

6. INFORMATION ON OUR GROUP

6.1 OUR GROUP

Our Company was incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Act on 9 April 1998 as a private limited company under the name of Regalcroft Sdn Bhd. Our Company changed its name to Bloxwich Security Products Sdn Bhd on 7 August 1998 and subsequently to Mega Fortris (Malaysia) Sdn Bhd on 18 July 2000. Our Company later changed its name to Mega Fortris Sdn Bhd on 8 August 2023.

Our Company was subsequently converted into a public limited company on 31 January 2024 and assumed our present name of Mega Fortris Berhad to facilitate our Listing.

The principal place of business of our Company is at No. 29 Property. We are principally involved in investment holding, design and manufacturing of security seals, and trading of related products and services. As at the LPD, we have 17 Subsidiaries, and our Group does not have any joint venture or associate companies.

Please refer to Section 6.3 of this Prospectus for information on our Subsidiaries.

6.1.1 Share capital and changes in share capital

As at the LPD, our issued share capital is RM34,854,974.00 comprising 697,099,480 Shares.

The changes in our issued share capital since its incorporation up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of Shares allotted</u>	<u>Nature of transaction</u>	<u>Consideration (RM)</u>	<u>No. of cumulative Shares</u>	<u>Cumulative issued share capital (RM)</u>
9 April 1998	2	Subscribers' shares	2	2	2
6 August 1998	349,998	Cash	349,998	350,000	350,000
1 June 2001	793,000	Otherwise than cash	793,000	1,143,000	1,143,000
30 June 2023	33,711,974	Otherwise than cash (Acquisitions)	33,711,974	34,854,974	34,854,974
13 October 2023	1,010,794,246	Share Split	-	1,045,649,220	34,854,974
26 January 2024	-	Share Consolidation	-	697,099,480	34,854,974

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments.

Upon the completion of our IPO and Listing, our issued share capital will increase from RM34,854,974.00 comprising 697,099,480 Shares to RM[●] comprising 844,972,480 Shares.

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6.1.2 Pre-IPO Reorganisation

In conjunction with our Listing, we have undertaken the Pre-IPO Reorganisation comprising the Acquisitions, the Acquisitions of Mega Fortris Security Bags' Minority Interests, the Share Split and the Share Consolidation, details of which are as follows:

6.1.2.1 Acquisitions

(i) Acquisition of Mega Fortris Europe

On 30 June 2023, our Company has completed the acquisition of the entire issued share capital of Mega Fortris Europe comprising 125,000 ordinary shares from Mega Fortris Global for a purchase consideration of RM14,536,221.00. The purchase consideration was wholly satisfied via the issuance of 14,536,221 new Shares at RM1.00 per Share, in the following manner:

Vendor	Shareholdings in Mega Fortris Europe before Pre-IPO Reorganisation		Consideration	
	No. of shares	%	RM	No. of new Shares
Mega Fortris Global	125,000	100.00	14,536,221	14,536,221

The purchase consideration for the new Shares was arrived at after taking into account the NA of Mega Fortris Europe and its group of companies as at 30 June 2022 amounting to RM14,536,221.00.

(ii) Acquisition of Mega Fortris Americas

On 30 June 2023, our Company has completed the acquisition of the entire issued share capital of Mega Fortris Americas comprising 2,000 ordinary shares from Mega Fortris Global for a purchase consideration of USD3,421,444.00 (equivalent to RM15,762,593.00). The purchase consideration was wholly satisfied via the issuance of 15,762,593 new Shares at RM1.00 per Share, in the following manner:

Vendor	Shareholdings in Mega Fortris Americas before Pre-IPO Reorganisation		Consideration	
	No. of shares	%	USD	No. of new Shares
Mega Fortris Global	2,000	100.00	3,421,444	15,762,593

The purchase consideration for the new Shares was arrived at after taking into account the audited NA of Mega Fortris Americas as at 30 June 2022 amounting to USD3,421,440.00 (equivalent to RM15,762,593.00).

