

## 4. DETAILS OF OUR IPO

### 4.1 INDICATIVE TIMETABLE

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

<b>Event</b>	<b>Time and/or Date</b>
Opening of the Institutional Offering	[•]
Issuance of the Prospectus/Opening of the Retail Offering	10:00 a.m., [•]
Closing of the Retail Offering	5:00 p.m., [•]
Closing of the Institutional Offering	[•]
Price Determination Date	[•]
Balloting of applications for our Issue Shares under the Retail Offering	[•]
Allotment/Transfer of our IPO Shares to successful applicants	[•]
Listing	[•]

In the event there is any change to the timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia and make an announcement on the website of Bursa Securities.

### 4.2 PARTICULARS OF OUR IPO AND PLAN OF DISTRIBUTION

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares are expected to be allocated in the manner described below, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, respectively.

Our IPO consists of the Institutional Offering and the Retail Offering, totalling up to 150,000,000 IPO Shares, representing up to 30.00% of our enlarged issued share capital.

#### 4.2.1 Pre-IPO Exercise

In preparation for our Listing, our Company undertook the Acquisition and the Bonus Issue, respectively.

##### (i) Acquisition

In order to optimise the corporate structure to further develop our Group's business, our Company had on 19 June 2025 entered into the SSA to acquire the remaining 40% equity interest in WTSB from Tema Energy. Our Directors are of the view that our Company would benefit from being able to consolidate the results of WTSB as a 100%-owned subsidiary of our Company. Further, the investment by Tema Energy in our Shares pursuant to the Acquisition demonstrate the commitment and confidence of the shareholders of Tema Energy in the business performance and operations, strengths and long-term prospects of our Group.

The purchase consideration for the Acquisition of RM19,301,360 was arrived at on a willing buyer-willing seller basis after taking into account Tema Energy's proportionate 40% share of the audited consolidated NA of WTSB as at 31 December 2024 of RM48,253,417.



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

The purchase consideration was satisfied via the issuance by our Company of 14,404,000 new Shares at an issue price of RM1.34 per Share. The issue price was arrived at based on the audited NA per Share of our Company as at 31 December 2024 of RM1.34 per Share. The Acquisition was completed on [●].

Following the completion of the Acquisition, the shareholders and their resultant shareholdings in our Company are as follows:

	Before the Acquisition		After the Acquisition	
	No. of Shares	%	No. of Shares	%
Wasco Berhad	115,000,000	100.00	115,000,000	88.87
Tema Energy	-	-	14,404,000	11.13
<b>Total</b>	<b>115,000,000</b>	<b>100.00</b>	<b>129,404,000</b>	<b>100.00</b>

##### (ii) Bonus Issue

On [●], our Company undertook the Bonus Issue of 295,596,000 new Shares ("Bonus Shares") to our existing shareholders. The basis for the issuance of 295,596,000 Bonus Shares is to increase the number of issued shares in our Company to 425,000,000 Shares to facilitate our IPO and Listing. The Bonus Issue was implemented without capitalising the retained earnings or reserves of our Company and such new Shares were issued at nil consideration.

The Bonus Issue was completed and Shares were credited as fully paid-up on a pro-rata basis to existing shareholders of our Company based on their respective shareholdings in our Company after the Acquisition, as follows:

	Before the Bonus Issue		After the Bonus Issue	
	No. of Shares	%	No. of Shares	%
Wasco Berhad	115,000,000	88.87	377,693,100	88.87
Tema Energy	14,404,000	11.13	47,306,900	11.13
<b>Total</b>	<b>129,404,000</b>	<b>100.00</b>	<b>425,000,000</b>	<b>100.00</b>

#### 4.2.2 Institutional Offering

*Institutional Offering at the Institutional Price payable in full upon allocation and determined by way of bookbuilding.*

The Institutional Offering involves the offering of up to 119,500,000 IPO Shares (comprising up to 75,000,000 Offer Shares and 44,500,000 Issue Shares), representing up to 23.90% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, at the Institutional Price to the following persons:

- (i) 44,500,000 Issue Shares and up to 18,000,000 Offer Shares, in aggregate, representing up to 12.50% of our enlarged issued share capital of our Company to Bumiputera investors approved by the MITI; and
- (ii) up to 57,000,000 Offer Shares, in aggregate, representing up to 11.40% of our enlarged issued share capital of our Company to Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI).



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

##### 4.2.3 Retail Offering

*Retail Offering at the Retail Price of RM[●] per Share, payable in full upon application. If the Final Retail Price is less than the Retail Price, the difference will be funded to the investors.*

The Retail Offering involves the offering of 30,500,000 Issue Shares, at the Retail Price, representing 6.10% of the enlarged issued share capital of our Company in the following manner:

##### (i) Allocation to the Eligible Greenergy Persons and Eligible Wasco Persons

5,000,000 Issue Shares, representing 1.00% of the enlarged issued share capital of our Company are reserved for application by our Directors, eligible employees of our Group as well as the directors and eligible employees of Wasco Berhad in the following manner:

- (a) 2,370,000 Issue Shares reserved for application by our Directors and eligible employees of our Group as at a date to be determined; and
- (b) 2,630,000 Issue Shares reserved for application by the Directors and eligible employees of the Wasco Berhad Group as at a date to be determined.

A summary of the allocation of the 5,000,000 Issue Shares as described above is set out below:

Eligible persons	No. of eligible persons	Aggregate no. of Issue Shares allocated
<b>Eligible Greenergy Persons<sup>(1)</sup></b>		
- Our Directors <sup>(2)</sup>	4	400,000
- Eligible employees of our Group <sup>(3)</sup>	Up to 411	1,970,000
<b>Eligible Wasco Persons<sup>(4)</sup></b>		
- Directors of Wasco Berhad <sup>(5)</sup>	7	700,000
- Eligible employees of the Wasco Berhad Group <sup>(6)</sup>	Up to 63	1,930,000

##### Notes:

- (1) *Subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, all the Eligible Greenergy Persons are eligible to apply for any amount of excess Issue Shares made available to the Eligible Greenergy Persons on top of their pre-determined allocation.*
- (2) *The criteria for allocation to our Directors are based on their respective roles and responsibilities in, and contribution to our Group and they collectively will be allocated a total of 400,000 Issue Shares as follows:*

Name	Designation	No. of Issue Shares allocated
Halim Bin Haji Din	Non-Independent Non-Executive Chairman	100,000
Ramanathan A/L P.R. Singaram	Non-Independent Non-Executive Director	100,000
Ng Ing Peng	Senior Independent Non-Executive Director	100,000
Roslina Binti Abdul Rahman	Independent Non-Executive Director	100,000
<b>Total</b>		<b>400,000</b>



