

3. PROSPECTUS SUMMARY

This Prospectus Summary only highlights the key information from other parts of this Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Prospectus prior to deciding on whether to invest in our Shares.

3.1 PRINCIPAL DETAILS OF OUR IPO

3.1.1 Institutional Offering

The Institutional Offering involves the offering of up to 3,985,900,000 Offer Shares, representing up to 27.99% of our issued Shares, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.2.5 and 4.2.6 of this Prospectus, at the Institutional Price to the following persons:

- (i) Malaysian institutional and selected investors;
- (ii) foreign institutional and selected investors outside the United States in reliance on Regulation S; and
- (iii) “qualified institutional buyers” in the United States in reliance on Rule 144A or pursuant to applicable exemption from registration under the U.S. Securities Act.

3.1.2 Retail Offering

The Retail Offering involves the offering of 286,100,000 Offer Shares, representing 2.01% of our issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.5 of this Prospectus, at the Retail Price to be allocated in the following manner:

- (i) **Allocation to the Eligible Persons** - 1,300,000 Offer Shares, representing 0.01% of our issued Shares, are reserved for application by the Eligible Persons.
- (ii) **Allocation via balloting to the Malaysian Public** - 284,800,000 Offer Shares, representing 2.0% of our issued Shares, are reserved for application by the Malaysian Public of which 142,400,000 Offer Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

3.1.3 Moratorium on our Shares

In accordance with the Equity Guidelines, our Shares directly held by MMC Corp as at the date of our Listing will be placed under moratorium for a period of six months from the date of our Listing. MMC Corp has fully accepted the moratorium. MMC Corp will not be allowed to sell, transfer or assign any of their respective holdings in our Shares as at the date of our Listing for a period of six months from the date of our Listing.

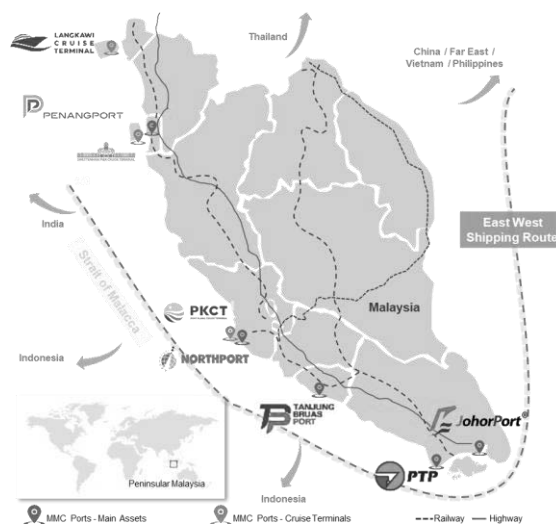
Our Offer for Sale will raise gross proceeds of up to RM[●] billion (on the assumption that the Institutional Price is equivalent to the Retail Price), which will accrue entirely to the Selling Shareholder. For detailed information relating to our IPO and moratorium on our Shares, see Sections 2.2 and 4.2 of this Prospectus, respectively.

3.2 HISTORY AND BUSINESS

Our Company was incorporated in Malaysia under the Act 1965 on 26 September 2006 as a private limited company under the name of MMC Ventures Sdn Bhd and is deemed registered under the Act. The Company changed its name to its present name on 15 July 2015 and was converted into a public limited company on 30 May 2025. The principal activity of our Company is that of investment holding while our subsidiaries are principally involved in port operations in Malaysia. We operate five sea ports and a solid product jetty terminal and conduct STS services at an offshore port. We provide marine services and operate free zones in the water limits and land around our ports. We also operate three cruise terminals.

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Our five sea ports are PTP, Johor Port, Northport, Penang Port and Tanjung Bruas Port. Our ports provides a mix of container, conventional cargo, marine and other services that are tailored to their business and customers. In aggregate, our ports registered 18.5 million TEUs of container throughput and 36.5 million FWTs of conventional throughput in FYE 31 December 2024. As at the LPD, we had a total of 92 berths for container and conventional cargo, with a combined length of 19,394.0 metres. Our STS services are carried out at Yan STS Port in Yan, Kedah, located approximately five nautical miles off the coast of Pulau Bunting. This facility enables cargo transfers from vessel to vessel at sea without the need to dock in-land. We provide port facilities and services for cruise ships through our three cruise terminals, SPCT, PKCT and LCT. The three cruise terminals handled approximately 1.5 million passengers in 2024. The following map shows the location of our ports and cruise terminals:



For further details on our history, group structure and business, see Sections 6 and 7 of this Prospectus.