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(iii) Acquisition of Mega Fortris AUS

On 30 June 2023, our Company completed the acquisition of 75.00% of the issued share capital of Mega Fortris AUS comprising 75 ordinary shares from Mega Fortris Global for a purchase consideration of AUD681,429.00 (equivalent to RM2,045,445.00). The purchase consideration was wholly satisfied via the issuance of 2,045,445 new Shares at RM1.00 per Share, in the following manner:

Vendor	Shareholdings in Mega Fortris AUS before Pre-IPO Reorganisation		Consideration	
	No. of shares	%	AUD	No. of new Shares
Mega Fortris Global	75	75.00	681,429	2,045,445

The purchase consideration for the new Shares was arrived at after taking into account the audited NA of Mega Fortris AUS as at 30 June 2022 amounting to AUD908,572.00 (equivalent to RM2,727,260.00).

(iv) Acquisition of Mega Fortris NZ

On 30 June 2023, our Company has completed the acquisition of 75.00% of the issued share capital of Mega Fortris NZ comprising 10,000 ordinary shares from Mega Fortris Global for a purchase consideration of NZD491,224.00 (equivalent to RM1,367,715.00). The purchase consideration was wholly satisfied via the issuance of 1,367,715 new Shares at RM1.00 per Share, in the following manner:

Vendor	Shareholdings in Mega Fortris NZ before Pre-IPO Reorganisation		Consideration	
	No. of shares	%	NZD	No. of new Shares
Mega Fortris Global	10,000	75.00	491,224	1,367,715

The purchase consideration for the new Shares was arrived at after taking into account the audited NA of Mega Fortris NZ as at 30 June 2022 amounting to NZD654,965.00 (equivalent to RM1,823,620.00).

The Acquisitions were completed on 30 June 2023. Thereafter, Mega Fortris Europe (together with its subsidiaries), Mega Fortris Americas, Mega Fortris AUS and Mega Fortris NZ became our subsidiaries. With the completion of the Acquisitions, we have 17 subsidiaries, details of which are set out in Section 6.3 of this Prospectus.

6.1.2.2 Acquisitions of Mega Fortris Security Bags' Minority Interests

On 11 October 2023, our Company has completed the acquisition of:

- (i) 33.71% issued share capital of Mega Fortris Security Bags comprising 1,180,000 ordinary shares from Dato' Nick Ng for a cash consideration of RM1,021,648.99; and
- (ii) 3.43% issued share capital of Mega Fortris Security Bags comprising 120,000 ordinary shares from Datuk Adrian Ng for a cash consideration of RM103,953.01.

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The total purchase consideration was settled via cash. The purchase consideration for the Acquisitions of Mega Fortris Security Bags' Minority Interests was arrived at after taking into account the valuation of the 100.00% equity interest of Mega Fortris Security Bags of RM3.03 million as at 31 December 2022, as ascribed by an independent valuer (which holds a capital markets services licence issued by the SC) in its valuation report dated 29 September 2023.

Thereafter, Mega Fortris Security Bags became our Company's wholly-owned subsidiary.

6.1.2.3 Share Split

On 13 October 2023, our Company had completed the subdivision of one existing Share into 30 new Shares. After the Share Split, our Company has 1,045,649,220 Shares in issue and the shareholding structure of our Company before and after the Share Split is as follows:

	Before the Proposed Share Split		After the Proposed Share Split	
	No. of shares	%	No. of shares	%
Mega Fortris	34,854,974	100.00	1,045,649,220	100.00

The Share Split had not resulted in any changes to the value of our Company's issued share capital.

6.1.2.4 Share Consolidation

On 26 January 2024, our Company had completed the consolidation of three existing Shares into two new consolidated Shares. After the Share Consolidation, our Company has 697,099,480 Shares in issue and the shareholding structure of our Company before and after the Share Consolidation is as follows:

	Before the Share Consolidation		After the Share Consolidation	
	No. of shares	%	No. of shares	%
Mega Fortris	1,045,649,220	100.00	697,099,480	100.00

