

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

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

	Number of Shares	%
IPO Shares to be issued under the Public Issue	132,000,000	30.00
- <i>Malaysian Public</i>		
▪ <i>Bumiputera investors</i>	11,000,000	2.50
▪ <i>Non-Bumiputera investors</i>	11,000,000	2.50
- <i>Eligible Persons</i>	11,000,000	2.50
- <i>Private placement to Bumiputera investors approved by the MITI</i>	55,000,000	12.50
- <i>Private placement to institutional and selected investors</i>	44,000,000	10.00
Enlarged issued share capital upon Listing	RM[●] comprising 440,000,000 Shares	
IPO Price		RM[●]
Market capitalisation upon Listing (based on our IPO Price and our enlarged issued share capital after our IPO)		RM[●]

Our Moratorium Shareholders' entire shareholdings after our IPO will be held under moratorium for six (6) months from the date of our Listing. In addition, the shareholders of Rogamas, namely Lee Kim Seng and Lim Tsui Ning, have provided letters of undertaking that they will not sell, transfer or assign any part of their shareholdings in Rogamas for six (6) months from the date of our Listing.

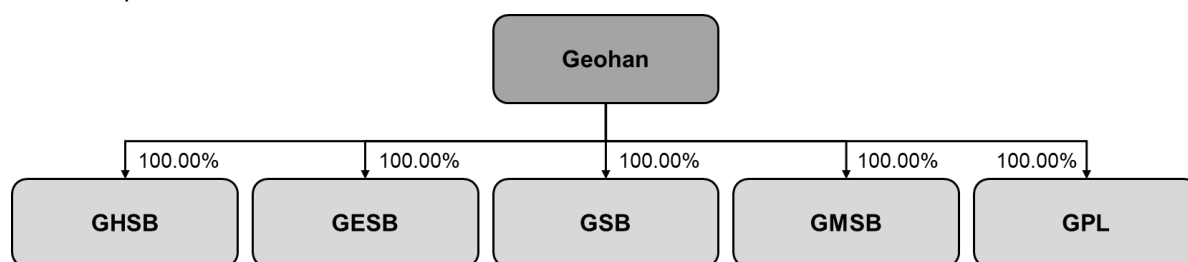
Further details on moratorium on our Shares and our IPO are set out in Sections 2.2 and 4.1 of this Prospectus, respectively.

3.2 BACKGROUND INFORMATION OF OUR GROUP AND BUSINESS OPERATIONS

Our Company was incorporated in Malaysia under the Companies Act 1965 on 29 January 2016 as a private limited company under the name of Geohan Corporation Sdn Bhd and is deemed registered under the Act. Our Company was converted into a public limited company on 21 March 2016. Our Company was subsequently converted back to a private limited company on 25 November 2024 to facilitate the implementation of the pre-listing re-organisation exercise. Subsequently on 23 April 2025, our Company was converted to a public limited company and assumed our present name to facilitate the Listing.

Our Company is an investment holding company. Through our Subsidiaries, we are principally involved in provision of foundation and geotechnical services, as well as other related services. Our services mainly focus on construction activities conducted below ground level, for the purpose of providing a stable foundation to uphold the load of buildings and infrastructure built above ground level.


Our Group structure is as follows:



Upon completion of the Acquisitions on [●], our Group was formed. Further details of our Subsidiaries are set out in Section 6.2 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

