

3. PROSPECTUS SUMMARY

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

3.1 PRINCIPAL DETAILS OF OUR IPO

3.1.1 Institutional Offering

The Institutional Offering involves the offering of up to 270,000,000 IPO Shares (comprising up to 50,000,000 Offer Shares and 220,000,000 Issue Shares), representing up to 27.00% of our enlarged issued Shares, subject to the clawback and reallocation provision and Over-allotment Option as set out in Sections 4.2.3 and 4.2.4 of this Prospectus, at the Institutional Price in the following manner:

- (i) 125,000,000 IPO Shares, representing 12.50% of our enlarged issued Shares, to Bumiputera investors approved by the MITI; and
- (ii) up to 145,000,000 IPO Shares, representing 14.50% of our enlarged issued Shares, to the Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI) and foreign institutional and selected investors.

3.1.2 Retail Offering

The Retail Offering involves the offering of 30,000,000 Issue Shares, representing approximately 3.00% of our enlarged issued Shares, subject to the clawback and reallocation provision as set out in Sections 4.2.3 of this Prospectus, at the Retail Price in the following manner:

(i) Allocation to the Eligible Persons

10,000,000 Issue Shares, representing approximately 1.00% of our enlarged issued Shares, are reserved for application by the Eligible Persons.

(ii) Allocation via balloting to the Malaysian public

20,000,000 Issue Shares, representing 2.00% of our enlarged issued Shares, are reserved for application by the Malaysian Public via balloting, of which 10,000,000 Issue Shares, have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

3.1.3 Moratorium on our Shares

In accordance with the Equity Guidelines, the Moratorium Providers are not allowed to sell, transfer or assign any of their respective holding in our Shares for a period of six months from the date of our Listing.

Our Public Issue and Offer for Sale will raise gross proceeds of RM[●] million and RM[●] million, respectively. For detailed information in relation to our IPO and moratorium on our Shares, see Sections 4.2 and 2.2 of this Prospectus.

3. PROSPECTUS SUMMARY *(Cont'd)*

3.2 OVERVIEW OF OUR BUSINESS

Our Company was incorporated in Malaysia under the Act as a private limited company under the name of MTT Shipping and Logistics Sdn Bhd on 31 January 2019. Our Company was converted into a public limited company on 29 July 2021.

We are an investment holding company and through our subsidiaries, we are principally engaged in the provision of container shipping services, vessel chartering services, and container storage and container related services:

Container Liner Shipping	Our container liner shipping services cover routes between ports in Peninsular Malaysia and East Malaysia as well as overseas ports around the Southeast Asia region such as Singapore, Thailand, Brunei, Indonesia, India and Myanmar which are in close proximity to Malaysia.
Vessel Chartering	We charter out our own container vessels on time charter basis. As at the LPD, we charter out three container vessels and will be chartering out another four container vessels in July 2021 to container liner shipping companies.
Container Depot	We operate four container depots, all located in Peninsular Malaysia, where we provide container storage and container related services to support our Group's container liner shipping business and to our customers.

As at the LPD, we own a fleet of 12 container vessels with a total nominal capacity of 15,442 TEU. We have also taken delivery of two new container vessels, MTT Sapangar (1,800 TEUs) and MTT Sibul (415 TEUs) in July 2021. As part of our growth strategies, we intend to acquire additional container vessels and expect to receive four additional container vessels between 3Q 2021 and 1Q 2022.

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

3.3 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

(i) **We own our fleet of vessels, ensuring greater control over our container liner shipping operations and enabling us to capture demand from the charter market**

As at the LPD, our Group owns 12 container vessels and operates nine vessels for our container shipping business. By owning these vessels to support our shipping business, it allows us to have a greater control over our operations as we can have the certainty of having sufficient fleet of container vessels which are suitable for the ports water depth along our services routes at all times. Further, our own fleet of container vessels also enables us to capture demand from the charter market as our container vessels can be chartered out to other container vessel operators.