3.3 COMPETITIVE STRENGTHS

- (i) **Leading privately-owned port operating group (which is not government-linked) in Southeast Asia with capabilities to handle a wide range of cargo types with a balanced mix of transshipment and gateway services**

We were ranked 13th among the world's leading terminal operators[^] based on equity-adjusted throughput* in 2023, and fifth among the leading private terminal operators, according to Drewry. In Southeast Asia, we were ranked third based on equity-adjusted throughput in 2023. However, within Southeast Asia, we hold the first position among privately-owned operators which are not government-linked. Our network includes five major ports strategically located along the Strait of Malacca, with two among Southeast Asia's top seven largest ports, namely Northport and PTP, in terms of container throughput volume in 2024. In addition, we operate four of the top five largest Malaysian ports in terms of container throughput in 2024, according to Drewry.

Notes:

* Equity-adjusted throughput reflects the total container volume handled at terminals, adjusted according to an operator's equity stake in each facility, providing a more accurate measure of the volume attributable to the operator's ownership. It is calculated by multiplying the total throughput of each terminal by the percentage of the operator's equity stake.

[^] Terminal operators manage specific terminals within ports. Port operators oversee an entire port complex.

- (ii) **Strategically located along the Strait of Malacca, Southeast Asia's gateway to global trade driven by the fast-growing Malaysian economy**

Our ports are strategically located along the Strait of Malacca. The Strait of Malacca stands out as the busiest shipping route in the world (for vessels exceeding 1,000 deadweight tonnes), serving as the primary maritime corridor linking Asia (including

3. PROSPECTUS SUMMARY (Cont'd)

China) to Europe, according to Drewry. As a critical maritime passageway for global maritime trade, the Strait of Malacca connects the Andaman Sea to the South China Sea via Malaysia and Singapore which facilitates trade flows between North America, Europe, the Middle East, Far East, and Southeast Asia.

(iii) **Integrated port ecosystem with excellent integrated connectivity to Malaysia infrastructure, hinterlands and industrial parks**

Our five major ports serve as key regional and domestic distribution hubs, strategically interlinked with inland freight facilities and supported by major Malaysian hinterland networks and industrial parks. This integrated port logistics ecosystem enhances our value proposition for customers.

- PTP, located at the confluence of major East-West trade lanes, is a premier transshipment hub with connectivity via road, rail, sea, and air.
 - Johor Port serves as a strategic gateway to Johor's industrial areas within the state of Johor supporting diverse industries and stable cargo volumes.
 - Northport features exceptional connectivity with direct access to over 13 industrial parks via road and rail networks.
 - Penang Port is a key northern gateway with direct access to the Bay of Bengal and the Indonesia-Malaysia-Thailand Growth Triangle.
 - Tanjung Bruas Port is positioned as the main gateway port to Malacca.
- For further details on the five sea ports, see Section 7.2.3 of this Prospectus.

(iv) **Track record of delivering operational efficiencies and financial profitability through modernisation, digitalisation and scale**

Between FYEs 31 December 2022 and 2024, we achieved steady growth with revenue increasing at a CAGR of 3.6%, and our profit before interest and tax increasing at a CAGR of 6.6%. Certain of our ports have undergone or are undergoing digital transformation initiatives to deploy an integrated enterprise resource planning system and terminal operating systems to improve operational efficiencies. We leverage our scale as a diversified ports group to achieve attractive pricing arrangements with our customers and suppliers. We have controlled our operating expense prudently and achieved economies of scale.

(v) **Entrenched blue-chip customer base of global shipping lines, with container cargo business anchored by connection to the Gemini Cooperation**

We have built and maintained strong relationships with a "blue-chip" customer base of leading global shipping lines including Maersk, Evergreen, Wan Hai, MSC, CMA CGM and Interasia. Maersk group's 30.0% indirect ownership in PTPSB, our subsidiary which operates PTP, through A.P.Moller – Maersk A/S, has strengthened our position in the industry over the years as we work with and leverage on the expertise of one of the world's largest shipping liners. Since carriers prefer to use terminals where they have equity ownership, according to Drewry, the terminal's affiliation to an alliance partner is important to ensure stickiness of transshipment volume, such as through the Gemini Cooperation, a long-term operational collaboration launched in February 2025 by Maersk A/S and Hapag-Lloyd. The Gemini Cooperation operates on a hub-and-spoke transshipment model, comprising 340 vessels, aggregating around 3.7 million TEUs, and covers 57 services including mainliner and dedicated shuttle services.

