

## 6. INFORMATION ON OUR GROUP

### 6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Act as a private limited company on 16 June 2022 under the name of Azam Jaya Sdn Bhd and was subsequently converted to a public limited company on 27 June 2024 where we assumed our present name, Azam Jaya Berhad.

We are an investment holding company. The principal activities of our Subsidiaries are set out in Section 6.4 of this Prospectus.

### 6.2 SHARE CAPITAL OF OUR COMPANY

As at [the LPD], our issued share capital is RM71,669,805 comprising 421,200,000 Shares. Details of the changes in our issued share capital since the date of our incorporation up to [the LPD] are as follows:

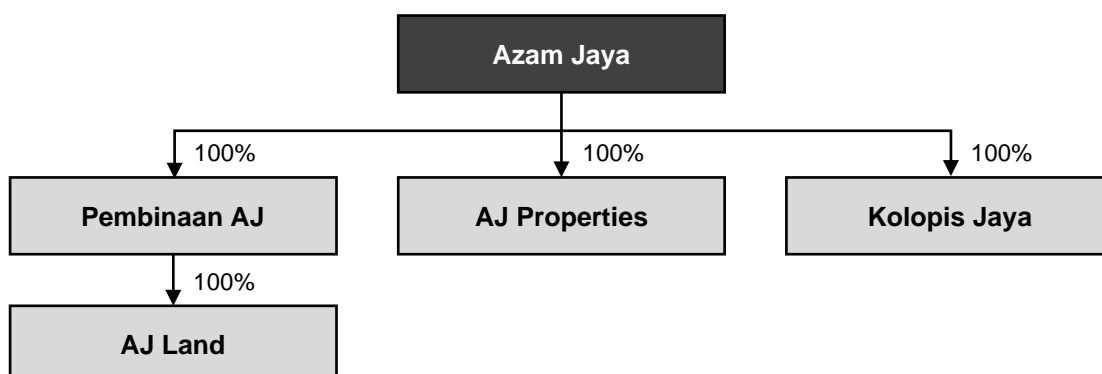
Date of allotment / subdivision	No. of Shares allotted	Consideration	Nature of transaction	Cumulative issued share capital	
				No. of Shares	RM
16 June 2022	2	Cash	Subscribers' shares	2	2
[●] 2024	71,669,803	Other than cash	Acquisitions	71,669,805	71,669,805
[●] 2024	421,200,000	N/A	Share Split	421,200,000	71,669,805

None of our Shares were issued at a discount, on special terms or based on instalment payment terms. As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital.

Upon completion of our Listing, our issued share capital will increase to RM[●] comprising 500,000,000 Shares.

### 6.3 OUR GROUP STRUCTURE

As at [the LPD], our group structure is as follows:



Our Group was formed on [●] 2024 upon the completion of the Acquisitions. Subsequent to the Acquisitions, we completed the Share Split on [●] 2024. Further details on the Acquisitions and Share Split are set out in Section 6.3.1 and 6.3.2 below.

## 6. INFORMATION ON OUR GROUP (CONT'D)

### 6.3.1 Acquisitions

#### (i) Acquisition of Pembinaan AJ

On 5 June 2024, our Company entered into a conditional share sale agreement with Tan Sri Joseph and Datuk Jonathan for the acquisition of the entire issued share capital of Pembinaan AJ of RM5,000,000 comprising 5,000,000 ordinary shares in Pembinaan AJ for a purchase consideration of RM49,705,340. The purchase consideration was arrived at on a willing-buyer willing-seller basis and represents the audited consolidated net assets of Pembinaan AJ as at 31 December 2023.