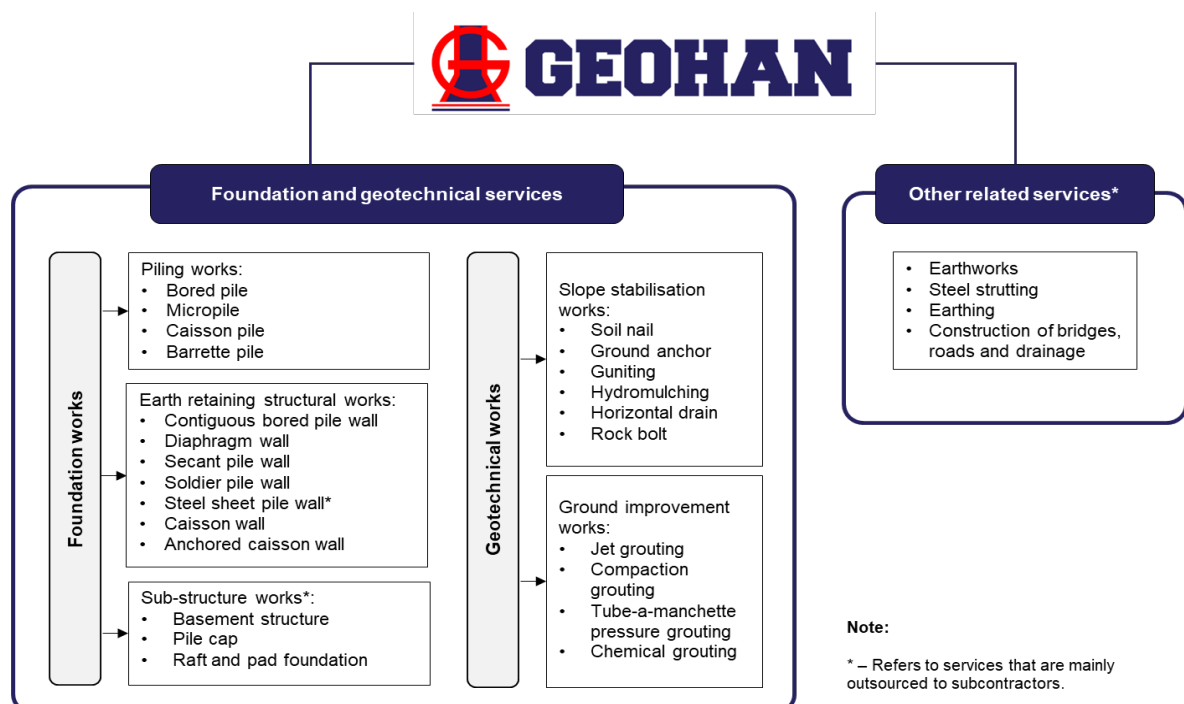
Our Group's business model can be summarised as follows:


GEOHAN

Service offerings and revenue contribution	<table style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th style="text-align: right;">FYE 2024</th> <th></th> </tr> <tr> <th></th> <th style="text-align: right;">RM'000</th> <th style="text-align: right;">%</th> </tr> <tr> <td>• Foundation and geotechnical services</td> <td style="text-align: right;">351,390</td> <td style="text-align: right;">88.91</td> </tr> <tr> <td>• Other related services</td> <td style="text-align: right;">43,826</td> <td style="text-align: right;">11.09</td> </tr> </table>		FYE 2024			RM'000	%	• Foundation and geotechnical services	351,390	88.91	• Other related services	43,826	11.09									
	FYE 2024																					
	RM'000	%																				
• Foundation and geotechnical services	351,390	88.91																				
• Other related services	43,826	11.09																				
Customers / types of development involved and revenue contribution	<table style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th style="text-align: right;">FYE 2024</th> <th></th> </tr> <tr> <th></th> <th style="text-align: right;">RM'000</th> <th style="text-align: right;">%</th> </tr> <tr> <td>• Property developers</td> <td style="text-align: right;">267,871</td> <td style="text-align: right;">67.78</td> </tr> <tr> <td>• Main contractors</td> <td style="text-align: right;">81,791</td> <td style="text-align: right;">20.70</td> </tr> <tr> <td>• Government-linked corporations</td> <td style="text-align: right;">44,421</td> <td style="text-align: right;">11.24</td> </tr> <tr> <td>• Concessionaires</td> <td style="text-align: right;">1,133</td> <td style="text-align: right;">0.28</td> </tr> </table>		FYE 2024			RM'000	%	• Property developers	267,871	67.78	• Main contractors	81,791	20.70	• Government-linked corporations	44,421	11.24	• Concessionaires	1,133	0.28			
	FYE 2024																					
	RM'000	%																				
• Property developers	267,871	67.78																				
• Main contractors	81,791	20.70																				
• Government-linked corporations	44,421	11.24																				
• Concessionaires	1,133	0.28																				
Locations	<table style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th style="text-align: right;">FYE 2024</th> <th></th> </tr> <tr> <th></th> <th style="text-align: right;">RM'000</th> <th style="text-align: right;">%</th> </tr> <tr> <td>• Residential</td> <td style="text-align: right;">208,460</td> <td style="text-align: right;">52.75</td> </tr> <tr> <td>• Mixed development</td> <td style="text-align: right;">102,883</td> <td style="text-align: right;">26.03</td> </tr> <tr> <td>• Industrial</td> <td style="text-align: right;">47,928</td> <td style="text-align: right;">12.13</td> </tr> <tr> <td>• Commercial</td> <td style="text-align: right;">24,351</td> <td style="text-align: right;">6.16</td> </tr> <tr> <td>• Infrastructure</td> <td style="text-align: right;">11,594</td> <td style="text-align: right;">2.93</td> </tr> </table>		FYE 2024			RM'000	%	• Residential	208,460	52.75	• Mixed development	102,883	26.03	• Industrial	47,928	12.13	• Commercial	24,351	6.16	• Infrastructure	11,594	2.93
	FYE 2024																					
	RM'000	%																				
• Residential	208,460	52.75																				
• Mixed development	102,883	26.03																				
• Industrial	47,928	12.13																				
• Commercial	24,351	6.16																				
• Infrastructure	11,594	2.93																				
Locations	<ul style="list-style-type: none"> Headquarters (Kuala Lumpur) Bukit Beruntung Depot 																					

