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PROSPECTUS



YX PRECIOUS METALS BHD

(Registration No. 202101001245 (1401543-M))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) IN CONJUNCTION WITH THE LISTING OF YX PRECIOUS METALS BHD (“YXPM” OR “COMPANY”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING PUBLIC ISSUE OF 111,648,000 NEW ORDINARY SHARES IN YXPM (“SHARE(S)”) IN THE FOLLOWING MANNER:

- 18,608,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 11,162,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES, DIRECTORS AND EMPLOYEES OF TOMEI CONSOLIDATED BERHAD (“TOMEI”) AND ITS SUBSIDIARIES AS WELL AS ANY OTHER PERSONS WHO HAVE CONTRIBUTED TO OUR SUCCESS;
- 18,608,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY ALL ENTITLED SHAREHOLDERS OF TOMEI;
- 16,751,200 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- 46,518,800 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY, MALAYSIA,

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

Principal Adviser, Sponsor, Sole Underwriter and Placement Agent



PUBLIC INVESTMENT BANK BERHAD

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

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE SEE “RISK FACTORS” COMMENCING ON PAGE 138.

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

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE 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 THE SHARES BEING OFFERED FOR INVESTMENT.

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

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

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

THIS PROSPECTUS IS DATED [•]

RESPONSIBILITY STATEMENTS

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

PUBLIC INVESTMENT BANK BERHAD (“**PIVB**”), BEING THE PRINCIPAL ADVISER, SPONSOR, 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 THE OFFERING.

STATEMENTS OF DISCLAIMER

APPROVAL HAS BEEN GRANTED BY BURSA MALAYSIA SECURITIES BERHAD (“**BURSA SECURITIES**”) FOR THE LISTING OF AND QUOTATION FOR 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.

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

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

OTHER STATEMENTS

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 (“**CMSA**”) FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THE PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION; OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THE PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

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

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 OR OTHER RELEVANT BODY 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.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY FOR OUR IPO IN MALAYSIA UNDER THE LAWS OF MALAYSIA. OUR IPO SHARES ARE ISSUED IN MALAYSIA SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. OUR DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND PLACEMENT AGENT TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. OUR DIRECTORS, PROMOTER, PRINCIPAL ADVISER, SPONSOR, SOLE UNDERWRITER AND PLACEMENT AGENT HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION NOT CONTAINED IN THIS PROSPECTUS.

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 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 OF OUR ADVISERS IN RELATION TO OUR IPO SHALL ACCEPT RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY YOU BECOMES ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY SUCH COUNTRY OR JURISDICTION.

FURTHER, IT SHALL BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR IPO COMPLIES WITH THE TERMS OF OUR IPO AND WOULD NOT CONTRAVENE ANY LAWS OF ANY 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 SUBJECTED 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. THE CONTENTS OF THE ELECTRONIC PROSPECTUS (AS DEFINED IN THIS PROSPECTUS) AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM AND THAT YOUR INTERNET SHARE APPLICATION (AS DEFINED IN THIS PROSPECTUS) IS 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 INSTITUTION (AS DEFINED IN THIS PROSPECTUS). THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

IF YOU ARE IN DOUBT AS TO THE VALIDITY OR INTEGRITY OF AN 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 THE COPY OF THE 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 TO 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 IN 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 ANY 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 THE 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;
- (II) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION SHALL NOT BE RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF THE 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; 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 THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED AS THE INTERNET IS NOT A FULLY SECURED MEDIUM.

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 THE ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT OR FAULTS WITH THE WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT OR FAULTS ON YOU 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.