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

- (3) *The allocation to the eligible employees of our Group is to be made to full-time confirmed employees of our Group based on, amongst others, job grade and their past contributions to our Group leading up to our Listing.*
- (4) *Subject to the clawback and reallocation provisions as set out in 4.2.4 of this Prospectus, all Eligible Wasco Persons are eligible to apply for any amount of excess Issue Shares made available to the Eligible Wasco Persons on top of their pre-determined allocation.*
- (5) *The criteria for allocation to the directors of Wasco Berhad (excluding Halim Bin Haji Din, who is a Director of our Group) are based on their respective roles and responsibilities in, and contribution to the Wasco Berhad Group and they collectively will be allocated a total of 700,000 Issue Shares as follows:*

<b>Name</b>	<b>Designation</b>	<b>No. of Issue Shares allocated</b>
<i>Dato' Seri Robert Tan Chung Meng</i>	<i>Non-Independent Non-Executive Chairman</i>	<i>100,000</i>
<i>Gian Carlo Maccagno</i>	<i>Managing Director / Group Chief Executive Officer</i>	<i>100,000</i>
<i>Tan Sri Saw Choo Boon</i>	<i>Senior Independent Non-Executive Director</i>	<i>100,000</i>
<i>Datin Wan Daneena Liza Binti Wan Abdul Rahman</i>	<i>Independent Non-Executive Director</i>	<i>100,000</i>
<i>Lily Rozita Binti Mohamad Khairi</i>	<i>Independent Non-Executive Director</i>	<i>100,000</i>
<i>Tan Sri Professor Lin See Yan</i>	<i>Non-Independent Non-Executive Director</i>	<i>100,000</i>
<i>Tan Jian Hong, Aaron</i>	<i>Non-Independent Non-Executive Director</i>	<i>100,000</i>
<b>Total</b>		<b>700,000</b>

- (6) *The allocation to the eligible employees of the Wasco Berhad Group are based on, amongst others, job grade and their past contributions to the Wasco Berhad Group leading up to our Listing.*

**(ii) Allocation to the Entitled Shareholders of Wasco Berhad**

15,500,000 Issue Shares are reserved for application by the Entitled Shareholders of Wasco Berhad via the Restricted Offering, and shall be allocated in the following manner:

- (a) each Entitled Shareholder of Wasco Berhad who applies for at least 100 Issue Shares is guaranteed an allocation of 100 Issue Shares;
- (b) any balance Issue Shares after the allocation under item (a) above shall be allocated to the Entitled Shareholders of Wasco Berhad who applied in excess of 100 Issue Shares on a pro-rata basis, computed based on their respective shareholdings in Wasco Berhad as at the Entitlement Date. For the avoidance of doubt, the allocation under item (b) prioritises the Entitled Shareholders of Wasco Berhad in proportion of their shareholdings held in Wasco Berhad; and
- (c) any balance Issue Shares after the allocation under items (a) and (b) above shall be allocated to the Entitled Shareholders of Wasco Berhad on a pro-rata basis, computed based on the quantum of their respective Issue Shares under application. For clarification, the allocation under item (c) distributes the balance Issue Shares from item (b) above to remaining applicants for excess Issue Shares in proportion to the size of their application,



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

subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out above is achieved.

Any fractional entitlements and odd lots arising from the Restricted Offering will be disregarded and rounded down to the nearest board lot, and the aggregate of such fractions and such odd lots will be dealt with in such manner or on such terms as our Board may deem fit and expedient in the best interest of our Company.

The Restricted Offering is to provide an opportunity and an assured entitlement for the existing shareholders of Wasco Berhad to directly hold equity interest in our Company and to participate in the future growth of our Group through our Listing.

**The entitlement of the Entitled Shareholders of Wasco Berhad to participate in the Restricted Offering is non-renounceable and non-tradable. Entitled Shareholders of Wasco Berhad are not allowed to submit multiple applications for the Issue Shares made available under the Restricted Offering and our Board has the absolute discretion to reject multiple applications. However, the Restricted Offering does not preclude the Entitled Shareholders of Wasco Berhad from making additional applications for the Issue Shares made available under the Malaysian Public category using the WHITE Application Forms. The last date of acceptance and payment in relation to the Restricted Offering by the Entitled Shareholders of Wasco Berhad is [●].**

The notice of allotment of the Issue Shares to the Entitled Shareholders of Wasco Berhad under the Restricted Offering will be sent by ordinary mail prior to our Listing. In respect of unsuccessful/partially successful application, the full amount or the surplus application monies, as the case may be, will be refunded to the Entitled Shareholders of Wasco Berhad without interest by ordinary post to the last address maintained by Bursa Depository within 10 Market Days from the date of the final ballot.

The shareholders of Wasco Berhad had approved our Listing, which includes the Restricted Offering at the extraordinary general meeting of Wasco Berhad held on [●]. The Entitlement Date is [●].

##### (iii) Allocation via balloting to the Malaysian Public

10,000,000 Issue Shares, representing 2.00% of our enlarged issued share capital are reserved for application by the Malaysian Public, of which 5,000,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.



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

In summary, our IPO Shares will be allocated subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, in the following manner:

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%
<b><u>Retail Offering</u></b>						
<b>Eligible Greenergy Persons:</b>						
- Our Directors	-	-	400,000	0.08	400,000	0.08
- Eligible employees of our Group	-	-	1,970,000	0.39	1,970,000	0.39
<b>Eligible Wasco Persons:</b>						
- Directors of Wasco Berhad	-	-	700,000	0.14	700,000	0.14
- Eligible employees of the Wasco Berhad Group	-	-	1,930,000	0.39	1,930,000	0.39
<b>Entitled Shareholders of Wasco Berhad</b>	-	-	15,500,000	3.10	15,500,000	3.10
<b>Malaysian Public (via balloting)</b>						
- Bumiputera	-	-	5,000,000	1.00	5,000,000	1.00
- Non-Bumiputera	-	-	5,000,000	1.00	5,000,000	1.00
<b>Sub-total</b>	-	-	30,500,000	6.10	30,500,000	6.10
<b><u>Institutional Offering</u></b>						
- Bumiputera investors approved by the MITI	18,000,000	3.60	44,500,000	8.90	62,500,000	12.50
- Other Malaysian institutional and selected investors	57,000,000	11.40	-	-	57,000,000	11.40
<b>Sub-total</b>	75,000,000	15.00	44,500,000	8.90	119,500,000	23.90
<b>Total</b>	<b>75,000,000</b>	<b>15.00</b>	<b>75,000,000</b>	<b>15.00</b>	<b>150,000,000</b>	<b>30.00</b>

**Note:**

(1) Based on the enlarged issued share capital of our Company of 500,000,000 Shares upon Listing.

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.2.8 of this Prospectus.



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

##### 4.2.4 Clawback and reallocation

The Institutional Offering and the Retail Offering will be subject to the following clawback and reallocation provisions:

- (i) if our IPO Shares allocated to Bumiputera investors approved by the MITI ("**MITI Tranche**") are under-subscribed, such IPO Shares shall be allocated to Bumiputera public investors under the Retail Offering via the balloting process as mentioned in Section 4.2.3(iii) of this Prospectus.