(vi) **Experienced management team with strong track record of port industry expertise**

Our company is guided by an accomplished management team with proven expertise in the port industry. Led by Dato' Azman Shah bin Mohd Yusof, who serves as our Chief Executive Officer, our management team (see Section 9.3 for details) is equipped with extensive experience that spans global maritime and infrastructure operations, with particular depth in port operations, development, and management. Leveraging their industry relationships and expertise to guide our strategic growth, our management has

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spearheaded digital transformation initiatives, transitioning us to an integrated enterprise resource planning system and terminal operating systems across our ports and drove operational improvements and economies of scale of our platform.

For further details on our competitive strengths, see Section 7.2 of this Prospectus.

3.4 FUTURE PLANS AND STRATEGIES

(i) **Organic growth through strategic capacity expansion**

We continue to expand our container and conventional capacity to meet the growing needs within the Strait of Malacca. We target to expand our container handling maximum capacity from approximately 24.0 million TEUs in 2024 to 26.9 million TEUs in 2029, and our conventional handling maximum capacity from approximately 51.4 million FWTs in 2024 to approximately 66.1 million FWTs in 2029. This growth in capacity can enable us to continue to gain market share amidst the wave of manufacturing regionalisation and reshoring and global supply chain reorganisation.

(ii) **Digitalisation and technological transformation and equipment rehabilitation and modernisation to maximise operational efficiency**

As a port operator, we continue to invest in the rehabilitation of our equipment and leverage on modernisation and digitalisation of our platform ports to implement consistent renewal initiatives to enhance our operational capacity and efficiency. Ongoing renewals include (i) the rehabilitation of liquid terminal jetties and wharfs, (ii) conveyor structures and system, (iii) quay cranes and level luffing cranes, (iv) reach stackers and empty stackers, (v) crane rails, (vi) diesel and electrified RTGs, (vii) prime movers with electrification and (viii) the digitalisation and automation of wharf gates and gate operations. These endeavours equip us to continue delivering reliable services and quick turnaround of vessels for our customers.

(iii) **Increase profitability by focusing on high margin cargo segments and services and cost management**

We aim to increase cargo handling volume in segments that generate higher margins. We also intend to offer value-added services, such as storage and bulk handling to add and diversify revenue streams and to further entrench existing customers. We are also optimising our land and warehouse spaces resources to ensure that we have sufficient rental capacity to meet demand. We are also optimising our storage rental spaces by encouraging long-term tenancies to strengthen our bargaining and pricing power, all while maintaining strict cost control measures. Moreover, we intend to leverage our ecosystem of integrated ports to share learnings, best practices and effective strategies across different ports to foster holistic synergies and enhance our operations.

(iv) **Inorganic expansion – scaling through strategic endeavours and partnership**

Besides growing our ports organically, we are also seeking opportunities to strengthen our platform and expand our capacity through the acquisition of port assets strategically situated in trade corridors that are projected to attract increasing shipping volumes. In our evaluation we assess the potential for the realisation of synergistic benefits with our existing port platform and ability to integrate with other port assets through multimodal connectivity. We seek to expand our capacity through the formation of joint venture partnerships.

For further details on our future plans and strategies, see Section 7.3 of this Prospectus.

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3.5 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The following tables set out the direct and indirect shareholding of our Promoters and substantial shareholders before and after our IPO:

Name / Country of incorporation / Nationality	Before our IPO ⁽¹⁾				After our IPO							
	Direct		Indirect		Assuming the Over-allotment Option is not exercised ⁽²⁾				Assuming the Over-allotment Option is fully exercised ⁽³⁾			
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders												
MMC Corp / Malaysia	14,240,000,000	100.0	-	-	9,968,000,000	70.0	-	-	9,327,200,000	65.5	-	-
Seaport Terminal / Malaysia	-	-	14,240,000,000	⁽⁴⁾ 100.0	-	-	9,968,000,000	⁽⁴⁾ 70.0	-	-	9,327,200,000	⁽⁴⁾ 65.5
Substantial shareholders												
Indra Cita / Malaysia	-	-	14,240,000,000	⁽⁵⁾ 100.0	-	-	9,968,000,000	⁽⁵⁾ 70.0	-	-	9,327,200,000	⁽⁵⁾ 65.5
TSSM / Malaysian	-	-	14,240,000,000	⁽⁶⁾ 100.0	-	-	9,968,000,000	⁽⁶⁾ 70.0	-	-	9,327,200,000	⁽⁶⁾ 65.5

Notes:

(1) Based on our issued Shares of 14,240,000,000 Shares after the Subdivision.