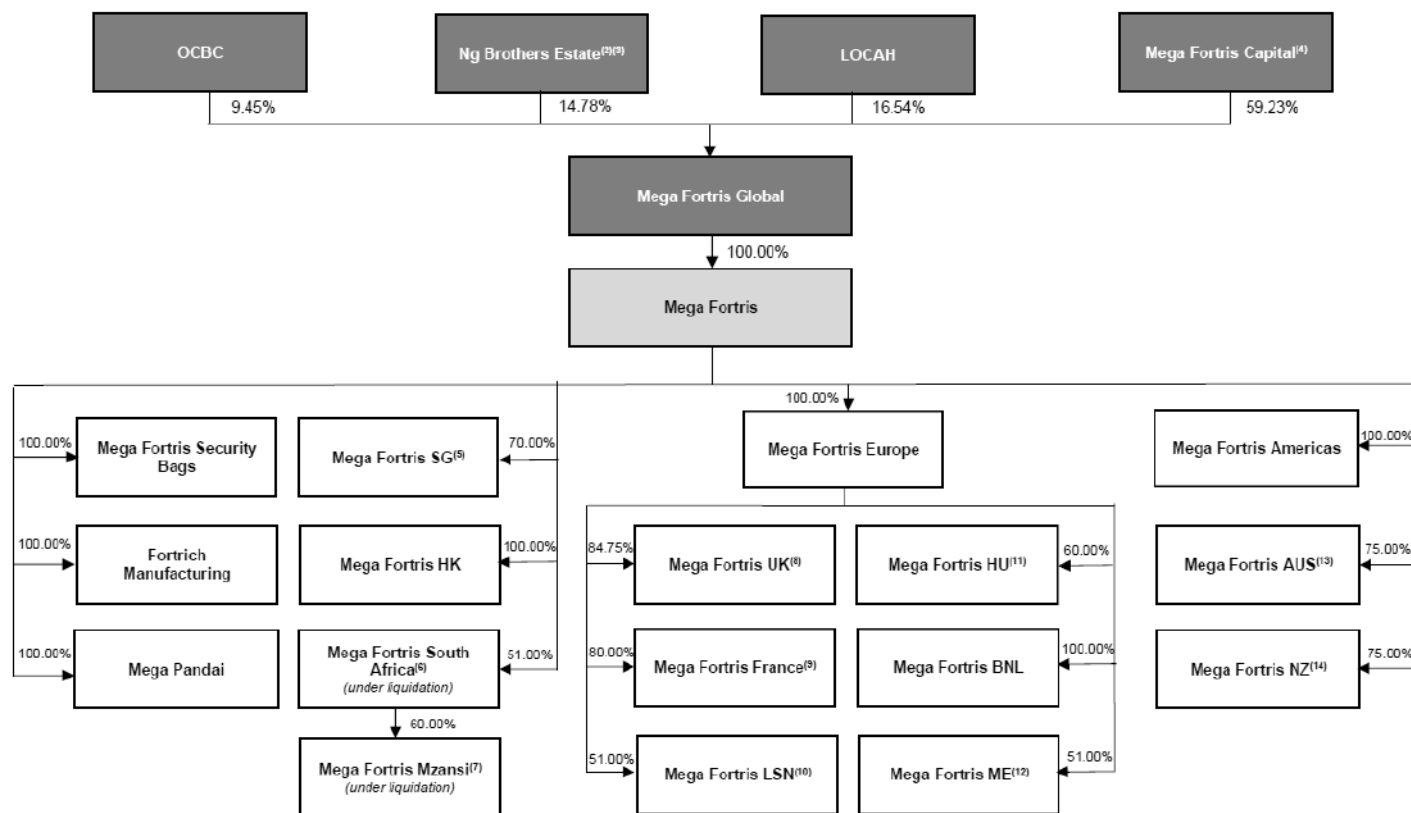
The Share Consolidation had not resulted in any changes to the value of our Company's issued share capital.

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6.2 OUR GROUP STRUCTURE

Our shareholders and Group structure as at the LPD and after our IPO are set out below:

6.2.1 As at the LPD (after the Pre-IPO Reorganisation but before our IPO) ⁽¹⁾



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Notes:

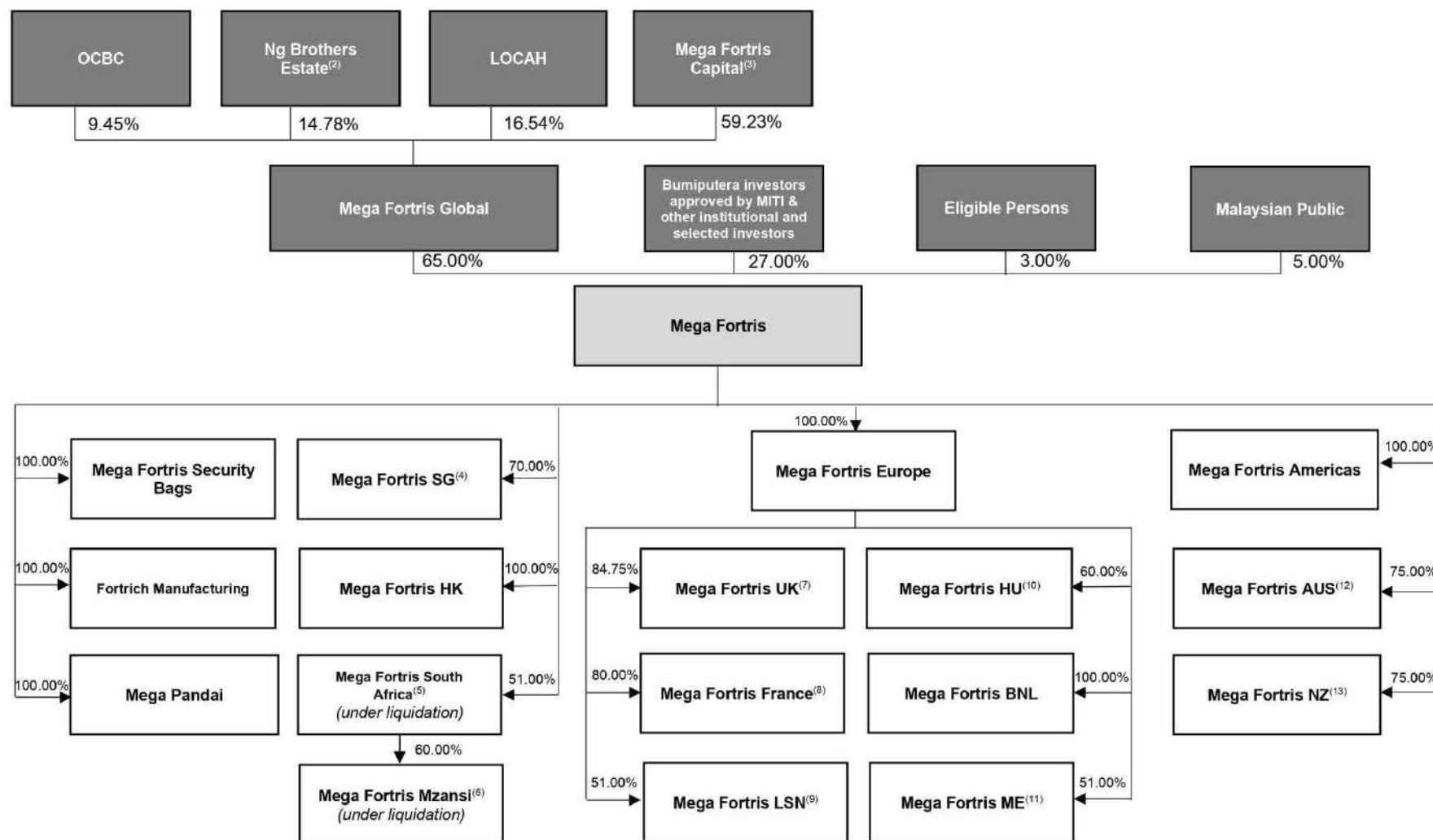
- (1) Based on the total number of 697,099,480 Shares before our IPO.
- (2) Owned by Dato' Nick Ng (50.00%) and Datuk Adrian Ng (50.00%).
- (3) On 4 February 2024, Mega Fortris Capital and Ng Brothers Estate have signed a letter of undertaking with LOCAH and OCBC to swap their entire shareholding in Mega Fortris Global with our Shares held by Mega Fortris Global after the Moratorium Period, subject to receipt of written notice by LOCAH and OCBC to implement the swapping of shares. Please refer to Section 5.1.3 of this Prospectus for further details.
- (4) Owned by Dato' Nick Ng (69.20%), Datuk Adrian Ng (25.00%), Jor-Hol International Aps (2.42%) and Ole Fast (3.38%). Jor-Hol International Aps is owned by Mette Jordon Holmelund (50.00%) and Claus Vaupell Holmelund (50.00%).
- (5) Owned by Mega Fortris (70.00%) and Chua Sia Hong (30.00%).
- (6) Owned by Mega Fortris (50.00%), Ng Chee Keong (1.00%), Great Dane Investment Holdings Pty Ltd (25.00%), HT Electronic Concepts CC (15.00%) and JMDR Investments (Pty) Ltd (9.00%). There is a deed of trust dated 2 December 2013 between Ng Chee Keong and Mega Fortris (as beneficiary), whereby Ng Chee Keong shall hold 1.00% of Mega Fortris South Africa's paid-up capital on trust for Mega Fortris. As at the LPD, Mega Fortris South Africa is under liquidation and in the process of deregistration. Please refer to Section 15.7.2 of this Prospectus for further details on the liquidation proceedings and company deregistration process of Mega Fortris South Africa.
- (7) Owned by Mega Fortris South Africa (60.00%), Tswelelo Marcia Kodisang (30.00%) and Allesandro Basso (10.00%). As at the LPD, Mega Fortris Mzansi is under liquidation and in the process of deregistration. Please refer to Section 15.7.2 of this Prospectus for further details on the liquidation proceedings and company deregistration process of Mega Fortris Mzansi.
- (8) Owned by Mega Fortris Europe (84.75%), Keith Henry Edgar (11.86%), and OEM SERV Hong Kong Limited (3.39%). OEM SERV Hong Kong Limited is owned by Horst Dieter Belle (100.00%).
- (9) Owned by Mega Fortris Europe (80.00%) and Julien Taillez (20.00%).
- (10) Owned by Mega Fortris Europe (51.00%), Horst Dieter Belle (25.00%) and Reach Invest AB (24.00%). Reach Invest AB is owned by Kent Rickard Nilsson (100.00%).