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INDICATIVE TIMETABLE

The following events are intended to take place on the following tentative dates:

Event	Date
Entitlement Date	[•]
Opening of the application period for the IPO	[•]
Closing of the application period for the IPO	[•]
Balloting of applications	[•]
Allotment of IPO Shares to successful applicants	[•]
Listing on the ACE Market	[•]

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

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP

EASB	:	Emas Assayer Sdn Bhd (200001010661 (513267-X))
GPM	:	Gemas Precious Metals Industries Sdn Bhd (199701010600 (426096-W))
GRSB	:	GPM Refinery Sdn Bhd (202001025072 (1381392-H))
YXG	:	Yi Xing Goldsmith Sdn Bhd (198701006292 (164963-M))
YXPM or Company	:	YX Precious Metals Bhd (202101001245 (1401543-M))
YXPM Group or Group	:	YXPM and the Subsidiaries, collectively
Subsidiaries	:	EASB, GPM, GRSB and YXG, collectively

GENERAL

ACE Market	:	ACE Market of Bursa Securities
Acquisitions	:	Acquisition of EASB, Acquisition of GPM, Acquisition of GRSB and Acquisition of YXG, collectively
Acquisition of EASB	:	Acquisition by YXPM of the entire equity interest of EASB, comprising 500,000 EASB Shares for a purchase consideration of RM475,204, satisfied via the issuance of 2,376,020 new Shares at an issue price of RM0.20 each, which was completed on [●] 2021
Acquisition of GPM	:	Acquisition by YXPM of the entire equity interest of GPM, comprising 10,600,000 GPM Shares for a purchase consideration of RM15,847,132, satisfied via the issuance of 79,235,660 new Shares at an issue price of RM0.20 each, which was completed on [●] 2021
Acquisition of GRSB	:	Acquisition by YXPM of the entire equity interest of GRSB, comprising 2 GRSB Shares for a purchase consideration of RM2, satisfied via the issuance of 10 new Shares at an issue price of RM0.20 each, which was completed on [●] 2021
Acquisition of YXG	:	Acquisition by YXPM of the entire equity interest of YXG, comprising 6,500,000 YXG Shares for a purchase consideration of RM35,778,060, satisfied via the issuance of 178,890,300 new Shares at an issue price of RM0.20 each, which was completed on [●] 2021
Act	:	Companies Act 2016
AGM	:	Annual General Meeting
AI	:	Artificial intelligence
Applicant(s)	:	Applicant(s) for the IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application
Application(s)	:	Application(s) for the IPO Shares by way of Application Forms, Electronic Share Application and/or Internet Share Application
Application Form(s)	:	Printed application form(s) for the application of the IPO Shares

DEFINITIONS (Cont'd)

ATM(s)	: Automatic Teller Machine(s)
Board	: Board of Directors of YXPM
Bumiputera Investors	: Bumiputera investors including individuals, companies, societies, co-operatives and institutions, collectively
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
CAD	: Computer-aided design
CAGR	: Compounded annual growth rate
CCC	: Certificate of completion and compliance
CCTV	: Closed-circuit television
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
CF	: Certificate of fitness for occupation
CMCO	: Conditional MCO
CMSA	: Capital Markets and Services Act 2007
CNC	: Computer numerical control
Constitution	: Constitution of YXPM
COVID-19	: Novel coronavirus disease, an infectious respiratory disease which first broke out in 2019
Depositor	: A holder of a CDS Account
Director(s)	: Director(s) of YXPM and within the meaning given in Section 2 of the CMSA
EASB Share(s)	: Ordinary share(s) in EASB
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 the IPO Shares through Participating Financial Institutions' ATM
Eligible Person(s)	: Eligible Director(s) and employee(s) of our Group, director(s) and employees of Tomei Group as well as any other persons who have contributed to our success, collectively

DEFINITIONS (Cont'd)