(2) Based on our issued Shares of 14,240,000,000 Shares upon our Listing.

(3) Assuming an Over-allotment Option of 640,800,000 Shares, representing 15.0% of the total number of the Offer Shares offered, is fully exercised.

(4) Deemed interested by virtue of its shareholding in MMC Corp, applying Section 8(4) of the Act.

(5) Deemed interested by virtue of its shareholding in Seaport Terminal, applying Section 8(4) of the Act.

(6) Deemed interested by virtue of his shareholding in Indra Cita, applying Section 8(4) of the Act.

For further details on our Promoters and substantial shareholders, see Section 9.1 of this Prospectus.

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3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, our Directors and key senior management are as follows:

Name	Designation
Directors	
TSCK	Non-Independent Non-Executive Chairman
Sharifah Sofia binti Syed Mokhtar Shah	Non-Independent Non-Executive Director
Dato' Mohamed Rafique Merican bin Mohd Wahiduddin Merican	Independent Non-Executive Director
Johari bin Abdul Muid	Independent Non-Executive Director
Aznita binti Abdul Aziz ⁽¹⁾	Independent Non-Executive Director
Datuk Syed Hamadah Syed Othman ⁽¹⁾	Independent Non-Executive Director
Key senior management of our Group	
Dato' Azman Shah bin Mohd Yusof	Chief Executive Officer
Neo Li Ping	Chief Financial Officer
Mark William Hardiman	Chief Executive Officer of PTPSB
Md Derick bin Basir	Chief Executive Officer of JPB
Nik Muzani bin Nik Abdul Aziz ⁽¹⁾	Acting Chief Executive Officer of NMB
Dato' Sasedharan A/L Vasudevan	Chief Executive Officer of PPSB
Khairul Anuar bin Othman	Head of Company of TBPSB

Note:

(1) Appointed after the LPD.

For further information on our Directors and key senior management, see Sections 9.2.1 and 9.3.1 of this Prospectus, respectively.

3.7 RISK FACTORS

An investment in our Shares involves a number of risks, many of which are beyond our control. You should carefully consider all of the information contained in this Prospectus, including all the risk factors, before deciding to invest in our Shares. The following is a summary of the key risks that we face in our business operations:

- (i) **Our business is highly dependent on global and regional economic, financial and political conditions that affect global trading volumes** - As an operator of ports and cruise terminals that handles container and conventional cargo and provides port facilities and services for cruise ships and marine and other services within the water limits and land around our ports, our results of operations may be affected by the volume of our business, which in turn depends on global and regional trading volumes, including import and export trade volumes of the region in which we operate and the flow of goods within Malaysia. The occurrence of disruptive global political events could potentially reduce trade volumes, alter shipping routes, or increase operational costs, thereby impacting the ports industry, and our business, financial condition and results of operations.
- (ii) **Our operations and revenue are concentrated in Malaysia, exposing us to risks related to the country's economic, financial, and political conditions** - Our ports and ports-related business is exclusively located in Malaysia, therefore we are highly susceptible to the country's economic, financial, and political conditions. Economic downturns, driven by factors such as inflation or domestic challenges, could diminish demand for port services, thereby adversely affecting our revenue and profitability. Similarly, political instability, such as shifts in government leadership or policy, might result in regulatory changes, operational disruptions, or increased costs, which could further amplify risks to our operations. Our operations and revenue concentration in Malaysia exposes us to ongoing risks related to the country's economic, financial, and political conditions.

