

## 4. DETAILS OF OUR IPO

### 4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The application period will open at 10:00 a.m. on [●] and close at 5:00 p.m. on [●]. Late applications will not be accepted.

### 4.2 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Events	Date
Opening of the Institutional Offering	[●]
Issuance of this Prospectus/Opening of the Retail Offering	10:00 a.m., [●]
Closing of the Retail Offering	5:00 p.m., [●]
Closing of the Institutional Offering	[●]
Price Determination Date	[●]
Balloting of applications for our Issue Shares under the Retail Offering	[●]
Allotment/Transfer of our IPO Shares to successful applicants	[●]
Listing	[●]

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

### 4.3 PARTICULARS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares are expected to be allocated in the manner described below, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.5 and 4.3.6 of this Prospectus, respectively.

Our IPO consists of the Institutional Offering and the Retail Offering, totaling up to 1,000,000,000 IPO Shares, representing approximately up to 28.2% of our enlarged issued share capital. For the avoidance of doubt, our IPO Shares offered under the Institutional Offering and the Retail Offering do not include our Shares under the Over-allotment Option. The IPO Shares will be allocated in the following manner:

#### 4.3.1 Institutional Offering

The Institutional Offering involves the offering of up to 923,500,000 IPO Shares (comprising up to 250,000,000 Offer Shares as set out in Section 4.3.3 of this Prospectus and 673,500,000 Issue Shares), representing approximately up to 26.0% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out in Section 4.3.5 of this Prospectus, at the Institutional Price to the following persons:

- (i) Malaysian institutional and selected investors; and
- (ii) foreign institutional and selected investors outside the United States in reliance on Regulation S.

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As part of the Institutional Offering, on [●], our Company and the Selling Shareholder, entered into a Master Cornerstone Placement Agreement with the Joint Global Coordinators, the Joint Bookrunners and the Cornerstone Investors where the Cornerstone Investors have agreed to acquire, subject to the terms of the Master Cornerstone Placement Agreement and the individual cornerstone placement agreements, an aggregate of [●] Offer Shares, representing approximately [●]% of our enlarged issued share capital at RM[●] per Offer Share or the Institutional Price, whichever is lower. None of the Cornerstone Investors will individually acquire or subscribe for 5.0% or more of our enlarged issued share capital under the cornerstone placement agreements.

The cornerstone placement agreements are conditional upon, among others, the Retail Underwriting Agreement and the Placement Agreement being entered into and not having been terminated pursuant to their respective terms.

##### 4.3.2 Retail Offering

The Retail Offering involves the offering of 76,500,000 Issue Shares (representing approximately 2.2% of our enlarged issued share capital) at the IPO Price, payable in full on application, will be allocated in the following manner:

##### (i) Malaysian Public (via balloting)

71,000,000 Issue Shares (representing approximately 2.0% of our enlarged issued share capital) to be allocated via balloting, will be made available for application by the Malaysian Public, of which at least 50.0% will be reserved for subscription by the Bumiputera investors.

##### (ii) Eligible Persons

5,500,000 Issue Shares (representing approximately 0.2% of our enlarged issued share capital) will be reserved for application by the Eligible Persons in the following manner:

Category of Eligible Persons	No. of Eligible Persons	Aggregate number of Issue Shares allocated
Our Directors <sup>(1)</sup>	6	2,000,000
Eligible employees, and Key Senior Management (excluding our Directors) <sup>(2)</sup>	252	3,500,000
<b>Total:</b>	<b>258</b>	<b>5,500,000</b>

Note:

(1) Our Promoters, Substantial Shareholders and Directors, namely Tan Sri Dato' Seri H'ng Bok San, Dato' H'ng Chun Hsiang and Datin Seri H'ng Hsieh Ling will not be participating in the Pink Form Share Allocation. The criteria for allocation to our Directors are based on, among others, their respective roles and responsibilities in our Company. Our Directors collectively will be allocated a total of 2,000,000 Issue Shares as follows:

Name	Designation	No. of Issue Shares allocated
Dato' N. Sadasivan A/L N.N. Pillay	Independent Non-Executive Chairman	500,000
Dato' Ho Peng Choong	Independent Non-Executive Director	250,000

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<b>Name</b>	<b>Designation</b>	<b>No. of Issue Shares allocated</b>
Ruswati Binti Othman	Independent Non-Executive Director	250,000
Cheryl Khor Hui Peng	Independent Non-Executive Director	250,000
Dato Sri Fong Joo Chung	Independent Non-Executive Director	250,000
Gan Boon Hean	Non-Independent Executive Director and Group CEO	500,000
<b>Total</b>		<b>2,000,000</b>

- (2) The criteria for the Pink Form Share Allocation<sup>(3)</sup> and the allocation to our Key Senior Management (excluding our Directors) are based on their job grade, length of service and their past contribution to Leader Energy Group and they are the permanent employees of Leader Energy Group.