Entitled Shareholders of Tomei	:	Shareholders of Tomei whose names appear in the Record of Depositors of Tomei as at 5.00 p.m. on the Entitlement Date and who are eligible to apply for the IPO Shares under the Restricted Offering
Entitlement Date	:	[●], being the date as at the close of business on which the names of the Entitled Shareholders of Tomei (save for the Excluded Shareholders) must appear on the Record of Depositors of Tomei to be eligible to apply for the IPO Shares under the Restricted Offering
EPF	:	Employment Provident Fund
EPS	:	Earnings per share
ERP	:	Enterprise resource planning
Euro	:	Euro Dollar
Excluded Shareholders	:	Shareholders of Tomei whose names appear on the Record of Depositors who fall under any one of the following categories as at 5.00 p.m. on the Entitlement Date: <ul style="list-style-type: none"> (i) persons with a registered address in jurisdictions outside Malaysia; (ii) persons located in jurisdictions outside Malaysia in which acceptance under the Restricted Offering would result in the contravention of the laws of such jurisdictions; or (iii) persons who are, in the opinion of our Board (on the advice of our legal adviser), necessary or expedient to be excluded from participating in the Restricted Offering by reason of legal or regulatory requirements
Financial Years Under Review	:	FYE 2018, FYE 2019 and FYE 2020, collectively
FPE	:	Financial period ended
FYE	:	Financial year ended / ending 31 December, as the case may be
g	:	Gram
Government	:	Government of Malaysia
GP	:	Gross profit
GPM Share(s)	:	Ordinary share(s) in GPM
GRSB Share(s)	:	Ordinary share(s) in GRSB
HKD	:	Hong Kong Dollar
ICA	:	Industrial Co-Ordination Act 1975
Industry Overview Report	:	Industry overview report titled “Independent Assessment of the Gold Jewellery Industry in Malaysia” prepared by Vital Factor as set out in Section 7 of this Prospectus

DEFINITIONS (Cont'd)

Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Application, as listed in Section 14.7 of this Prospectus
Internet Share Application	:	Application for the IPO Shares through an online share application service provided by the Internet Participating Financial Institution(s)
IPO	:	Initial public offering of the IPO Shares in conjunction with the listing of and quotation for our entire enlarged issued share capital on the ACE Market
IPO Price	:	RM[●] per IPO Share
IPO Share(s)	:	111,648,000 new Shares, representing 30.00% of our enlarged issued share capital, which will be issued pursuant to the Public Issue and subject to the terms and conditions of this Prospectus
Issuing House	:	Tricor Investor & Issuing House Services Sdn Bhd (197101000970 (11324-H))
Key Senior Management	:	The key senior management team (excluding Managing Director) of our Company
kg	:	Kilogram
LAT	:	Loss after taxation
LBT	:	Loss before taxation
Listing	:	Admission of YXPM to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital of RM[●], comprising 372,150,000 Shares on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
Listing Scheme	:	The exercise undertaken by our Company comprising the Acquisitions, Public Issue and Listing, collectively
LPD	:	31 July 2021, being the latest practicable date prior to the issuance of this Prospectus
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated, organised or formed under the laws of Malaysia
Management	:	Managing Director and Key Senior Management, collectively
Market Day(s)	:	Any day(s) on which Bursa Securities is open for trading of securities
MCO	:	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 the COVID-19 pandemic
MES	:	Manufacturing execution system
MIDA	:	Malaysian Investment Development Authority
MITI	:	Ministry of International Trade and Industry, Malaysia
mm	:	Millimetre
N/A	:	Not applicable
NA	:	Net assets

DEFINITIONS (Cont'd)