3. PROSPECTUS SUMMARY (Cont'd)

- (iii) **Our port concession agreements may be early terminated or not renewed, which may adversely affect our business, financial condition and results of operations, and our inability to maintain the Privatisation Agreements may adversely affect our financial condition and results of operations** - Our rights to operate, manage and develop the ports are held through long-term concession arrangements that have been granted by the Government and the relevant port authorities. All of our five port operating companies, namely PTPSB, JPB, NMB, PPSB and TBPSB, have been granted a concession that will expire in March 2055. These concession agreements are vital to our business but include provisions allowing the government to terminate them prior to expiration if we fail to comply with key terms, such as operational performance requirements relating to maintenance of port infrastructures at the respective ports based on periodical review by the relevant port authorities in consultation with the port operating companies or regulatory obligations imposed by statutes, rules, by-laws and regulations applicable to the ports and the operations of the business of the ports. Moreover, when these agreements reach their natural end, we may not secure renewals, or any renewals might impose less advantageous conditions due to shifts in policy or competitive pressures. Should a concession be terminated early or not renewed, our business, financial condition, results of operations and prospects may be adversely affected.
- (iv) **Our inability to successfully implement our expansion plans and effectively manage our growth strategy could have an adverse effect on our business, results of operations and financial condition** - Our future prospects will depend upon our ability to grow our business and operations. This includes executing expansion plans such as increasing container and storage capacities, upgrading port equipment, and integrating advanced technologies for enhanced operational efficiency. There can be no assurance that we will be able to grow our business and operations at the expected levels or at all, and accordingly, we cannot assure you that our operating revenue will continue to achieve a growth rate similar to those achieved in recent years. Further, there can be no assurance that we will be able to effectively manage growth in business levels pursuant to the implementation of our expansion plans. Failure to manage growth effectively could have an adverse effect on our business, financial condition, results of operations and prospects.
- (v) **We derive a significant portion of our revenue from top five major customers** - During the FYEs 31 December 2022, 2023 and 2024, our revenue was concentrated among our top five major customers, accounting for 47.2%, 47.4%, and 50.8% of our total revenue, respectively, during these years. If one or more of our major customers terminates their relationship with us or decides to reduce their business volumes with us, our capacity utilisation, results of operations and profitability could decrease in the short run while we make alternative sales arrangements, and in the long run if we are not able to secure such alternative sales arrangements or if the new arrangements are entered into on less favourable terms.
- (vi) **An increase in fuel and electricity prices may reduce profitability** - The cost of fuel and electricity is a significant factor affecting the ports industry. Generally, our ability to pass on fuel and electricity cost increases to customers is limited. This is due to the regulated nature of port tariffs which constrain pricing flexibility. As a result, cost fluctuations are largely absorbed by our Group, potentially impacting our operating margins and overall profitability. Increases in the price of fuel and electricity generally cause increases in our operating costs, potentially affecting our profitability in the instances where we are unable to pass on the costs to our customers. An increase in fuel and electricity prices may adversely affect our business, financial condition, results of operations and prospects.
- (vii) **We face significant competition in the ports industry which could adversely affect our ability to maintain or increase our market share and profitability** - We face competition from container terminal operators in the region and, to a lesser extent, container terminal operators globally. The main port competing for transshipment traffic with us in the Strait of Malacca is Westports due to its close proximity to the main

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shipping route along the Strait of Malacca, as well as Port of Singapore. We face competition for non-containerised cargo within Malaysia. If we are not able to compete successfully in the future against our existing or potential competitors, our business, financial condition, results of operations and prospects may be adversely affected.