A total of 781,000 Issue Shares has been allocated to the Key Senior Management as follows:

<b>Name</b>	<b>Designation</b>	<b>No. of Issue Shares allocated</b>
Ng Seoh Koon	Group CFO	150,000
Koo Shuang Chyuan	Group COO	165,000
Liew Ken Loong	CEO of LYS Energy Group	156,000
Ng Siew Yen	Human Resources Director	110,000
Vinie Chong Pui Ling	Chief Investment Officer cum Head of Investor Relations	75,000
Mohd Tawfique Hidayat Bin Roseli	Head of Business Development	50,000
Evelyn Chee Siew Poh	Chief Sustainability Officer	75,000
<b>Total</b>		<b>781,000</b>

- (3) Our Group's operations are predominantly foreign-based, with current presence in six Southeast Asian countries comprising Malaysia, Cambodia, Vietnam, Singapore, Indonesia and Thailand as well as Taiwan (through jointly controlled entities). Therefore, apart from Malaysia, Leader Energy has also reserved Issue Shares under Pink Form Share Allocation to our eligible employees in Cambodia, Singapore, Indonesia, Thailand and Taiwan.

The following table sets out the number of the eligible employees (including our Key Senior Management) under the Pink Form Share Allocation in each jurisdiction:

<b>Jurisdiction</b>	<b>No. of eligible employees (including our Key Senior Management)</b>
Malaysia	79
Cambodia <sup>(4)</sup>	127
Singapore <sup>(5)</sup>	25
Indonesia <sup>(6)</sup>	15
Thailand <sup>(7)</sup>	3
Taiwan <sup>(8)</sup>	3
<b>Total</b>	<b>252</b>

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- (4) *Cambodia: No action has been taken to permit a public offering of the Issue Shares in Cambodia. Accordingly, without limitation to the following, this Prospectus may not be used for the purpose of, and does not constitute, a public offer or invitation in Cambodia or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The offering and/or issuance of the Issue Shares in Cambodia is strictly restricted as a private offer under the Cambodian laws and may not be made except as permitted under the laws of the Cambodia pursuant to registration with, or a notification to, the Securities and Exchange Regulator of Cambodia and other regulatory authorities in Cambodia.*
- (5) *Singapore: The contents of this Prospectus have not been registered as a prospectus with the Monetary Authority of Singapore, and it has not been authorised by the Monetary Authority of Singapore nor has it been reviewed or approved by any regulatory authority in Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Issue Shares may not be circulated or distributed nor may the Issue Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than to a qualifying person for the purposes of section 273(1)(i) of the Securities and Futures Act 2001 of Singapore ("SFA").*

*Any sale or transfer of the Issue Shares to persons in Singapore must be made in accordance with section 273(1)(i) of the SFA or otherwise in accordance with the SFA.*

*The Issue Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in Monetary Authority of Singapore Notice on the Sale of Investment Products [Notice No. SFA 04-N12] and Monetary Authority of Singapore Notice on Recommendations on Investment Products [Notice No. FAA-N16]).*

- (6) *Indonesia: No document or other material in connection with the offer or sale, or invitation for subscription or purchase, of the Issue Shares, has been registered as a prospectus with the Financial Services Authority (Otoritas Jasa Keuangan) in Indonesia. Accordingly:*
- (i) the Issue Shares will not be offered or sold unless to a private party and not in contravention with any prevailing capital market regulations;*
  - (ii) the Issue Shares will not be made the subject of an invitation for subscription or purchase; or*
  - (iii) no circulation or distribution of document or material in connection with the offer or sale, or invitation for subscription or purchase of the Issue Shares, whether directly or indirectly, in the Republic of Indonesia or to Indonesian citizens wherever they are domiciled, or to Indonesian residents in a manner that constitutes a public offering under the laws of the Republic of Indonesia.*
- (7) *Thailand: This Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Issue Shares under our IPO in any jurisdiction or in any circumstance in which an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the sale of our Issue Shares offered under our IPO in certain jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.*
- (8) *Taiwan: The Issue Shares have not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission and/or any other regulatory authorities of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitute an offer or a solicitation of an offer within the meaning of the Securities and Exchange Act or relevant laws and regulations of Taiwan that requires a registration or approval of the Financial Supervisory Commission and/or any other regulatory authorities of Taiwan.*

