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P R O S P E C T U S



STRATUS GLOBAL HOLDINGS BERHAD

(Registration No.: 202501019963 (1621376-M))
(Incorporated in Malaysia)

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARE CAPITAL OF STRATUS GLOBAL HOLDINGS BERHAD ("STRATUS GLOBAL" OR THE "COMPANY") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("MAIN MARKET") COMPRISING A PUBLIC ISSUE OF 356,250,000 NEW ORDINARY SHARES IN STRATUS GLOBAL ("IPO SHARE(S)") IN THE FOLLOWING MANNER:-

- (I) 25,000,000 IPO SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (II) 30,000,000 IPO SHARES RESERVED FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES AS WELL AS PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP;
- (III) 145,000,000 IPO SHARES BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED INSTITUTIONAL AND/OR SELECTED INVESTORS; AND
- (IV) 156,250,000 IPO SHARES BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY, MALAYSIA ("MITI"),

AT AN IPO PRICE OF RM[●] PER IPO SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Underwriter and Placement Agent

UOBKayHian

UOB KAY HIAN (M) SDN BHD

(formerly known as UOB Kay Hian Securities (M) Sdn Bhd)

(Registration No.: 199001003423 (194990-K))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

[The SC has [●] the issue, offer or invitation for the offering under Section 214(1) of the Capital Markets and Services Act 2007.]

[This Prospectus has been registered by the SC.] The [●] of the listing of and quotation for our entire enlarged issued share capital on the Main Market and registration of this Prospectus should not be taken to indicate that the SC recommends our IPO or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Prospectus. The SC has not, in any way, considered the merits of our shares being offered for investment.

The SC is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss that you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE OF THIS PROSPECTUS. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 36.

THIS PROSPECTUS IS DATED [●]

All defined terms used in this Prospectus are defined under “Definitions” and “Glossary Terms” of this Prospectus.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS AND PROMOTERS HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

UOBKH, BEING OUR PRINCIPAL ADVISER, UNDERWRITER AND PLACEMENT AGENT IN RELATION TO OUR IPO, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING OUR IPO.

STATEMENTS OF DISCLAIMER

[[●] HAS BEEN OBTAINED FROM BURSA SECURITIES FOR THE LISTING OF AND QUOTATION FOR OUR SHARES. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR IPO, OUR COMPANY OR OUR SHARES.]

[THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORMS, HAVE ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES MALAYSIA, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.]

OTHER STATEMENTS

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CMSA FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THIS PROSPECTUS THAT IS FALSE, MISLEADING OR FROM WHICH THERE IS A MATERIAL OMISSION, OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THIS PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

OUR SHARES ARE OFFERED TO THE PUBLIC ON THE PREMISE OF FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING OUR IPO, FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA, IS RESPONSIBLE.

THIS PROSPECTUS HAS BEEN PREPARED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA, AND OUR IPO WILL NOT BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE SUBJECT TO THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. OUR IPO TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA. WE AND OUR PRINCIPAL ADVISER HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE OR PURCHASE, ANY SECURITIES UNDER OUR IPO IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES IN WHICH SUCH 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 OFFER OF OUR IPO SHARES IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

WE WILL NOT MAKE OR BE BOUND TO MAKE ANY ENQUIRY BEFORE ANY ACCEPTANCE IN RESPECT OF OUR IPO AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA. WE WILL NOT ACCEPT ANY LIABILITY WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION WITH IT. IT IS YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER OUR IPO WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR SHARES WOULD BE IN COMPLIANCE WITH THE TERMS OF OUR IPO AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED THIS IPO IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA CONNECTED TO IT.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY FOR OUR IPO IN MALAYSIA UNDER THE LAWS OF MALAYSIA. OUR SHARES ARE ISSUED IN MALAYSIA SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. WE AND OUR PRINCIPAL ADVISER HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION, WHICH IS NOT CONTAINED IN THIS PROSPECTUS.