Our Group is headquartered in Kuala Lumpur, and our business operations are supported by our Group's storage and depot facility in Bukit Beruntung, Selangor, where we store our machinery and equipment as well as carry out repair, maintenance and upkeep of machinery and equipment.

Our Group's service offerings under our business segments are as follows:



3. PROSPECTUS SUMMARY (Cont'd)

Our piling works (save for jack-in piling works), earth retaining structural works (save for steel sheet pile wall) and geotechnical works are mainly carried out in-house using machinery and equipment owned by our Group, whereas sub-structure works are mainly outsourced to subcontractors in order to focus our resources on piling works, earth retaining structural works and geotechnical works. Our Group may also outsource some piling works, earth retaining structural works and geotechnical works to subcontractors in the event of resource constraints such as insufficient machinery capacity or manpower.

Our Group may carry out cut and fill excavation earthworks in-house, subject to the availability of internal resources, whereas earthworks involving soil dumping are outsourced to licensed subcontractors. Steel strutting, earthing as well as the construction of bridges, roads and drainage are generally outsourced to subcontractors, as they typically require specialised machinery and equipment and/or technical expertise that are not equipped by our Group.

The breakdown of our Group's sales revenue by business segment for the Financial Years Under Review are as follows:

	Audited FYE					
	2022		2023		2024	
	RM'000	%	RM'000	%	RM'000	%
Foundation and geotechnical services	203,673	97.93	298,646	92.22	351,390	88.91
Other related services	4,302	2.07	25,188	7.78	43,826	11.09
Total	207,975	100.00	323,834	100.00	395,216	100.00

Our principal market is in Malaysia as all our foundation and geotechnical services are provided to customers in Malaysia, particularly customers in Peninsular Malaysia. An overview of our geographical markets based on the location of projects undertaken by our Group is as follows:



The breakdown of our Group's revenue by geographical location for the Financial Years Under Review is as follows:

	Audited FYE					
	2022		2023		2024	
	RM'000	%	RM'000	%	RM'000	%
Peninsular Malaysia: ⁽¹⁾						
- Central ⁽²⁾	149,318	71.80	226,400	69.91	302,563	76.56
- Eastern ⁽³⁾	39,081	18.79	66,369	20.50	59,813	15.13
- Northern ⁽⁴⁾	19,576	9.41	21,800	6.73	20,665	5.23
- Southern ⁽⁵⁾	-	-	9,265	2.86	12,175	3.08
Total	207,975	100.00	323,834	100.00	395,216	100.00

Notes:

- (1) The classification of revenue by geographical region is based on the locations of projects.
- (2) Central region comprises Kuala Lumpur and Selangor.
- (3) Eastern region comprises Pahang.
- (4) Northern region comprises Penang and Kedah.
- (5) Southern region comprises Melaka and Johor.