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##### 4.3.3 Offer for Sale

Subject to our Issues Shares being fully taken up first, the Selling Shareholder is offering up to 250,000,000 Offer Shares (representing approximately 7.0% of our enlarged issued share capital), at the Institutional Price by way of private placement to Malaysian institutional and selected investors; and foreign institutional and selected investors outside the United States in reliance on Regulation S. The details of the Selling Shareholder, its relationship with our Group and details of its shareholdings in our Group are as follows:

Name and address of the Selling Shareholder	Relationship with our Group	As at the LPD		Offer for Sale		Shareholding after the IPO and assuming the Over-allotment Option is not exercised		Over-allotment Option		Shareholding after the IPO and assuming full exercise of the Over-allotment Option <sup>(3)</sup>	
		No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	(2)%
		('000)		('000)		('000)		('000)		('000)	
<b>HNG Capital</b>	Promoter and Substantial Shareholder	2,800,000	100.0	250,000	7.0	2,550,000	71.8	150,000	4.2	2,400,000	67.6
Suite 7A, Menara Northam, 55 Jalan sultan Ahmad Shah, 10050 Penang											

Note:

(1) Based on the total number of 2,800,000,000 Shares after the Subdivision of Shares.

(2) Based on the enlarged total number of 3,550,000,000 Shares after the IPO.

(3) Assuming an Over-allotment Option of up to an aggregate of 150,000,000 IPO Shares, representing approximately up to 15.0% of the total number of IPO Shares offered.

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##### 4.3.4 Summary of IPO Shares to be allocated (subject to the clawback and reallocation provisions)

In summary, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.5 and 4.3.6 of this Prospectus, our IPO Shares will be allocated in the following manner:

Category	Public Issue		Offer for Sale		Total	
	No. of IPO Shares (‘000)	% <sup>(1)</sup>	No. of IPO Shares (‘000)	% <sup>(1)</sup>	No. of IPO Shares (‘000)	% <sup>(1)</sup>
<b>Institutional Offering:</b> (by way of private placement)						
• Placement to institutional/selected investors via Public Issue	673,500	19.0	-	-	673,500	19.0
• Placement to institutional/selected investors via Offer for Sale	-	-	250,000	7.0	250,000	7.0
<b>Sub-total</b>	<b>673,500</b>	<b>19.0</b>	<b>250,000</b>	<b>7.0</b>	<b>923,500</b>	<b>26.0</b>
<b>Retail Offering:</b> Malaysian Public (via balloting)						
• Bumiputera	35,500	1.0	-	-	35,500	1.0
• Non-Bumiputera	35,500	1.0	-	-	35,500	1.0
Eligible Persons:						
• Our Directors	2,000	0.1	-	-	2,000	0.1
• Eligible employees and Key Senior Management	3,500	0.1	-	-	3,500	0.1
<b>Sub-total</b>	<b>76,500</b>	<b>2.2</b>	<b>-</b>	<b>-</b>	<b>76,500</b>	<b>2.2</b>
<b>Total:</b>	<b>750,000</b>	<b>21.2</b>	<b>250,000</b>	<b>7.0</b>	<b>1,000,000</b>	<b>28.2</b>

Note:

(1) Based on our enlarged issued share capital comprising 3,550,000,000 Shares after our IPO.

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.3.9 of this Prospectus.

As at the LPD:

- (i) save for our IPO Shares made available for application under the Pink Form Share Allocation to the eligible Directors and Key Senior Management, there are no Promoters, Substantial Shareholders, Directors or Key Senior Management who have indicated that they have intention to subscribe for our IPO Shares; and
- (ii) there is no person who intends to subscribe for more than 5.0% of our IPO Shares.