The Acquisition of Pembinaan AJ was completed on [●] 2024 and the purchase consideration was wholly satisfied via the issuance of 49,705,340 new Shares at an issue price of RM1.00 per Share in the following manner:

Name	Shareholdings in Pembinaan AJ		Purchase consideration (RM)	No. of Azam Jaya Shares issued
	No. of ordinary shares	%		
Tan Sri Joseph	2,400,000	48.00	23,858,563	1,945,133
Datuk Jonathan	2,600,000	52.00	25,846,777	2,850,252
Datuk Jessica	-	-	-	(1)8,507,814
Johannes Lo	-	-	-	(1)4,896,104
Lo Vun Yee @ Josephine Lo	-	-	-	(1)2,836,504
Lo Vun Jiun	-	-	-	(1)2,836,504
Jacqueline Lo Ker Jack	-	-	-	(1)2,836,504
Lokah Fortune	-	-	-	(2)22,996,525
<b>Total</b>	<b>5,000,000</b>	<b>100.00</b>	<b>49,705,340</b>	<b>49,705,340</b>

#### Notes:

- (1) Tan Sri Joseph had nominated 5 of his children namely, Datuk Jessica, Johannes Lo, Lo Vun Yee @ Josephine Lo, Lo Vun Jiun and Jacqueline Lo Ker Jack to receive this portion of the Azam Jaya Shares.
- (2) Datuk Jonathan had nominated Lokah Fortune to receive this portion of the Azam Jaya Shares on his behalf.

#### (ii) Acquisition of AJ Properties

On 5 June 2024, our Company entered into a conditional share sale agreement with Tan Sri Joseph, Datuk Jonathan, Johannes Lo and Lai Vui Kiong for the acquisition of the entire issued share capital of AJ Properties of RM800,000 comprising 800,000 ordinary shares in AJ Properties for a purchase consideration of RM12,039,034. The purchase consideration was arrived at on a willing-buyer willing-seller basis and represents the audited net assets of AJ Properties as at 31 December 2023.

**6. INFORMATION ON OUR GROUP (CONT'D)**

The Acquisition of AJ Properties was completed on [●] 2024 and the purchase consideration was wholly satisfied via the issuance of 12,039,034 new Shares at an issue price of RM1.00 per Share in the following manner:

Name	Shareholdings in AJ Properties		Purchase consideration (RM)	No. of Azam Jaya Shares issued
	No. of ordinary shares	%		
Tan Sri Joseph	112,000	14.00	1,685,465	1,685,465
Datuk Jonathan	408,000	51.00	6,139,907	-
Johannes Lo	240,000	30.00	3,611,710	3,611,710
Lai Vui Kiong	40,000	5.00	601,952	601,952
Lokah Fortune	-	-	-	<sup>(1)</sup> 6,139,907
<b>Total</b>	<b>800,000</b>	<b>100.00</b>	<b>12,039,034</b>	<b>12,039,034</b>

**Note:**

- (1) Datuk Jonathan had nominated Lokah Fortune to receive this portion of the Azam Jaya Shares on his behalf.

**(iii) Acquisition of Kolopis Jaya**

On 5 June 2024, our Company entered into a conditional share sale agreement with Tan Sri Joseph and Datuk Jonathan for the acquisition of the entire issued share capital of Kolopis Jaya of RM1,000,000 comprising 1,000,000 ordinary shares in Kolopis Jaya for a purchase consideration of RM9,925,429. The purchase consideration was arrived at on a willing-buyer willing-seller basis and represents the audited net assets of Kolopis Jaya as at 31 December 2023.

The Acquisition of Kolopis Jaya was completed on [●] 2024 and the purchase consideration was wholly satisfied via the issuance of 9,925,429 new Shares at an issue price of RM1.00 per Share in the following manner:

Name	Shareholdings in Kolopis Jaya		Purchase consideration (RM)	No. of Azam Jaya Shares issued
	No. of ordinary shares	%		
Tan Sri Joseph	490,000	49.00	4,863,460	2,026,956
Datuk Jonathan	510,000	51.00	5,061,969	-
Joanna Lo Vun Shii	-	-	-	<sup>(1)</sup> 2,836,504
Lokah Fortune	-	-	-	<sup>(2)</sup> 5,061,969
<b>Total</b>	<b>1,000,000</b>	<b>100.00</b>	<b>9,925,429</b>	<b>9,925,429</b>

**Notes:**

- (1) Tan Sri Joseph had nominated his child, Joanna Lo Vun Shii to receive this portion of the Azam Jaya Shares.
- (2) Datuk Jonathan had nominated Lokah Fortune to receive this portion of the Azam Jaya Shares on his behalf.