ELECTRONIC PROSPECTUS

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS ARE AS PER THE CONTENTS OF THE PROSPECTUS REGISTERED WITH THE SC.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM AND THAT YOUR INTERNET SHARE APPLICATION IS SUBJECT TO THE RISKS OF PROBLEMS OCCURRING DURING DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

IF YOU DOUBT THE VALIDITY OR THE INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD-PARTY INTERNET SITES (REFERRED TO AS "**THIRD-PARTY INTERNET SITES**"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD-PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:-

- (I) WE AND OUR PRINCIPAL ADVISER DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD-PARTY INTERNET SITES AND ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD-PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD-PARTY INTERNET SITES;
- (II) WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD-PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF YOUR AGREEMENTS WITH THE THIRD-PARTY INTERNET SITES. WE AND OUR PRINCIPAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD-PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, INFORMATION, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD-PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITES OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS, YOU ARE ADVISED THAT:-

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE NOT RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN DOWNLOADED OR OBTAINED FROM THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS AND SUBSEQUENTLY, COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS ARE NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COST, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULTS WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULTS ON YOUR OR ANY THIRD-PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITES OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

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INDICATIVE TIMETABLE

The indicative timetable for our IPO is set out below:-

Event	Date
Issuance of the Prospectus/Opening of Applications	10.00 a.m., [date]
Closing of Applications	5.00 p.m., [date]
Balloting of Applications	[date]
Allotment of our IPO Shares to successful applicants	[date]
Listing on the Main Market	[date]

Late Applications will not be accepted. In the event there is any changes to this timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia, and make an announcement of such changes on Bursa Securities' website accordingly.

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DEFINITIONS

The following terms in this Prospectus have the same meaning as set out below unless the term is defined otherwise or the context requires otherwise:-

“ACCA”	: Association of Chartered Certified Accountants
“Acquisition of SASB”	: Acquisition by Stratus Global of the entire issued share capital of SASB comprising 4,468,650 ordinary shares from the vendors, namely Jiyuan, Beh Lai Lien, Ryo Narisawa, Tan Chan Chin, Lai Siaw Ling, Masuko Narisawa, Ooi Eng Guan, Wong Pow Keong and Yap Kim Seng for a purchase consideration of RM192,151,950, which was fully satisfied through the issuance of 893,730,000 new Shares at an issue price of RM0.215 per Share. The Acquisition of SASB was completed on 11 November 2025
“Act”	: Companies Act 2016 of Malaysia
“ADA(s)”	: Authorised Depository Agent(s)
“AGM”	: Annual general meeting
“Application(s)”	: The application(s) for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
“Application Form(s)”	: Application form(s) for the Application of our IPO Shares accompanying this Prospectus
“ATM(s)”	: Automated teller machine(s)
“Authorised Financial Institution(s)”	: Authorised financial institution(s) participating in the Internet Share Application in respect of the payments for our IPO Shares
“Bayan Lepas Facility”	: Collectively, Bayan Lepas Factory 1 and Bayan Lepas Factory 2
“Bayan Lepas Factory 1”	: Our current operating facility of 1 unit of 2-storey factory constructed on an industrial leasehold land located at No. 73-C, Lintang Bayan Lepas, Taman Perindustrian Bayan Lepas, 11900 Bayan Lepas, Penang, Malaysia
“Bayan Lepas Factory 2”	: Our current operating facility of 1 unit of 4-storey factory constructed on an industrial leasehold land located at No. 73-C, Lintang Bayan Lepas, Taman Perindustrian Bayan Lepas, 11900 Bayan Lepas, Penang, Malaysia
“Board”	: Board of Directors of Stratus Global
“Bumiputera”	: In the context of:- <ul style="list-style-type: none"> (i) individuals - Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia; (ii) companies - companies which fulfil, amongst others, the following criteria or such other criteria as may be imposed by the MITI:- <ul style="list-style-type: none"> (a) established under the Act; (b) its shareholders are 100.0% Bumiputera; and

DEFINITIONS (CONT'D)