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##### 4.3.5 Clawback and reallocation

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

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

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

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

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

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

Once completed, the steps involving items (a) and (b) above will not be repeated. Should there be any balance of Excess IPO Shares thereafter, such balance will be made available for application by the Malaysian Public under the Retail Offering, with any remaining IPO Shares to be underwritten by the Joint Underwriters, subject to the clawback and reallocation provisions.

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##### 4.3.6 Over-allotment Option and price stabilisation mechanism

The Over-allotment Option Provider may grant an Over-allotment Option to the Stabilising Manager and may appoint the Stabilising Manager to undertake any price stabilisation actions. The Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) may at its absolute discretion, over-allot our Shares and subsequently, effect transactions to stabilise or maintain the market price of our Shares at levels that might not otherwise prevail in the open market. Such transactions consist of bids or purchases to peg, fix or maintain the price of our Shares. If the Stabilising Manager creates a short position in our Shares in connection with the Institutional Offering, the Stabilising Manager may reduce that short position by purchasing our Shares in the open market. The Stabilising Manager may also elect to reduce any short positions by exercising all or part of the Over-allotment Option.

If granted, the Over-allotment Option will be exercisable in whole or in part by the Stabilising Manager, on one or more occasions, by giving a written notice to the Over allotment Option Provider at any time, within 30 days from the date of our Listing to purchase from the Over-allotment Option Provider up to an aggregate of 150,000,000 Shares at the IPO Price for each IPO Share, representing up to 15.0% of the total number of our IPO Shares offered, solely for purposes of covering over-allotments of our Shares (if any).

##### 4.3.7 Share capital

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

	No. of Shares (‘000)	RM
Issued share capital after the Pre-IPO Restructuring and Subdivision of Shares as at the LPD	2,800,000	694,803,103
New Shares to be issued under our Public Issue	750,000	<sup>(1)</sup> [•]
<b>Enlarged number of issued Shares and share capital upon Listing</b>	<b>3,550,000</b>	<b>[•]</b>

*Note:*

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

##### 4.3.8 Classes of shares and ranking

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

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

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



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

### 4.3.9 Minimum subscription level

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

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

If the above requirement is not met pursuant to our IPO, we may not be permitted to proceed with our Listing. Please refer to Section 9.4.2 of this Prospectus for further information in the event there is a delay in or termination of our Listing.

## 4.4 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES

### 4.4.1 Retail Price

The Retail Price was determined and agreed upon between our Directors, Selling Shareholder in consultation with the Joint Global Coordinators, after taking into consideration the following factors:

- (i) our competitive strengths as set out in Section 7.4 of this Prospectus;
- (ii) our future plans and business strategies as set out in Section 7.5 of this Prospectus;
- (iii) our Group's operating history, business and financial performance as set out in Sections 6, 7 and 12 of this Prospectus. The EPS of approximately 4.9 sen based on our PATNCI of approximately RM173.6 million for FYE 2022 and our enlarged number of 3,550,000,000 issued Shares upon Listing, which translates into an implied price-to-earnings multiple of approximately [●] times.

There are impairment losses totalling to RM44.8 million in FYE 2022 arising from the following:

- (i) investment in LYS Energy Group and CEVD, which amounted to RM22.0 million and RM20.9 million respectively; and
- (ii) cost incurred of approximately RM1.9 million in a project where our Group was pursuing previously but was suspended due to change of decision from foreign government authorities on the project.

Without the total impairment losses of RM44.8 million as stated above, the adjusted PATNCI for FYE 2022 would have been RM218.4 million. Based on the adjusted PATNCI of RM218.4 million, our Group's adjusted EPS will be approximately 6.2 sen which translate into an implied price-to earnings multiple of approximately [●] times;

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- (iv) our pro forma consolidated NA per Share attributable to owners of our Company of approximately RM[●] as at FYE 2022 based on our enlarged number of 3,550,000,000 issued Shares upon Listing and subsequent to the use of proceeds raised from our Public Issue;
- (v) outlook of the power generation and transmission industry in Cambodia, the power generation industry in Vietnam, Malaysia and Taiwan as well as the rooftop solar PV market in Singapore, Vietnam, Malaysia, Indonesia, Taiwan and Thailand, as described in the IMR Report as disclosed in Section 8 of this Prospectus; and
- (vi) prevailing market conditions, including market performance of key global indices and companies involved in similar businesses listed on Bursa Securities and regional stock exchanges, current market trends as well as investors' sentiments.