Further details of our principal business activities are set out in Section 6.3 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.3 COMPETITIVE ADVANTAGES AND KEY STRENGTHS

Our competitive advantages and key strengths are set out as follows:

- (i) We offer a comprehensive range of services, positioning us as a total solution provider for foundation and geotechnical services;
 - (a) Ability to cater to a diversified portfolio of construction projects across residential, mixed development, industrial, commercial and infrastructure sectors;
 - (b) Ability to secure a large customer base throughout Malaysia due to our ability to provide a wide range of foundation and geotechnical services; and
 - (c) Ability to undertake projects involving various types of terrain including the hilly landscapes and flat grounds in urban locations;
- (ii) We have accumulated in-depth industry knowledge and geotechnical engineering expertise over the span of approximately 30 years of experience in the foundation and geotechnical industry;
- (iii) Our fleet of machinery and equipment, supported by in-house repair and maintenance team, provide us the capability and flexibility to undertake various projects simultaneously;
- (iv) We have an established and proven track record of approximately 30 years in the foundation and geotechnical industry; and
- (v) We have an experienced Key Senior Management team with strong foundation and geotechnical industry knowledge and functional expertise to support the growth of our Group.

Further details of our competitive strengths are set out in Section 6.17 of this Prospectus.

3.4 BUSINESS STRATEGIES AND FUTURE PLANS

A summary of our Group's business strategies and plans is set out below:

(i) **Expand our fleet of machinery to increase our operating capacity**

As we continue to secure more projects and expand our business, we intend to expand our fleet of machinery and equipment to increase our operating capacity as well as to enhance our operational efficiency by purchasing [●] rotary boring rigs, which will be used to carry out bored piling works, [●] crawler cranes and [●] excavators to support our operations, which will be used to handle heavy materials on-site.

Our Group typically has multiple projects progressing at different stages and schedules simultaneously across various locations. Therefore, these additional machinery will provide greater flexibility in resource allocation, allowing us to promptly deploy machines across various projects in different locations.

The expansion of our fleet of machinery is expected to minimise delays and/or expedite project delivery, thereby enhancing our competitive edge in the industry, allowing us to secure more projects and capture greater market share as we continue to grow our business.

(ii) **Expand our customer reach and establish our presence in Singapore**

As at the LPD, we solely operate from Malaysia and all our foundation and geotechnical services are provided to customers in Malaysia. Between 2009 and 2011, we secured 13 letters of awards for projects in Singapore which we had successfully completed, whereby one of the notable projects include the modification of the Jurong East MRT Station. Subsequent to that, we have ceased providing foundation and geotechnical services to customers in Singapore to focus our resources in growing our business and solidifying our position in the foundation and geotechnical industry in Malaysia.

As we have achieved a steady growth in our business and financial performance in Malaysia in recent years, we are ready to undertake an expansion plan to expand our customer reach to Singapore. We intend to penetrate into the Singapore market by offering foundation works, in particular bored piling works, which are the main piling works conducted by our Group, at the initial stage of expansion. Depending on the type of project available in the Singapore market, we may expand our offering to other related foundation works should the opportunities arise in the future. In line with our expansion plan, we have obtained our Specialist Builder (Piling Works) license as well as our CRS registration with the BCA in January 2025 and May 2025, respectively, and have resumed the efforts in tendering projects in Singapore.

3. PROSPECTUS SUMMARY (Cont'd)

Further, we plan to establish our physical presence in Singapore by setting up a local sales and administrative office ("**Singapore Office**") through renting a co-working space at the initial stage of our expansion plan. As at the LPD, our Group is in the midst of identifying a suitable co-working space for our Singapore Office. We expect to identify the location and commence the operations of our Singapore Office by the first quarter of 2026 or upon securing projects in Singapore, whichever occurs first. The Singapore Office will allow us to be in close proximity to, and accessible by, local potential customers in Singapore, thus providing greater confidence to local potential customers to engage our Group for foundation and geotechnical services.

