmur Baru.
- (5) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Alam Kota.

Our Promoters' entire shareholdings after IPO will be held under moratorium for 6 months from the date of Listing. Further details on the moratorium on our Shares are set out in Section 3.2.

2. PROSPECTUS SUMMARY (Cont'd)

2.8 UTILISATION OF PROCEEDS

The estimated gross proceeds from our Public Issue of RM[•] million will accrue entirely to us and are planned to be utilised in the following manner:

Utilisation of proceeds	RM'000	%	Estimated timeframe for utilisation⁽¹⁾
Purchase of land and construction of storage facility	[•]	[•]	Within 24 months
Purchase of machinery and equipment	[•]	[•]	Within 24 months
Purchase of BIM system software	[•]	[•]	Within 24 months
Upgrade software and systems	[•]	[•]	Within 18 months
Office expansion	[•]	[•]	Within 24 months
Working capital	[•]	[•]	Within 12 months
Estimated listing expenses	[•]	[•]	Within 3 months
Total	[•]	[•]	

Note:

(1) From the date of Listing.

There is no minimum subscription to be raised from IPO.

Detailed information on our utilisation of proceeds is set out in Section 4.9.

The gross proceeds from the Offer for Sale of approximately RM[•] million will accrue entirely to the Selling Shareholders.

2.9 OUTBREAK OF COVID-19 PANDEMIC

As a result of MCO 1.0, MCO 2.0, MCO 3.0 and FMCO we have experienced work stoppages and limitation on our workforce capacity at our office and construction sites. Our initial work plans for our ongoing projects have been affected, and thus we have sought EOT from our clients for some of our projects.

Despite MCO 2.0 and MCO 3.0 in 2021, we did not experience material delays or disruptions in terms of our construction activities as economic sectors are allowed to operate during that period, albeit with reduced management staff working in our office. However, the FMCO which began on 1 June 2021 may delay some of our ongoing projects. We will continue to monitor the latest developments and announcements from relevant authorities before assessing the required EOT to complete the ongoing projects.

Over the course of MCO 1.0, MCO 2.0 and MCO 3.0, we neither received any cancellation or suspension of any contracts nor experienced any reduced scope of work or changes in tenders.

Further details on the interruption in our business and operations are set out in Section 7.12.

2. PROSPECTUS SUMMARY (Cont'd)**2.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS**

The selected financial and operational information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

2.10.1 Combined statements of profit or loss and other comprehensive income

The following table sets out the financial highlights based on our combined statements of profit or loss and other comprehensive income for FYE 2018 to 2020:

	FYE 2018	FYE 2019	FYE 2020
	RM'000	RM'000	RM'000
Revenue	145,419	242,888	273,388
GP	11,401	13,795	19,989
PBT	7,784	8,579	15,455
PAT	5,262	6,950	11,043
PAT attributable to owners of our Company	5,243	6,955	11,022
GP margin (%) ⁽¹⁾	7.84	5.68	7.31
PBT margin (%) ⁽²⁾	5.35	3.53	5.65
PAT margin (%) ⁽²⁾	3.62	2.86	4.04
Basic EPS (sen) ⁽³⁾	1.43	1.89	3.00
Diluted EPS (sen) ⁽⁴⁾	1.07	1.42	2.25

Further details on the financial information are set out in Sections 12 and 13.

Notes:

- (1) Calculated based on GP divided by revenue.
- (2) PBT margin and PAT margin are calculated based on the respective PBT and PAT divided by revenue.
- (3) Calculated based on PAT attributable to owners of our Company divided by 367,225,083 enlarged number of Shares in issue before IPO.
- (4) Calculated based on PAT attributable to owners of our Company divided by 489,634,083 enlarged number of Shares in issue after IPO.

There were no exceptional items during the financial years/period under review. Our audited combined financial statements for the past financial years under review were not subject to any audit qualifications. Detailed information on our financial information is set out in Sections 12 and 13.

2. PROSPECTUS SUMMARY (Cont'd)**2.10.2 Pro forma combined statements of financial position**

The following table sets out a summary of the pro forma combined statements of financial position of our Group based on our audited combined financial statements as at 31 December 2020 to show the effects of the subsequent event, Acquisition, IPO and utilisation of proceeds. It is presented for illustrative purposes only and should be read together with the pro forma combined statements of financial position as set out in Section 14.

	As at 31 December 2020⁽¹⁾	I After adjustment for subsequent event and Acquisition	II After I and IPO	III After II and utilisation of proceeds
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Total non-current assets	13,268	13,268	[•]	[•]
Total current assets	152,871	148,871	[•]	[•]
TOTAL ASSETS	166,139	162,139	[•]	[•]
EQUITY AND LIABILITIES				
Share capital	*	36,722	[•]	[•]
Invested equity	1,000	-	[•]	[•]
Reserves	35,719	(4,003)	[•]	[•]
TOTAL EQUITY	36,719	32,719	[•]	[•]
Total non-current liabilities	8,306	8,306	[•]	[•]
Total current liabilities	121,114	121,114	[•]	[•]
TOTAL LIABILITIES	129,420	129,420	[•]	[•]
TOTAL EQUITY AND LIABILITIES	166,139	162,139	[•]	[•]
No. of Shares in issue (NL)/NA per Share (RM)	3 ⁽²⁾ 12,239,670	367,225,083 0.09	[•] [•]	[•] [•]

Notes:

* Less than RM1,000.

(1) Extracted from the Accountants Report set out in Section 13 of this Prospectus.

(2) Our Company was incorporated on 30 December 2020.

Detailed information on our pro forma combined statements of financial position is set out in Section 14.

2. PROSPECTUS SUMMARY (Cont'd)

2.10.3 Key financial ratios

The key financial ratios of our Group as at 31 December 2018, 31 December 2019 and 31 December 2020 are as follows:

	As at 31 December		
	2018	2019	2020
Trade receivables turnover (days) ⁽¹⁾	63	71	69
Trade payables turnover (days) ⁽²⁾	68	74	100
Current ratio (times) ⁽³⁾	1.25	1.17	1.26
Gearing ratio (times) ⁽⁴⁾	0.37	0.68	0.34

Notes:

- (1) Computed based on average opening and closing trade receivables (excluding retention sum) over revenue for the year multiplied by 365 days for each financial year.
- (2) Computed based on average opening and closing trade payables (excluding retention sum) over costs of sales for the year multiplied by 365 days for each financial year.
- (3) Computed based on current assets over current liabilities as at each financial year end.
- (4) Computed based on total borrowings over total equity as at each financial year end.

Further details on the key financial ratios are set out in Section 12.8.

2.10.4 Operational highlights

Following the emergence of our Promoters as the controlling shareholders of Siab (M) in 2013 up to the LPD, we have completed 13 projects with contract value above RM30.00 million (excluding civil engineering construction works project) comprising:

- (i) 4 are residential projects with a total contract value of approximately RM633.67 million; and
- (ii) 9 are non-residential projects with a total contract value of approximately RM832.58 million.

Our total unbilled order book is approximately RM454.72 million as at LPD, comprising RM332.25 million from residential projects and RM122.47 million from non-residential projects.

Further information on our completed projects and order book are set out in Section 7.2.1.2 and 12.13, respectively.

2.11 DIVIDEND POLICY

Our Company presently does not have any formal dividend policy. It is our intention to pay dividends to shareholders in the future. However, such payments will depend upon a number of factors, including our Group's financial performance, capital expenditure requirements, general financial condition and any other factors considered relevant by our Board. Further details of our dividend policy are set out in Section 12.16.