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

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

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. Please refer to Section 4.4.3 of this Prospectus for further information on the refund mechanism.

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

##### 4.4.2 Institutional Price

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

##### 4.4.3 Refund mechanism

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

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

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

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Please refer to Section 15.9 of this Prospectus for further information on the refund mechanism.

### 4.4.4 Expected market capitalisation

Based on the IPO Price, the total market capitalisation of our Company upon our Listing will be approximately RM[•] billion.

**You should note that the market price of our Shares upon Listing is subject to the vagaries of market forces and other uncertainties. You are also reminded to consider the “Risk Factors” as set out in Section 9 of this Prospectus before deciding to invest in our Shares.**

## 4.5 DILUTION

Dilution is the amount by which the price paid by retail, institutional and selected investors for our Shares exceeds our pro forma consolidated NA per Share attributable to the owners of our Company after our IPO. Our pro forma consolidated NA per Share attributable to owners of our Company as at 31 December 2022 was RM0.35 after adjusting for the Subdivision of Shares, the acquisitions of VHJSC and CTL II Transmission Line Asset (collectively referred to as “Subsequent Events”) and before adjusting for our IPO.

After taking into account our enlarged issued Shares from the issuance of 750,000,000 Issue Shares and after adjusting for the use of proceeds from our Public Issue, our pro forma consolidated NA per Share attributable to owners of our Company as at 31 December 2022 would be RM[•]. This represents:

- (i) an immediate increase in consolidated NA per Share attributable to owners of our Company of RM[•] to our existing shareholders; and
- (ii) an immediate dilution in consolidated NA per Share attributable to owners of our Company of RM[•] (representing approximately [•]%) of the Final Retail Price and the Institutional Price (assuming the Final Retail Price and the Institutional Price will equal the Retail Price), to the retail and institutional and selected investors.

The table below illustrates such dilution on a per Share basis:

	<u>Workings</u>	<u>RM</u>
Final Retail Price/Institutional Price	A	[•]
Pro forma consolidated NA per Share attributable to owners of our Company as at 31 December 2022 after adjusting for the Subsequent Events and before adjusting for IPO	B	0.35
Pro forma consolidated NA per Share attributable to owners of our Company as at 31 December 2022 after adjusting for the Subsequent Events and after adjusting for IPO	C	[•]
Increase in consolidated NA per Share attributable to owners of our Company to our existing shareholders	C – B	[•]
Dilution in pro forma consolidated NA per Share attributable to owners of our Company to retail/institutional and selected investors	A – C	[•]
Dilution in pro forma consolidated NA per Share attributable to owners of our Company to retail/institutional and selected investors as a percentage of the Final Retail Price/Institutional Price	(A – C)/A	[•]%

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The following table summarises the acquisition of our Shares, the total consideration paid by our Promoters and Substantial Shareholders and the average effective cash cost per Share to our Promoters and Substantial Shareholders since the date of our incorporation up to the LPD:

Promoter Substantial Shareholder	and	No. of Shares	Total consideration (RM)	Average effective cash cost per Share (RM)
HNG Capital		694,803,102	<sup>(1)</sup> Otherwise than cash	<sup>(1)</sup> N/A

Note:

(1) Acquisition of 694,803,102 Shares by HNG Capital which is held by Tan Sri Dato' Seri H'ng Bok San, Dato' H'ng Chun Hsiang and Datin Seri H'ng Hsieh Ling (our Promoters and Substantial Shareholders) pursuant to the Pre-IPO Restructuring for a purchase consideration of RM694.8 million was satisfied by the issuance and allotment of an aggregate of 694,803,102 Shares. For avoidance of doubt, no actual cash was paid by HNG Capital to us for the Pre-IPO Restructuring. Please refer to Sections 6.1.2 and 14.4.1 of this Prospectus for further information.

Save as disclosed above, there has been no acquisition of any of our Shares by our Directors, Promoters, Substantial Shareholders or Key Senior Management or persons connected with them, or any transaction entered into by them which grants them the right to acquire any of our Shares since the date of our incorporation up to the LPD.