(ii) **We provide weekly fixed-day shipping services and comprehensive port coverage across Peninsular Malaysia and East Malaysia**

Our Group offers weekly fixed-day shipping services between Peninsular Malaysia and East Malaysia, while some of our service routes cover ports in Singapore, Thailand and Brunei. The days of departure and arrival for our service routes are fixed according to the respective fixed-day sailing schedule, hence allowing our customers to effectively manage their logistics and inventory cycles. In addition, our comprehensive coverage of ports across Peninsular Malaysia and East Malaysia has also positioned us as a strong feeder operator in Malaysia.

3. PROSPECTUS SUMMARY *(Cont'd)*

(iii) **We are a leading player in container shipping between Peninsular Malaysia and East Malaysia with a 37.2% market share by total container throughput between Peninsular Malaysia and East Malaysia in 2020**

We are one of the major container liner shipping companies in Malaysia as demonstrated by our market share. As recognition of our business achievements, we have received various awards for our container liner shipping business over the years. Our leading position and reputation will provide confidence to our customers in terms of our capabilities in the provision of container liner shipping services and the quality of our services, which will in turn facilitate the growth and expansion of our business.

(iv) **We have established long term business relationships with our suppliers and customers.**

We have close working relationships with our suppliers including port operators and bunker fuel suppliers, as well as our customers which mainly comprise shippers, consignees, freight forwarders and Main Line Operators. These established business relationships support the growth and expansion of our Group.

(v) **We have digitalised our business operations for greater operational efficiency.**

Our Group understands the importance of adopting the latest relevant digital-related technologies into our business operations in order to maintain and/or improve our operational efficiency. In view of this, we employ a proprietary information technology ("IT") system (i.e. shipping software namely iKapal's Shipping System) to support our day-to-day business operations. We employ a third party software, the SOVY-Depot System, to coordinate the daily operations of our container depot business.

(vi) **We have an experienced and long serving Key Senior Management team with substantial industry experience.**

We have a group of Key Senior Management team with vast experience in the shipping and logistics industry as well as in-depth knowledge in our business across a broad spectrum of business activities, including operations, sales and marketing, and finance.

For further details on our competitive strengths, see Section 7.14 of this Prospectus.

3.4 STRATEGIES AND FUTURE PLANS

As part of our business strategies and future plans, we have in place the following expansion and development plans that would provide us with the platform to grow our business:

(i) **To continue to expand our container liner shipping business in Malaysia and overseas, as well as our vessel chartering business by expanding our fleet of container vessels**

We expect to receive four additional container vessels between 3Q 2021 and 1Q 2022 and intend to purchase additional container vessels to support the growth of our business. With additional container vessels we will be able to increase our port callings and expand our port coverage to new service routes, both within Malaysia as well as overseas. Further, we will be able to capitalise on strong charter demand for container vessels of between 1,000 TEUs and 2,999 TEUs.

3. PROSPECTUS SUMMARY *(Cont'd)*

(ii) To expand our container depot and containerised automotive shipping business by setting up new container depots in Port Klang (Pulau Indah), Kota Kinabalu, Kuching and Bintulu

As our container shipping business continue to grow, we intend to set up container depot in Port Klang (Pulau Indah) and three new container depots in East Malaysia, namely in Kota Kinabalu, Kuching and Bintulu. The new container depots in East Malaysia will expand our container depot coverage and strengthen our presence. With the additional capacity, we expect to grow our revenue from this business segment.

(iii) To purchase additional containers to support our growing container liner shipping business

We intend to purchase additional containers comprising standard dry cargo containers, refrigerated containers and special containers for oversize cargo in 20-ft and/or 40-ft to support the growth and expansion of our container liner shipping business.

(iv) To enhance our IT infrastructure to further improve our operational efficiency

We intend to enhance the functions and upgrade the interface of our online portal under iKapal's Shipping System and the automation functions of SOVY-Depot System. We also intend to implement a ship management system to centralise the management of our container vessels.

(v) To selectively pursue acquisitions and investments in companies

We may seek acquisitions of companies that complement and have direct cost and capability synergies with our existing operations as well as businesses with significant growth potential as part of our growth strategy.