	(c) its board of directors (including its staff) are at least 51.0% Bumiputera; and
	(iii) co-operatives - cooperatives whose shareholders or cooperative members are at least 95.0% Bumiputera or such other criteria as may be imposed by the MITI
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“CAGR”	: Compound annual growth rate
“CCC” or “CF”	: Certificate of completion and compliance or certificate of fitness for occupation or occupancy permit or such certificate by any other name or permit issued by the relevant authority in Malaysia under the relevant legislation applicable at the material time
“CDS”	: Central Depository System
“CDS Account(s)”	: Securities account(s) established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of deposits of securities and dealings in such securities by the depositor
“CEO”	: Chief executive officer
“CMSA”	: Capital Markets and Services Act 2007
“Constitution”	: Constitution of our Company
“COO”	: Chief operating officer
“Director(s)”	: Director(s) of our Company and within the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
“EBITDA”	: Earnings before interest, taxation, depreciation and amortisation
“Electronic Prospectus”	: A copy of this Prospectus that is issued, circulated or disseminated via the Internet and/or an electronic storage medium, including but not limited to compact disc read-only memory (CD-ROMs)
“Electronic Application(s)”	Share : Application(s) for the IPO Shares through a Participating Financial Institution’s ATM
“Eligible Person(s)”	: Eligible Directors and employees of our Group as well as persons who have contributed to the success of our Group, who are eligible to participate in the Pink Form Allocation
“EPF”	: Employees Provident Fund
“EPS”	: Earnings per Share
“Equity Guidelines”	: Equity Guidelines issued by the SC
“ESG”	: Environment, Social and Governance

DEFINITIONS (CONT'D)

“financial years under review”	:	Collectively, the FYE 2023, FYE 2024 and FYE 2025
“FYE”	:	Financial year ended/ending 31 March, as the case may be
“GP”	:	Gross profit
“IMR” or “ZANDER”	:	SMITH ZANDER International Sdn Bhd (Registration No.: 201301028298 (1058128-V)), the independent market researcher appointed for our IPO
“IMR Report”	:	Independent market research report on the global semiconductor industry and AMHS segment within the semiconductor industry prepared by SMITH ZANDER, as set out in Section 7 of this Prospectus
“Internet Participating Financial Institution(s)” or “Participating Securities Firm(s)”	:	Participating financial institution(s) or participating securities firm(s) for the Internet Share Application
“Internet Share Application(s)”	:	Application(s) for the IPO Shares through an Internet Participating Financial Institution or Participating Securities Firm
“IPO”	:	Initial public offering comprising the Public Issue
“IPO Price”	:	The issue price of RM[●] per IPO Share
“IPO Share(s)”	:	356,250,000 new Stratus Global Share(s) to be issued pursuant to the Public Issue
“ISO”	:	International Organisation for Standardisation
“Issuing House” or “Share Registrar”	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No.: 197101000970 (11324-H))
“Jiyuan”	:	Jiyuan Holding Sdn Bhd (Registration No.: 201901000016 (1309342-U))
“Listing”	:	Admission of our Company to the Official List and the listing of and quotation for the entire enlarged issued share capital of Stratus Global comprising 1,250,000,000 Shares on the Main Market
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“LPD”	:	[17 November 2025], being the latest practicable date prior to the registration of this Prospectus with the SC
“MAICSA”	:	Malaysian Institute of Chartered Secretaries and Administrators
“Main Market”	:	Main Market of Bursa Securities
“Malaysian Public”	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia

DEFINITIONS (CONT'D)

“Market Day(s)”	:	Day(s) on which Bursa Securities is open for trading of securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“MCCG”	:	Malaysian Code on Corporate Governance issued by the SC
“MFRS”	:	Malaysian Financial Reporting Standards as issued by the Malaysian Accounting Standards Board
“MIA”	:	Malaysian Institute of Accountants
“MITI”	:	Ministry of Investment, Trade and Industry, Malaysia
“Moratorium Provider(s)”	:	Collectively or individually, Jiyuan, Ryo Narisawa, Beh Lai Lien, Tan Chan Chin, Beh Yong Yee and Lai Siaw Ling, whose Shares are subject to moratorium under the Equity Guidelines
“NA”	:	Net assets
“New Facility”	:	A new manufacturing facility with a built-up area of at least 170,000 sq ft to be established on the New Property
“New Property”	:	An industrial property with a land area of at least 2 acres located in Bayan Lepas or Batu Kawan, Penang, to be acquired by our Group
“Official List”	:	A list specifying all securities listed on Bursa Securities
“Participating Financial Institution(s)”	:	Participating financial institution(s) for the Electronic Share Application
“PAT”	:	Profit after taxation
“PBT”	:	Profit before taxation
“Pink Application Form(s)”	:	Application form(s) for the application of IPO Shares by Eligible Person(s) accompanying this Prospectus
“Pink Form Allocation”	:	Allocation of the Pink Form Shares
“Pink Form Share(s)”	:	30,000,000 IPO Share(s), representing 2.4% of our enlarged number of issued Shares, reserved for Application by Eligible Persons (which forms part of the Public Issue)
“Pre-IPO Restructuring”	:	The Acquisition of SASB. Further details of which are set out in Section 5.4 of this Prospectus
“Promoter(s)”	:	Collectively or individually, Ryo Narisawa, Jiyuan, Beh Lai Lien and Tan Chan Chin
“Prospectus”	:	This prospectus dated [date] issued by our Company in respect of our IPO
“Prospectus Guidelines”	:	Prospectus Guidelines issued by the SC