#### 4.6 USE OF PROCEEDS

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

Details of use of proceeds		Estimated timeframe for the use of proceeds upon Listing	RM'000	% of total proceeds from the Public Issue
(i)	Funding for acquisition of brownfield RE projects and development cost of greenfield RE projects	Within 36 months	[●]	[●]
(ii)	Repayment of borrowings	Within 6 months	[●]	[●]
	- Repayment of bridging loan for the acquisition of CTL II Transmission Line Asset which was completed on 22 March 2023	Within 6 months	[●]	[●]
	- Repayment of other loans	Within 6 months	[●]	[●]
(iii)	Working capital	Within 24 months	[●]	[●]
(iv)	Estimated listing expenses	Within 3 months	[●]	[●]
<b>Total</b>			[●]	[●]

Note:

(1) The Institutional Price and the Final Retail Price are assumed to be equal to the Retail Price.

The actual proceeds accruing to us will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than budgeted above, the excess will be used for working capital. Conversely, if the actual proceeds are lower than budgeted above, the proceeds allocated for working capital/acquisitions to be identified will be reduced accordingly.

#### 4. DETAILS OF OUR IPO

Given the timing of the use of proceeds to be raised from our Public Issue may not be immediate and as part of our efficient capital management to maximise profit income, we intend to place the proceeds raised from our Public Issue or any balance (including accrued profit, if any) in profit-bearing accounts with licensed financial institution(s) and/or in money-market deposit instruments/funds.

Further details on the use of proceeds are as follows:

**(i) Funding for acquisition of brownfield RE projects and development cost of greenfield RE projects**

Our Group's strategic business growth direction is to expand its RE business segment by continuing to identify business and development opportunities and grow our Group's energy portfolio in RE. This is to support our Group's business strategies of transitioning from non-RE sources to RE sources for its power plants and/or assets in order to meet our Group's long-term climate goal of net zero GHG emissions by 2050 in support of climate goals set under the Paris Agreement.

In relation to this, our Company plans to allocate RM325.5 million or 35.0% of the proceeds for the funding for the acquisition of brownfield RE projects and development of greenfield RE projects to be identified in the next 36 months from the date of the listing of our Company.

Typically, the process of identifying a brownfield project up till the payment of the purchase consideration can take between three and six months. As such, our Group needs to have sufficient funding upfront ready to acquire suitable brownfield power assets when the opportunities arise. For the greenfield RE projects, the project development cost will be paid based on progressive payments throughout the development period that typically ranges between 18 months and 36 months from commencement of development, commissioning and testing up till achieving COD. Prior to undertaking any greenfield projects, our Group also need to incur preliminary expenses to conduct the preliminary survey, soil investigations, environmental studies and technical designs for greenfield projects and any related due diligence expenses.

As at the LPD, our Group has not identified any brownfield RE projects and greenfield RE projects to be developed, that will be funded by the proceeds to be raised from our Public Issue. Our Group will allocate the proceeds for selected RE projects to be acquired and/or developed depending on the acquisition cost/development cost of the projects as well as our Group's cash flow position as at the relevant point of time. The proceeds may also be used to partially fund the preliminary expenses to be incurred for the greenfield RE projects.

Any excess IPO proceeds not used for this purpose will be used to meet the working capital requirements of our Group. However, in the event the allocated IPO proceeds are insufficient for such acquisitions or investments, such shortfall will be funded through internally generated funds and/or borrowings.

#### 4. DETAILS OF OUR IPO

##### (ii) Repayment of borrowings

As at the LPD, our outstanding total borrowings stood at RM2.4 billion. Our Group intends to use RM[•] million or approximately [•]% of the proceeds from the Public Issue to partially repay and reduce our existing and proposed borrowings, which borrowings were primarily obtained or to be obtained to fund our Group's acquisition of RE related company/assets, as set out in the table below.

No.	Type of facility (in order of priority)	Purpose of drawing down of the facilities	Maturity date	Interest rate per annum	Amount outstanding as at the LPD		Amount to be repaid from the IPO proceeds		Estimated annual interest savings from repayment
				%	USD'000	<sup>(1)</sup> RM'000	USD'000	<sup>(1)</sup> RM'000	RM'000
(a)	Bridging loan	76.3% of the purchase consideration of the acquisition of CTL II Transmission Line Asset <sup>(2)</sup> , which was completed on 22 March 2023	September 2024 <sup>(3)</sup>	<sup>(2)</sup> 7.35	<sup>(2)</sup> [•]	<sup>(2)</sup> [•]	[•]	[•]	[•]
(b)	Revolving loan <sup>(4)</sup>	Preliminary expenses incurred for development of projects in Cambodia, Vietnam and Taiwan	Revolving tenure of up to 6 months <sup>(3)</sup>	6.85	<sup>(4)</sup> [•]	<sup>(4)</sup> [•]	[•]	[•]	[•]
(c)	Term loan	The purchase consideration for the acquisition of LYS Energy Group which was completed in September 2021	September 2026 <sup>(3)</sup>	6.77	[•]	[•]	[•]	[•]	[•]
<b>Total</b>					[•]	[•]	[•]	[•]	[•]