## 6. INFORMATION ON OUR GROUP (CONT'D)

After the completion of the Acquisitions, our issued share capital increased from RM2 comprising 2 Shares to RM71,669,805 comprising 71,669,805 Shares.

### 6.3.2 Share Split

Following the completion of the Acquisitions, our Company had subsequently on [●] 2024 undertook a subdivision of 71,669,805 existing Shares into 421,200,000 Shares.

## 6.4 OUR SUBSIDIARIES

As at the LPD, we do not have any associated companies. Details of our Subsidiaries are summarised below:

<u>Subsidiaries and company registration no.</u>	<u>Date of incorporation</u>	<u>Place of incorporation and principal place of business</u>	<u>Effective equity interest (%)</u>	<u>Principal activities</u>
Pembinaan AJ 198701006595 (165309-W)	14 October 1987	Malaysia	100	Investment holding, undertaking construction work and road work under contracts
AJ Properties 201201003573 (977098-D)	7 February 2012	Malaysia	100	Construction and civil engineering work
Kolopis Jaya 201901010130 (1319458-T)	25 March 2019	Malaysia	100	Construction of motorways, streets, roads, other vehicular and pedestrian ways
<u>Held by</u> <u>Pembinaan AJ</u>				
AJ Land 200101018343 (554100-K)	23 July 2001	Malaysia	100	Construction work under contracts

### 6.4.1 Pembinaan AJ

#### (i) History and business

Pembinaan AJ was incorporated in Malaysia under the Companies Act, 1965 as a private limited company on 14 October 1987 under the name of Zaramo Sdn Bhd and subsequently changed its name to Pembinaan Azam Jaya Sdn Bhd on 19 January 2009. Pembinaan AJ is principally involved in investment holding, undertaking construction work and road work under contracts.

#### (ii) Share capital

As at the LPD, the issued share capital of Pembinaan AJ is RM5,000,000 comprising of 5,000,000 ordinary shares. There have been no changes in the issued share capital of Pembinaan AJ during the Period under Review up to the LPD.

**6. INFORMATION ON OUR GROUP (CONT'D)****(iii) Shareholder**

[As at the LPD], Pembinaan AJ is our wholly-owned subsidiary.

**(iv) Subsidiary and associate**

As at the LPD, save for AJ Land which is a wholly-owned subsidiary of Pembinaan AJ, Pembinaan AJ does not have any other subsidiary or associated company.

**6.4.2 AJ Properties****(i) History and business**

AJ Properties was incorporated in Malaysia under the Companies Act, 1965 as a private limited company on 7 February 2012 under the name of Gerbang Kaya Sdn Bhd and subsequently changed its name to Azam Jaya Properties Sdn Bhd on 11 December 2014. AJ Properties is principally involved in construction and civil engineering work.

**(ii) Share capital**

As at the LPD, the issued share capital of AJ Properties is RM800,000 comprising of 800,000 ordinary shares. There have been no changes in the issued share capital of AJ Properties during the Period under Review up to the LPD.

**(iii) Shareholder**

[As at the LPD], AJ Properties is our wholly-owned subsidiary.

**(iv) Subsidiary and associate**

As at the LPD, AJ Properties does not have any subsidiary or associated company.

**6.4.3 Kolopis Jaya****(i) History and business**

Kolopis Jaya was incorporated in Malaysia under the Act as a private limited company on 25 March 2019 under the name of Kolopis Jaya Sdn Bhd. Kolopis Jaya is principally involved in construction of motorways, streets, roads, other vehicular and pedestrian ways.