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- (11) Owned by Mega Fortris Europe (60.00%) and Péter János Noth (40.00%).
- (12) Owned by Ole Fast (50.00%), Horst Dieter Belle (30.00%), Alessio Veroli (12.00%) and Mark William Gordon (8.00%). There is a deed of trust dated 25 January 2012 between Ole Fast (as trustee) and Mega Fortris Europe (as beneficiary), whereby Ole Fast shall hold 50.00% of Mega Fortris ME's paid-up capital on trust for Mega Fortris Europe. There is a second deed of trust dated 25 January 2012 between Horst Dieter Belle (as trustee) and Mega Fortris Europe (as beneficiary), whereby Horst Dieter Belle shall hold 1.00% of Mega Fortris ME's paid-up capital on trust for Mega Fortris Europe. As at LPD, the deeds of trust are in the midst of being terminated in line with the transfer of the legal title to Mega Fortris Europe.
- (13) Owned by Mega Fortris (75.00%) and Michael Steven Taylor (25.00%).
- (14) Owned by Mega Fortris (75.00%) and Glen Lindsay Moore (25.00%).

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6.2.2 After our IPO⁽¹⁾



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Notes:

- (1) Based on the enlarged total number of 844,972,480 Shares after our IPO and assuming full subscription of the 25,350,000 Issue Shares under the Retail Offering which have been reserved for the Eligible Persons.
- (2) Please refer to Notes (2) and (3) of Section 6.2.1 above.
- (3) Please refer to Note (4) of Section 6.2.1 above.
- (4) Please refer to Note (5) of Section 6.2.1 above.
- (5) Please refer to Note (6) of Section 6.2.1 above.
- (6) Please refer to Note (7) of Section 6.2.1 above.
- (7) Please refer to Note (8) of Section 6.2.1 above.
- (8) Please refer to Note (9) of Section 6.2.1 above.
- (9) Please refer to Note (10) of Section 6.2.1 above.
- (10) Please refer to Note (11) of Section 6.2.1 above.
- (11) Please refer to Note (12) of Section 6.2.1 above.
- (12) Please refer to Note (13) of Section 6.2.1 above.
- (13) Please refer to Note (14) of Section 6.2.1 above.