For further details on our business strategies and future plans, see Section 7.15 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 position and performance. A summary of the key risk factors is set out below:

3.5.1 RISKS RELATING TO OUR BUSINESS

- (i) We may not be able to renew or maintain our major licences, permits and approvals to operate our business operations due to reasons beyond our control.** We require various major licences, permits and approvals including Domestic Shipping Licences and shipping agent approval(s) for our business operations. These licences, permits and approvals are subject to periodic renewal. We may be materially and adversely affected if these licences, permits and approvals are not renewed, suspended, revoked or terminated. See Annexure B of this Prospectus for details of our major licences, permits and approvals.
- (ii) Failure in IT systems could adversely affect our business operations.** We are dependent on various IT systems provided and/or maintained by third party service providers to ensure efficient, effective and responsive business operations. Failure of third party service providers to provide services and any disruption to our computer systems and IT systems may compromise our business operations as well as cause transaction errors, loss of data or downtime. Further, we cannot assure that we are able to continuously enhance our IT systems to meet our customers' needs and keeping up with the technology developed or used by other industry players.

3. PROSPECTUS SUMMARY (Cont'd)

- (iii) **We may be materially and adversely affected by COVID-19 pandemic and other pandemics.** The outbreak of COVID-19 has imposed additional restrictions and obligations on our operations. Although we have not been required to close or temporarily halt our operations as our business was deemed to be essential, we may be required to do so in the future in the event that any of our employees become infected by COVID-19. Such disruption may affect our ability to adequately staff our operations and eventually the delivery of the cargos for our customers. There can be no assurance that we will not experience more severe disruptions in the future in the event that more stringent quarantine measures are imposed or if the COVID-19 pandemic becomes more severe or protracted.
- (iv) **We operate in a capital intensive industry where we incur significant expenditure to maintain the operating condition of our vessels.** Our vessels may need to be docked in the event of breakdown and collision. Rectification of the affected vessels may require us to incur significant costs and may result in such vessels being out of service over a period of time which could cause disruption to our business operations. Our maintenance and repair related expenditure may also increase following increases in the cost of labour, size of our fleet, changes in regulations and currency fluctuations. There can be no assurance that we will at all times have sufficient capital resources to maintain and repair our vessels.
- (v) **We operate in a highly regulated industry which is governed by both domestic and international laws.** The container liner shipping industry is highly regulated and our operations are subject to various international conventions, treaties and national and local laws and regulations in force as set out in Annexure C of this Prospectus. The laws and regulations are subject to changes at any time. Any introduction of new laws and regulations applicable to us may result in us having to incur additional operating expenditure to ensure compliance, which could materially and adversely affect our business and results of operations. Any failure in complying with the laws regulations would also result in us having to pay a high fines and penalties.
- (vi) **We may be affected by any change in the current taxation.** Prior to the year of assessment ("YA") 2012, 100% of the statutory income of a resident person derived from the business of transporting passengers or cargo by sea on a Malaysian ship or letting out on charter a Malaysian ship owned by him on a voyage or time charter basis shall be exempted from income tax ("**100% Tax Exemption**"). The Income Tax Act 1967 was amended in 2012 to reduce the quantum of the said income tax exemption from 100% to 70% with effect from the YA 2012 ("**70% Tax Exemption**"). However, this was not implemented.

With only the 70% Tax Exemption, 30% of our statutory income derived from Malaysian ships would be subject to the prevailing statutory tax rate of 24% and for illustrative purposes only, as a consequence, the effective tax rate of our Group would increase from approximately 9% to 13% for the FYE 31 December 2020. The effective tax rate of our Group for the FYE 31 December 2021 will also increase as compared to our effective tax rate for the FYE 31 December 2020. There can be no assurance that the tax exemption under the Income Tax Act 1967 would continue to be available to Malaysian shipowners for an indefinite period of time or will continue on the same terms. Any adverse change to the tax treatment will adversely affect our results of operations.