Note:

(1) Computed based on the exchange rate of USD1.00:RM4.4170 as extracted from BNM's website on 31 March 2023.

#### 4. DETAILS OF OUR IPO

- (2) The acquisition of CTL II Transmission Line Asset has been completed on 22 March 2023 and our Group has obtained a bridging loan of USD[●] million (equivalent to RM[●] million based on the exchange rate of USD1.00:RM4.4170 as extracted from BNM's website on 31 March 2023) to finance part of the purchase consideration. The IPO proceeds will be used to repay the bridging loan. Brief information on CTL II Transmission Line Asset is set out below.

Project details	Status	Type of project	Total purchase consideration/development cost	Source of funding	
				Bank borrowing	Internally generated funds
CTL II Transmission Line Asset, further information as set out in Section 7.2.3 and Annexure D of this Prospectus	CTL II had on 20 October 2022 entered into a business transfer agreement to undertake the acquisition of CTL II Transmission Line Asset. The acquisition was completed on 22 March 2023.	Brownfield	Purchase consideration of USD118 million (equivalent to RM521.2 million) <sup>(5)</sup>	USD[●] million (equivalent to RM[●] million) <sup>(5)</sup>	USD[●] million (equivalent to RM[●] million) <sup>(5)</sup>

- (3) The maturity date of the banking facilities or IPO listing date, whichever is earlier.
- (4) HNG Capital had obtained and drawdown a revolving loan of USD[●] million (equivalent to RM[●] million)<sup>(5)</sup> to provide advances to our Group, to partly finance the preliminary expenses incurred for our Group's development of projects in Cambodia, Vietnam and Taiwan. As at the LPD, this facility is in the process of being novated from HNG Capital to our Company's wholly-owned subsidiary, LTL and the novation is expected to be completed by third quarter of 2023. Upon the completion of the novation, the outstanding revolving loan amount of USD[●] million (equivalent to RM[●] million)<sup>(5)</sup> will be repaid by the IPO proceeds.
- (5) Computed based on the exchange rate of USD1.00:RM4.4170 as extracted from BNM's website on 31 March 2023.

While our Group intends to allocate proceeds of RM[●] million to partially repay our Group's borrowings, the borrowings are subject to the prevailing interest rates and foreign exchange rates as well as drawdown and repayment from time to time. As such, the outstanding amount of these borrowings at the point of repayment may differ from the current amount as at the LPD. If the actual borrowings to be repaid in RM is higher than the allocated proceeds of RM[●] million due to the movement in foreign exchange rate, the shortfall will be funded out of the amount allocated for working capital. However, if the actual borrowings to be repaid in RM is lower than the allocated proceeds of RM[●] million due to the movement in foreign exchange rate, the surplus will be allocated for working capital.

#### 4. DETAILS OF OUR IPO

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The repayment of the said borrowings will reduce our gearing level<sup>(1)</sup> from [●] times to [●] times based on the pro forma consolidated statements of financial position as at 31 December 2022 and is expected to have a positive financial impact on our Group with interest savings of approximately RM[●] million per annum (including bridging loan under Section 4.6(ii)(a) of this Prospectus) based on the average interest rate charged of [●]%. However, the actual interest savings may vary depending on the then applicable interest rate.

The repayment of such borrowings in respect of the abovementioned facilities will not result in any penalty/early repayment cost being incurred by our Group. There are no other covenants attached to the facilities which may have material impact on the repayment of the borrowings.

*Note:*

*(1) Computed based on total borrowings (including amount due to related companies and lease liabilities) over total equity.*

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#### 4. DETAILS OF OUR IPO

##### (iii) Working capital

We intend to use RM[●] million or approximately [●]% of our IPO proceeds to fund the working capital requirements of our Group. Our working capital requirements are expected to be used for the purpose of the payment of wages, salaries, upkeep of payroll, office rental, services and other related expenses of our Group. Further, a total of RM[●] million out of the total working capital has been earmarked to fund our ESG plan for the financial year ending 2023 and 2024.