Once we have successfully secured projects in Singapore, we intend to have approximately 20 employees stationed in Singapore to support our operation, including a director, a project manager, a work, safety and health coordinator, site supervisors and machine operators, amongst others. As at the LPD, we have employed two (2) project managers (of which one (1) is also a director) and a site supervisor to identify potential business opportunities, approach potential customers and business associates, as well as to participate in project tenders in Singapore. We have also identified approximately six (6) of our existing employees to be transferred to Singapore to support our operations upon project kick-off. Further, upon commencement of projects, we will transport the necessary machinery and equipment from our Bukit Beruntung Depot on a project basis to support our operations in Singapore. Further details on the indicative timeline for the setting up of our team in Singapore are set out in Section 6.18.2 of this Prospectus.

According to the IMR Report, the construction industry in Singapore recorded a CAGR of 5.86% from SGD35.72 billion (RM108.48 billion) in 2019 to SGD47.48 billion (RM162.52 billion) in 2024. Moving forward, according to the BCA, the construction industry is expected to continue growing with the demand for construction projected to be between SGD47.00 billion (RM160.87 billion) and SGD53.00 billion (RM181.41 billion) for 2025. With our in-depth industry experience and technical expertise, we believe that our Group is well positioned to tap into the upward trend of the construction industry in Singapore to secure foundation and geotechnical contracts in Singapore.

Further details of our business strategies and future plans are set out in Section 6.18 of this Prospectus.

3.5 RISK FACTORS

Our business is subject to a number of risk factors, many of which may have a material adverse impact on our business operations, financial positions and performance. Further details on our risk factors are set out in Section 8 of this Prospectus which should be considered before investing in our Shares.

- (i) **We are subject to regulatory requirements for the certificate of registration and license for our business operations** – If our Group is unable to maintain or renew our certificate of registration with CIDB and our Specialist Builder (Piling Works) licence as well as CRS registration with BCA, our business operations in Malaysia and our expansion plan into Singapore may be adversely affected;
- (ii) **We are exposed to unexpected interruptions or delays caused by geotechnical risk, machinery and equipment failures as well as other external factors, which may lead to interruptions in our operations** – The time frame required to complete our foundation and geotechnical construction works may be adversely affected by various external factors which are beyond our control;
- (iii) **Our growth and profitability are dependent on our ability to continuously secure new projects and maintain or grow our order book** – Due to the nature of our business whereby we provide foundation and geotechnical services on a project basis, our financial performance may fluctuate and is dependent on our ability to continuously secure new projects. Failure to do so may result in a decline in our order book, which may lead to adverse impact to our growth and profitability;
- (iv) **We are exposed to contractual pricing mechanism which lacks flexibility for adjustment** – As our contractual pricing mechanism lacks flexibility for adjustment, any underestimation of costs and/or unanticipated increase in operating costs may result in cost overruns for our projects. Under such pricing mechanisms, cost overruns would have to be absorbed by our Group, thereby adversely affecting our profitability and financial performance;