If after the above reallocation, the MITI Tranche is still under-subscribed under the Institutional Offering, and there is a corresponding over-subscription for the IPO Shares under the Institutional Offering, our IPO Shares will be clawed back from the MITI Tranche and allocated firstly, to other Malaysian Institutional and selected investors under the Institutional Offering, and thereafter to the other Malaysian Public under the Retail Offering;

- (ii) if our Issue Shares allocated to the Eligible Greenergy Persons and/or the Eligible Wasco Persons are under-subscribed, such Issue Shares may be allocated to the other Malaysian institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both, at the discretion of the [Joint] Bookrunners and us;
- (iii) subject to items (i) and (ii) above, if there is an over-subscription in the Retail Offering and there is a corresponding under-subscription in the Institutional Offering, our IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and
- (iv) subject to item (ii) above, if there is an over-subscription in the Institutional Offering and there is a corresponding under-subscription in the Retail Offering, our Issue Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription or under-subscription in both the Institutional Offering and the Retail Offering or an under-subscription in either the Institutional Offering or the Retail Offering but no over-subscription in the other.

Any Issue Shares not taken up by the Eligible Greenergy Persons will be made available for application by the other Eligible Greenergy Persons who have applied for excess Issue Shares on top of their pre-determined allocation and allocated on a fair and equitable basis and in the following priority:

- (a) firstly, allocation on a pro-rata basis to the Eligible Greenergy Persons who have applied for the excess Issue Shares based on the number of excess Issue Shares applied for; and
- (b) secondly, to minimise odd lots.

Similarly, any Issue Shares not taken up by the Eligible Wasco Persons will be made available for application by the Eligible Wasco Persons who have applied for excess Issue Shares on top of their pre-determined allocation and allocated on a fair and equitable basis and in the following priority:

- (aa) firstly, allocation on a pro-rata basis to the Eligible Wasco Persons who have applied for excess Issue Shares based on the number of excess Issue Shares applied for; and



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

(bb) secondly, to minimise odd lots.

Our Board reserves the right to allot the excess Issue Shares applied in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (a) to (b) and (aa) to (bb) above is achieved. Our Board also reserves the right to accept or reject any excess Issue Shares applied for by the Eligible Greenergy Persons and/or the Eligible Wasco Persons, in full or in part, without assigning any reason.

Once completed, the steps involving items (a) to (b) and (aa) to (bb) above will not be repeated. Should there be any balance of excess Issue Shares thereafter, such balance will be made available for clawback and reallocation as described in item (ii) above. Any Issue Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above shall be underwritten by the [Joint] Underwriters.

To the best of our knowledge and belief, there is no person who intends to subscribe for more than 5.0% of our IPO Shares.

##### 4.2.5 Classes of shares and ranking

As at the date of this Prospectus, we only have one class of shares, being ordinary shares.

Our Issue Shares will, upon allotment and issue, rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of allotment of the Issue Shares, subject to any applicable Rules of Bursa Depository.

The Offer Shares rank equally in all respects with our other existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of transfer of the Offer Shares, subject to any applicable Rules of Bursa Depository.

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

At every general meeting of our Company, each of our shareholders shall be entitled to vote in person, by proxy or by attorney or by other duly authorised representative. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative shall have one vote for each Share held or represented. A proxy may but need not be a member of our Company.



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

##### 4.2.6 Share capital

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

	No. of Shares	RM'000
After the Pre-IPO Exercise	425,000,000	[●]
To be issued under our Public Issue	75,000,000	<sup>(1)</sup> [●]
<b>Enlarged issued share capital upon Listing</b>	<b>500,000,000</b>	<b>[●]</b>

**Note:**

- (1) Calculated based on the Retail Price and after adjusting against our share capital, the estimated listing expenses of approximately RM[●] million assumed to be directly attributable to the issuance of new Issue Shares.

##### 4.2.7 Priority of the offering

In the event the demand for our IPO Shares is less than 150,000,000 IPO Shares, the Public Issue shall take precedence over the Offer for Sale. The demand for our IPO Shares shall be firstly satisfied with the Issue Shares under our Public Issue, and following that, any excess demand will be satisfied with the Offer Shares under the Offer for Sale.

##### 4.2.8 Minimum subscription level

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

Under the Listing Requirements, we are required to have a minimum of 25.0% of our Shares held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met, we may not be able to proceed with our Listing. See Section 5.4.5 of this Prospectus for details in the event there is a delay in or termination of our Listing.

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

##### 4.3 SELLING SHAREHOLDERS

The Offer Shares to be offered by the Selling Shareholders and their direct shareholdings in our Company before and after our IPO and their material relationship with our Group within the Financial Years Under Review are as follows:

Selling Shareholders	Material relationship with our Group	Shareholding after the Pre-IPO Exercise		Shares offered pursuant to the Offer for Sale		Shareholding after our IPO	
		No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Wasco Berhad	Promoter and Substantial Shareholder	377,693,100	88.87	65,000,000	13.00	312,693,100	62.54
Tema Energy	Substantial Shareholder	47,306,900	11.13	10,000,000	2.00	<sup>(3)</sup> 37,306,900	7.46
<b>Total</b>		<b>425,000,000</b>	<b>100.00</b>	<b>75,000,000</b>	<b>15.00</b>	<b>350,000,000</b>	<b>70.00</b>

**Notes:**

- (1) Based on our issued share capital of 425,000,000 Shares after the Pre-IPO Exercise.
- (2) Based on our enlarged issued share capital of 500,000,000 Shares upon Listing.
- (3) In accordance with the SSA, the remaining 37,306,900 Shares, representing 7.46% of the enlarged issued share capital of our Company held by Tema Energy upon Listing will be subject to lock-up on a staggered basis for a period of three years from the date of Listing, as follows:

	Proportion of Shares held	No. of Shares under lock-up	%
Year 1	100%	37,306,900	7.46
Year 2	80%	29,845,600	5.97
Year 3	50%	18,653,500	3.73

Further, the shares in Tema Energy held by all the shareholders of Tema Energy will similarly be subject to the same lock-up period and proportion as above (Year 1 – 100%; Year 2 – 80%, Year 3 – 50%).