3. PROSPECTUS SUMMARY (Cont'd)

3.5.2 RISKS RELATING TO OUR INDUSTRY

- (i) **We are subject to changes in government, economies, fiscal and monetary policies and regulations applicable to container liner shipping industry.** Our business may from time to time be subject to changes in applicable government, economic, fiscal and monetary policies and regulations. For example, the cabotage policy was implemented in Malaysia in 1980 to protect domestic shipping companies and to promote the domestic shipping industry. This policy does not allow for non-Malaysian vessels to conduct domestic shipping activities in Malaysia, unless exempted. However, cabotage policy went through several partial liberalisations. Pursuant to the partial liberalisation of the cabotage policy, with effect from 1 June 2017, both Malaysian and non-Malaysian vessels may provide transport of cargo services from any one port in Peninsular Malaysia to any one port in Sabah, Sarawak or Labuan (and *vice versa*), from any port in Sabah to another port in Sabah, or from any port in Sarawak to another port in Sarawak, without having to obtain a Domestic Shipping Licence. Competition would likely increase if more foreign players enter the market. Such increased competition may materially and adversely affect our business, financial condition, results of operations and prospect.
- (ii) **Our business operations may be affected by the disruptions to the operations at port which are under our coverage.** Our container liner shipping operations are reliant on the continued operations of the ports which are under our coverage. Further, we operate weekly fixed-day shipping services which is an important element and distinguishing factor to our container liner shipping services. We may suffer operational disruptions from port congestion or stoppages as a result of certain disruptive events at the ports such as breakdown of port equipment, shortages in port labour, adverse weather conditions. Any such disruptions may result in delayed schedules and increased our cost of operations which eventually may materially and adversely affect our operations and financial performance.

For further information on our risk factors, see Section 9 of this Prospectus.

3.6 IMPACT OF THE COVID-19 PANDEMIC

As our business is deemed as essential services under the transportation sector, our operations are not subject to any mandatory closure or halt in operations pursuant to the imposition of movement restrictions. While all our branch offices in Malaysia and our shipping agent offices in Malaysia and overseas countries are allowed to operate, subject to standard operating procedures ("**SOP**"), our business and operations were impacted by external factors such as fluctuations in demand for container liner shipping services, port congestion and shortage of containers.

Notwithstanding the fluctuations in demand for our container liner shipping services as impacted by the COVID-19 pandemic, our total lifting in the FYE 31 December 2020 was higher than FYE 31 December 2019 by 9.2%. However, our revenue from freight income in the FYE 31 December 2020 saw a decrease of 1.8% as compared to the FYE 31 December 2019 mainly due to, amongst others, a decrease in average freight rates.

The COVID-19 pandemic has also resulted in the global container shipping industry facing an industry-wide shortage of empty containers due to expanded container turnaround time from land, port congestions at major ports as well as increase in shipping demand following the recovery of trade activities. As a result, the availability of our containers remains tight. However, as at the LPD, our Group did not face major container shortage issues for our container liner shipping operations.

We also did not face any major disruptions in the supply of bunker fuel or encounter any reduction in workforce for our container liner shipping operations. For further information on the impact of the COVID-19 pandemic on our business and operation, see Section 7.17 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.7 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

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

Name	Nationality/ Place of Incorporation	Before our IPO				After our IPO							
		Direct		Indirect		Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is fully exercised					
		No. of Shares	(%) ⁽¹⁾	No. of Shares	(%) ⁽¹⁾	No. of Shares	(%) ⁽²⁾	No. of Shares	(%) ⁽²⁾				
Promoters and substantial shareholders													
Dato' Seri Ong	Malaysian	226,054	30.14	145,053 ⁽³⁾	19.34	207,032	20.70	145,053 ⁽³⁾	14.51	189,913	18.99	145,053 ⁽³⁾	14.51
Ooi Lean Hin	Malaysian	129,630	17.28	-	-	118,722	11.87	-	-	108,905	10.89	-	-
Chan Huan Hin	Malaysian	46,996	6.27	-	-	43,042	4.30	-	-	39,482	3.95	-	-
Lee Hock Saing	Malaysian	108,970	14.53	-	-	99,801	9.98	-	-	91,548	9.15	-	-
Promoters													
Lee Kong Siong	Malaysian	18,345	2.45	-	-	16,801	1.68	-	-	15,412	1.54	-	-
Clarice Ong	Malaysian	-	-	-	-	100 ⁽⁴⁾	0.01	-	-	100 ⁽⁴⁾	0.01	-	-
Substantial shareholders													
MTTC ⁽⁶⁾	Malaysia	141,257	18.83	-	-	141,257	14.13	-	-	141,257	14.13	-	-
OCTSB ⁽⁶⁾	Malaysia	3,797	0.51	141,257 ⁽⁶⁾	18.83	3,797	0.38	141,257 ⁽⁶⁾	14.13	3,797	0.38	141,257 ⁽⁶⁾	14.13
GDPL	Singapore	64,208	8.56	-	-	58,805	5.88	-	-	53,942	5.39	-	-
Ong Guat Ee	Malaysian	-	-	145,053 ⁽⁷⁾	19.34	-	-	145,053 ⁽⁷⁾	14.51	-	-	145,053 ⁽⁷⁾	14.51
Graeme Iain Brown	New Zealand	-	-	64,208 ⁽⁸⁾	8.56	-	-	58,805 ⁽⁸⁾	5.88	-	-	53,942 ⁽⁸⁾	5.39