- (viii) **We are exposed to credit risk with respect to our customers and our business could be adversely affected if our customers default on their obligations** - While we strive to manage our credit risk by establishing credit limits for individual customers, obtaining financial guarantees from certain clients, and closely monitoring outstanding receivables, there remains a possibility that our customers may default on their obligations. Any credit risk arising from delayed payments, non-payments, or non-performance by one or more of our major customers, or even several smaller customers, could significantly and adversely impact our business, financial health, operational results, and future prospects.
- (ix) **If we are unable to pass on increases in operating costs to our customers through an increase in tariffs in a timely manner, our operating results may be materially and adversely affected** - The tariffs we charge customers in our port business are regulated by the relevant port authorities with the approval of the Ministry of Transport of Malaysia, and we must comply with the prescribed charges or scale of charges which are published in the gazette setting out the schedule of charges, which is a gazetted list of maximum tariffs that can be charged. There can be no assurance that we will be able to raise tariffs in a timely manner to cover increased expenses or to respond to changes in market conditions. If we continue to be unable to pass on increases in operating costs to our customers through timely tariff adjustments, it may materially and adversely affect our business, financial condition and results of operations.
- (x) **Our operations are dependent on road and rail connectivity and any disruption in the operation of or delays in the improvements to the road and rail network may have an adverse effect on our business and results of operations** - There can be no assurance that existing linkages can cater for the increase in traffic as we seek to increase throughput at our ports in the future. We may experience short-term disruptions to our operations if road, sea or air linkages become temporarily unavailable. In addition, there can be no assurance that existing or planned supporting road, highway and railway infrastructure near our ports will be completed or will not be closed, relocated, terminated or delayed. Such occurrences would adversely impact the accessibility of our ports and our appeal and marketability to customers. This, in turn, may have an adverse effect on our business, financial condition, results of operations and prospects due to the risk of disruptions in the operation of or delays in the improvements to the road and rail network on which we are dependent.
- (xi) **Risk of indirect tax compliance** - We have taken the position to not charge service tax on logistics services that we provide within the free zones surrounding our ports. We have been informed by our tax consultant that the service tax rate that could be levied on us for providing logistics services within our free zone areas is 6.0%, with retroactive effect from 1 April 2024, and would be subject to a late penalty of up to 40.0%. In assessing potential service tax exposure, our Group applied judgment that the logistic services provided within the free zones qualify for the B2B exemption. The potential service tax exposure will accumulate until the matter is resolved. Presently, we are pursuing an exemption from the MOF on this position and the process is ongoing as of the date of this Prospectus.

In the absence of the B2B exemption, the potential service tax liabilities payable by our Group which, as at the LPD, is estimated at (i) RM128.6 million inclusive of a late payment penalty of RM36.7 million for the period from effective date of 1 April 2024 to 31 December 2024; and (ii) RM64.8 million inclusive of a late payment penalty of RM18.5 million from 1 January 2025 until the LPD. If imposed, these liabilities would have a material adverse impact on the financial condition of our Group. However, the

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likelihood of not qualifying for the B2B exemption is considered low. Our Board is also of the view that the materiality of this risk is mitigated.

Applying the B2B exemption, the potential service tax liabilities payable by our Group which, as at the LPD, is estimated at (i) RM18.1 million inclusive of a late payment penalty of RM5.2 million for the period from effective date of 1 April 2024 to 31 December 2024; and (ii) RM13.4 million inclusive of a late payment penalty of RM3.8 million from 1 January 2025 until the LPD, based on the maximum penalty rate of 40.0%. Our Board is of the view that the aforesaid estimated service tax liabilities under B2B exemption (including any late payment penalties), if imposed, will not have a material adverse impact on the business operations and financial condition of our Group.

- (xii) **We depend on security measures implemented at other port facilities and by our shipping line customers, which are beyond our control** - A security breach or act of terrorism that occurs at one or more of the facilities, or at a shipping line or other port facility that has handled the cargo prior to the cargo arriving at our facilities, could subject us to significant liability, including the risk of litigation and damage to our reputation. A major security breach or act of terrorism that occurs at one of the facilities or one of our competitors' facilities may result in a temporary shutdown of the container terminal industry and/or the introduction of additional or more stringent security measures and other regulations affecting the container terminal industry, including us. The costs associated with any such outcome may have an adverse effect on our business, financial condition, results of operations and prospects.

For further details on our risk factors, see Section 5 of this Prospectus.

3.8 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The following table sets out our selected historical consolidated financial data for the Financial Years Under Review:

	FYE 31 December		
	Audited		
	2022	2023	2024
	RM'000	RM'000	RM'000
Revenue	4,058,078	3,961,040	4,356,507
GP ⁽¹⁾⁽²⁾	1,601,724	1,579,690	1,789,789
PBT	829,540	945,954	990,673
Profit attributable to owner of our Company	471,816	701,127	636,560
GP margin ⁽³⁾ (%)	39.5	39.9	41.1
GP margin (excluding Construction Contract Revenue) ⁽³⁾ (%)	41.4	41.1	43.3
EBITDA ⁽⁴⁾	1,870,548	1,951,467	2,023,184
EBITDA margin ⁽⁵⁾ (%)	46.1	49.3	46.4
EBITDA margin (excluding Construction Contract Revenue) ⁽⁵⁾ (%)	48.3	50.7	49.0
PBT margin ⁽⁶⁾ (%)	20.4	23.9	22.7
PBT margin (excluding Construction Contract Revenue) ⁽⁶⁾ (%)	21.4	24.6	24.0
PATAMI margin ⁽⁷⁾ (%)	11.6	17.7	14.6
PATAMI margin (excluding Construction Contract Revenue) ⁽⁷⁾ (%)	12.2	18.2	15.4
Basic/Diluted EPS (sen) ⁽⁸⁾	3.3	4.9	4.5
	As at 31 December		
	Audited		
	2022	2023	2024
	RM'000	RM'000	RM'000
Total equity	6,569,162	5,778,841	5,800,725
Total borrowings	5,523,408	5,375,659	5,365,050
Current ratio ⁽⁹⁾ (times)	1.7	1.5	1.3
Gearing ratio ⁽¹⁰⁾ (times)	0.8	0.9	0.9
Net assets	6,569,162	5,778,841	5,800,725
Net assets per Share ⁽¹¹⁾ (RM)	0.46	0.41	0.41