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6.3 OUR SUBSIDIARIES

Our Subsidiaries as at the LPD are as follows:

<u>Company name</u>	<u>Registration No.</u>	<u>Date of incorporation</u>	<u>Principal place of business / Country of incorporation</u>	<u>Principal activities</u>	<u>Equity interest (%)</u>
Mega Europe	Fortris 26574315	14 April 2002	Hørsholm, Hovedstaden / Denmark	Trading of security seals and tamper evident products	100.00
Mega Americas	Fortris 0100906973	26 June 2003	South Brunswick, New Jersey / United States of America	Trading of security seals and tamper evident products	100.00
Mega Fortris AUS	118019837	24 January 2006	Mona Vale, New South Wales / Australia	Trading of security products	75.00
Mega Fortris NZ	274140	10 June 1985	Takanini, Auckland / New Zealand	Wholesale of security seals	75.00
Mega Fortris SG	200103655R	1 June 2001	Woodlands, Singapore / Singapore	Trading of security seals and tamper evident products	70.00
Mega Fortris HK	735439	23 October 2000	New Territories, Hong Kong / China	Trading of security seals and tamper evident products	100.00
Fortrich Manufacturing	200101022456 (558214-U)	6 September 2001	Shah Alam, Selangor / Malaysia	Manufacturing of tool and die	100.00
Mega Security Bags	Fortris 200201003636 (571299-U)	11 February 2002	Shah Alam, Selangor / Malaysia	Manufacturing and trading of security bags	100.00
Mega Pandai	201901033203 (1342533-W)	17 September 2019	Shah Alam, Selangor / Malaysia	Manufacturing and printing of paper-based products	100.00

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Company name	Registration No.	Date of incorporation	Principal place of business / Country of incorporation	Principal activities	Equity interest (%)
Mega Fortris South Africa	2013/223973/07	2 December 2013	Centurion, Gauteng / South Africa	Previously principally involved in the trading of security seals and tamper evident products. The company is under liquidation and in the process of deregistration.	51.00 ⁽¹⁾
<u>Subsidiaries of Mega Fortris Europe</u>					
Mega Fortris UK	03303919	17 January 1997	Burntwood, Staffordshire / United Kingdom	Trading of security seals and tamper evident products	84.75
Mega Fortris HU	01-09-735171	1 January 2005	Fehérvári, Budapest / Hungary	Trading of security seals and tamper evident products	60.00
Mega Fortris France	488301193	2 January 2006	Fretin, Nord / France	Trading of security seals and tamper evident products	80.00
Mega Fortris ME	DSO-FZCO-CF-200	2 February 2012	Dubai Silicon Oasis, Nadd Hessa / United Arab Emirates	Trading of packing and packaging materials and packing and packaging equipment	51.00 ⁽²⁾
Mega Fortris LSN	36687215	9 March 2015	Hørsholm, Hovedstaden / Denmark	Previously principally involved in the trading of security seals and tamper evident products. The company has ceased business since 1 July 2023.	51.00
Mega Fortris BNL	74045164	15 February 2019	Rijnsburg, South Holland / The Netherlands	Trading of security seals and tamper evident products	100.00

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<u>Company name</u>	<u>Registration No.</u>	<u>Date of incorporation</u>	<u>Principal place of business / Country of incorporation</u>	<u>Principal activities</u>	<u>Equity interest (%)</u>
<u>Subsidiary of Mega Fortris South Africa</u>					
Mega Mzansi	Fortris 2016/110814/07	22 March 2016	Centurion, Gauteng / South Africa	Previously principally involved in the trading of security seals and tamper evident products. The company is under liquidation and in the process of deregistration.	60.00

Notes:

- (1) Owned by Mega Fortris (50.00%), Ng Chee Keong (1.00%), Great Dane Investment Holdings Pty Ltd (25.00%), HT Electronic Concepts CC (15.00%) and JMDR Investments (Pty) Ltd (9.00%). There is a deed of trust dated 2 December 2013 between Ng Chee Keong and Mega Fortris (as beneficiary), whereby Ng Chee Keong shall hold 1.00% of Mega Fortris South Africa's paid-up capital on trust for Mega Fortris.
- (2) Owned by Ole Fast (50.00%), Horst Dieter Belle (30.00%), Alessio Veroli (12.00%) and Mark William Gordon (8.00%). There is a deed of trust dated 25 January 2012 between Ole Fast (as trustee) and Mega Fortris Europe (as beneficiary), whereby Ole Fast shall hold 50.00% of Mega Fortris ME's paid-up capital on trust for Mega Fortris Europe. There is a second deed of trust dated 25 January 2012 between Horst Dieter Belle (as trustee) and Mega Fortris Europe (as beneficiary), whereby Horst Dieter Belle shall hold 1.00% of Mega Fortris ME's paid-up capital on trust for Mega Fortris Europe. As at LPD, the deeds of trust are in the midst of being terminated in line with the transfer of the legal title to Mega Fortris Europe.