Working capital requirements	RM'000
ESG <sup>(1)</sup>	[●]
Administrative and operating expenses <sup>(2)</sup>	[●]
<b>Total</b>	<b>[●]</b>

Note:

- (1) *This includes expenses allocated for installation of solar lightings, tree planting, cultivation of herbal plantation and human capital development specifically for ESG awareness for our Group's ESG initiatives for the next two years after our Listing focusing on decarbonising our operations and the development of sustainable activities. Please refer to Section 7.24 of this Prospectus for further information on our ESG plan.*
- (2) *This includes the expenses relating to salaries, office rental, audit fees, corporate secretary fees, tax fee of Leader Energy. The actual breakdown of these expenses cannot be determined at this juncture as it will depend on the actual operating and administrative requirements of our Group at the time of its use.*

##### (iv) Estimated listing expenses

The estimated expenses for our IPO and Listing to be borne by us are estimated to be RM38.1 million, comprising the following:

	RM'000
Professional fees	[●]
Fees payable to authorities	[●]
Brokerage fee, underwriting commission and placement fees	[●]
Other fees and expenses relating to our IPO and Listing, and contingencies	[●]
<b>Total</b>	<b>[●]</b>

If the actual listing expenses are higher than estimated, the deficit will be funded out of working capital. However, if the actual listing expenses are lower than estimated, the excess will be used for working capital requirements.

Our Company will not receive any proceeds from the Offer for Sale. The Offer for Sale is expected to raise gross proceeds of approximately RM[●] million which will accrue entirely to the Selling Shareholder and we will not receive any of the proceeds. The Selling Shareholder shall bear all of the expenses such as stamp duty, placement fees and miscellaneous fees relating to the Offer Shares, the aggregate of which are estimated to be approximately RM[●] million.

#### **4. DETAILS OF OUR IPO**

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

###### **4.7.1 Brokerage fee**

We will pay brokerage in respect of our Issue Shares under the Retail Offering, at the rate of 1.0% of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

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

###### **4.7.2 Underwriting commission**

As stipulated in the Retail Underwriting Agreement, the Joint Managing Underwriters and the Joint Underwriters have agreed to underwrite our Issue Shares under the Retail Offering for an underwriting commission of not less than [●]% calculated at the rate of [●]% of the Final Retail Price multiplied by the number of Issue Shares underwritten pursuant to the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

###### **4.7.3 Placement fee**

The Selling Shareholder for our Offer Shares and us for our Issue Shares will pay the Joint Global Coordinators and Joint Bookrunners a placement fee of [●]% of the Institutional Price multiplied by the number of Shares sold pursuant to the Institutional Offering, and a discretionary incentive fee of up to [●]% of the Institutional Price multiplied by the number of Shares sold pursuant to the Institutional Price and the Retail Price (as the case may be) multiplied by the number of Shares sold, in accordance with the terms of the Placement Agreement.

The placement fee and global coordinator fee as well as any discretionary incentive fee to be paid by the Selling Shareholder to the relevant Joint Global Coordinators and the Joint Bookrunners will be funded using proceeds raised from the Offer for Sale.

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

###### **4.8.1 Underwriting**

We have on [●] entered into the Retail Underwriting Agreement with the Joint Managing Underwriters and the Joint Underwriters to underwrite [●] Issue Shares under the Retail Offering, subject to the clawback and reallocation provisions as set out in Section 4.3.5 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

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

[●].

## 4. DETAILS OF OUR IPO

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### 4.8.2 Placement

We and the Selling Shareholder expect to enter into the Placement Agreement with the Joint Global Coordinators and Joint Bookrunners in relation to the placement of up to 923,500,000 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions as set out in Section 4.3.5 of this Prospectus, respectively. We and the Selling Shareholder will be requested to give various representations, warranties and undertakings, and to indemnify the Joint Global Coordinators and Joint Bookrunners against certain liabilities in connection with our IPO.

### 4.8.3 Lock-up arrangement

[•]

## 4.9 TRADING AND SETTLEMENT IN SECONDARY MARKET

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

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

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

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

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