DEFINITIONS (CONT'D)

“Public Issue”	: Public issue of 356,250,000 IPO Shares at the IPO Price, allocated in the following manner:-
	(i) 25,000,000 IPO Shares for application by the Malaysian Public through a balloting process, of which 12,500,000 IPO Shares will be set aside for Bumiputera investors, which include individuals, companies, societies, co-operatives and institutions;
	(ii) 30,000,000 IPO Shares for application by Eligible Persons;
	(iii) 145,000,000 IPO Shares by way of private placement to identified institutional and/or selected investors; and
	(iv) 156,250,000 IPO Shares by way of private placement to identified Bumiputera investors approved by the MITI
“QA/QC”	: Quality assurance and quality control
“R&D”	: Research and development
“Rules of Bursa Depository”	: The rules of Bursa Depository issued under the SICDA
“SC”	: Securities Commission Malaysia
“SICDA”	: Securities Industry (Central Depositories) Act 1991
“SOCISO”	: Social Security Organisation
“Stratus Global” or our “Company”	: Stratus Global Holdings Berhad (Registration No.: 202501019963 (1621376-M))
“Stratus Global Group” or the “Group”	: Collectively, Stratus Global and our subsidiaries
“Stratus Global Share(s)” or “Share(s)”	: Ordinary share(s) in our Company
“Underwriting Agreement”	: Underwriting agreement dated [date] entered into between our Company and the Underwriter to underwrite 25,000,000 IPO Shares under the Malaysian Public portion as set out in Section 3.2.1(i) of this Prospectus and 30,000,000 Pink Form Shares under the Pink Form Allocation as set out in Section 3.2.1(ii) of this Prospectus
“UOBKH” or “Principal Adviser” or “Underwriter” or “Placement Agent”	: UOB Kay Hian (M) Sdn Bhd (formerly known as UOB Kay Hian Securities (M) Sdn Bhd) (Registration No.: 199001003423 (194990-K))
“USA”	: The United States of America
“Voluntary Moratorium Shareholder(s)”	: Collectively or individually, Masuko Narisawa, Ooi Eng Guan, Wong Pow Keong and Yap Kim Seng
“White Application Form(s)”	: Application form(s) for the application of the IPO Shares by the Malaysian Public accompanying this Prospectus

DEFINITIONS (CONT'D)

Currencies and units:-

“EUR”	: Euro
“JPY”	: Japanese yen
“mm”	: millimetre
“NTD”	: New Taiwan dollar
“RM” and “sen”	: Ringgit Malaysia and sen
“RMB”	: Renminbi
“SGD”	: Singapore dollar
“sq ft”	: Square feet
“USD”	: United States dollar

Our subsidiaries:-

“SACO”	: Stratus Automation Corporation (USA registration No.: 602-585-301)
“SAPL”	: Stratus Automation Pte Ltd (Singapore registration No.: 202124353N)
“SASB”	: Stratus Automation Sdn Bhd (Registration No.: 201601013422 (1184353-T))

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DEFINITIONS (CONT'D)

Our customers:-

For the avoidance of doubt, our Group had sought the consent of the following customer(s) for disclosure of the information required in this Prospectus but such consent had not been granted.