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Notes:

- (1) In our consolidated statements of comprehensive income, expenses are grouped and disclosed based on the nature of the expenses instead of the function to which the expenses relate. As such, our consolidated statements of comprehensive income do not present cost of goods sold and GP. Cost of goods sold and GP data disclosed in this Prospectus have been derived from our unaudited consolidated management accounts.
- (2) Calculated as revenue less cost of goods sold.
- (3) Calculated as GP divided by revenue or, where indicated, revenue excluding Construction Contract Revenue.
- (4) Calculated as profit for the financial year plus (i) taxation; (ii) finance costs; and (iii) depreciation and amortisation, less (v) finance income.
- (5) Calculated as EBITDA divided by revenue or, where indicated, revenue excluding Construction Contract Revenue.
- (6) Calculated as PBT divided by revenue or, where indicated, revenue excluding Construction Contract Revenue.
- (7) Calculated as PATAMI divided by revenue or, where indicated, revenue excluding Construction Contract Revenue.
- (8) Calculated as PATAMI divided by our issued Shares of 14,240,000,000 Shares upon our Listing.
- (9) Computed based on current assets divided by current liabilities as at the end of the financial year.
- (10) Computed based on total borrowings divided by total equity as at the end of the financial year.
- (11) Calculated as net assets divided by our issued Shares of 14,240,000,000 Shares upon our Listing.

For further details on our financial information and operational highlights relating to our Group, see Section 12 of this Prospectus.

3.9 USE OF PROCEEDS

As our Company will not be issuing any new Shares under our IPO, we will not receive any proceeds from our IPO. Our Board is of the view that our Company presently does not require additional equity funding for our business. Refer to Sections 12.2.5 of this Prospectus for details on our Group's capital resources.

The gross proceeds from our IPO of up to RM[●] billion (on the assumption that the Institutional Price is equivalent to the Retail Price) will accrue entirely to the Selling Shareholder and will be utilised by the Selling Shareholder. For detailed information relating to the use of proceeds arising from our IPO, see Section 4.6 of this Prospectus.

3.10 DIVIDEND POLICY

For information purposes, the following table sets out our Company's dividends declared for the Financial Years Under Review and period indicated and paid as of the date of this Prospectus and the corresponding dividend pay-out ratio:

	FYE 31 December		
	2022	2023	2024
	RM'000	RM'000	RM'000
Dividends declared and paid	250,001	500,355	510,002
PATAMI	471,816	701,127	636,560
Dividend payout ratio ⁽¹⁾ (%)	53.0	71.4	80.1

Note:

- (1) Computed based on dividends declared divided by PATAMI for the Financial Years Under Review.

We declared and paid an interim dividend of RM30.0 million for the FYE 31 December 2025 in March 2025 and further declared and paid an interim dividend of RM255.0 million for the FYE 31 December 2025 in July 2025 using our internally generated funds. The aforesaid interim dividends do not affect the execution and implementation of our future plans and strategies as mentioned in this Prospectus.

We target a payout ratio of not less than 60.0% of our PATAMI for each financial year on a consolidated basis after taking into account working capital, maintenance capital and committed capital requirements of our Group. The declaration and payments of any dividend is subject to the confirmation of our Board as well as any applicable law, licence conditions and contractual obligations, certain Sukuk restrictive covenants which our Company is subject to and provided that such distribution will not be detrimental to our Group's cash requirements or any plans approved by our Board. As at the LPD, there are no dividend restrictions imposed on our subsidiaries. For further details on our dividend policy, see Section 12.5 of this Prospectus.