**4. DETAILS OF OUR IPO (Cont'd)****4.4 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES AND REFUND MECHANISM****4.4.1 Retail Price**

The Retail Price was determined and agreed upon between our Directors and the Selling Shareholders in consultation with the [Joint] Bookrunners, after taking into consideration the following factors:

- (i) our Group's historical financial performance for the FYE 31 December 2022, 2023 and 2024 as set out in Section 12 of this Prospectus and summarised below:

	FYE 31 December		
	2022	2023	2024
	RM'000	RM'000	RM'000
Revenue	266,565	288,844	276,715
GP	63,252	73,104	77,515
PAT	25,150	34,941	39,040

Our Group's growth in revenue and PAT is demonstrated by the positive CAGR of 1.9% and 24.6%, respectively from FYE 31 December 2022 to FYE 31 December 2024;

- (ii) based on our Group's EPS of 7.8 sen derived from our PAT of RM39.0 million for the FYE 31 December 2024 and the enlarged issued Shares of 500,000,000 Shares upon Listing, this will translate into a price-to-earnings multiple of about [●] times;
- (iii) our pro forma consolidated NA per Share of RM[●] after our IPO and use of proceeds as at 31 December 2024 and the enlarged issued Shares of 500,000,000 upon Listing, representing a price-to-book ratio of about [●] times;
- (iv) our competitive advantages and key strengths as set out in Section 7.2.1 of this Prospectus;
- (v) our future plans and growth strategies as set out in Section 7.2.2 of this Prospectus;
- (vi) the overview and prospects of the industry in which we operate based on the IMR Report as set out in Section 8 of this Prospectus; and
- (vii) the prevailing market conditions, including but not limited to, the market performance of key indices, companies listed in the renewables energy sector of Bursa Securities and companies involved in similar businesses listed on Bursa Securities as well as investors' sentiments.



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

The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date, and will be the lower of:

- (i) the Retail Price; or
- (ii) the Institutional Price.

In the event that the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. See Section 4.4.3 of this Prospectus for details of the refund mechanism.

The Final Retail Price and the Institutional Price will be announced within two Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given written notice of the Final Retail Price and the Institutional Price, together with the notices of allotment for our IPO Shares.

##### 4.4.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of our IPO Shares they would be prepared to acquire and the price they would be prepared to pay for our IPO Shares in respect of the Institutional Offering. This bookbuilding process commenced on [●] and will end on [●]. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholders in consultation with the [Joint] Bookrunners on the Price Determination Date.

##### 4.4.3 Refund mechanism

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. The refund will be made:

- (i) in the form of cheques to be despatched by ordinary post to the address maintained with Bursa Depository for applications made via the Application Form; or
- (ii) by crediting into the accounts of the successful applicants with the Participating Financial Institution for applications made via the Electronic Share Application or by crediting into the accounts of the successful applicants with the Internet Participating Financial Institution for applications made via the Internet Share Application,

within 10 Market Days from the date of final ballot of applications, at the successful applicants' own risk.

For further details on the refund mechanism, see Section 15.10 of this Prospectus.

##### 4.4.4 Expected market capitalisation

Based on the Retail Price, the total market capitalisation of our Company upon our Listing is RM[●] million.

**You should also note that the market price of our Shares upon our Listing is subject to the vagaries of market forces and other uncertainties. You are reminded to carefully consider the risk factors as set out in Section 5 of this Prospectus.**



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

##### 4.5 DILUTION

Dilution is the amount by which our pro forma consolidated NA per Share after our IPO is less than the price paid by retail, institutional and selected investors for our Shares. Our pro forma consolidated NA per Share as at 31 December 2024 after the Pre-IPO Exercise and before adjusting for our IPO was RM[●], based on 425,000,000 Shares following the Pre-IPO Exercise.

After taking into account our enlarged issued share capital from the issuance of 75,000,000 Issue Shares and after adjusting for the IPO and use of proceeds from our Public Issue, our pro forma consolidated NA attributable to owners of the Company as at 31 December 2024 would be RM[●] million. This represents an immediate increase in consolidated NA per Share of RM[●] to our existing shareholders and an immediate dilution in NA per Share of RM[●] representing [●]% of the Retail Price and the Institutional Price (assuming the Final Retail Price and the Institutional Price will equal the Retail Price) to the retail/institutional and selected investors.

The following table illustrates such dilution on a per Share basis assuming the Retail Price is equal to the Final Retail Price and the Institutional Price:

	<b>RM</b>
Final Retail Price/Institutional Price	[●]
Pro forma consolidated NA per Share as at 31 December 2024 after the Pre-IPO Exercise and before adjusting for our IPO	[●]
Pro forma consolidated NA per Share as at 31 December 2024, after the Pre-IPO Exercise and after adjusting for the IPO and use of proceeds from our Public Issue	[●]
Increase in consolidated NA per Share to our existing shareholders	[●]
Dilution in pro forma consolidated NA per Share to retail/institutional and selected investors	[●]
Dilution in pro forma consolidated NA per Share to retail/institutional and selected investors as a percentage of the Retail Price/Institutional Price	[●]%

Save as disclosed below, none of our Promoter, Substantial Shareholders, Directors, key senior management, or persons connected to them had acquired, obtained the right to acquire and/or subscribe for our Shares in the past three years up to the LPD:

<b>Date allotted/ transferred</b>	<b>Name</b>	<b>No. of Shares</b>	<b>Allotted/ Transferred</b>	<b>Total consideration (RM)</b>
30 December 2024	Wasco Berhad	<sup>(1)</sup> 114,990,000	Allotted	114,990,000
[●]	Tema Energy	<sup>(2)</sup> 14,404,000	Allotted	19,301,360
[●]	Wasco Berhad	<sup>(3)</sup> 262,693,100	Allotted	Nil
[●]	Tema Energy	<sup>(3)</sup> 32,902,900	Allotted	Nil

**Notes:**

- (1) Pursuant to the capitalisation of amounts owing to holding company arising from the acquisition of 100% equity interest in WATSB and 60% equity interest in WTSB following an internal restructuring exercise. Please see transaction no. 9 of Section 10.1.2 of this Prospectus for further details on the internal restructuring exercise.
- (2) Pursuant to the acquisition of the remaining 40% equity interest in WTSB under the Pre-IPO Exercise as set out in Section 4.2.1(i) of this Prospectus.
- (3) Pursuant to the Bonus Issue under the Pre-IPO Exercise as set out in Section 4.2.1(ii) of this Prospectus.



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

##### 4.6 USE OF PROCEEDS

We expect to use the gross proceeds from our Public Issue amounting to RM[●] million<sup>(1)</sup> in the following manner:

Details of use of proceeds	Estimated timeframe for the use of proceeds upon Listing	RM million	% of total gross proceeds from our Public Issue
<b>1. Business expansion</b>			
(i) Expansion through investments, acquisitions and strategic partnership relating to the ownership and operation of biomass steam power plants ("Asset Ownership")	Within 36 months	[●]	62.3%
(ii) Expansion of our operations in Indonesia	Within 24 months	[●]	5.7%
<b>2. Operational improvement and enhancements</b>		[●]	
(i) Capital expenditure for new equipment and machinery, and upgrade of our headquarters	Within 24 months	[●]	12.8%
(ii) Digitalisation of our business systems and processes	Within 36 months	[●]	5.1%
<b>3. Research and development</b>	Within 24 months	[●]	4.1%
<b>4. Estimated listing expenses</b>	Within 3 months	[●]	10.0%
<b>Total</b>		<b>[●]</b>	<b>100.0%</b>

**Note:**

(1) We have assumed that the Institutional Price and the Final Retail Price will be equal to the Retail Price.