3. PROSPECTUS SUMMARY (Cont'd)

- (v) **We are exposed to risks relating to workplace health, safety and environment practices** – Our business operations are subject to laws and regulations relating to workplace HSE requirements enacted or issued by government bodies. Legislation, regulations and industry code of practice applicable to our workplace HSE practices include the OSHA 1994 and the EQA 1974;
- (vi) **There is no assurance that our business strategies and future plans will be commercially successful** – The implementation of our business strategies and future plans is subject to additional expenditures including operational expenditures and other working capital requirements, which will increase our Group's overall operational cost, including overhead costs and cost of sales. This may result in an adverse impact to our profit margin if we are unable to gain sufficient revenue following the execution of our business strategies and future plans;
- (vii) **We are dependent on our Managing Director, Non-Independent Executive Directors and Key Senior Management for the continued success and growth of our business** – The loss of any of our Managing Director, Non-Independent Executive Directors and Key Senior Management simultaneously or within a short period of time may unfavourably impact our Group's operations and the future growth of our business. If we are unable to attract suitable talents to replace the loss of any of our Managing Director, Non-Independent Executive Directors or Key Senior Management in a timely manner, our business operations, financial performance and prospects will be adversely affected;
- (viii) **We are dependent on the quality of services of our subcontractors** – Our Group engages subcontractors to carry out sub-structure works, earthworks, and other related services, as well as to perform labour-intensive works and/or works that require specific license. In the event our subcontractors do not have the required skills, experience and resources, we may be exposed to risks of poor quality of work, delays and/or costs overrun for our projects, which may lead to our customers claiming damages and penalties from us as well as harming our reputation in the industry;
- (ix) **We are exposed to risks arising from defect liability periods, including claims from customers due to defective or unsatisfactory works by our Group and/or our subcontractors, as well as uncollectible retention sums** – The defect liability periods of our contracts range from one (1) to two (2) years from the receipt of CPC from our customers. Any findings of defective works or dissatisfaction amongst our customers within the defect liability period may give rise to claims against our Group, which may result in the incurrence of additional costs for the remediation or rectification works;
- (x) **We are exposed to credit risks and default payment by customers** – We generally grant our customers a credit period of up to 60 days upon completion of a project milestone as stipulated in the respective contracts. In the event of not receiving payment within the credit period or default in payment by our customers, our operating cash flows or financial results of operations may be adversely affected. Further, it may also lead to impairment losses on financial assets or writing-off of trade receivables as bad debts, which may adversely affect our financial performance;
- (xi) **Our insurance coverage may be inadequate to cover all losses or liabilities that may arise in connection with our operations** – We maintain insurance at levels that are customary in our industry to protect against various losses and liabilities. However, there is no assurance that our insurance coverage is sufficient to cover all damages to our Group or business operations;
- (xii) **We are exposed to borrowing and interest risks** – Our Group's business operations are funded through a combination of internally generated funds and external financing from financial institutions and machinery leasing companies. As such, we have interest commitment due to loan or borrowings granted by financial institutions and machinery leasing companies. Any additional borrowings or increase in interest rates which is beyond our control may adversely affect our profitability; and
- (xiii) **We may be involved in legal and other proceedings arising from our operations** – We may, from time to time, be involved in disputes with various parties in the course of carrying out our business which may be due to amongst others, disputes on progress payments, variation orders, retention sum, defective workmanship, non-compliance with specifications or otherwise relating to our projects.

3. PROSPECTUS SUMMARY (Cont'd)

3.6 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS OF OUR GROUP

The details of our Promoters and substantial shareholders, and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Country of incorporation / Nationality	After the Acquisitions but before our IPO				After the Public Issue			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1) (%)	No. of Shares	(1) (%)	No. of Shares	(2) (%)	No. of Shares	(2) (%)
<u>Promoters and substantial shareholders</u>									
Rogamas ⁽⁴⁾	Malaysia	127,632,800	41.44	-	-	127,632,800	29.01	-	-
Lee Kim Seng ⁽⁴⁾	Malaysian	167,522,200	54.39	⁽⁵⁾ 127,632,800	41.44	167,522,200	38.07	⁽⁵⁾ 127,632,800	29.01
<u>Promoters</u>									
Ir. Oh Chin Wah	Malaysian	12,845,000	4.17	-	-	⁽⁷⁾ 15,145,000	3.44	-	-
Lee Jie Min ⁽⁴⁾	Malaysian	-	-	-	-	⁽⁷⁾ 1,300,000	0.30	-	-
<u>Substantial shareholder</u>									
Lim Tsui Ning ⁽⁴⁾	Malaysian	-	-	⁽⁶⁾ 295,155,000	95.83	-	-	⁽⁶⁾ 295,155,000	67.08

Name	Country of incorporation / Nationality	After the Share Transfer			
		Direct		Indirect	
		No. of Shares	(3) (%)	No. of Shares	(3) (%)
<u>Promoters and substantial shareholders</u>					
Rogamas ⁽⁴⁾	Malaysia	242,000,000	55.00	-	-
Lee Kim Seng ⁽⁴⁾	Malaysian	53,155,000	12.08	⁽⁵⁾ 242,000,000	55.00
<u>Promoters</u>					
Ir. Oh Chin Wah	Malaysian	⁽⁷⁾ 15,145,000	3.44	-	-
Lee Jie Min ⁽⁴⁾	Malaysian	⁽⁷⁾ 1,300,000	0.30	-	-
<u>Substantial shareholder</u>					
Lim Tsui Ning ⁽⁴⁾	Malaysian	-	-	⁽⁶⁾ 295,155,000	67.08