The following are details of our customer(s). For confidentiality purposes, their names have been redacted throughout this Prospectus.

“Customer A Group” : Customer A Group comprises Customer A1, Customer A2, Customer A3 and Customer A4.

Customer A4 is the holding company of Customer A1, Customer A2 and Customer A3. Customer A4 is a company incorporated in Germany and is listed on Frankfurt Stock Exchange and OTCQX International Premier. Customer A4 and its subsidiaries (including Customer A1, Customer A2 and Customer A3) are principally involved in the development, manufacturing and marketing of a variety of semiconductors and semiconductor-based solutions. Customer A4 group of companies had recorded a total revenue of EUR14.66 billion for its latest financial year ended 30 September 2025.

Customer A1, Customer A2 and Customer A3 are companies incorporated in Malaysia, Germany and Austria respectively. Customer A1, Customer A2 and Customer A3 are not listed on any stock exchange. The total revenues for Customer A1, Customer A2 and Customer A3 in their latest financial years are not publicly available.

“Customer B” : Customer B is a company incorporated in Singapore and is principally involved in the provision of semiconductor fabrication solutions. Customer B is a joint venture company of Company B1 and Company B2 and is not listed on any stock exchange. The total revenue for Customer B in its latest financial year is not publicly available.

Company B1 is a company incorporated in the Netherlands and is listed on the NASDAQ Global Select Market. Company B1 is principally involved in the supply of semiconductor products, including microcontrollers, application processors, communication processors, connectivity chipsets, analog and interface devices, radio frequency power amplifiers, security controllers and sensors. Company B1 group of companies recorded a total revenue of USD12.61 billion for its latest financial year ended 31 December 2024.

Company B2 is a company incorporated in Taiwan and is listed on the Taiwan Stock Exchange and its American Depositary Shares are traded on the New York Stock Exchange. Company B2 is principally involved in the provision of integrated semiconductor foundry services. Company B2 group of companies recorded a total revenue of NTD2.89 trillion for its latest financial year ended 31 December 2024.

“Customer C” : Customer C is a company incorporated in Malaysia and is principally involved in the semiconductor wafer manufacturing. Customer C is not listed on any stock exchange. The total revenue for Customer C in its latest financial year is not publicly available.

Customer C is a subsidiary of Company C1, a company incorporated in Belgium and is listed on Euronext Paris. Company C1 is principally involved in the provision of semiconductor foundry services, specialising in analog/mixed-signal semiconductor technologies. Company C1 group of companies recorded a total revenue of USD816.38 million for its latest financial year ended 31 December 2024.

DEFINITIONS (CONT'D)

- “Customer D Group” : Customer D Group comprises Customer D1 and Customer D2.
- Customer D1 is the holding company of Customer D2. Customer D1 is a company incorporated in Germany and is principally involved in the automation of material flows and handling processes in semiconductor factories, semiconductor process plants and other high-tech production environments. Customer D1 is not listed on any stock exchange. The total revenue of Customer D1 in its latest financial year is not publicly available.
- Customer D2 is a company incorporated in the USA and is principally involved in the automation of material flows and handling processes in semiconductor factories, semiconductor process plants and other high-tech production environments. Customer D2 is not listed on any stock exchange. The total revenue of Customer D2 in its latest financial year is not publicly available.
- “Customer E” : Customer E is a company incorporated in Malaysia and is principally involved in the sale of light-emitting diode (“**LED**”) solutions, optical sensor solutions and optical technologies. Customer E is not listed on any stock exchange. The total revenue for Customer E in its latest financial year is not publicly available.
- Customer E is a subsidiary of Company E1, a company incorporated in Austria and is listed on the SIX Swiss Exchange. Company E1 is principally involved in the design, manufacture and sale of LED solutions for automotive and industrial applications as well as of optical sensor solutions for the automotive, industrial, medical technology and consumer end user markets. It is also involved in the provision of optical technologies and solutions for sensors, lighting and visualisation. Company E1 group of companies recorded a total revenue of EUR3.43 billion for its latest financial year ended 31 December 2024.
- “Customer F Group” : Customer F Group comprises Customer F1 and Customer F2.
- Customer F1 is the holding company of Customer F2. Customer F1 is a company incorporated in Japan and is listed on the Tokyo Stock Exchange. Customer F1 is principally involved in the plant and energy, energy solutions, industrial machinery, electronics, automotive, healthcare as well as aviation and infrastructure industries. Customer F1 group of companies recorded a total revenue of JPY221.76 billion for its latest financial year ended 31 March 2025.
- Customer F2 is a company incorporated in Malaysia and is principally involved in the provision of industrial machinery, electronics, plant and energy infrastructure and maintenance services, and healthcare industry equipment. Customer F2 is not listed on any stock exchange. The total revenue for Customer F2 in its latest financial year is not publicly available.