The actual proceeds accruing to our Group will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than budgeted above, the excess will be used for our Group's business expansion through Asset Ownership. Conversely, if the actual proceeds are lower than budgeted above, the proceeds allocated for our Group's business expansion through Asset Ownership will be reduced accordingly. If surplus funds are unavailable for any of the categories of use of proceeds mentioned above, our Group may also explore other options, including using our internally generated funds and/or bank borrowings.

In the event the actual gross proceeds raised from our Public Issue are lower, the proceeds will firstly be utilised for item (4) above followed by items (2) and (3) above. The balance, if any, will be utilised for item (1) above.

To the extent that the gross proceeds from our Public Issue are not immediately required for the above purposes, we will place such funds in profit-bearing fixed deposit accounts with licensed financial institutions or in short-term money market instruments/funds while pending utilisation.

Our Company will not receive any proceeds from the Offer Shares sold by the Selling Shareholders in our IPO. Assuming the Institutional Price will be the same as the Retail Price of RM[●] per IPO Share, the gross proceeds of up to RM[●] million from the Offer for Sale will accrue entirely to the Selling Shareholders. The Selling Shareholders will bear their own placement fees in respect of our IPO, which is estimated to be about RM[●] million. Save for the placement fees in respect of the Offer Shares offered by the Selling Shareholders in our IPO, the rest of the estimated listing expenses will be borne by us. The net proceeds attributable to the Selling Shareholders for the sale of the Offer Shares (after deducting the Selling Shareholders' share of the estimated listing expenses of about RM[●] million) will be about RM[●] million.



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

Further details on the use of proceeds from our Public Issue are as follows:

##### 4.6.1 Business expansion

###### (i) Business expansion through Asset Ownership

Aside from expanding our business through organic growth, we are also exploring opportunities to expand our renewable energy business by adopting an Asset Ownership model to own and operate energy assets, in particular biomass steam power plants and related infrastructure under a Build-Own-Operate (BOO) or Build-Own-Operate-Transfer (BOOT) framework. Under the Asset Ownership model, our Group will:

- (a) own, operate and maintain biomass steam energy systems and auxiliary facilities to provide steam energy to industrial users; and/or
- (b) enter into strategic partnerships or joint ventures to own and operate biomass steam power plants and related energy assets to supply steam and/or produce electricity to the grid.

This is in line with our long-term strategy to transition towards a more stable and recurring revenue model. Based on the outcome of the preliminary feasibility study conducted by our Company and concluded in February 2025, the estimated capital expenditure (including land costs) for a 30 TPH plant is about RM40 million – RM45 million and 70 TPH plant is about RM65 million – RM75 million. See Section 7.2.2.1 of this Prospectus for further details on our strategies relating to our renewable energy business expansion.

Depending on the opportunities available at such point in time, we intend to fund our expansion through Asset Ownership via a combination of the proceeds from the Public Issue, internally generated funds and/or bank borrowings.

Accordingly, we have allocated RM[●] million or 62.3% of our gross proceeds from the Public Issue to invest in and/or selectively pursue acquisitions, strategic partnerships and/or joint ventures in respect of projects or businesses through an Asset Ownership model. Any opportunity to own and operate a biomass steam power plant to supply steam and/or produce electricity to the grid is expected to be undertaken via a strategic partnership or joint venture with a feedstock supplier, industrial customers or an existing proven operator of a steam power plant.

Such investment(s) is expected to strengthen our business reputation by demonstrating our commitment to the renewable energy transition through directly participation in clean energy generation, positioning us not only as a service provider but also as an asset owner and operator. This strategic involvement enhances our credibility with industrial stakeholders and potential clients, enabling us to offer end-to-end energy solutions, from design and EPCC to operation and supply of steam or electricity. Ownership of these assets provides a catalyst for a new complementary business stream to our Group which will diversify our Group's earnings by shifting part of our business model from project-based revenue to recurring income through long-term steam supply or electricity purchase agreements, thereby improving earnings visibility and financial resilience.

When evaluating such opportunities, we will also consider factors such as the acquisition of capabilities, skills, technology and/or operational processes which are synergistic to our business. While this represents a new revenue model for our Group, we have built relevant operational experience over the years through our EPCC and maintenance services for biomass steam plants. We have designed, fabricated, and installed steam energy systems for various industrial clients in the region.



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

This hands-on experience, combined with our project management expertise, technical know-how, and a skilled in-house team of engineers and commissioning personnel, provides a solid foundation for transitioning into Asset Ownership. Furthermore, we plan to address any capability gaps by partnering with established operators or feedstock providers, leveraging on their operational expertise where appropriate.

On 21 April 2025, we had submitted a non-binding offer to acquire a share in a joint venture that owns and operates a biomass plant in Malaysia. This joint-venture opportunity, currently under evaluation, is structured under the BOO model. We are currently undertaking due diligence and expect to submit a binding offer tentatively by August 2025, subject to negotiations with the counterparty. If successful and depending on the timing as well as the financing facilities available at such point in time, we may choose to fund the acquisition initially via bank borrowings and/or internally generated funds. In such event, part of the amount allocated for our business expansion through Asset Ownership will be utilised towards the repayment of such borrowings procured.

Save for the above, we have not identified any other suitable investments relating to Asset Ownership as at the LPD. Our Board will evaluate the opportunity, while making sure that any investment, acquisition or partnership in the joint venture is commercially viable and accretive to our Group.

In the event the abovementioned acquisition is not successful and we are unable to identify other suitable investment opportunity relating to Asset Ownership within the specified timeframe, we may consider extending the timeline or reallocate the proceeds for other purposes. In such an event, we will seek shareholders' approval accordingly, if required under the Listing Requirements, for such variation.

##### (ii) Expansion of our operations in Indonesia

In order to strengthen our market presence in Indonesia, we intend to establish a new sales office in Jakarta and two service centres in Pekanbaru and Sulawesi. This will allow our Group to capitalise on potential business opportunities in the EPCC of steam energy systems and auxiliary facilities and to respond more promptly to requests from customers in its key market. Having a sales office enables us to engage directly with prospective clients, better understand local market dynamics and navigate local regulatory and environmental requirements more effectively. Further, these new locations will supplement our existing service centres in Medan and Banjarbaru, enabling better national coverage and faster response time across key industrial and plantation zones.