NBV	:	Net book value
NRP	:	The National Recovery Plan comprising of 4-phases, introduced by the Government on 15 June 2021
Official List	:	A list specifying all securities which have been admitted for listing on the ACE Market and not removed
Participating Financial Institution(s)	:	Participating financial institution(s) for the Electronic Share Application as listed in Section 14.6 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price earnings multiple
Pink Form Allocation	:	Allocation of 11,162,000 IPO Shares for subscription by the Eligible Persons
PIVB or Principal Adviser or Sponsor or Sole Underwriter or Placement Agent	:	Public Investment Bank Berhad (197401002880 (20027-W))
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
Promoter	:	Tomei
Prospectus	:	This Prospectus dated [●] in relation to the IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
Public	:	All persons or members of the public but excluding our Group's directors, our substantial shareholders and persons associated with them (as defined in the Listing Requirements)
Public Issue	:	Public issue of 111,648,000 new Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
R&D	:	Research and development
Record of Depositors	:	A record provided by Bursa Depository to our Company under the Rules
Restricted Offering	:	Offer of 18,608,000 IPO Shares to the Entitled Shareholders of Tomei
RM and sen	:	Ringgit Malaysia and sen, respectively
RMCO	:	Recovery MCO
Rules	:	Rules of Bursa Depository
SC	:	Securities Commission Malaysia
SGD	:	Singapore Dollar
Share(s)	:	Ordinary share(s) in YXPM

DEFINITIONS (*Cont'd*)

Share Registrar	:	Bina Management (M) Sdn Bhd (197901005880 (50164-V))
SICDA	:	Securities Industry (Central Depositories) Act 1991
SOCSSO	:	Social Security Organisation, also known as PERKESO (Pertubuhan Keselamatan Sosial)
SOP(s)	:	Standard operating procedure(s)
sq. ft.	:	Square feet
TBSB	:	Tropical Bliss Sdn Bhd (200501008269 (685316-W))
TFC	:	Teck Fong Corporation Sdn Bhd (199101012792 (223104-A))
TGJH	:	Tomei Gold & Jewellery Holdings (M) Sdn Bhd (197701002534 (33551-H))
Tomei	:	Tomei Consolidated Berhad (200501015912 (692959-W))
Tomei Group	:	Tomei and its subsidiaries, collectively
Underwriting Agreement	:	Underwriting agreement dated [●] entered into between YXPM and the Sole Underwriter pursuant to the IPO
USD	:	United States Dollar
Vital Factor or IMR	:	Vital Factor Consulting Sdn Bhd (199301012059 (266797-T)), an independent business and market research consulting company
YXG Share(s)	:	Ordinary share(s) in YXG

OTHER TERMS

Gold Jewellery Segment	:	In the context of this Prospectus, it refers to our business operations involving wholesale, design and manufacturing of gold jewellery
Wholesale Segment	:	In the context of this Prospectus, it refers to our business operations involving wholesale of gold jewellery that are sourced from external manufacturers as well as internally sourced from our manufacturing operations. It also includes the provision of gold jewellery manufacturing services
Design and Manufacture Segment	:	In the context of this Prospectus, it refers to our business operations involving sales of our own designed and manufactured gold jewellery. It also includes the provision of gold jewellery manufacturing services
Gold jewellery manufacturing services	:	In the context of this Prospectus, it refers to our business operations where our customers will provide us with gold raw materials, and we will manufacture the gold jewellery based on our customers' orders. In this case, we only charge service fee to our customers

GLOSSARY OF TECHNICAL TERMS

The following technical terms in this Prospectus bear the same meanings as set below unless the terms are defined otherwise or the context requires otherwise:

3D	: 3 Dimension
22K	: 22 Karat. This is equivalent to gold with fineness of 916 or purity of 91.67%
24K	: 24 Karat. This is equivalent to gold with fineness of 999.99 with assumed purity of 100.00%
916-gold	: 91.67% gold content or 22K
999-gold	: 99.99% gold content or 24K
Agua regia	: A mixture of nitric acid and hydrochloric acid solution. It is used in the recovery and refining of gold and other metals
Alloy	: A mixture of two or more metals
Annealing	: A heat treatment and cooling process that changes the physical property of metals to make it less hard and brittle, and more ductile and malleable for better workability
Assaying	: A process to determine the composition of a compound. In the context of this Prospectus, assaying refers to the process of determining the quantitative content of gold in terms of percentage in a gold product
Basic chain	: Basic chain refers to a versatile chain that can be used on its own or paired with pendants or charms
Chain jewellery products	: Chain jewellery products are based on a series of connected loops, links, rings or beads to manufacture necklaces, bracelets, anklets and basic chains
Charms	: Articles of small jewellery commonly used in hanging from bracelets or anklets. In the context of this Prospectus, it may also be referred to as pendants
Compound	: A substance formed from two or more chemical elements bonded together
Cupel	: A shallow porous cup used in the assaying process
Diamond cutting	: A type of finishing that creates a shine to precious metals
Electrode	: An electrical conductor that allows electricity to pass through
Fineness	: Unit of measure for the purity of gold where 100.00% pure gold has a fineness of 1,000
Gold	: A yellow metallic element commonly used in making jewellery and adornments, as a form of investment, industrial applications, and store of value by central banks and other financial institutions. It is considered a precious metal
Gold bar	: Bars or ingots of gold covering various purity of gold content
Hollow gold jewellery	: Gold jewellery where some part of it is hollow in the inside and thus uses a lower quantity of gold. It is generally lighter in weight and less expensive compared to solid gold jewellery
Hydrochloric acid	: It is acidic and is used as one of the mixtures in aqua regia to dissolve gold and most metals

GLOSSARY OF TECHNICAL TERMS (*Cont'd*)

Investment casting	: In the context of this Prospectus and when used in the process for casting jewellery item, it is a material likened to Plaster of Paris
Ions	: A particle, atom or molecule that has either a net positive or negative charge
K	: Karat or Karatage. A measure of the purity of gold
Minted gold bar	: In the context of this Prospectus, minted gold bar refers to pure gold sheet or strip rolled to its desired thickness, stamped and blanked or cut to the desired shape. Minted gold bar includes wafer, foils and coins, and are mainly intended for retail
Nitric acid	: It is an acidic chemical used in several manufacturing processes including, among others, dissolving the copper metal core used in manufacturing hollow gold jewellery, and is also one of the chemical compounds in aqua regia to dissolve gold and most metals
Pendants	: Articles of small jewellery commonly hanging from necklaces. In the context of this Prospectus, it may also be referred to as charms
Precious metal	: Relatively rare naturally procuring metals of high economic value. Among others, it includes gold, palladium, rhodium and silver. In the context of this Prospectus, it mainly refers to gold and silver
Pure gold bar	: In the context of this Prospectus, it refers to gold bar with purity of 99.99% gold content. It is most commonly in 1kg form and used as raw material for manufacturing purposes
Refining	: The process of removing impurities or unwanted elements
Scrap gold bar	: In the context of this Prospectus, it refers to gold bar with purity of less than 99.99% gold content. It is mainly derived from melted down used gold jewellery or scrap gold materials from manufacturing operations. It is used as raw materials for manufacturing purposes
Silver	: A precious metal greyish-white in colour and can be polished to a high shiny finish. It is commonly used in jewellery and adornments, household wares, coins, and industrial applications
Silver chloride	: A chemical compound when reacted with an acid like nitric acid, the silver can be precipitated from this solution
SKU	: Stock keeping unit. A product category with its set of unique specifications
Vulcanise	: A method to harden rubber by treating the rubber with sulphur under high temperature

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “**our Company**” and “**YXPM**” in this Prospectus are to YX Precious Metals Bhd, while references to “**our Group**” are to our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, our Group or any companies within our Group, as the context requires. Unless the context otherwise requires, references to “**Management**” are to our Managing Director 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 neuter genders, and *vice versa*. References to persons shall include companies and corporations.

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 hundredth or 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 at 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 Industry Overview Report. We believe that the statistical data and projections cited in this Prospectus are useful in helping you 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

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 and other important factors beyond our control that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements include, without limitation, statements relating to:

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

Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we operate. Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 8 - Risk Factors and Section 11.3 - Management’s Discussion and Analysis of Financial Conditions and Results of Operations of this Prospectus.

These forward-looking statements are based on information available to us as at the LPD and are made 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 provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6, Supplementary and Replacement Prospectus) of the Prospectus Guidelines.

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