DEFINITIONS (CONT'D)

- “Customer G” : Customer G is a company incorporated in Malaysia and is principally involved in the manufacturing, marketing and sale of data storage devices and solutions. Customer G is not listed on any stock exchange. The total revenue for Customer G in its latest financial year is not publicly available.
- Customer G is a subsidiary of Company G1, a company incorporated in the USA and is listed on NASDAQ Global Select Market. Company G1 is principally involved in the development, manufacturing and provision of data storage devices and solutions based on hard disk drive technologies. Company G1 group of companies recorded a total revenue of USD9.52 billion for its latest financial year ended 27 June 2025.
- “Customer H Group” : Customer H Group comprises Customer H1 and Customer H2.
- Customer H1 is a company incorporated in Malta and is principally involved in the production, packaging and testing of advanced chip packages. Customer H1 is not listed on any stock exchange. The total revenue for Customer H1 in its latest financial year is not publicly available.
- Customer H2 is a company incorporated in Singapore and is principally involved in semiconductor wafer manufacturing and research and development activities. Customer H2 is not listed on any stock exchange. The total revenue for Customer H2 in its latest financial year is not publicly available.
- Customer H1 and Customer H2 are subsidiaries of Company H3, a company incorporated in the Netherlands and is listed on Euronext Paris, the New York Stock Exchange, and Borso Italiana. Company H3 is principally involved in the design, development, manufacturing and marketing of a broad range of semiconductor products. Company H3 group of companies recorded a total revenue of USD13.27 billion for its latest financial year ended 31 December 2024.
- “Customer I” : Customer I is a company incorporated in China and is principally involved in provision of AMHS solutions and core components for semiconductor manufacturing. Company I is not listed on any stock exchange. The total revenue for Customer I in its latest financial year is not publicly available.

GLOSSARY TERMS

The following commonly used terms in our Group's business and operations shall apply throughout this Prospectus unless the term is defined otherwise or the context otherwise requires:-

“AI”	: Artificial intelligence
“AMHS”	: Automated material handling system
“ASRS”	: Automated storage and retrieval system
“carrier(s)”	: A container used to carry and transport goods and/or materials within an AMHS
“CE standards”	: A certification mark indicating that a product complies with the health, safety and environmental protection requirements set out in European Union legislation, allowing it to be sold within the European Economic Area
“cleanroom”	: A controlled space in which there is limited presence of dust and other particle contaminants
“CNC”	: Computer numerical control CNC machines are used to carry out CNC machining, in which a computer programme is used to control and automate the movement and precision of the machine for the fabrication of parts
“components”	: Units of assembled AMHS hardware
“E&E”	: Electrical and electronic
“FOUP”	: Front opening unified pods
“I/O”	: Input and output
“I/O ports”	: Input and output ports Designated ports within a process tool where goods and/or materials are transacted (i.e. input for processing and generated as output) by an AMHS
“IC(s)”	: Integrated circuits (i.e. semiconductor) An assembly and integration of semiconductor components on a single thin semiconductor material known as a semiconductor wafer
“IDM(s)”	: Integrated device manufacturers Companies which own brands or intellectual property for various electronic devices and whose principal activities encompass the design, manufacturing, assembly, packaging and testing of semiconductor products
“IT”	: Information technology
“OHT”	: Overhead hoist transport
“OSAT(s)”	: Outsourced semiconductor assembly and test companies Companies specialised in the segment of semiconductor assembly, packaging and testing
“parts”	: Pieces of machinery or equipment which are assembled to form a component of AMHS