The selection of Jakarta, Pekanbaru, and Sulawesi for the establishment of our new sales office and service centres is based on commercial, operational, and strategic considerations aligned with market demand and customer concentration:

- (a) Jakarta, as Indonesia's administrative and commercial hub, hosts the headquarters of numerous industrial conglomerates and plantation companies. Establishing a sales office in Jakarta will enhance our ability to engage directly with decision-makers and potential clients at the corporate level;
- (b) Pekanbaru, located in Riau province, one of the largest oil palm producing regions in Indonesia, hosts many of our current and prospective clients in the palm oil sector. A service centre in Pekanbaru will enable timely responses to customer needs and reduce travel time for field technician deployments; and
- (c) Sulawesi, particularly South Sulawesi, is an emerging industrial and agribusiness corridor with increasing demand for energy infrastructure. Our service centre there is intended to capture growth opportunities in the steam energy and biomass sectors and support future projects across eastern Indonesia.



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

Accordingly, we have allocated RM[●] million or 5.7% of the gross proceeds from our Public Issue to fund the expansion of our operations in all three new locations in Indonesia within the next 24 months upon Listing, details of which are as follows:

<b>Details</b>	<b>Total estimated cost (RM'000)</b>
Rental for sales office and two service centres (estimated for 12 months)	[●]
Renovation expenses and administrative costs such as license application and utilities setup	[●]
Purchase of equipment such as computers, diagnostic tools, furniture and fittings	[●]
Staff costs <sup>(1)</sup>	[●]
Purchase of six field service vehicles and one logistic vehicle	[●]
	[●]

**Note:**

(1) Staff costs comprise the estimated salary (12 months) for an estimated total of 42 personnel, allocated as follows:

<b>Location</b>	<b>Remarks</b>	<b>Estimated number of personnel</b>
Sales office in Jakarta	Country manager, business development/sales team, and administrative staff	8
Service centre in Pekanbaru	Branch manager, technical, and support staff	17
Service centre in Sulawesi	Branch manager, technical, and support staff	17

As at the LPD, no amount has been incurred for this expansion plan as we have not commence the process of identifying any suitable properties for our new sales office or service centres. As such, the total estimated cost for the expansion of our operations in Indonesia was computed based on internal management estimates. These costs will be funded entirely using the proceeds from the Public Issue.

The proceeds of our IPO will be denominated in RM whilst the use of proceeds for the expansion of our operations in Indonesia are in IDR. If the actual RM payment amount required as at the payment date is higher than the RM amount set out above due to movements in exchange rate, the deficit will be funded out of the amount allocated for our Group's business expansion through Asset Ownership. However, if the actual RM amount required as at the payment date is lower than the RM amount set out above due to movements in exchange rate, the excess will be used for our Group's business expansion through Asset Ownership. In the event there is a concurrent shortfall in the funding requirements for our Group's business expansion through Asset Ownership, any deficit in the funding requirements for the expansion of our operations in Indonesia will be funded through internally generated funds and/or bank borrowings.

Barring any unforeseen circumstances, the establishment of our sales office is expected to be completed within 12 months following our Listing, while the service centres are expected to be fully established within 24 months after Listing.

See Section 7.2.2.2 of this Prospectus for further details.



**4. DETAILS OF OUR IPO (Cont'd)****4.6.2 Operational improvement and enhancements****(i) Capital expenditure for new equipment and machinery, and upgrade of our headquarters**

As we expand our business across Malaysia and Indonesia and into regional markets, it is essential for us to upgrade and enhance our existing infrastructure, equipment and machinery to maintain competitiveness, meet customer expectations and ensure alignment with evolving sustainability requirements.

In this regard, we have allocated RM[●] million or 12.8% of the gross proceeds from our Public Issue on capital expenditure for the purchase of new equipment and machinery, and upgrade of our headquarters in Shah Alam, Selangor, Malaysia, the breakdown of which is as follows:

<b>Details</b>	<b>No. of units</b>	<b>Total estimated cost (RM'000)</b>
Purchase of equipment and machinery:		
- Rolling machine	1	[●]
- Cutting machine	1	[●]
- Milling machine	2	[●]
- Automatic drilling machine	1	[●]
- Automatic welding machine	2	[●]
- Membrane wall welding machine	1	[●]
Upgrade of headquarters (renovation works including general facility upgrades and modernisation)	-	[●]
		<b>[●]</b>

These new equipment and machinery are intended to replace and refurbish our Group's ageing equipment and machinery in WATSB and WTSB's factories, some of which have been in operation for over a decade and are facing wear and tear or obsolescence. Where applicable, such replacement upgrades will also integrate automation technologies to improve operational efficiency and production consistency as well as reduce carbon intensity. Further, these enhancements are expected to support our Group's ability to meet stringent customer and regulatory requirements, while improving productivity and cost efficiency.

The renovation cost (including general facility upgrades and modernisation) for our headquarters was estimated based on contractor's quotations received. Such renovation upgrade is intended to ensure that we have adequate space and infrastructure to cater for the increased operational requirements of our Group. This, in turn, is expected to result in enhanced building functionality and efficiency, revitalised workspaces, and a strengthened corporate image, ultimately improving employee productivity, and creating a positive impression for our clients and stakeholders.

As at the LPD, no amount has been incurred for the abovementioned capital expenditure and we have not entered into any purchase orders for the purchase of these new machinery and equipment as well as for the upgrade of our headquarters. The costs for the purchase of new equipment and machinery, and upgrade of our headquarters will be funded entirely using the proceeds from the Public Issue. Any deficit in the funding requirements for the purchase of new machinery and equipment as well as for the upgrade of our headquarters arising from the shortfall in the gross proceeds from the Public Issue will be funded through internally generated funds and/or bank borrowings.

See Section 7.2.2.3 of this Prospectus for further details.



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

##### (ii) Digitalisation of our business systems and processes

Our Company has plans to digitalise some of its existing business systems and processes which are currently operating on standalone systems or manual basis. As our Group continues to expand its operations and customer base, we recognise that the integration of digital tools and AI is essential to future-proof our operations, improve decision-making, and enhance operational efficiency. The integration of digital tools and AI to future-proof our operations enables us to better manage complexity, increase agility, and strengthen our resilience in a rapidly evolving digital landscape and meet changing customer expectations by:

- (a) accessing real-time project and inventory data for faster, data-driven decisions;
- (b) standardising workflows across geographies and functions to ensure operational consistency;
- (c) reducing manual errors, increasing traceability, and enhancing internal controls; and
- (d) leveraging predictive analytics and AI to optimise resource utilisation, detect early operational deviations, and provide actionable performance insights.

In this regard, we plan to implement selected digitalisation initiatives to streamline and automate key business functions. While our current investment in this space is modest, it reflects the first phase of a broader and deliberate transformation roadmap.

The initial focus will be on digitalising key business functions that are still reliant on manual processes or standalone systems. These include project execution, inventory management, after-sales management, ERP and cybersecurity with the objective of laying the groundwork for smarter operations, more transparent reporting, better resource optimisation and even evolving into generation of actionable insights with AI recommendations.

We have allocated RM[●] million or 5.1% of the IPO proceeds for this purpose, to be deployed over a 36-month period. The intent is not to build everything at once, but to establish foundational digital infrastructure with scalable, interoperable systems that meets the Group's business needs.