**(ii) Share capital**

As at the LPD, the issued share capital of Kolopis Jaya is RM1,000,000 comprising of 1,000,000 ordinary shares. The changes in the issued share capital of Kolopis Jaya during the Period under Review up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of Shares allotted</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>	
			<u>No. of Shares</u>	<u>RM</u>
14 June 2021	750,000	Cash	1,000,000	1,000,000

**6. INFORMATION ON OUR GROUP (CONT'D)**

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**(iii) Shareholder**

[As at the LPD], Kolopis Jaya is our wholly-owned subsidiary.

**(iv) Subsidiary and associate**

As at the LPD, Kolopis Jaya does not have any subsidiary or associated company.

**6.4.4 AJ Land****(i) History and business**

AJ Land was incorporated in Malaysia under the Companies Act, 1965 as a private limited company on 23 July 2001 under the name of Zaramo Construction Sdn Bhd and subsequently changed its name to Azam Jaya Land Sdn Bhd on 23 September 2015. AJ Land is principally involved in construction work under contracts.

**(ii) Share capital**

As at the LPD, the issued share capital of AJ Land is RM30,500,000 comprising of 30,500,000 ordinary shares. There have been no changes in the issued share capital of AJ Land during the Period under Review up to the LPD.

**(iii) Shareholder**

As at the LPD, AJ Land is a wholly-owned subsidiary of Pembinaan AJ and [our indirect wholly-owned subsidiary].

**(iv) Subsidiary and associate**

As at the LPD, AJ Land does not have any subsidiary or associated company.

None of the ordinary shares of our Subsidiaries were issued at a discount, on special terms or based on instalment payment terms. As at the LPD, our subsidiaries do not have any outstanding warrants, options, convertible securities and uncalled capital.

## 6. INFORMATION ON OUR GROUP (CONT'D)

### 6.5 MATERIAL CAPITAL EXPENDITURES AND DIVESTITURES

Save as disclosed below, we do not have any other material investments and divestitures for the Period under Review and up to the LPD:

<b>Capital expenditures and divestitures</b>	<b>FYE 2021</b>	<b>FYE 2022</b>	<b>FYE 2023</b>	<b>1 January 2024 up to the LPD</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>
<b><u>Investments cost</u></b>				
Right of use assets <sup>(1)</sup>	12,942	15,542	4,418	1,439
Plant and machinery	1,557	560	502	8
Site equipment	985	1,097	256	209
Motor vehicles	641	2,763	19	335
Furniture and fittings	733	365	52	54
Freehold land	-	465	-	-
Renovation	306	237	123	23
Office equipment	116	24	133	81
Site container	18	-	-	-
Signboard and billboard	1	-	-	-
Leasehold land	-	-	9,759	-
Building	-	-	1,000	-
<b>Total investments</b>	<b>17,299</b>	<b>21,053</b>	<b>16,262</b>	<b>2,149</b>
<b><u>Divestitures proceeds</u></b>				
Right of use assets <sup>(1)</sup>	147	366	1,021	-
Plant and machinery	-	250	-	-
Motor vehicles	-	1,676	6	-
<b>Total divestitures</b>	<b>147</b>	<b>2,292</b>	<b>1,027</b>	<b>-</b>

**Note:**

(1) Mainly comprising staff dwelling, motor vehicles, office premises, plant and machinery as well as site equipment.

The above material capital expenditures were made in Malaysia. They were mainly financed via a combination of internally-generated funds and bank borrowings.

Please refer to Section 7.19 of this Prospectus for further information on our material construction machinery and equipment as at the LPD.

### 6.6 TAKE-OVER OFFERS

Since our incorporation up to the LPD, there were no:

- (i) public take-over offers by third parties in respect of our Shares; and
- (ii) public take-over offers by our Company in respect of other companies' shares.