Notes:

- (1) Based on our issued share capital of 750,000,000 Shares after the Pre-IPO Exercise but before our IPO.
- (2) Based on our enlarged issued share capital of 1,000,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his shareholding in OCTSB and interest in MTTC through his shareholding in OCTSB pursuant to Section 8(4) of the Act.
- (4) Assuming Clarice Ong fully subscribes her entitlement under the Pink Form Allocations.

3. PROSPECTUS SUMMARY (Cont'd)

- (5) Refer to Sections 5.1.3(vii) and 5.1.3(viii) of this Prospectus for the ultimate beneficial owners of MTTC and OCTSB.
- (6) Deemed interested by virtue of its shareholding in MTTC pursuant to Section 8(4) of the Act.
- (7) Deemed interested by virtue of her shareholding in OCTSB and interest in MTTC through her shareholding in OCTSB pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of his shareholding in GDPL pursuant to Section 8(4) of the Act through Tanamar Holdings Limited, a company incorporated in the British Virgin Islands, holding the entire issued share capital of GDPL in trust for him.

3.8 DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, our Directors and Key Senior Management are as follows:

Name	Designation
<u>Directors</u>	
Dato' Seri Ong	Non-Independent Executive Chairman
Ooi Lean Hin	Non-Independent Executive Director/Managing Director
Chan Huan Hin	Non-Independent Executive Director
Clarice Ong	Non-Independent Executive Director
Razman Hafidz bin Abu Zarim	Senior Independent Non-Executive Director
Dato' Abd Gani bin Othman	Independent Non-Executive Director
Dato' Capt. Haji Ahmad bin Othman	Independent Non-Executive Director
Dato' Seri Wong Siew Hai	Independent Non-Executive Director
Shareen Shariza Dato' binti Abdul Ghani	Independent Non-Executive Director
<u>Key Senior Management</u>	
Dato' Seri Ong	Executive Chairman
Ooi Lean Hin	Managing Director
Chan Huan Hin	Director of Administration
Clarice Ong	Director of Corporate Affairs
Lee Hock Saing	Director of Marketing
Lee Kong Siong	Director of Operations
Yap Bee Yong	Chief Finance Officer
Ronnie Tan Kean Sing	General Manager (Commercial)
Chua Song How	General Manager (Operations)

For further information on our Directors and Key Senior Management, see Sections 5.2 and 5.3 of this Prospectus

3. PROSPECTUS SUMMARY (Cont'd)

3.9 USE OF PROCEEDS

Description of use of proceeds	Estimated timeframe for use from the date of our Listing	RM'000	%
(i) Purchase of vessels and containers	Within 36 months	[•]	[•]
(ii) Repayment of bank borrowings	Within 6 months	[•]	[•]
(iii) Land acquisition for setting up of new container depots	Within 36 months	[•]	[•]
(iv) Investment in IT infrastructure	Within 36 months	[•]	[•]
(v) Working capital	Within 12 months	[•]	[•]
(vi) Defray fees and expenses relating to our IPO and Listing	Within 3 months	[•]	[•]
	Total	[•]	100.00

There is no minimum subscription to be raised from our IPO. For further detailed information on our use of proceeds, see Section 4.6 of this Prospectus.

3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The historical combined financial statements of our Group for the FYE 31 December 2018, FYE 31 December 2019, FYE 31 December 2020 and FPE 31 March 2021 (“**Combined Financial Statements**”) have been prepared based on the financial statements of the MTT Shipping and its subsidiaries, and ICSD which are under the common control of Dato’ Seri Ong, Ooi Lean Hin, Chan Huan Hin, Lee Hock Saing and Lee Kong Siong for each of the financial years and period indicated.