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Further details of our Subsidiaries as at the LPD are set out below:

6.3.1 Mega Fortris Europe

Mega Fortris Europe was incorporated in Denmark on 14 April 2002 as a private limited company under its present name and registered under the laws of Denmark. The issued share capital of Mega Fortris Europe as at the LPD is DKK125,000.00 comprising 125,000 ordinary shares. There were no changes in the issued share capital of Mega Fortris Europe for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris Europe does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies, save for Mega Fortris UK, Mega Fortris HU, Mega Fortris France, Mega Fortris ME, Mega Fortris LSN and Mega Fortris BNL.

6.3.2 Mega Fortris Americas

Mega Fortris Americas was incorporated in the state of New Jersey, United States of America on 26 June 2003 as a corporation under the name of Mega Fortris Marketing, Inc. and registered under the laws of the state of New Jersey, United States of America. The issued share capital of Mega Fortris Americas as at the LPD is USD10,000 comprising 2,000 ordinary shares. There were changes in the issued share capital of Mega Fortris Americas for the past three years up and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris Americas does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.3 Mega Fortris AUS

Mega Fortris AUS was incorporated in Australia on 24 January 2006 as a private limited company under its present name and registered under the laws of Australia. The issued share capital of Mega Fortris AUS as at the LPD is AUD100.00 comprising 100 ordinary shares. There were no changes in the issued share capital of Mega Fortris AUS for the past three years up to the LPD and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris AUS does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.4 Mega Fortris NZ

Mega Fortris NZ was incorporated in New Zealand on 10 June 1985 as a limited liability company under the name of Secure Equip Limited and registered under the laws of New Zealand. The issued share capital of Mega Fortris NZ as at the LPD is NZD 61,812 comprising 13,333 ordinary shares. There were no changes in the issued share capital of Mega Fortris NZ for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris NZ does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

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6.3.5 Mega Fortris SG

Mega Fortris SG was incorporated in Singapore on 1 June 2001 as a private company limited by shares under its present name and registered under the laws of Singapore. The issued share capital of Mega Fortris SG as at the LPD is SGD10.00 comprising 10 ordinary shares. There were no changes in the issued share capital of Mega Fortris SG for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris SG does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.6 Mega Fortris HK

Mega Fortris HK was incorporated in Hong Kong on 23 October 2000 as a private company limited by shares under its present name and registered under the laws of Hong Kong. The issued share capital of Mega Fortris HK as at the LPD is HKD5,000.00 comprising 5,000 ordinary shares. There were no changes in the issued share capital of Mega Fortris HK for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris HK does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.7 Fortrich Manufacturing

Fortrich Manufacturing was incorporated in Malaysia under the Companies Act 1965 on 6 September 2001 as a private limited company under the name of My Seal (Malaysia) Sdn Bhd and is deemed registered under the Act. On 27 August 2015, it changed and assumed its present name. The issued share capital of Fortrich Manufacturing as at the LPD is RM100,000.00 comprising 100,000 ordinary shares. There were no changes in the issued share capital of Fortrich Manufacturing for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Fortrich Manufacturing does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.8 Mega Fortris Security Bags

Mega Fortris Security Bags was incorporated in Malaysia under the Companies Act 1965 on 11 February 2002 as a private limited company under the name of IISS Secure (M) Sdn Bhd and is deemed registered under the Act. On 21 October 2003, it changed its name to Fortris Solutions (Malaysia) Sdn Bhd and subsequently, changed its name to Mega Rollspack (Malaysia) Sdn Bhd on 19 January 2006. On 27 March 2009, it changed and assumed its present name. The issued share capital of Mega Fortris Security Bag as at the LPD is RM3,500,000.00 comprising 3,500,000 ordinary shares. There were no changes in the issued share capital of Mega Fortris Security Bags for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris Security Bags does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