Our Group intends to outsource the digital integration and system development to specialised third-party vendors, while retaining strategic oversight and internal ownership of system requirements and change management. This hybrid approach allows us to leverage the technical capabilities of established solution providers, while ensuring the solutions are tailored to our industry-specific needs. Key modules including ERP, field service, and inventory, will be sourced from reputable software providers, with AI analytics integration to be implemented in phases based on system readiness and data maturity. Internal resources will coordinate implementation efforts and ensure alignment with operational requirements.

The integration of our existing management systems with AI analytics is expected to enhance our operational productivity and efficiency as well as improve our financial management through making better-informed decisions in our day-to-day operations.



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

The breakdown of the use of proceeds for the digitalisation of our business systems and processes is as follows:

Details	Total estimated cost (RM'000)
Integration of AI systems (including software) and analytics tool	[●]
System implementation and migration	[●]
Investment in cybersecurity	[●]
Integration of ERP systems and software	[●]
	[●]

The remaining RM[●] million will be utilised for the various hardware requirements in order to undertake the above.

The costs above were estimated based on internal management estimates as well as historical pricing quotes available as we have yet to engage any particular service provider. Such costs are expected to be utilised over a period of three years and it includes licences, services and maintenance cost for the following year. As at the LPD, we have not incurred any cost relating to our digitalisation plans mentioned above as we are still considering a few AI systems. Upon our Listing, we will commence the first phase of our digitalisation initiatives and fund these using proceeds from the Public Issue as mentioned above. Any deficit in the funding requirements for the digitalisation of our business systems and processes arising from the shortfall in the gross proceeds from the Public Issue will be funded through internally generated funds and/or bank borrowings.

See Section 7.2.2.4 of this Prospectus for further details.

##### 4.6.3 Research and development

Historically, our R&D-related activities have been embedded as part of our project development and engineering efforts, and were expensed directly through project costs. While not tracked as standalone R&D expenditure, these efforts have enabled us to optimise system design and operational performance across various project applications.

Accordingly, we believe that further investments into R&D would enable us to provide better solutions to our customers. The allocation of RM[●] million or 4.1% of the gross proceeds from our Public Issue towards R&D will allow us to, amongst others, invest in prototypes and carry out the necessary testing with the aim to develop new equipment and/or design new steam energy systems with improved fuel flexibility, energy efficiency and modularity to meet the evolving industrial decarbonisation needs. This also includes the need to design and test various materials of high temperature resistant alloys and composites to ensure functionality and compatibility for use in these new products.

If successful, these new systems are expected to be more versatile, easy to transport, compact and smaller in size compared to the conventional steam energy systems.

In addition, we plan to expand our R&D to explore the use of advanced, sustainable biomass feedstocks that comply with more stringent emissions and sustainability standards. This includes studying alternative feedstock types that offer improved combustion efficiency, greater consistency in performance, and lower lifecycle emissions. The goal is to ensure our systems remain adaptable, efficient, and compliant with a broader range of customer requirements in diverse market environments.

To remain competitive in the industry, we will also explore certifications for our new products, where relevant, to ensure that they meet global standards and the required regulatory compliance.



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

We do not intend to set up a dedicated R&D department at this juncture and will continue to leverage on our existing technical team, which is responsible for enhancing and improving the performance of our products and solutions. This team plays a central role in developing and refining steam energy system designs, incorporating customer feedback, and applying engineering innovations to meet evolving operational requirements.

The allocation of such proceeds will support our technical team's ongoing efforts to strengthen our technical capabilities, improve project outcomes, and respond effectively to emerging industry demands. Our technical team works closely with our project development, engineering, and sustainability functions to ensure that design improvements are commercially viable, performance-tested, and aligned with our Group's broader business objectives.

Any deficit in the funding requirements for our R&D arising from the shortfall in the gross proceeds from the Public Issue will be funded through internally generated funds and/or bank borrowings.

##### 4.6.4 Estimated listing expenses

We estimate that about RM[●] million or 10.0% of the total gross proceeds from our Public Issue will be used for our listing expenses, details of which are as follows:

Details	RM'000	% of total gross proceeds from the Public Issue
Professional fees	[●]	5.3
Fees to authorities	[●]	0.5
Brokerage, underwriting and placement fees	[●]	2.1
Marketing related expenses such as printing, advertising, travel and roadshow expenses	[●]	1.2
Miscellaneous expenses and contingencies <sup>(1)</sup>	[●]	0.9
<b>Total</b>	<b>[●]</b>	<b>10.0</b>

**Note:**

(1) This includes other incidental charges or related expenses in connection with our Public Issue, such as fees to be paid to the translator, share registrar, issuing house and funds reserved for contingency purposes.

If the actual amount of our listing expenses is higher than estimated, the deficit will be funded via our internally generated funds. However, if the actual listing expenses are lower than estimated, the excess will be used for the Group's business expansion through Asset Ownership.



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

### **4.7 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE**

#### **4.7.1 Brokerage fee**

We will pay brokerage in respect of our Issue Shares under the Retail Offering at the rate of [●]% (exclusive of applicable tax) of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

The [Joint] Bookrunners are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us or the Selling Shareholders.

#### **4.7.2 Underwriting commission**

As stipulated in the Retail Underwriting Agreement, the Managing Underwriter and the [Joint] Underwriters have agreed to underwrite our Issue Shares under the Retail Offering for an underwriting commission of [●]% (exclusive of applicable tax) of the Retail Price multiplied by the total number of Issue Shares underwritten under the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

#### **4.7.3 Placement fee**

The Selling Shareholders for the Offer Shares and us for the Issue Shares will pay the [Joint] Bookrunners a placement fee and selling commission of up to [●]% (exclusive of applicable tax) and may pay the [Joint] Bookrunners a discretionary fee of up to [●]% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares sold to Malaysian institutional and selected investors in accordance with the terms of the Placement Agreement.

### **4.8 DETAILS OF THE UNDERWRITING, PLACEMENT AND LOCK-UP ARRANGEMENTS**

#### **4.8.1 Underwriting**

We and the Selling Shareholders have entered into the Retail Underwriting Agreement with the Managing Underwriter and the [Joint] Underwriters to severally and not jointly (nor jointly and severally) underwrite [●] Issue Shares under the Retail Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out in Section 4.7.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

[●]

#### **4.8.2 Placement**

We and the Selling Shareholders expect to enter into the Placement Agreement with the [Joint] Bookrunners in relation to the placement of up to [●] IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus. We and the Selling Shareholders will be requested to give various representations, warranties and undertakings, and to indemnify the [Joint] Bookrunners against certain liabilities in connection with our IPO. The terms of the Placement Agreement are subject to negotiations and may include termination events that are different from those under the Retail Underwriting Agreement as set out in Section 4.8.1 of this Prospectus.