3. PROSPECTUS SUMMARY (Cont'd)**Notes:**

- (1) Based on our issued share capital of 308,000,000 Shares after the Acquisitions but before our IPO.
- (2) Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue.
- (3) Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue and Share Transfer.
- (4) Rogamas' shareholders and their respective direct interest in Rogamas are Lee Kim Seng (60.00%) and Lim Tsui Ning (40.00%). Lee Kim Seng is the spouse of Lim Tsui Ning, while Lee Jie Min is the daughter of Lee Kim Seng and Lim Tsui Ning.
- (5) Deemed interested by virtue of his direct interest in Rogamas pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of her direct interest in Rogamas pursuant to Section 8 of the Act as well as the direct interest in our Company held by her spouse, Lee Kim Seng.
- (7) Assuming he/she will fully subscribe for his/her respective allocation under the Pink Form Application.

Further details on our Promoters and substantial shareholders are disclosed in Section 5.1 of this Prospectus.

3.7 DIRECTORS AND KEY SENIOR MANAGEMENT OF OUR GROUP

Our Directors and Key Senior Management are as follows:

Name	Designation
<u>Directors</u>	
Dato' Ir. Dr. Mohd Asbi Bin Othman	Independent Non-Executive Chairman
Lee Kim Seng	Managing Director
Ir. Oh Chin Wah	Non-Independent Executive Director
Lee Jie Min	Non-Independent Executive Director
Datuk Choy Kah Yew	Independent Non-Executive Director
Serene Hiew Mun Yi	Independent Non-Executive Director
Soh Eng Hooi	Independent Non-Executive Director
<u>Key Senior Management</u>	
Low Kok Din	Chief Financial Officer
Lai Chee Yong	General Manager
Ir. Jeremy Lim Wei	Deputy General Manager

Further details of our Directors and Key Senior Management are set out in Section 5.2 of this Prospectus.

3.8 USE OF PROCEEDS

The total gross proceeds from the Public Issue will be amount to RM[•] million based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	RM'000	%	Estimated time frame for use (from the Listing date)
Capital expenditure	[•]	[•]	Within 36 months
Working capital	[•]	[•]	Within 12 months
Estimated listing expenses	[•]	[•]	Within 3 months
Total	[•]	[•]	

There is no minimum subscription to be raised from our IPO. Further details on the use of proceeds are set out in Section 4.5 of this Prospectus.

The financial impact of the use of proceeds from our Public Issue is illustrated in the Pro Forma Combined Statements of Financial Position as at 31 December 2024 as set out in Section 11.11 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)**3.9 FINANCIAL HIGHLIGHTS**

The following table sets out a summary of our Group's audited combined financial statements for the Financial Years Under Review:

	Audited FYE		
	2022 RM'000	2023 RM'000	2024 RM'000
Revenue	207,975	323,834	395,216
Cost of sales	(186,771)	(288,573)	(349,983)
GP	21,204	35,261	45,233
Other income	3,845	665	4,161
EBITDA ⁽¹⁾	35,434	45,068	54,841
PBT	9,967	17,560	22,284
PAT	7,721	16,175	16,008
Profit attributable to:			
- Owners of our Company	6,685	13,947	13,824
- Non-controlling interests ⁽²⁾	1,036	2,228	2,184
Assumed no. of Shares in issue			
- After the Acquisitions ⁽³⁾ ('000)	308,000	308,000	308,000
- After the Public Issue ⁽⁴⁾ ('000)	440,000	440,000	440,000
Basic and diluted EPS			
- After the Acquisitions ⁽⁵⁾ (sen)	2.51	5.25	5.20
- After the Public Issue ⁽⁶⁾ (sen)	1.75	3.68	3.64
Total assets	288,065	355,656	401,852
Net assets attributable to owners of our Company	95,019	108,942	115,249
Total equity	108,140	124,287	131,524
Total liabilities	179,925	231,369	270,328
Net cash from operating activities	37,267	45,778	56,170
Net cash used in investing activities	(8,664)	(3,953)	(5,385)
Net cash used in financing activities	(22,934)	(30,787)	(44,839)
Cash and cash equivalents	17,585	28,630	34,570