The following table sets out information derived from our Combined Financial Statements for the years and period indicated.

	FYE 31 December			FPE 31 March
	Audited			Audited
	2018	2019	2020	2021
	RM'000	RM'000	RM'000	RM'000
Revenue	537,759	509,761	514,541	168,312
Direct costs	(409,506)	(408,950)	(414,880)	(122,975)
Gross profit	128,253	100,811	99,661	45,337
Other operating income	8,009	6,269	6,847	1,145
PBT	94,644	58,216	56,636	32,478
PAT attributable to owners of the Company	84,154	51,877	47,176	31,708
Total equity	297,828	342,704	388,699	418,706
Total borrowings (including lease liabilities)	110,803	246,264	327,930	392,744
Gross profit margin ⁽¹⁾	23.8	19.8	19.4	26.9
PBT margin ⁽²⁾	17.6	11.4	11.0	19.3
PAT margin ⁽³⁾	16.4	11.0	10.0	19.1
Current ratio (times) ⁽⁴⁾	1.7	1.5	1.6	1.4
Gearing ratio (times) ⁽⁵⁾	0.4	0.7	0.8	0.9

3. PROSPECTUS SUMMARY (Cont'd)

Notes:

- (1) Computed based on gross profit for the financial years/period divided by revenue for the financial years/period.
- (2) Computed based on PBT for the financial years/period divided by revenue for the financial years/period.
- (3) Computed based on profit for the financial years/period divided by revenue for the financial years/period;
- (4) Computed based on current assets over current liabilities.
- (5) Computed based on total borrowings (including lease liabilities) divided by total equity as at the end of the year.

The table below sets out the utilisation rate for our Head Haul and Back Haul journeys (as defined in Section 7.8 of this prospectus) for the financial years/period under review:

	FYE 31 December			FPE 31 March	
	2018	2019	2020	2020	2021
<u>Head Haul journeys</u>					
Available capacity (TEU) ⁽¹⁾	210,488	212,887	202,403	66,398	58,494
Actual lifting (TEU) ⁽²⁾	150,758	141,306	151,198	45,113	49,395
Utilisation rate (%)⁽³⁾	71.6	66.4	74.7	67.9	84.4
<u>Back Haul journeys</u>					
Available capacity (TEU) ⁽¹⁾	210,488	212,887	202,403	66,398	58,494
Actual lifting (TEU) ⁽²⁾	51,223	52,452	59,067	23,351	14,931
Utilisation rate (%)⁽³⁾⁽⁴⁾	24.3	24.6	29.2	35.2	25.5

Notes:

- (1) Being the aggregate of the actual space available on container vessels operated by our Group, measured at a loading capacity of 14 tonnes per TEU for the financial years/period indicated;
- (2) Actual number of laden containers carried by container vessels operated by our Group and/or our partner vessels for the financial years/period indicated for the abovementioned journey;
- (3) Computed based on the actual lifting made by our group over the total available capacity; and
- (4) The utilisation rates for the Back Haul journeys were significantly lower than the utilisation rates of the Head Haul journeys as we only take into account the laden containers for the computation of the utilisation rate. As mentioned above, container vessels in the Back Haul journeys were mostly occupied with empty containers that we need to bring back to their respective supply port.

3.11 DIVIDEND POLICY

Our Company presently does not have any fixed dividend policy in place. The actual dividend that our Board may recommend or declare in the future in respect of any particular financial year or period will subject to the factors outlined below as well as any other factors deemed relevant by our Board. Upon recommendation by our Board, we will, *inter alia*, take into account various factors as set out below to determine the level of dividend payments:

- (i) our level of cash, gearing and return on equity and retained earnings;
- (ii) our expected financial performance;
- (iii) our projected levels of capital expenditure and other investment plans;
- (iv) our working capital requirements; and
- (v) any contractual restrictions and/or commitments.

For further details on our dividend policy and dividends declared and/or paid by to our shareholders, see to Section 12.5 of this Prospectus.