GLOSSARY TERMS (CONT'D)

“process tool”	:	A manufacturing tool within a manufacturing line in which goods and/or materials undergo processing
“SEMI”	:	Semiconductor Equipment and Materials International
“SEMI standards”	:	International technical standards developed by SEMI that establish uniform guidelines for the design, safety, performance, communication and interoperability of semiconductor manufacturing equipment, materials and processes
“semiconductor”	:	A material that has electrical conductivity properties and forms an essential component for electronic devices. Semiconductors support the needs of various industries such as consumer electronics, information and communications technology, telecommunications, automotive, healthcare as well as manufacturing
“SMIF”	:	Standard mechanical interface pod
“TCS”	:	Transport control software The software system developed to automate, control and manage the operation of our AMHS solutions
“wafer”	:	A thin, circular slice of a semiconductor material, such as silicon, that serves as the substrate for manufacturing ICs
“WIP”	:	Work-in-progress

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PRESENTATION OF INFORMATION

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include natural persons, firms, companies, body corporates and corporations.

References in this Prospectus to any provisions of statutes, rules, regulations, enactments or rules of stock exchange shall (where the context admits), be construed as reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force. References to a time of day in this Prospectus shall be a reference to Malaysian time, unless otherwise stated.

References to “**our Company**” or “**the Company**” or “**Stratus Global**” in this Prospectus are made to Stratus Global Holdings Berhad (Registration No.: 202501019963 (1621376-M)), references to “**our Group**” or “**the Group**” or “**Stratus Global Group**” are made to our Company and our subsidiaries and references to “**we**” or “**us**” or “**our**” or “**ourselves**” are made to our Company, and where the context requires, our Group. Unless the context otherwise requires, references to “**management**” are to our Directors and key senior management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our management.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information is originated from us or is extracted or derived from report(s) provided by the IMR for inclusion in this Prospectus. We have appointed the IMR to provide an independent market and industry review relating to an overview of the economy and industry in which we operate in. In compiling their data for the review, the IMR relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, neither we nor our advisers have independently verified these data. Neither we nor our advisers make any representation as to the correctness, accuracy or completeness of such data. Similarly, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved. You should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

The information on our website or any website directly or indirectly linked to our website does not form part of this Prospectus and you should not rely on such information for the purposes of your decision whether or not to invest in our Shares. If there is any discrepancy between the contents of such websites relating to our Group and the Prospectus, the information contained in this Prospectus shall prevail.

Any discrepancy in the tables between the amounts listed and the totals in this Prospectus are due to rounding.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives of our management for future operations are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our management's current view with respect to future events and do not guarantee future performance.

Forward-looking statements can be identified by the use of forward-looking terminologies such as the words "**expect**", "**believe**", "**plan**", "**intend**", "**estimate**", "**anticipate**", "**aim**", "**forecast**", "**may**", "**will**", "**would**", "**could**" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:-

- (i) demand for our products and services;
- (ii) our business strategies and potential growth opportunities;
- (iii) our management's plans and objectives for future operations;
- (iv) our future financial position, earnings, cash flows and liquidity;
- (v) our ability to pay future dividends; and
- (vi) regulatory environment and effects of future regulation.

Our actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors beyond our control, including, without limitation:-

- (i) general economic, business, social, political and investment environment in Malaysia and in countries where we source our services and globally;
- (ii) government policy, legislation or regulation;
- (iii) interest rates, tax rates and exchange rates;
- (iv) competitive environment of the industry in which we operate;
- (v) reliance on approvals, licenses and permits;
- (vi) availability and fluctuations in prices of travel-related services such as flights, accommodation and overseas ground travel services;
- (vii) fixed and contingent obligations and commitments; and
- (viii) any other factors beyond our control.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in **Section 4** of this Prospectus on risk factors and **Section 11.3** of this Prospectus on management's discussion and analysis of financial condition and results of operations. Due to these and other uncertainties, we cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are based on information made available to us as at the LPD.

In light of these uncertainties, the inclusion of such forward-looking statements should not be regarded as a representation or warranty by us or our advisers that such plans and objectives will be achieved.

Should we become aware of any subsequent material change or development affecting matters disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment of IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

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