The key financial ratios of our Group are as follows

	Audited FYE		
	2022	2023	2024
GP margin (%) ⁽⁷⁾	10.20	10.89	11.45
EBITDA margin ⁽⁸⁾ (%)	17.04	13.92	13.88
PBT margin (%) ⁽⁹⁾	4.79	5.42	5.64
PAT margin (%) ⁽¹⁰⁾	3.71	4.99	4.05
Effective tax rate (%)	22.53	7.89	28.16
Average trade receivables turnover period (days) ⁽¹¹⁾	56	47	37
Average trade payables turnover period (days) ⁽¹²⁾	64	54	55
Current ratio (times) ⁽¹³⁾	1.10	1.09	1.04
Gearing ratio (times) ⁽¹⁴⁾	0.78	0.72	0.76

3. PROSPECTUS SUMMARY (Cont'd)

Notes:

- (1) *Computed based on PAT adjusted for tax expense, finance costs, finance income and depreciation. Further details are set out in Section 11.1.1 of this Prospectus.*
- (2) *Non-controlling interests are held by the Group's Promoters, namely Lee Kim Seng and Ir. Oh Chin Wah.*
- (3) *Based on assumed number of Shares in issue of 308,000,000 after the Acquisitions, but before the Public Issue.*
- (4) *Based on assumed number of Shares in issue of 440,000,000 after the Public Issue.*
- (5) *Based on PAT divided by the assumed number of Shares in issue of 308,000,000 after the Acquisitions, but before the Public Issue. PAT was adopted on the basis that there will not be any non-controlling interests given that upon completion of the Acquisitions, we will own 100.00% equity interests in our Subsidiaries.*
- (6) *Based on PAT divided by the assumed number of Shares in issue of 440,000,000 after the Public Issue. PAT was adopted on the basis that there will not be any non-controlling interests given that upon completion of the Acquisitions, we will own 100.00% equity interests in our Subsidiaries.*
- (7) *Computed based on GP divided by revenue.*
- (8) *Computed based on EBITDA divided by revenue.*
- (9) *Computed based on PBT divided by revenue.*
- (10) *Computed based on PAT divided by revenue. PAT was adopted on the basis that there will not be any non-controlling interests given that upon completion of the Acquisitions, we will own 100.00% equity interests in our Subsidiaries.*
- (11) *Computed based on average trade receivables of the respective financial years (excluding retention sums) divided by the revenue of the respective financial years, multiplied by 365 days.*
- (12) *Computed based on average trade payables of the respective financial years (excluding retention sums) divided by the cost of sales of the respective financial years, multiplied by 365 days.*
- (13) *Computed based on current assets divided by current liabilities.*
- (14) *Computed based on total interest-bearing borrowings divided by total equity.*

Further details of our Group's Financial information are set out in Section 11 of this Prospectus.

3.10 DIVIDEND POLICY

Our Group presently does not have any formal dividend policy and the declaration of dividends and other distributions are subject to the discretion of our Board. It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group. However, our ability to pay dividends or make other distributions to our shareholders in the future years is subject to various factors, such as having profit and excess funds, which are not required to be retained to fund our business.

However, investors should note that the intention to recommend dividends should not be treated as a legal obligation on our Group to do so. The level of dividends should also not be treated as an indication of our Group's future dividend policy. There can be no assurance that dividends will be paid out in the future or on timing of any dividends that are to be paid in the future. In determining dividends in respect of subsequent financial years, consideration will be given to maximising shareholders' value. There is no dividend restriction being imposed on our Group currently.

Save for the dividend declared and paid to our shareholders of RM9.09 million in FYE 2024 (representing a dividend payout ratio of 56.78%), which was funded via internally generated funds, there was no dividend declared and paid in FYE 2022, FYE 2023 and for the period beginning from 1 January 2025 up to the LPD. As at the LPD, our Group has no intention to declare further dividends until the completion of the Listing.

Further details on our dividend policy are disclosed in Section 11.10 of this Prospectus.