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

##### 4.8.3 Lock-up arrangement

##### 4.8.3.1 Lock-up arrangements under the lock-up agreements entered into between our Company with each of Tema Energy and the individual shareholders of Tema Energy in relation to the lock-up arrangement under the SSA

- (i) Tema Energy has agreed and provided an undertaking to our Company that it will not and shall procure that its subsidiaries, affiliates, nominees or trustees holding Shares on trust for or on its behalf shall not, directly or indirectly, conditionally or unconditionally:
  - (a) (A) issue, allot, offer, pledge, sell, offer to sell, contract or agree to sell, assign, issue or sell or grant or agree to grant any option, right, warrant or contract to purchase or create security over, purchase any option or contract to sell, hypothecate or create any encumbrance over, lend or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Shares (or any securities convertible into or exercisable or exchangeable for Shares or any securities substantially similar to the Shares), including any Shares held in treasury, that are now owned or hereafter acquired by Tema Energy or with respect to which Tema Energy has or hereafter acquires the power of disposition (any such Shares or interests therein now held or hereafter acquired, the “**Lock-Up Shares**”), or (B) enter into any swap, hedge or derivative or any other arrangement or agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of the Lock-Up Shares or any securities convertible into or exercisable or exchangeable for Lock-Up Shares or any securities that represent the right to receive or are substantially similar to the Lock-Up Shares, whether any such swap or transaction described in clauses (A) or (B) above is to be settled by delivery of Lock-Up Shares or such other securities, in cash or otherwise, provided that the foregoing shall not apply to any Shares being offered and sold by Tema Energy in connection with our IPO;
  - (b) deposit any Lock-Up Shares (or any securities convertible into or exchangeable for, or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, the Lock-Up Shares) in any depository receipt facilities;
  - (c) sell, transfer or otherwise dispose of any interest in any shares or other equity interests in any company or other entity controlled by it which is directly, or through another company or other entity indirectly, the beneficial owner of any Lock-Up Shares;
  - (d) do or announce any intention to do any of the above or an offering or sale of any Lock-Up Shares (or any other securities exercisable or exchangeable for or convertible into or that represent the right to receive, or are substantially similar to, such Lock-Up Shares (or any interest therein or in respect thereof));
  - (e) take any action in connection with any Shares which is designed to or which constitutes or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of the Shares; or



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

- (f) enter into or effect any transaction with the same economic effect as any transactions described in paragraph (i)(a), (b) and (c) above.

The “**Lock-Up Period**” shall be on a staggered basis, as provided below or with the prior written consent of our Company:

Period	Percentage of Lock-Up Shares under Lock-Up	No. of Lock-Up Shares under Lock-Up
<b>Year 1:</b> Commencing from the date of Listing up to the first anniversary of the date of Listing (“ <b>1<sup>st</sup> Anniversary Date</b> ”)	100%	37,306,900
<b>Year 2:</b> Commencing from the date immediately after the 1 <sup>st</sup> Anniversary Date up to the second anniversary of the date of Listing (“ <b>2<sup>nd</sup> Anniversary Date</b> ”)	80%	29,845,520
<b>Year 3:</b> Commencing from the date immediately after the 2 <sup>nd</sup> Anniversary Date up to the third anniversary of the date of Listing	50%	18,653,450

- (ii) Each of the individual shareholders of Tema Energy have also agreed and provided an undertaking to our Company that save in relation to our IPO, for a period beginning on the date of Listing and ending on, and including, the date that is three years after the date of Listing (“**Lock-Up Period**”) that they will not and shall procure that their affiliates and nominees or trustees holding any shares in Tema Energy (“**Tema Shares**”) on trust for or on their behalf shall not, directly or indirectly, conditionally or unconditionally:
- (a) (A) issue, allot, offer, pledge, sell, offer to sell, contract or agree to sell, assign, issue or sell or grant or agree to grant any option, right, warrant or contract to purchase or create security over, purchase any option or contract to sell, hypothecate or create any encumbrance over, lend or otherwise transfer or dispose of, or agree to transfer or dispose of, directly or indirectly, conditionally or unconditionally, any Tema Shares (or any securities convertible into or exercisable or exchangeable for Tema Shares or any securities substantially similar to the Shares), including any Tema Shares held in treasury, that are now owned or hereafter acquired by the individual shareholder or with respect to which the individual shareholder has or hereafter acquires the power of disposition (any such Tema Shares or interests therein now held or hereafter acquired, the “**Lock-Up Shares**”), or (B) enter into any swap, hedge or derivative or any other arrangement or agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequence of ownership of the Lock-Up



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

Shares or any securities convertible into or exercisable or exchangeable for Lock-Up Shares or any securities that represent the right to receive or are substantially similar to the Lock-Up Shares, whether any such swap or transaction described in clauses (A) or (B) above is to be settled by delivery of Lock-Up Shares or such other securities, in cash or otherwise;

- (b) deposit any Lock-Up Shares (or any securities convertible into or exchangeable for, or which carry rights to subscribe or purchase or that represent the right to receive or are substantially similar to, the Lock-Up Shares) in any depository receipt facilities;
- (c) sell, transfer or otherwise dispose of any interest in any shares or other equity interests in any company or other entity controlled by it which is directly, or through another company or other entity indirectly, the beneficial owner of any Lock-Up Shares;
- (d) do or announce any intention to do any of the above or an offering or sale of any Lock-Up Shares (or any other securities exercisable or exchangeable for or convertible into or that represent the right to receive, or are substantially similar to, such Lock-Up Shares (or any interest therein or in respect thereof));
- (e) take any action in connection with any Tema Shares which is designed to or which constitutes or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of the Shares; or
- (f) enter into or effect any transaction with the same economic effect as any transactions described in paragraph (ii)(a), (b) and (c) above.

The "**Lock-Up Period**" shall be on a staggered basis, as provided below or with the prior written consent of our Company:

<b>Period</b>	<b>Percentage of Lock-Up Shares under Lock-Up</b>
<b>Year 1:</b> Commencing from the date of Listing up to the first anniversary of the date of Listing (" <b>1<sup>st</sup> Anniversary Date</b> ")	100%
<b>Year 2:</b> Commencing from the date immediately after the 1 <sup>st</sup> Anniversary Date up to the second anniversary of the date of Listing (" <b>2<sup>nd</sup> Anniversary Date</b> ")	80%
<b>Year 3:</b> Commencing from the date immediately after the 2 <sup>nd</sup> Anniversary Date up to the third anniversary of the date of Listing	50%



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

##### 4.9 TRADING AND SETTLEMENT IN SECONDARY MARKET

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

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

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

- (i) to facilitate a share buy-back;
- (ii) to facilitate conversion of debt securities;
- (iii) to facilitate company restructuring process;
- (iv) where a body corporate is removed from the Official List;
- (v) to facilitate a rectification of any error; and
- (vi) in any other circumstances determined by Bursa Depository from time to time, after consultation with the SC.

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

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