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6.3.9 Mega Pandai

Mega Pandai was incorporated in Malaysia under the Act on 17 September 2019 as a private limited company under its present name. The issued share capital of Mega Pandai as at the LPD is RM100.00 comprising 100 ordinary shares. There were no changes in the issued share capital of Mega Pandai for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Pandai does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.10 Mega Fortris South Africa

Mega Fortris South Africa was incorporated in South Africa on 2 December 2013 as a private company (proprietary limited) under its present name and registered under the laws of South Africa. As at the LPD, Mega Fortris South Africa is under liquidation and in the process of deregistration. Please refer to Section 15.7.2 of this Prospectus for further details on the liquidation proceedings and company deregistration process of Mega Fortris South Africa.

The issued share capital of Mega Fortris South Africa as at the LPD is ZAR100,000.00 comprising 100 ordinary shares. There were no changes in the issued share capital of Mega Fortris South Africa for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris South Africa does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies, save for Mega Fortris Mzansi.

6.3.11 Mega Fortris UK

Mega Fortris UK was incorporated in England on 17 January 1997 as a private limited company under the name of No. 289 Leicester Limited and registered under the laws of England and Wales. The issued share capital of Mega Fortris UK as at the LPD is GBP118.00 comprising 118 ordinary shares. There were no changes in the issued share capital of Mega Fortris UK for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris UK does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.12 Mega Fortris HU

Mega Fortris HU was incorporated in Hungary on 1 January 2005 as a limited liability company under its present name and registered under the laws of Hungary. The issued share capital of Mega Fortris HU as at the LPD is HUF5,000,000.00 comprising two business shares / quotas. There were no changes in the issued share capital of Mega Fortris HU for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris HU does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

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6.3.13 Mega Fortris France

Mega Fortris France was incorporated in France on 27 December 2005 as a limited liability company under its present name and registered under the laws of France. The issued share capital of Mega Fortris France as at the LPD is EUR30,000.00 comprising 500 ordinary shares. There were no changes in the issued share capital of Mega Fortris France for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris France does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.14 Mega Fortris ME

Mega Fortris ME was incorporated in Dubai Silicon Oasis in the United Arab Emirates on 2 February 2012 as a freezone company with limited liability under its present name and registered under the laws and regulations of the United Arab Emirates. The issued share capital of Mega Fortris ME as at the LPD is AED100,000.00 comprising 100 ordinary shares. There were no changes in the issued share capital of Mega Fortris ME for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris ME does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.15 Mega Fortris LSN

Mega Fortris LSN was incorporated in Denmark on 9 March 2015 as a private limited company under its present name and registered under the laws of Denmark. Mega Fortris LSN has ceased business since 1 July 2023. The issued share capital of Mega Fortris LSN as at the LPD is DKK 50,000.00 comprising 50,000 ordinary shares. There were no changes in the issued share capital of Mega Fortris LSN for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris LSN does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

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6.3.16 Mega Fortris BNL

Mega Fortris BNL was incorporated in the Netherlands on 15 February 2019 as a private limited company under its present name and registered under the laws of Netherlands. The issued share capital of Mega Fortris BNL as at the LPD is EUR1.00 comprising 100 ordinary shares. There were no changes in the issued share capital of Mega Fortris BNL for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris BNL does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.3.17 Mega Fortris Mzansi

Mega Fortris Mzansi was incorporated in South Africa on 22 March 2016 as a private company (proprietary limited) under its present name and registered under the laws of South Africa. As at the LPD, Mega Fortris Mzansi is under liquidation and in the process of deregistration. Please refer to Section 15.7.2 of this Prospectus for further details on the liquidation proceedings and company deregistration process of Mega Fortris South Africa.

The issued share capital of Mega Fortris Mzansi as at the LPD is ZAR1,000.00 comprising 1,000 ordinary shares. There were no changes in the issued share capital of Mega Fortris Mzansi for the past three years and from 1 July 2023 up to the LPD.

As at the LPD, Mega Fortris Mzansi does not have:

- (i) any outstanding warrants, options, convertible securities and uncalled capital; and
- (ii) any other subsidiaries, joint ventures and/or associated companies.

6.4 PUBLIC TAKE-OVERS

During the last financial year and up to the LPD, there has been:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.